

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 772 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
provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation
of Rohm and Haas India Private Limited
with Dow Chemical International Private
Limited

Rohm and Haas India Private Limited,	)	
a company incorporated under the Companies	)	
Act, 1956 having its Registered Office	)	
situated at 1 st Floor, Block B, 02 Godrej IT Park,	)	
Godrej Business District,	)	
Pirojshanagar, L.B.S. Marg,	)	
Vikhroli (W), Mumbai-400 079	)	... Applicant Company

Called Summons for direction

Mr. Janak Dwarkadas, Senior Counsel along with Mr. Gaurav Joshi,
Senior Counsel and Ms. Shiraz Patodia i/b Anil T. Agarwal for Applicant
Company.

CORAM : S.C. GUPTE, J.

DATE : 29th September, 2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Summons for Direction, AND UPON HEARING instructed by Counsel appearing for the Applicant Company, AND UPON READING the Affidavit dated 2nd September 2015 of Mr. Saju Joseph, Director and authorised signatory of the Applicant Company, in support of Summons for Direction, and the Exhibits therein referred to, IT IS ORDERED -:

1. That 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 Rohm and Haas India Private Limited, the Transferor Company with Dow Chemical International Private Limited, the Transferee Company, is dispensed with in view of the consent given by both Equity Shareholders of the Applicant Company, which are annexed as Exhibits "C-1" and "C-2" to the Affidavit in Support of Company Summons for Direction.

2. That there are no Secured Creditors of the Applicant Company as stated in paragraphs 17 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 scheme of Amalgamation of Rohm and Haas India Private Limited, the Transferor Company with Dow Chemical International Private Limited, the Transferee Company, is dispensed with in view of averments made in paragraph 18

of the Affidavit in Support of Summons for Directions *inter alia* to the effect that so far as the Unsecured Creditors of the Applicant Company are concerned, they will in no way be affected by the proposed scheme of Amalgamation as the assets of the Applicant Company and the Transferee Company after the proposed amalgamation will be far more than its liabilities. The Applicant Company undertakes to issue individual notice of the date of hearing of the Petition by Registered Post A.D. upon its Unsecured Creditors and also to publish notice of hearing of the Petition in 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. C. GUPTE, J.)