

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 891 OF 2015

In the matter of Companies Act, 1956 (1 of 1956)

AND

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

AND

In the matter of Scheme of Amalgamation of Vital
Laboratories Private Limited (Transferor Company)
with Vital Health Care Private Limited (Transferee
Company)

Vital Health Care Private Limited, a)
Company Incorporated under the)
provisions of Companies Act, 1956)
having its registered office at 2nd)
Floor, Plot No. 48, Service Road,)
Western Express Highway, Vile)
Parle East, Mumbai-400057).....Applicant Company

Called Summons for Directions for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., for
Applicant

Coram: K.R. SHRIRAM, J.

Date: 4th December, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by M/s. Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 29th day of September 2015 of Mr. Sachin Tammewar, Authorised Signatory of the Applicant Company, in support of Summons for Directions and the Exhibits referred to therein, 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 proposed Scheme of Amalgamation of Vital Laboratories Private Limited (Transferor Company) with Vital Health Care Private Limited (Transferee Company) is dispensed with in view of consent given by all the eight Equity Shareholders of the Applicant Company which are annexed as **Exhibits 'G-1' to 'G-8'** to the Affidavit in support of Company Summons for Direction.
2. The convening and holding 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 Vital Laboratories Private Limited (Transferor Company) with Vital Health Care Private Limited (Transferee Company) is dispensed with in view of averments made in paragraph 13 of the Affidavit in support of Company Summons for Direction, inter-alia stating that the present Scheme is an arrangement between the

Applicant Company and its shareholders as contemplated under 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 the creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Petition by R.P.A.D. to all its Secured Creditors and to publish the notice of date of hearing of the Petition in two local newspapers namely '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. The convening and holding the meeting of the Trade 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 Vital Laboratories Private Limited (Transferor Company) with Vital Health Care Private Limited (Transferee Company) is dispensed with in view of averments made in paragraph 11 of the Affidavit in support of Company Summons for Direction, inter-alia stating that the present Scheme is an arrangement between the Applicant Company and its shareholders as contemplated under 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 the creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Petition by R.P.A.D. to all its Trade Creditors

and to publish the notice of date of hearing of the Petition in two local newspapers namely 'Free Press Journal', in English language and translation thereof in 'Navshakti', in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

4. The 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 Amalgamation of Vital Laboratories Private Limited (Transferor Company) with Vital Health Care Private Limited (Transferee Company) is dispensed with in view of averments made in paragraph 12 of the Affidavit in support of Company Summons for Direction, inter-alia stating that the present Scheme is an arrangement between the Applicant Company and its shareholders as contemplated under 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 the creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Petition by R.P.A.D. to all its Unsecured Creditors and to publish the notice of date of hearing of the Petition in two local newspapers namely 'Free Press Journal', in English language and translation thereof in 'Navshakti', in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(K.R. SHRIRAM, J)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

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