

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 727 OF 2015

In the matter of the Companies
Act, 1956

AND

In the matter of Sections 391 to
394 of the Companies Act, 1956.

AND

In the matter of the Scheme of
Amalgamation of Unitron Hearing
India Private Limited, Transferor
Company

with

Phonak India Private Limited,
Transferee Company

and

their respective shareholders and
creditors

Phonak India Private Limited
Incorporated and registered
under the Companies Act,
1956, having its registered
office at 503-506, Kanakia
Zillion, LBS Marg Junction,
CST Road, BKC Annexure,
Mumbai - 400070,
Maharashtra.

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)...Applicant / Transferee
Company

Called Summons for Direction for hearing

Mr. Sanjay Udeshi a/w Darshan Ashar i/b Sanjay Udeshi & Co, Advocate(s) for Applicant.

Coram: S.C. Gupte, J.

Dated: 28th August, 2015

MINUTES OF ORDER

Upon the application of the above-named Applicant Company by a Summons for Direction AND upon hearing Shri Sanjay Udeshi, Advocate for the Applicant AND upon reading the Affidavit dated 14th July, 2015 of Mr. Abhishek Surana, the Authorised Signatory of the Applicant Company of Mumbai in support of the Summons for Direction, and the Exhibits 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 Scheme of Amalgamation of Unitron Hearing India Private Limited the Transferor Company, with Phonak India Private Limited, Transferee Company and their respective shareholders and creditors, is dispensed with in view of the Consent given by both the Equity Shareholders of the Applicant Company which are annexed as Exhibits 'I1' and 'I2' to the Affidavit in Support of Summons for Directions.
2. There are no secured creditors in the Applicant Company as mentioned in paragraph 18 of the Affidavit in support of Company Summons for Direction. Hence the question of convening and holding the meeting of secured creditors does not arise.
3. That convening and holding the meeting of the Unsecured Creditors of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the Scheme of Amalgamation of Unitron Hearing India Private Limited the Transferor Company, with Phonak India Private Limited, Transferee Company and their respective shareholders and creditors, is dispensed with in view of the consent given by some of the unsecured creditors which are annexed as Exhibit 'K1 to K2' to the Affidavit in Support of Company Summons for Direction and in view of the averment made in para 19 inter-alia stating that the Applicant undertakes to annex consents of the remaining Unsecured Creditors or to issue individual Notice of date of hearing of Company Scheme Petition by R.P.A.D. to its remaining unsecured creditor and also undertakes to publish the same in two local news papers i.e. "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)