

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 659 OF 2015.

In the matter of the Companies Act, 1 of 1956
and other relevant provision of Companies Act,
2013;

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 and other relevant
provision of Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of
ANCHOR FILES PRIVATE LIMITED, the First
Transferor Company and MACARONI
FINANCE AND TRADING PRIVATE
LIMITED, the Second Transferor Company and
MUMBAI MARINE PRODUCTS PRIVATE
LIMITED, the Third Transferor Company and
NAGAR INVESTMENT AND FINANCE
PRIVATE LIMITED, the Fourth Transferor
Company and PARAG PROPERTIES
PRIVATE LIMITED, the Fifth Transferor
Company and PRAMESH PROPERTIES
PRIVATE LIMITED, the Sixth Transferor
Company and REDDISH INVESTMENT AND
TRADING PRIVATE LIMITED, the Seventh
Transferor Company and SAMANVAY AGRO
PRIVATE LIMITED, the Eighth Transferor
Company with MADHU CONSTRUCTION
PRIVATE LIMITED, the Transferee Company

MACARONI FINANCE AND TRADING)
 PRIVATE LIMITED, a company)
 incorporated under the Companies Act,)
 1956 having its registered office at S-002)
 B, 2nd Floor, Vikas Centre, S.V. Road,)
 Santacruz(West), Mumbai - 400054) ...Applicant Company.

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S. C. Gupte, J.

Date: 7th August, 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 2nd July, 2015 Mr. Mahesh R. Toshniwal, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED THAT :-

1. The convening and holding the meeting of the Equity Shareholders of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of ANCHOR FILES PRIVATE LIMITED, the First Transferor Company and MACARONI FINANCE AND TRADING PRIVATE LIMITED, the Second Transferor Company

and MUMBAI MARINE PRODUCTS PRIVATE LIMITED, the Third Transferor Company and NAGAR INVESTMENT AND FINANCE PRIVATE LIMITED, the Fourth Transferor Company and PARAG PROPERTIES PRIVATE LIMITED, the Fifth Transferor Company and PRAMESH PROPERTIES PRIVATE LIMITED, the Sixth Transferor Company and REDDISH INVESTMENT AND TRADING PRIVATE LIMITED, the Seventh Transferor Company and SAMANVAY AGRO PRIVATE LIMITED, the Eighth Transferor Company with MADHU CONSTRUCTION PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.

2. That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 53 of the Affidavit in support of Summons for Direction.
3. The convening and holding of the meeting of the Sole Unsecured Creditor of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of ANCHOR FILES PRIVATE LIMITED, the First Transferor Company and MACARONI

FINANCE AND TRADING PRIVATE LIMITED, the Second Transferor Company and MUMBAI MARINE PRODUCTS PRIVATE LIMITED, the Third Transferor Company and NAGAR INVESTMENT AND FINANCE PRIVATE LIMITED, the Fourth Transferor Company and PARAG PROPERTIES PRIVATE LIMITED, the Fifth Transferor Company and PRAMESH PROPERTIES PRIVATE LIMITED, the Sixth Transferor Company and REDDISH INVESTMENT AND TRADING PRIVATE LIMITED, the Seventh Transferor Company and SAMANVAY AGRO PRIVATE LIMITED, the Eighth Transferor Company with MADHU CONSTRUCTION PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 54 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its Sole Unsecured Creditor and also to publish the same in two local news papers viz. "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.)