

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 859 OF 2015

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

AND

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

AND

In the matter of Scheme of
Amalgamation

of

Ashok Piramal Enterprises Private
Limited ("APEPL" or "the Transferor
Company 1")

and

Bridgepoint Learning Private Limited
("BLPL" or "the Transferor Company
2")

and

Cromwell Tools (India) Private Limited
("CTPL" or "the Transferor Company
3")

and

Crossroads Shoppertainment Private
Limited ("CSPL" or "the Transferor
Company 4")

and

Morarjee Goculdas SPG. & WVG.
Private Limited ("MGPL" or "the
Transferor Company 5")

with

PMP Auto Components Private
Limited ("PMP Auto" or "the
Transferee Company")

and

their respective shareholders

CROMWELL TOOLS (INDIA))
PRIVATE LIMITED, a company)
incorporated under the provisions)
of the Companies Act, 1956 and)
having its registered office at)
Peninsula Spenta, Mathuradas)
Mills Compound, Senapati Bapat)
Marg, Lower Parel, Mumbai – 400)
013.)

.....Applicant Company

Called for Company Summons for Direction

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

Coram: K. R. Shriram, J.

Date: 20th November, 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 Rajesh Shah & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 15th October, 2015 of Mr. Mehul Somaiya, Authorized Representative of the Applicant Company, in support of Company Summons for Direction and the exhibits 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 Ashok Piramal Enterprises Private Limited ("APEPL" or "the Transferor Company 1") and Bridgepoint Learning Private Limited ("BLPL" or "the Transferor Company 2") and Cromwell Tools (India) Private Limited ("CTPL" or "the Transferor Company 3") and Crossroads Shoppertainment Private Limited ("CSPL" or "the Transferor Company 4") and Morarjee Goculdas SPG. & WVG. Private Limited ("MGPL" or "the Transferor Company 5") with PMP Auto Components Private Limited ("PMP Auto" or "the Transferee Company") and their respective shareholders is dispensed with in view of the consents given by both the Equity shareholders of the Applicant Company which are

annexed as **Exhibits 'C1' to 'C3'** to the affidavit in support of the Company Summons for Direction.

2. There are no Secured Creditors in the Applicant Company, as stated in paragraph (11) of the affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding of the meeting of Secured Creditors does not arise.
3. The convening and holding the meeting of the Unsecured Creditor of the Applicant Company for the purpose of considering and, if thought fit, approving with or without modifications, the proposed Scheme of Amalgamation of Ashok Piramal Enterprises Private Limited ("APEPL" or "the Transferor Company 1") and Bridgepoint Learning Private Limited ("BLPL" or "the Transferor Company 2") and Cromwell Tools (India) Private Limited ("CTPL" or "the Transferor Company 3") and Crossroads Shoppertainment Private Limited ("CSPL" or "the Transferor Company 4") and Morarjee Goculdas SPG. & WVG. Private Limited ("MGPL" or "the Transferor Company 5") with PMP Auto Components Private Limited ("PMP Auto" or "the Transferee Company") and their respective shareholders, is dispensed with in view of the averment made in paragraph (12) of the affidavit in support of the Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D upon its sole Unsecured Creditor and also to publish the same in two local newspapers i.e. Free Press Journal, in English and translation thereof in Navshakti, in Marathi 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.

Uploaded by: Shankar Gawde, Stenographer