

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 311 OF 2016

In the matter of Companies Act, 1956
(or re-enactment thereof upon
effectiveness of the Companies Act,
2013)

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956 (or any
corresponding provisions of the
Companies Act, 2013 as may be
notified);

AND

In the matter of Scheme of
Amalgamation between Keva
Fragrances Private Limited with K. V.
Arochem Private Limited and their
respective shareholders and creditors

K. V. Arochem Private Limited,)
a company incorporated under the provisions of)
Companies Act, 1956 having its Registered Office)
at Devkaran Mansion, 36, Mangaldas Road)
Mumbai, India - 400002)

..... Applicant Company

Called Summons for Direction for Hearing

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

Coram: B.P.COLABAWALLA, J

Date: 22nd April, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a
Company 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 10th February, 2016
of Mrs. Deepti Chandratre, Authorised Signatory of the Applicant

Company, in support of Company Summons for Direction, and the Exhibits there in 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 Amalgamation between Keva Fragrances Private Limited and K. V. Arochem Private Limited and their respective shareholders and creditors, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"G-1" and "G-2"** to the Affidavit in support of the Company Summons for Directions.
2. The 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), the proposed Scheme of Amalgamation between Keva Fragrances Private Limited and K. V. Arochem Private Limited and their respective shareholders and creditors, is dispensed with in view of averments made in paragraph 11 of the Affidavit in support of the Company Summons for Directions, inter-alia stating that the present Scheme is an arrangement between the Applicant Company and its shareholders and there is no Compromise and/or Arrangement with the Creditors as no sacrifice is called for. So far as the rights of the Secured Creditor of the Applicant Company is

concerned, they will in no way be affected by the proposed Scheme of Arrangement and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition to all its Secured Creditors by RPAD and also publish the same in two local newspapers namely 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

3. 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 Amalgamation between Keva Fragrances Private Limited with K. V. Arochem Private Limited and their respective shareholders and creditors, is dispensed with in view of averments made in paragraph 12 of the Affidavit in support of the Company Summons for Directions, inter-alia stating that the present Scheme is an arrangement between the Applicant Company and its shareholders and there is no Compromise and/or Arrangement with the Creditors as no sacrifice is called for. So far as the rights of the Unsecured Creditors of the Applicant Company are concerned, they will in no way be affected by the proposed Scheme of Arrangement and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition to all its Unsecured Creditors by RPAD and also publish the same in two local newspapers

namely 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

(B.P.COLABAWALLA, J)

CERTIFICATE

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

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