

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 322 OF 2016

In the matter of:

The Companies Act, 1956 and the Companies Act, 2013

And

In the matter of:

Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 104 of the Companies Act, 1956 (including any statutory modification or re-enactment or amendment thereof)

And

In the matter of:

Huhtamaki PPL Limited (Formerly The Paper Products Limited), a company incorporated under the provisions of the Indian Companies Act, 1913 and having its registered office at Unit No.12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, G Block, Behind MCA, Bandra Kurla Complex, Bandra (East) Mumbai - 400051.

And

In the matter of:

The Scheme of Amalgamation for amalgamation of Webtech Labels Private Limited (“**Transferor Company**”) with Huhtamaki PPL Limited (Formerly The Paper Products Limited), (“**Transferee Company**” or “**Applicant Company**”).

Huhtamaki PPL Limited)
(Formerly The Paper Products)
Limited), a company incorporated)
under the provisions of the Indian)
Companies Act, 1913 and having)
its registered office at Unit No.)
12A-06, 13th Floor, Parinee)
Crescenzo, Plot Nos. C-38 & C-)
39, G Block, Behind MCA,)
Bandra Kurla Complex, Bandra) ... Applicant Company
(East) Mumbai – 400051.

Called Summons for Directions for hearing:

Mr. Sayantan Banerjee and Mr. Yuvraj Choksy instructed by Veritas Legal, Advocates for the Applicant Company.

Coram: B. P. Colabawalla, J.

Date: April 22, 2016

MINUTES OF ORDER

UPON the Application of the Applicant Company (Transferee Company) abovenamed by a Summons for Direction AND UPON HEARING Mr. Sayantan Banerjee, i/b. Veritas Legal, Advocates for the Applicant Company, AND UPON READING the Affidavit dated March 11, 2016, of Mr. Dakshinamurthy Iyer, the Company Secretary and Authorized Signatory of the Applicant Company, in support of Summons for Direction and exhibits referred to therein, and the Further Affidavit dated April 20, 2016 of Mr. Dakshinamurthy Iyer, the Authorized Signatory of the Applicant Company and exhibits referred to therein, IT IS ORDERED:-

1. The meeting of the Equity Shareholders of the Applicant Company for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation between Webtech Labels Private Limited with Huhtamaki PPL Limited and their respective shareholders, be convened and held on 21st day of June, 2016, on Tuesday, at 2:30 P.M. at Rama and Sundri Watumull Auditorium, K.C. College Building, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020.
2. At least 21 clear days before the date of the meeting to be held as aforesaid, a notice convening the said meeting indicating the day, the date, the place and the time as aforesaid, together with a copy of the Scheme of Amalgamation, a copy of the explanatory statement required to be sent under Section 393 of the Companies Act, 1956 and the prescribed form of proxy, shall be sent by Registered Post or by Speed Post to each of the Equity Shareholders of the Applicant Company at their registered and/ or last known addresses as per the records of the Applicant Company.

3. At least 21 clear days before the date of the meeting to be held as aforesaid, an advertisement of notice convening the said meeting indicating the day, the date, the place and the time as aforesaid, be published, in 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai, stating that the copies of the Scheme of Amalgamation and the explanatory statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 and form of Proxy, can be obtained free of charge at the Registered Office of the Applicant Company situated at Unit No. 12A-06, 13th Floor, Parinee Crescenzo, Plot Nos. C-38 & C-39, G Block, Behind MCA, Bandra Kurla Complex, Bandra (East) Mumbai – 400051, Maharashtra and/ or at the Advocate appearing for the Applicant Company having its office at Veritas Legal, Forbes Building, 1st Floor, Charanjit Rai Marg, Fort, Mumbai – 400 021, Maharashtra.
4. Publication of notice of court convened meeting of the Equity Shareholders of the Applicant Company in Maharashtra Government Gazette is dispensed with.
5. The settling and approving of the form of advertisement, form of proxy, the form of notice, and the explanatory statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 to accompany the notice, by the Company Registrar of this Court is dispensed with. The Applicant undertakes to:
 - a) issue Notice convening the meeting of the Equity Shareholders as per Form No. 36 (Rule 73);
 - b) issue explanatory statement containing all the particulars as per Section 393 of the Companies Act, 1956;
 - c) issue Form of Proxy as per Form No. 37 (Rule 73); and
 - d) advertise the Notice convening meeting as per Form No. 38 (Rule 74).

The aforesaid undertaking given by the Applicant Company is accepted.

