

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION No. 154 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 Bohler
High Performance Metals Private
Limited with Bohler Uddeholm India
Limited and their respective
shareholders.

Bohler High Performance Metals)
Private Limited, a private limited)
company incorporated under the)
provisions of the Companies Act,)
1956 and having its registered)
office at 409 A, Skylark, Plot 63,)
Sector 11, CBD Belapur, Navi)
Mumbai, Maharashtra - 400614,)
India)

.... Applicant Company

CALLED FOR SUMMONS FOR DIRECTIONS FOR HEARING

Mr. Rohan Rajadhyaksha along with Mr. Sayantan Banerjee i/b AZB & Partners, Advocates for the Applicant Company

Coram: - S.J. Kathawalla, J.

Dated: - 27th February, 2015

MINUTES OF ORDER

UPON the application of the Applicant Company abovenamed by a Summons for Direction AND UPON HEARING Mr. Rohan Rajadhyaksha, Advocate along with Mr. Sayantan Banerjee instructed by AZB & PARTNERS, Advocates for the Applicant Company, AND UPON READING the Affidavit dated 26th August, 2014 of Mr. Pramod Dattaray Pulekar, Authorised Signatory of the Applicant Company, in support of Summons for Direction and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. The convening and holding of 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 Bohler High Performance Metals Private Limited with Bohler Uddeholm India Limited and their respective shareholders, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed and marked as Exhibits “G-1” and “G-2” to the Affidavit in Support of the Summons for Direction.

2. The convening and holding of the meeting of the Secured Creditors 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 Bohler High Performance Metals Private Limited with Bohler Uddeholm India Limited and their respective shareholders, is dispensed with in view of the averments made in paragraph 16 of the Affidavit in Support of the Summons for Direction, *inter alia*, stating that the Applicant Company has a overdraft facility with Deutsche Bank, Fort Branch, Mumbai which is indicated as “Secured Loan Repayable” in the latest financials as on March 31, 2014. The Applicant Company undertakes to obtain the consent to the proposed Scheme of Amalgamation by Deutsche Bank, Fort Branch, Mumbai and the same will be annexed to the company scheme petition and failing which the Applicant Company undertakes to issue individual notice of date of hearing of Petition by R.P.A.D. upon Deutsche Bank, Fort Branch, Mumbai and also to publish the same in two local newspapers, 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.
3. That convening and holding of 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 proposed Scheme of Amalgamation of Bohler High Performance Metals Private Limited with Bohler Uddeholm India Limited and their respective shareholders, is dispensed with in view of the averments made in paragraph 17 of the Affidavit in Support of the Summons for Direction, *inter alia*, stating that the aggregate assets of the Transferor Company and the Transferee Company, are in excess of and are more than sufficient to meet all their respective external liabilities and the

Scheme will not adversely affect the rights and interest of any of the creditors of the Applicant Company in any manner whatsoever and that the Applicant Company undertakes to issue individual notice of date of hearing of Petition by R.P.A.D. upon all its Unsecured Creditors and also to publish the same in two local newspapers, 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.J. Kathawalla, J)