IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 23 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956) and the Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Sections 52 and 55 of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement between Fortran Steel Private Limited ('the Demerged Company');

AND

Ferrite Structural Steels Private Limited ('the Resulting Company');

AND

Their Respective Shareholders and Creditors

FORTRAN STEEL PRIVATE LIMITED,)
a Company incorporated under the)
Companies Act, 1956 and having its)
Registered Office at 35 Carnac Siding Road,)
Shakar Gally, Carnac Bunder, Mumbai – 400)
009, Maharashtra)………Applicant Company

Called Summons for Direction for hearing

Mr. Hemant Sethi Advocate for the 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 Summons for Direction AND UPON HEARING Mr. Hemant Sethi instructed by M/s. Hemant Sethi & Co. Advocates, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 16th day of December, 2014 of Mr. Jatin Parekh, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, 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 Arrangement between Fortran Steel Private Limited ('the Demerged Company') and Ferrite Structural Steels Private Limited ('the Resulting Company') and their respective shareholders and creditors is dispensed with in view of the consents given by all the six Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'E-1' to 'E-6'** to the Affidavit in support of the Summons for Direction.

2 That convening and holding 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) proposed Scheme of Arrangement between Fortran Steel Private Limited ('the Demerged Company') and Ferrite Structural Steels Private Limited ('the Resulting Company') and their respective shareholders and

creditors is dispensed with in view of the averment made in para 14 of the Affidavit in support of the Summons for Directions, inter-alia stating that the Secured Creditors of the Applicant Company will not be affected as the assets of the Applicant Company pursuant to Scheme will be more than its liabilities and are sufficient to discharge the liabilities and that the Applicant Company undertakes to issue individual notices of the date of hearing of the Petition to all its Secured Creditors by R.P.A.D. and to publish the same in 'Free Press Journal', in English language and a translation thereof in 'Navshakti' in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

3 That the 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 Arrangement between Fortran Steel Private Limited ('the Demerged Company') and Ferrite Structural Steels Private Limited ('the Resulting Company') and their respective shareholders and creditors is dispensed with in view of the averment made in para 15 of the Affidavit in support of the Summons for Directions, inter-alia stating that the Unsecured Creditors of the Applicant Company will not be affected as the assets of the Applicant Company pursuant to Scheme will be more than its liabilities and sufficient to discharge the liabilities and that the Applicant Company undertakes to issue individual notices of the date of hearing of the Petition to all its Secured Creditors by R.P.A.D. and to publish the same in 'Free Press Journal', in English language and a translation thereof in 'Navshakti' in

Marathi language both having circulation in Mumbai. The said undertaking is accepted.

4 The Applicant Company having passed the Special Resolution at the Extra Ordinary General Meeting of the Equity Shareholders of the Applicant Company held on 5th day of December, 2014 and in view of the averment made in para 16 of the Affidavit in support of Summons for Direction, inter-alia stating that the proposed reduction of Equity Share Capital, utilisation of the Capital Reduction Reserve Account and Securities Premium Reserve Account of the Applicant Company does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and that the interest of the creditors of the Applicant Company are not affected by such reduction, the procedure prescribed under section 101(2) of the Companies Act, 1956 is dispensed with.

(S. J. Kathawalla, J.)