

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 864 OF 2015

In the matter of the Companies Act, 1
of 1956 and other relevant provisions
of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956 and other
relevant provisions of the Companies
Act, 2013;

AND

In the matter of Scheme of Amalgamation
of KKB ENTERPRISES PRIVATE
LIMITED, the Transferor Company with
BURNT UMBER FASHION PRIVATE
LIMITED, the Transferee Company and
THEIR RESPECTIVE SHAREHOLDERS
and CREDITORS.

BURNT UMBER FASHION PRIVATE)
LIMITED, a company incorporated)
under the Companies Act, 1956)
having its registered office at A-301,)
Delphi, Hiranandani Gardens, Powai,)
Mumbai – 400076) ...Applicant Company.

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the
Applicant

Coram: K. R. Shriram J.

Date: 20th November, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 13th October, 2015 Mr. Ashish Joshi, Authorised Representative 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 KKB ENTERPRISES PRIVATE LIMITED, the Transferor Company with BURNT UMBER FASHION PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'G-1' and 'G-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 KKB ENTERPRISES PRIVATE LIMITED, the Transferor Company with BURNT UMBER FASHION PRIVATE LIMITED, the Transferee Company is dispensed with in view of the

averments made in paragraph 17 of the Affidavit in support of the Summons for Direction inter alia stating that so far Secured Creditors of the Applicant Company is concerned, they will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Applicant Company after the proposed Amalgamation will be far more than its Liabilities and that the Applicant undertakes to issue individual notice of date of hearing of Petition by Registered Post A. D. to its all Secured Creditors and also to publish the same in two local news papers viz. "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 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 KKB ENTERPRISES PRIVATE LIMITED, the Transferor Company with BURNT UMBER FASHION PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 18 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its all

Unsecured Creditors and also to publish the same in two local news papers viz. "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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