IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 889 OF 2015

In the matter of the Companies Act, 1 of 1956 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 and Section 100 to 103 of the Companies Act, 1956 read with relevant provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement of LKP FINANCE LIMITED, the Transferor Company/ Demerged Company with LKP SECURITIES LIMITED, the Transferee Company/ Resulting Company

LKP SECURITIES LIMITED, a)
company incorporated under the)
Companies Act, 1956 having its)
registered office at 203, Embassy)
Centre, Nariman Point, Mumbai 400)
021, Maharashtra) ...Applicant Company.

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: K. R. Shriram, J.

Date: 27th November, 2015

MINUTES OF THE 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., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 21st October, 2015 Mr. Dinesh K. Waghela, Director of the Applicant Company, in support of the Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT :-

1. The meeting of the Equity Shareholders of LKP SECURITIES LIMITED, "the Applicant Company" be convened and held at Indian Merchants' Chamber, IMC Building, 2nd Floor, Kilachand Conference Room, Churchgate, Mumbai 400 020, Maharashtra, India on Monday, the 11th day of January, 2016 at 10.00 a.m., for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement of LKP FINANCE LIMITED, the Transferor Company/ Demerged Company with LKP SECURITIES LIMITED, the Transferee Company/ resulting Company and their respective shareholders and creditors.

2. The meeting of the Preference Shareholders of LKP SECURITIES LIMITED, "the Applicant Company" be convened and held at Indian Merchants' Chamber, IMC Building, 2nd Floor, Kilachand Conference Room, Churchgate, Mumbai 400 020, Maharashtra, India on Monday, the 11th day of January, 2016 at 10.30 a.m., for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Arrangement of LKP FINANCE LIMITED, the Transferor Company/ Demerged Company with LKP SECURITIES LIMITED, the Transferee Company/ resulting Company and their respective shareholders and creditors.

3. That, in addition, at least 21 clear days before the meeting to be held as aforesaid, a notice convening the said meeting at the place and time aforesaid, together with a copy of the Scheme of Arrangement, a copy of the statement required to be sent under Section 393 and the prescribed form of proxy, shall be sent by RPAD / speed post addressed to each of the Equity Shareholders and Preference Shareholders at their respective registered or last known addresses.

4. That at least 21 clear days before the meeting to be held as aforesaid, an advertisement convening the said meeting, at the place and time aforesaid and stating that copies of the proposed Scheme of Arrangement and the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956

and form of proxy can be obtained free of charge at the registered office of the Applicant Company as aforesaid and/or at the office of its Advocates M/s. RAJESH SHAH & CO, 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai 400 001, shall be published once each in two local news papers viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai.

5. Publication of notice in the Maharashtra Government Gazette is dispensed with.

6. That the settling and approving of the form of advertisement, form of proxy, the form of notice, the Statement required to be furnished pursuant to Section 393 of the Companies Act,1956 to accompany the notice by the Company Registrar of this Court is dispensed with. The Applicant Company undertakes to:-

   i. advertise the Notice convening meeting as per Form No. 38 (Rule 74)
   ii. issue Notice convening meeting of the Equity Shareholders and Preference Shareholders as per Form No. 36 (Rule 73)
   iii. issue Statement containing all the particulars as per Section 393 of the Companies Act, 1956;
   iv. issue Form of Proxy as per Form No. 37 (Rule 73)

The said undertaking is accepted.

7. That Mr. Pratik M. Doshi, Whole-time Director failing him Mr. Mahendra V. Doshi, Director failing him, Mr. Dinesh K. Waghela, Director is appointed as the Chairman for the above meeting of Equity Shareholders and Preference Shareholders to be held at Indian Merchants' Chamber, IMC Building, 2nd Floor, Kilachand Conference Room, Churchgate, Mumbai 400 020, Maharashtra, India on Monday, the 11th day of January, 2016 at 10.00 a.m. and 10.30 respectively, or any adjournment or adjournments thereof.

