

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 723 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

Mercury Apparel Ltd. (the “Transferor
Company”)

With

Heather Cosmetics Tex Ltd. (the
“Transferee Company”)

Heather Cosmetics Tex Limited, a]
Company incorporated under the]
Companies Act, 1956 bearing CIN]
No. U18109MH2014PLC253927]
and having its Registered Office]
at 352, A-1, Shah & Nahar]
Industrial Estate, Dhanraj Mill]
Compound, Lower Parel,]
Mumbai – 400 013]

...Applicant Company

CALLED SUMMONS FOR DIRECTION FOR HEARING

Ms. Mandakini Sinh, Advocate for the Applicant Company

Coram: S.C. Gupte J.

Date : 4th September 2015

MINUTES OF ORDER

UPON the Application of the Applicant Company abovenamed by the Company Summons for Direction and upon hearing Ms. Mandakini Sinh, Advocate for the Applicant Company AND UPON READING the Affidavit dated 27th day of July 2015 of Mr. Bipin Agrwal, an Authorised Signatory of the Applicant Company, in support of the Company Summons for Direction and the Exhibits referred therein, **IT IS ORDERED THAT:**

- (1) The convening and the holding of a 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 Mercury Apparel Limited with Heather Cosmetics Tex Limited and their respective Shareholders be dispensed with, in view of the consent given by all the Equity Shareholders of the Applicant Company, which are annexed as Exhibits "H-1" to "H-7" to the Affidavit in Support of the Company Summons for Direction.

- (2) The convening and the holding of a meeting of the Secured Creditors of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), does not arise as there are no Secured Creditors of the Applicant Company as stated in paragraph 13 of the Affidavit in Support of the Company Summons for Direction.

(3) The convening and the holding of a 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 Mercury Apparel Limited with Heather Cosmetics Tex Limited be dispensed with, in view of the consent given by all the eight Unsecured Creditors of the Applicant Company, which are annexed as Exhibits "I-1" to "I-8" to the Affidavit in Support of the Company Summons for Direction.

(S.C. Gupte J.)