

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 200 OF 2016

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

AND

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

AND

In the matter of Scheme of
Amalgamation and Arrangement

OF

Whitehills Advisory Services Private
Limited ("Transferor Company") WITH
Essel Propack Limited ("Transferee
Company") AND their respective
shareholders

Whitehills Advisory Services)
Private Limited, a company)
incorporated under the provisions of)
the Companies Act, 1956 and having)
its registered office at New Prakash)
Cinema, N. M. Joshi Marg, Lower)
Parel, Mumbai 400 011.)Applicant Company

Called for Direction for hearing

Mr. Hemant Sethi i/b. Hemant Sethi & Co. Advocates for the Applicant.

Coram: B.P. Colabawalla, J

Dated: 1st April 2016

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 Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 24th January, 2016 of Mr. Anil Kumar Goyal, Director of the Applicant Company, in support of Summons for Direction and the exhibits therein referred to, **IT IS ORDERED THAT:**

1. The convening and holding of 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 and Arrangement of Whitehills Advisory Services Private Limited, the Transferor Company with Essel Propack Limited, the Transferee Company and their respective shareholders is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibits "D-1" to "D-2"** to the Affidavit in Support of Company Summons for Direction.
2. The convening and holding of the meeting of the Preference 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 and Arrangement of Whitehills Advisory Services Private Limited, the Transferor Company with Essel Propack Limited, the Transferee Company and their respective shareholders is dispensed with in view of the consent given by sole Preference Shareholder of the Applicant Company, which are annexed as **Exhibits "F"** to the Affidavit in Support of Company Summons for Direction.
3. The question of convening and holding meeting of Secured Creditors and Unsecured Creditors does not arise as there are no Secured Creditors and Unsecured Creditors of the Applicant Company as stated

in paragraph 13 and 14 of the Affidavit in Support of Company Summons for Direction.

(B.P. Colabawalla, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by: Shankar Gawde, Stenographer