8. The Chairman appointed for the meetings to issue the advertisement and send out the notices of the meetings referred to above. It is further directed that the Chairman of the meeting shall have all powers as per the Articles of Association and also under the Companies (Court) Rules, 1959 in relation to conduct of the meeting including for deciding any procedural questions that may arise at the meeting or at any adjournment or adjournment(s) to the Scheme of Arrangement or Resolutions if any, proposed at the meeting by any person(s) and to ascertain the decision of or the sense of the meeting by a poll.

9. That quorum for the aforesaid meeting of the Equity Shareholders and Preference Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.

10. That voting by proxy / authorized representative is permitted, provided that a proxy in the prescribed form / authorization duly

signed by the person entitled to attend and vote at the meetings, is filed with the Applicant Company at its registered office at 203, Embassy Centre, Nariman Point, Mumbai 400 021, Maharashtra, not later than 48 hours before the meeting, as provided under Rule 70 of the Companies (Court) Rules, 1959.

11. That the number and value of the vote of Equity Shareholders and Preference Shareholders shall be in accordance with the books of the Applicant Company and where the entries in the books are disputed, the Chairman shall determine the value for the purpose of the meeting.

12. That the Chairman to file affidavit not less than Seven days before the date fixed for the holding of the Meetings and do report this Court that the direction regarding the issue of notices and advertisement have been complied with.

13. That the Chairman appointed for the meetings to report to this Court the result of the said meeting within Thirty days of the conclusion of the meeting and the said report shall be verified by his affidavit.

14. The convening and holding of 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) the proposed Scheme of Arrangement of LKP FINANCE LIMITED, the Transferor Company/ Demerged Company with LKP SECURITIES

LIMITED, the Transferee Company/ Resulting Company is dispensed with in view of the averments made in paragraph 18 of the Affidavit in support of the Summons for Direction inter alia stating that so far Secured Creditors of the Applicant Company is concerned, they will in no way be affected by the proposed Scheme of Arrangement as the assets of the Applicant Company after the proposed Arrangement will be far more than its Liabilities and that the Applicant Company undertakes to issue individual notice of date of final hearing of the Petition by Registered Post A. D. to its all Secured Creditors and also to publish the same in two local news papers viz. “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

15. The convening and holding of the meeting of the Unsecured Trade 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 of LKP FINANCE LIMITED, the Transferor Company/ Demerged Company with LKP SECURITIES LIMITED, the Transferee Company/ Resulting Company is dispensed with in view of the averments made in paragraph 19 of the Affidavit in support of the Summons for Direction.

16. The convening and holding of 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 of LKP FINANCE LIMITED, the Transferor Company/ Demerged Company with LKP SECURITIES LIMITED, the Transferee Company/ Resulting Company is dispensed with in view of the averments made in paragraph 20 of the Affidavit in support of the Summons for Direction inter alia stating that so far as Unsecured Creditor of the Applicant Company is concerned they will in no way be affected by the proposed Scheme of Arrangement as the assets of the Transferee Company after the proposed arrangement will be far more than its liabilities and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its all Unsecured Creditors and also to publish the same in two local news papers viz. “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

17. That the procedure prescribed under section 101(2) of the Companies Act, 1956 is dispensed with in view of the averments made in paragraph 21 of the Affidavit in support of the Summons for Direction stating that the cancellation and reduction of the Share Capital shall be effected as an integral part of the Scheme and that the same 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 it also does not involve any compromise or arrangement with any creditors of the Applicant Company. The Applicant undertakes to place Separate Special Resolution for approval of the Equity Shareholders of the Applicant Company in the Meeting which is proposed to be convened on Monday, 11th January, 2016 for approval of the Scheme of Arrangement and the reduction of share capital of the Applicant Company. The Applicant Company further undertakes to annex a copy of the Special Resolution to the Company Scheme Petition. 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.

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