

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTIONS NO. 534 OF 2016

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

And

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

And

In the matter of the Scheme of Amalgamation of **Zawar
Sales Limited** (Transferor Company - I")

And

Zawar Foods Private Limited ("Transferor Company II")

with

Jaibalaji Business Corporation Private Limited
("Transferee Company") and their respective shareholders

Zawar Sales Limited , a Company	)	
incorporated under the Companies	)	
Act, 1956 (I of 1956) and having its	)	
Registered Office at Flat No. 25, Asha	)	
Heritage, Survey No.12/1/B,	)	... Applicant / Transferor
Hadapsar, Pune - 411028,	)	Company – I
Maharashtra, bearing CIN:	)	
U51909PN1988PLC048179	)	

Called Summons for Directions

Mr. Ajinkya Kurdukar, Advocate for the Applicant

Coram: B. P. Colabawalla, J

Date: 1st 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 24th February, 2016 of Mr. Satish Parale, 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 Zawar Sales Limited (Transferor Company - I”) and Zawar Foods Private Limited (“Transferor Company II”) with Jaibalaji Business Corporation Private Limited (“Transferee Company”) is dispensed with in view of consent given by all (four) equity shareholders of the Applicant company which is annexed as Exhibit ‘D-1 to D-4’ 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 Zawar Sales Limited (Transferor Company - I”) and Zawar Foods Private Limited (“Transferor Company II”) with Jaibalaji Business Corporation Private Limited (“Transferee Company”) is dispensed with in view of the consent given by the

sole Unsecured Creditors of the Applicant Company which is annexed as Exhibit 'G' 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 "Indian Express" in English Language and "Loksatta", Pune edition, both having circulation in Pune. 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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