

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY**  
**ORDINARY ORIGINAL CIVIL JURISDICTION**  
**COMPANY SUMMONS FOR DIRECTIONS NO. 538 OF 2016**

In the matter of the Companies Act, 1956 (I of 1956)

And

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

And

In the matter of the Scheme of Amalgamation of  
J S Chemiequipment Private Limited (“Transferor  
Company”)

with

Zelle Biotechnology Private Limited (“Transferee  
Company”) and their respective shareholders

|                                        |                              |
|----------------------------------------|------------------------------|
| Zelle Biotechnology Private Limited, a | )                            |
| Company incorporated under the         | )                            |
| Companies Act, 1956 (I of 1956) and    | )                            |
| having its Registered Office at 134,   | )                            |
| Udyog Bhavan, Sonawalla Road,          | )                            |
| Goregaon (East), Mumbai – 400 063      | )                            |
| CIN: U24230MH2004PTC148958             | )                            |
|                                        | )                            |
|                                        | ) ... Applicant / Transferee |
|                                        | ) Company                    |

**Called Summons for Directions**

Mr. Ajinkya Kurdukar, Advocate for the Applicant

Coram: B. P. Colabawalla, J

Date: 1<sup>st</sup> July 2016

**MINUTES OF ORDER**

UPON the application of the Applicant Company above named by a Summons for Directions AND UPON HEARING Mr. Ajinkya Kurdukar, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 12<sup>th</sup> February, 2016 of Mr. Suhag K. Desai, the Authorised Signatory of the Applicant Company, in support of Summons for Directions and the exhibits therein referred to, **IT IS ORDERED:**

1. That 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 of J S Chemi Equipment Private Limited the “Transferor Company” with Zelle Biotechnology Private Limited the “Transferee Company” is dispensed with in view of consent given by all (two) equity shareholders of the Applicant company which is annexed as Exhibit ‘J-1 & J-2’ to the Affidavit in support of the Summons for Directions.
2. That there are no Secured Creditors of the Applicant Company as stated in the paragraph number 19 of the Affidavit in support of the Summons for Directions. Hence the question of convening and holding the meeting of Secured Creditors does not arise.
3. That 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 Scheme of Amalgamation of J S Chemi Equipment Private Limited the “Transferor Company” with Zelle Biotechnology Private Limited the “Transferee Company” is dispensed with in view of the consent given by all (two) Unsecured Creditors of the Applicant Company which is annexed as Exhibit ‘L-1 and L-2’ to the Affidavit in support of the Summons for

Directions. Further in the view of the averment made in the paragraph 20 of the Affidavit in support to the Summons for Directions, the Applicant company undertakes that it will serve a Notice of Hearing of the Petition upon all the Unsecured Creditors arising on account of Trade Payables and Advances received from the customers in the normal course of business by R.P.A.D. to all such Unsecured Creditors and also to publish the same in one issue of “Free Press Journal” in English Language and “Navshakti” both having circulation in Mumbai. The said undertaking is accepted.

(B. P. Colabawalla, J)

**CERTIFICATE**

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

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