THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 20 OF 2015.

In the matter of the Companies Act I of 1956

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956

AND

In the matter of the Scheme of Amalgamation of:

Pierburg Pump Technology India Private Limited

WITH

KSPG Automotive India Private Limited

Pierburg Pump Technology India Private Limited,)
a Company incorporated under the Companies Act,)
1956 and having its Registered Office at GAT No.380,)
Village Takwe Budruk, Taluka Maval, Pune – 412106)....Applicant Company

Called Summons for Direction for hearing

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

CORAM: S. J. KATHAWALLA, J

DATE : 23RD JANUARY, 2015

MINUTES OF 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., Advocates for the Applicant Company, AND UPON READING the Affidavit dated

11th day of December, 2014 of Mr. Avinash Ghewde, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits referred to therein, IT IS ORDERED:-

1. That 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 Pierburg Pump Technology India Private Limited with KSPG Automotive India Private Limited, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company which are annexed as Exhibits "H-1" and "H-2" to the Affidavit in Support of Company Summons for Direction.
2. That there are no Secured and Unsecured Creditors of the Applicant Company as stated in paragraph 23 of the Affidavit in Support of Company Summons for Direction. Hence, the question of convening and holding meeting of Secured and Unsecured Creditors does not arise.
3. The Applicant/Transferor Company is wholly owned subsidiary of the Transferee Company and as per clause 9 of the scheme the shares held by the transferee company shall

stand cancelled and no new shares will be issued in course of this Scheme of Amalgamation of the transferor company with the transferee company that there is no reorganization of Share Capital of the Transferee Company and the scheme does not affect the right and interest of the member and creditors of the transferee company as mentioned para 24 & 25 of the Affidavit in support of Company Scheme Petition and in view of Judgment passed by this Court in Mahaamba Investments V/s. IDI Limited (2001)105 Company Cases (page 16 to 18) the filing of separate Company Summons for Direction and Company Scheme Petition under Section 391 and 394 of the Companies Act,1956 by KSPG Automotive India Private Limited, the Transferee Company is dispensed with.

(S. J. KATHAWALLA, J)