6. Mr. Suresh Gupta, Chairman of Huhtamaki PPL Limited/ the Applicant Company, failing whom Mr. A Venkatrangan, Managing Director of Huhtamaki PPL Limited/ the Applicant Company, failing whom Mr. Arunkumar Gandhi, Director of Huhtamaki PPL Limited/ the Applicant Company, failing whom Mr. S K Palekar, Director of Huhtamaki PPL Limited/ the Applicant Company, shall be the Chairman for the abovementioned meeting of the Equity Shareholders of Huhtamaki PPL Limited/ the Applicant Company to be held on this 21st day of June, 2016, on Tuesday, at 2:30 P.M. at Rama and Sundri Watumull Auditorium, K.C. College Building, Vidyasagar Principal K.M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020 or any adjournment or adjournments thereof.
7. The Chairman appointed for the aforesaid meeting to issue the advertisement and send out the notice of the Meeting referred to above. It is further directed that the Chairman of the meeting shall have all powers as per the Articles of Association and also under the Companies (Court) Rules, 1959 in relation to deciding any procedural questions that may arise at the meeting or at any adjournment or adjournments thereof or on any other matter including the amendments to the Scheme or resolutions, if any, proposed at the meeting by any Equity Shareholder and to ascertain the decision of the aforesaid meeting by a poll.
8. The quorum for the meeting of the Equity Shareholders of the Applicant Company shall be as prescribed under the provisions of Section 103 of the Companies Act, 2013.
9. Voting by proxy/ authorized representative is permitted provided that the proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the aforesaid meeting or by their authorized representative, is filed with the

Applicant Company at its Registered Office at Unit No. 12A-06, 13th Floor, Parinee Crescenzo Plot Nos. C-38 & C-39, G Block, Behind MCA, Bandra Kurla Complex, Bandra (East) Mumbai – 400051, Maharashtra, not later than 48 hours before the aforesaid meeting, as provided under Rule 70 of the Companies (Court) Rules, 1959.

10. The number and value of the Equity Shareholders of the Applicant Company shall be in accordance with the records and registers of the Applicant Company and where the entries in the records or registers are disputed, the Chairman of the meeting shall determine the number or value, as the case may be, for the purpose of the aforesaid meeting and his decision in that behalf would be final.
11. The Chairman to file an Affidavit not less than seven days before the date fixed for the holding of the aforesaid meeting and to report to this Court that the directions regarding the issue of notice and the advertisement of the aforesaid meeting have been duly complied with.
12. The Chairman of the aforesaid meeting to report to this Court, the results of the aforesaid meeting within twenty one days of the conclusion of the meeting, and the said report shall be verified by his affidavit.
13. The convening and holding of the meeting of the Secured Creditors of the Applicant Company for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation between Webtech Labels Private Limited with Huhtamaki PPL Limited and their respective shareholders, is dispensed with in view of the averments made in paragraph 21 of the Affidavit in Support of the Summons for Direction, *inter alia*, stating that the Applicant Company does not have any Secured Creditors and in view thereof the convening and/ or holding of the meeting of the Secured Creditors of the Applicant Company does not and cannot arise.

14. 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, the proposed Scheme of Amalgamation between Webtech Labels Private Limited with Huhtamaki PPL Limited and their respective shareholders, is dispensed with in view of the averments made in paragraph 22 of the Affidavit in Support of the Summons for Direction, *inter alia*, stating that the assets of the Applicant Company post the proposed amalgamation, will be far more than its liabilities and as such sufficient to discharge the liabilities. Further, that the Scheme will not adversely affect the rights and interest of any of the Unsecured Creditors of any company in any manner whatsoever. The Applicant Company undertakes to this Hon'ble Court to issue notices of hearing of the Petition by Registered Post A.D. to all those Unsecured Creditors having an outstanding balance equal to or in excess of Rs. 1,00,000/- (Rupees One Lac only). The Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D. upon to all its Unsecured Creditors and also to publish the same in two local newspapers i.e. 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai. The undertaking is accepted.
15. That convening and holding the meeting of the Debenture Holder of the Applicant Company, for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation between Webtech Labels Private Limited with Huhtamaki PPL Limited and their respective shareholders, is dispensed with in view of the consent given by its sole Debenture Holder, which is annexed as Exhibit "N" to the Affidavit in support of the Summons for Direction.

16. That in view of the averments made in paragraph 32 of the Affidavit in support of the Summons for Direction stating, inter alia, the utilization of the Securities Premium Account of the Applicant Company shall be effected as an integral part of the Scheme in compliance with the Companies Act, 2013 and the applicable provisions of Companies Act, 1956 and Accounting Standards mandated by the Ministry of Corporate Affairs and that the same would not involve either diminution of liability in respect of unpaid share capital or payment of paid up share capital and, therefore, the procedure prescribed under Section 101(2) of the Companies Act, 1956 is dispensed with. The Applicant Company undertakes to pass a Special Resolution for utilization of Securities Premium Account under the applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, as applicable, at the Court convened meeting of its Equity Shareholders as per this Hon'ble Court's directions, prior to the Company Scheme Petition. The said undertaking is accepted.

(B. P. Colabawalla, J.)

CERTIFICATE

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

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