IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 763 OF 2015.

In the matter of the Companies Act I of 1956.

AND

In the matter of Sections 391 to 394 read with Section 100 to 103 of the Companies Act, 1956.

AND

In the matter of the Scheme of Arrangement between:
Parakh Agro Industries Limited.

AND

Parakh Foods and Oils Limited.

AND

their respective shareholders.

Parakh Foods and Oils Limited,)
a Company incorporated Under the)
Companies Act, 1956 and having its)
Registered Office at Plot No. E-5,)
Kurkumbh MIDC, Taluka Daund,)
Kurkumbh Daund – 431802) ....Applicant Company

Called Summons for Direction for hearing

Mr. Chandrakant Mhadeshwar, Advocates for the Applicant Company.

CORAM: S. C. GUPTE, J

DATE :11th SEPTEMBER, 2015

MINUTES OF ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Chandrakant Mhadeshwar, Advocates for the Applicant

Company, AND UPON READING the Affidavit dated 25th day of August, 2015 of Mr. Mahendra Lunavat, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits referred to therein, IT IS ORDERED:-

1. That 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 Arrangement between Parakh Agro Industries Limited and Parakh Foods and Oils Limited and their respective shareholders, is dispensed with in view of the consents given by all the Seven Equity Shareholders of the Applicant Company which are annexed as Exhibits "G-1" to "G-7" to the Affidavit in Support of Company Summons for Direction.

2. That there are no Secured Creditors of the Applicant Company as stated in paragraph 19 of the Affidavit in Support of Company Summons for Direction. Hence, the question of convening and holding 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 proposed Scheme of Arrangement between

Parakh Agro Industries Limited and Parakh Foods and Oils Limited and their respective shareholders, is dispensed with in view of the averments made in paragraphs 20 of the Affidavit in Support of Summons for Direction inter alia, stating that the Scheme of Arrangement is in accordance with the provisions of Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act,1956 as there is no compromise and/or arrangement with creditors and creditors of the Applicant Company are paid in the normal course of business and as per the agreed terms and conditions and no sacrifice are called from them and their rights will not be effected in as much as the Applicant Company will in terms of the Scheme of Arrangement, take over all the debts, liabilities, duties and obligations as well as be vested with all the assets and properties of the Demerged Undertakings of the Demerged Company and that the Applicant Compnay undertakes to issue individual notice of the date of hearing of Petition by Registered Post A.D. upon all its Unsecured Creditors and also to publish the notice of hearing of the Petition in two local newspapers, viz., “The Economic Times” in English and “Maharashtra Times” in Marathi, both having circulation in Pune. The said undertaking is accepted.

4. Counsel appearing for the Applicant Company states that the pursuant to the clause 10 of Scheme of Arrangement that reduction and cancellation of existing Share capital shall be effected as an integral part of the Scheme and in view of the averments made in paragraphs 21 and 22 of the Affidavit in Support of Company Summons for Direction, inter alia, stating that the reduction and cancellation of Share Capital of the Applicant Company does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital and that the interest of the creditors of the Applicant Company are not affected by such reduction. The Applicant Company undertakes to pass a Special Resolution pursuant to provisions of Section 100 of the Companies Act, 1956 in the Extra Ordinary General Meeting of its Equity Shareholders for reduction of Share Capital of the Applicant Company before filing the Company Scheme Petition. In view of the above, the procedure prescribed under section 101 (2) of the Companies Act, 1956 is dispensed with. The said undertaking is accepted.

(S. C. GUPTE, J.)