IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.843 OF 2015

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

AND

In the matter of Sections 391 to 394 read with Section 100 to 103 of the Companies Act, 1956;

AND

In the matter of Composite Scheme of Amalgamation and Arrangement between Kamet Natural Isolates Limited

AND

Omnikan Earth Sciences Private Limited

AND

OmniActive Health Technologies Limited

AND

Their Respective Shareholders and Creditors

OMNIACTIVE HEALTH TECHNOLOGIES LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at Phoenix House, T-8b, A Wing, 462 Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India) …… Applicant Company

<u>Called for Summons for Direction</u>

Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant.

Coram: S.C. Gupte, J.

Date: 30th October, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s Rajesh Shah & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 9th day of October, 2015 Mr.Prakashchandra Khulbe, Authorised signatory of the Applicant Company, in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED :

1. THAT convening and holding the meeting of the Equity Shareholders of the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed arrangement embodied in the Composite Scheme of Amalgamation and Arrangement between Kamet Natural Isolates Limited and Omnikan Earth Sciences Private Limited and OmniActive Health Technologies Limited and their respective shareholders and creditors is dispensed with in view of the consent given by all the twelve (12) Equity Shareholders of the Applicant Company, which are annexed as Exhibits "F1" to "F12" to the affidavit in support of the Company Summons for Direction.

2. THAT convening and holding of the meeting of the Secured Creditors of the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed arrangement embodied in the Composite Scheme of Amalgamation and Arrangement between Kamet Natural Isolates Limited and Omnikan Earth Sciences Private Limited and OmniActive Health Technologies Limited and their respective shareholders and creditors is dispensed with in view of

the averment made in paragraph 11 of the affidavit in support of the Company Summons for Direction.The Applicant Company undertakes to serve individual notice of the hearing of the Petition by Registered Post A.D. to all its Secured Creditors and also to publish the same once each in "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both circulated in Mumbai. The undertaking is accepted.

3. THAT convening and holding the meeting of the Unsecured Creditors of the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed Arrangement embodied in the Composite Scheme of Amalgamation and Arrangement between Kamet Natural Isolates Limited and Omnikan Earth Sciences Private Limited and OmniActive Health Technologies Limited and their respective shareholders and creditors is dispensed with in view of the averment made in paragraph 12 of the affidavit in support of the Company Summons for Direction. The Applicant Company undertakes to serve hearing of the Petition individually by Registered Post A.D. to all its Unsecured Creditors and also to publish the same once each in "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both circulated in Mumbai. The undertaking is accepted.

4. Pursuant to the clause 13 of the scheme, the reduction of the share capital as stated therein shall be effected as an integral part of the Scheme and the said reduction of share capital does not involve any financial outlay/outgo on the part of the Applicant Company and it will not cause any prejudice to the rights of the creditors of the Applicant Company as mentioned in paragraph (13) of the affidavit in support of the

Company Summons for Direction and in view of above procedure prescribed under section 101(2) of the Companies Act, 1956 confirming reduction of share capital is dispensed with. The Applicant Company undertakes to pass a Special Resolution for the proposed reduction in the Extra Ordinary General Meeting of its Equity Shareholders under Sections 100 to 103 of the Companies Act,1956.The undertaking is accepted.

(S.C Gupte, J.)

CERTIFICATE

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

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