

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 25 OF 2015

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

AND

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

AND

In the matter of Scheme of
Amalgamation of Exemplar
Engineering Private Limited
with Deeco Mechatron Marketing
Private Limited

Exemplar Engineering)
Private Limited is a private
company incorporated under)
the Companies Act, 1956)
having its registered office at)
96 – C, Maker Chambers – III,)
9th Floor, 223, Nariman Point,)
Mumbai- 400021.)

.....Applicant Company

Called Summons for Directions for hearing

Mr. Hemant Sethi i/b. Hemant Sethi & Co., for Applicant

Coram: S. J. Kathawalla, J.

Date: 23rd January, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a
Company Summons for Directions AND UPON HEARING Mr. Hemant
Sethi instructed by M/S Hemant Sethi & Co., Advocates for the

Applicant Company, AND UPON READING the Affidavit dated 12th day of December, 2014 of Mr. Mazher Hoosein, Director of the Applicant Company, in support of Summons for Directions and the Exhibits therein referred to, IT IS ORDERED:

1. That convening and holding the meeting of the 'A' class 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 Exemplar Engineering Private Limited with Deeco Mechatron Marketing Private Limited is dispensed with in view of consent given by all the three 'A' class Equity Shareholders of the Applicant Company, which are annexed as **Exhibits "C-1" to "C-3"** to the Affidavit in support of the Summons for Direction.
2. That convening and holding the meeting of the 'B' class 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 Exemplar Engineering Private Limited with Deeco Mechatron Marketing Private Limited, is dispensed with in view of the consent given by 'B' class Equity Shareholder of the Applicant Company, which is annexed as **Exhibits "C4"** to the Affidavit in support of the Summons for Direction

3. That the question of convening and holding of the meeting of the Secured Creditors of the Applicant Company does not arise since there are no Secured Creditors in the Applicant Company as stated in paragraph 13 of the Affidavit in support of the Company Summons for Direction.
4. That convening and holding 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 Exemplar Engineering Private Limited with Deeco Mechatron Marketing Private Limited, is dispensed with in view of averments made in paragraph 14 of the Affidavit in support of Company Summons for Directions, inter-alia stating that the proposed scheme is an Arrangement between the Applicant Company and its shareholders in accordance with the provisions of Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) as there is no Arrangement and/or Compromise with the Creditors as no sacrifice is called for under the proposed Scheme and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by R.P.A.D. to all its Unsecured Creditors and also undertakes to publish the notice of hearing of the Petition in two local newspapers i.e. 'Free Press Journal', in English language

and, translation thereof in 'Navshakti', in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(S.J. KATHAWALLA, J)