

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 634 OF 2015

In the matter of the Companies Act 1956, (1 of 1956) and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement between SIEMENS TECHNOLOGY AND SERVICES PRIVATE LIMITED (“Demerged Company”) And SIEMENS HEALTHCARE PRIVATE LIMITED (“Resulting Company”) And their respective shareholders and creditors

Siemens Technology And Services)
Private Limited, a company)
 incorporated under the Companies Act,)
 1956 having its registered office at 130,)
 Pandurang Budhkar Marg, Worli,)
 Mumbai - 400 018) ...Applicant Company

Called Summons for Direction

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant
 Coram: S.C. GUPTE, J

Date: 31st July, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a
 Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed
 by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND

UPON READING the Affidavit dated 6th July, 2015 of Ms. Sheetal Vyas, Company Secretary of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED:-

1. That the convening and holding the meeting of the Equity Shareholders of the Applicant Company to consider and, if thought fit, approve, with or without modification(s) the proposed Scheme of Arrangement between SIEMENS TECHNOLOGY AND SERVICES PRIVATE LIMITED (“Demerged Company”) and SIEMENS HEALTHCARE PRIVATE LIMITED (“Resulting Company”) and their respective shareholders and creditors, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits ‘C-1’ to ‘C-2’ to the Affidavit in support of the Summons for Direction.
2. There are no Secured Creditors in the Applicant Company as stated in paragraph 17 of the Affidavit in support of Summons, hence the question of convening and holding the meeting of Secured Creditors does not arise.
3. That the convening and holding of the meeting of the Unsecured Creditors of the Applicant Company to consider and if thought fit approve with or without modifications the proposed arrangement embodied in the Scheme of Arrangement between SIEMENS TECHNOLOGY AND SERVICES PRIVATE LIMITED, (“Demerged Company”) and SIEMENS HEALTHCARE PRIVATE LIMITED,

(“Resulting Company”) and their respective shareholders and creditors, is dispensed with in view of averments made in paragraph 18 of the affidavit in support of the Summons of Direction and that the Applicant Company undertakes to serve individual notice of the date of hearing of the Petition by Registered Post A.D. to all its Unsecured Creditors and also undertakes to publish the notices of hearing of the Company Scheme Petition in one issue each of ‘Free Press Journal’ in English language and translation thereof in ‘Navshakti’ in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(S.C. GUPTE, J.)