

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 397 OF 2015

In the matter of Companies Act, 1956

And

In the matter of Application under Sec 391 &
394 of the Companies Act, 1 of 1956

And

In the matter of Jacinth Gratings Private
Limited, a Company incorporated under the
Companies Act, 1956,

And

In the matter of Scheme of Amalgamation of
Jacinth Engineering Private Limited, the
Transferor Company

With

Jacinth Gratings Private Limited, the Transferee
Company and their respective shareholders

Jacinth Gratings Private Limited,)

a Company incorporated under the Companies)

Act, 1956 having its registered office at 101)

Udyog Mandir No.2, Mogul Lane, Mahim (West))

Mumbai -400 016, Maharashtra)Petitioner Company

Called for Summons for Direction

Ms. Priyanka Khimani i/b M/s. Khimani & Associates., Advocates for the
Petitioner Company

Coram: S. C. Gupte, J

Date: 12th June, 2015

MINUTES OF THE ORDER

UPON the Application of the Petitioner Company above named by Company
Summons for Directions AND UPON HEARING Ms. Priyanka Khimani, Advocate
for the Petitioner Company, AND UPON READING the Affidavit dated 4th day of
December, 2014 and further Affidavit dated 30th day of April, 2015 of Ms. Dipyanti
Kanojia an, Company Secretary of the Petitioner Company authorized to make
an Affidavit in Support of Company Summons for Directions IT IS ORDERED:-

(1) That convening and holding of the meeting of the Equity Shareholders of the
Petitioner Company to consider and if thought fit, approve with or without
modifications, the proposed Scheme of Amalgamation of Jacinth Gratings Private
Limited, the Transferor Company with Jacinth Engineering Private Limited, the
Transferee Company is dispensed with in view of the consents given by all the
Equity Shareholders of the Petitioner Company, which are annexed as Exhibits
'F1' to 'F5' to the Affidavit in Support of Company Summons for Directions dated
4th December, 2014 and as Exhibits 'B1' to 'B3' to the Further Affidavit in Support
of the Company Summons for Directions dated 30th April, 2015.

(2) That there is 1 (one) Secured Creditor of the Petitioner Company as stated in

paragraph 13 (thirteen) of the Affidavit in Support of Company Summons for Directions and paragraph 4 (four) of the Further Affidavit in Support of the Company Summons for Directions. The convening and holding of the meeting of the Secured Creditor of the Petitioner Company to consider and if thought fit, approve with or without modifications, the proposed Scheme of Amalgamation of Jacinth Gratings Private Limited, the Transferor Company with Jacinth Engineering Private Limited, the Transferee Company is dispensed with in view of the averment made in paragraph 4 (four) of the Further Affidavit in Support of the Company Summons for Directions inter alia stating therein that the Petitioner Company undertakes to issue an individual notice of the hearing of the Company Scheme Petition to the Secured Creditor. The said undertaking is accepted.

(3) The convening and holding of the meeting of the Unsecured Creditors of the Petitioner Company to consider and if thought fit, approve with or without modifications, the proposed Scheme of Amalgamation of Jacinth Gratings Private Limited, the Transferor Company with Jacinth Engineering Private Limited, the Transferee Company is dispensed with in view of the averment made in paragraph 14 (fourteen) of the Affidavit in Support of the Company Summons for Directions inter alia stating therein that consents have been given by 18 Unsecured Creditors of the Petitioner Company, which are annexed as Exhibit 'I1' to 'I18' to the Affidavit in Support of the Company Summons for Directions and the Petitioner Company undertakes to issue individual notices of hearing of the Company Scheme Petition to the remaining Unsecured Creditors, including the Unsecured Creditors whose consent letters have been signed by Authorized Signatories and also to publish the same in two newspapers, viz; Free Press Journal, in English language and translation there of in Marathi language in

‘Maharashtra Times’, both having circulation in Mumbai. The said undertaking is accepted.

(S. C. Gupte, J)