

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTIONS NO. 914 OF 2015

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

And

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

And

In the matter of the Scheme of Arrangement between
IMCD GROUP B.V., a company incorporated on 07 June
2000 under the laws of Netherlands and having its
registered office at Wilhelminaplein 32, 3072 DE
Rotterdam, Netherlands, through its branch office in
India at Unit No. 1402, 14th floor, Parinee Crescenzo, G
Block, Bandra Kurla Complex, Bandra East, Mumbai –
400051, India and IMCD INDIA PRIVATE LIMITED
and THEIR RESPECTIVE SHAREHOLDERS.

IMCD GROUP B.V., a company
incorporated on 07 June 2000 under the
laws of Netherlands and having its
registered office at Wilhelminaplein 32,
3072 DE Rotterdam, Netherlands,

through its branch office in India at Unit
 No. 1402, 14th floor, Parinee Crescenzo,
 G Block, Bandra Kurla Complex, Bandra
 East, Mumbai – 400051, Maharashtra,
 India

.....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: 11th December, 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 20th October, 2015 Mr. Vijay
 Ranshing, Authorized Signatory of the Applicant Company, in support of the
 Summons for Direction and the Exhibit therein referred to, IT IS ORDERED
 THAT :-

1. The 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 IMCD GROUP B.V., a company
 incorporated on 07 June 2000 under the laws of Netherlands and

having its registered office at Wilhelminaplein 32, 3072 DE Rotterdam, Netherlands, through its branch office in India at Unit No. 1402, 14th floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, India and IMCD INDIA PRIVATE LIMITED and THEIR RESPECTIVE SHAREHOLDERS is dispensed with in view of the consent given by the Sole Equity Shareholders of the Applicant Company, which is annexed as **Exhibit ‘C-1’** to the Affidavit in support of Summons for Direction.

2. The question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 17 of the Affidavit in support of Summons for Direction.

3. 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 between IMCD GROUP B.V., a company incorporated on 07 June 2000 under the laws of Netherlands and having its registered office at Wilhelminaplein 32, 3072 DE Rotterdam, Netherlands, through its branch office in India at Unit No. 1402, 14th floor, Parinee Crescenzo, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, India and IMCD INDIA PRIVATE LIMITED and THEIR RESPECTIVE SHAREHOLDERS is dispensed with in view of the averments made

in paragraph 18 of the Affidavit in support of the Summons for Direction 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.

(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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