

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 268 OF 2015.

In the matter of 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 Royalstar Health Foods Private Limited (Transferor Company) into Good-Day Foods Private Limited (Transferee Company).

Royalstar Health Foods Private)
Limited, a company incorporated)
under the Companies Act, 1956)
and having its registered office at)
601, Skylark A, Lokhandwala)
Complex, Andheri (West), Mumbai-)
400053, Maharashtra, India.) ...Applicant Company.

Called Summons for Direction for Hearing

Mr. Ashish Kamat i/b M/s. Crawford Bayley & Co, Advocate for the Applicant

Coram: S.J. Kathawalla, J.

Date: 10th April, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a
Company Summons for Direction AND UPON HEARING Mr. Ashish
Kamat instructed by M/s. Crawford Bayley & Co, Advocate for the
Applicant Company, AND UPON READING the Affidavit dated 28th

November, 2015 of Mr. Rajan Malik, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, 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 Royalstar Health Foods Private Limited (Transferor Company) into Good-Day Foods Private Limited (Transferee Company), is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits 'J-1' and 'J-2' to the Affidavit in support of 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 Royalstar Health Foods Private Limited (Transferor Company) into Good-Day Foods Private Limited (Transferee Company), is dispensed with in view of the consent given by the Secured Creditor of the Applicant Company, which are annexed as Exhibit - 'K-1' to the Affidavit in support of Summons for Direction.

3. The 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 Royalstar Health Foods Private Limited (Transferor Company) into Good-Day Foods Private Limited (Transferee Company), is dispensed with in view of the averments made in paragraph 26 of the Affidavit in support of the Summons for Direction inter alia, stating that the Unsecured Creditors will in no way be affected by the proposed Scheme of Amalgamation as there is no compromise or arrangement is contemplated with the Unsecured Creditors and Applicant Company undertakes to pay all the liabilities as and when they are due and payable and The Applicant Company undertakes to issue individual notices of hearing of the Petition to all its Unsecured Creditors by R.P.A.D. and also publish the same in 'Free Press Journal', in English, language and a translation thereof in 'Navshakti' in Marathi language both having circulation in Mumbai. The said undertaking is accepted

(S. J.Kathawalla, J.)