

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 398 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 Engineering Private Limited,	)	
a Company incorporated under the	)	
Companies Act, 1956 having	)	
its registered office at D-11, Garden Colony,	)	
Soonawala Agiary Marg, 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 of Ms. Dipyanti Kanojia,
Company Secretary of the Petitioner Company 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 both Equity Shareholders of the Petitioner Company,
which are annexed as Exhibits 'F1' and 'F2' to the Affidavit in Support of
Company Summons for Directions.

(2) That there is 1 (one) Secured Creditor of the Petitioner Company as
stated in paragraph 13 of the Affidavit in Support of 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 13A (thirteen A) of the Affidavit in Support of the Company Summons for Directions inter alia stating therein that the Petitioner Company undertakes to issue individual notices of hearing of the Company Scheme Petition to the Secured Creditor 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.

(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 stating therein that consents have been given by 40 Unsecured Creditors of the Petitioner Company, which are annexed as Exhibit 'I-1' to 'I-40' 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)