

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 342 OF 2016

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

AND

In the matter of Scheme of
Amalgamation of Spray Agro Private
Limited with Durabuild Technologies
Private Limited

Spray Agro Private Limited, a company)
incorporated under the Companies Act,)
1956 having its Registered Office at)
Astarc House, 76/79, Makwana Lane,)
Takpada, Off.Andheri Kurla Road,)
Marol, Andheri East, Mumbai-400059,)
Maharashtra.) ...Applicant Company.

Called Summons for Direction for hearing

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

Coram: S. C. Gupte, J.

Date: 29th April, 2016

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 16th day of February, 2015 of Mr. Ganesh Tawade, Authorised 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 Amalgamation of Spray Agro Private Limited, the Transferor Company with Durabuild Technologies Private Limited, the Transferee Company is dispensed with in view of the consent given both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.
2. The convening and holding the meeting of the Preference shareholder 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 Spray Agro Private Limited, the Transferor Company with Durabuild Technologies Private Limited, the Transferee Company is dispensed with in view of the consent given the sole Preference shareholder of

the Applicant Company, which are annexed as **Exhibit 'D-1'** to the Affidavit in support of Summons for Direction.

3. The convening and holding the meeting of the Secured Creditor 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 Spray Agro Private Limited, the Transferor Company with Durabuild Technologies Private Limited, the Transferee Company is dispensed with in view of the consent given the sole Secured Creditor of the Applicant Company, which are annexed as **Exhibit 'E-1'** to the Affidavit in support of Summons for Direction.
4. 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 Amalgamation of Spray Agro Private Limited, the Transferor Company with Durabuild Technologies Private Limited, the Transferee Company is dispensed with in view of the averments made in paragraph 19 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 all its 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.

(S. C. Gupte, J.)

CERTIFICATE

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

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