IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 92 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 read with Section 100 to 102 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing And Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals And Drugs Limited with Aarti Industries Limited and their respective Shareholders

**Gogri & Sons Investments Private Limited**, a Company incorporated under the Companies Act, 1956 and having its Registered Office at Antariksha, 6th floor, Murar Road, Mulund, Mumbai – 400080 Maharashtra ) ) ) ) ) ) ) ……Applicant Company

**Called Summons for Directions for Hearing**

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., for Applicant

Coram: S. J. Kathawalla, J.

Date: 6th February, 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 11th day of December, 2014 of Mr. Sunil Mavji Dedhia, Authorised Signatory 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 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 between Gogri & Sons Investments Private Limited and Alchemie Leasing And Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals And Drugs Limited with Aarti Industries Limited and their respective Shareholders, is dispensed with in view of the consolidated consent given by all eleven Equity Shareholders of the Applicant Company, which is annexed as **Exhibit "D"** to the Affidavit in support of the Summons for Directions. The Applicant Company undertakes to issue individual notice by RPAD of the date of hearing of Petition

to one of its shareholder Mrs. Dhanvanti Vallabhaji Gogri who has signed the consent letter in vernacular language. The said undertaking is accepted.

2. 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.

3. 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 arrangement embodied in the Scheme of Amalgamation between Gogri & Sons Investments Private Limited and Alchemie Leasing And Financing Private Limited and Anushakti Holdings Limited and Anushakti Chemicals And Drugs Limited with Aarti Industries Limited and their respective Shareholders is dispensed with in view of the consent given by the Unsecured Creditor of the Applicant Company, which is annexed as **Exhibit "F"** to the Affidavit in support of the Summons for Directions.

**(S. J. Kathawalla, J)**