

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 642 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
KIMBERLEY STEEL AND EQUIPMENT
SERVICES PRIVATE LIMITED, the First
Transferor Company and NEW CORE STEELS
PRIVATE LIMITED, the Second Transferor
Company and WONDER STEEL TRADING
PRIVATE LIMITED, the Applicant/Third
Transferor Company and NAMTECH DEALER
PRIVATE LIMITED, the Fourth Transferor
Company and NOVEL MERCHANT PRIVATE
LIMITED, the Fifth Transferor Company and
PUNSUNI AGENTS PRIVATE LIMITED, the
Sixth Transferor Company with AFFLUENT
TRADING PRIVATE LIMITED the Transferee
Company.

WONDER STEEL TRADING PRIVATE)
LIMITED, a company incorporated under)
the Companies Act, 1956 having its)

registered office at 307 Sai Chambers, Plot)
No. 44, Sector – 11, CBD Belapur,)
Maharashtra – 400 614.)...Applicant Company.

Called for Summons for Direction

Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant

Coram: B.P. Colabawalla, J.

Date: 22nd July, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 14th day of March, 2016 of Ms. Nikita Singh, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. That the meeting of the Equity Shareholders of the Applicant Company, be convened and held at 307 Sai Chambers, Plot No. 44, Sector – 11, CBD Belapur, Maharashtra – 400 614 on Wednesday, 17th August, 2016 at 11.00 a.m. for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of KIMBERLEY STEEL AND EQUIPMENT SERVICES PRIVATE LIMITED, the First Transferor Company and NEW CORE STEELS PRIVATE LIMITED, the Second Transferor Company and WONDER STEEL TRADING PRIVATE LIMITED, the Third Transferor Company and NAMTECH DEALER PRIVATE LIMITED, the Fourth Transferor Company and NOVEL MERCHANT PRIVATE LIMITED, the Fifth Transferor Company and PUNSUNI AGENTS PRIVATE LIMITED, the Sixth

Transferor Company with AFFLUENT TRADING PRIVATE LIMITED the Transferee Company.

2. At least 21 clear days before the said meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, 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 Air Mail to each of the Equity Shareholders of the Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Applicant Company/ Depositories.
3. At least 21 clear days before the meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and the statement required to be furnished pursuant to Section 393 of the Act and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and/or at the office of its Advocates, shall be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated at Mumbai.
4. Publication of Notice of Meeting of the Equity Shareholders in the Government Gazette is dispensed with.
5. The settling and approving of the form of advertisement, form of proxy, the form of notice, the Statement required to be furnished pursuant to Section 393 of the Act to accompany the notice, by the Company Registrar of this Court is dispensed with. The Applicant Company undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. 36 (Rule 73)

- ii. issue Statement containing all the particulars as per Section 393 of the Companies Act, 1956;
- iii. issue Form of Proxy as per Form No. 37 (Rule 73) and
- iv. advertise the Notice convening meeting as per Form No. 38 (Rule 74)

The undertaking is accepted.

6. That Mr. Joyendra Nath Bhattacharyya, Director of the Applicant Company, and failing him, Ms. Rajani Hedao, Director of the Applicant Company shall be the Chairman of the aforesaid Meeting to be held at 307 Sai Chambers, Plot No. 44, Sector – 11, CBD Belapur, Maharashtra – 400 614 on Wednesday, 17th August, 2016 at 11.00 a.m. or any adjournment or adjournments thereof.
7. The Chairman appointed for the aforesaid Meeting to issue the advertisement and send out the notices of the Meeting referred to above. The said Chairman shall have all powers under the Companies (Court) Rules, 1959 (or any re-enactment thereof upon effectiveness of Companies Act, 2013) in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
8. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
9. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered Office at 307 Sai Chambers, Plot No. 44, Sector – 11, CBD Belapur, Maharashtra – 400 614, not later than, 48 hours before the aforesaid meeting as required under Rule 70 of Companies (Court) Rules, 1959.

10. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books/ register / depository records are disputed, the Chairman of the Meeting shall determine the value 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 meeting and do report this Court that the direction regarding the issue of notices and the advertisement have been duly complied with.
12. The Chairman to report to this Court, the result of the aforesaid meeting within 30 days of the conclusion of the meeting, and the said report shall be verified by his Affidavit.
13. The question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 42 of the Affidavit in support of Summons for Direction
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(s), the Scheme of Amalgamation of KIMBERLEY STEEL AND EQUIPMENT SERVICES PRIVATE LIMITED, the First Transferor Company and NEW CORE STEELS PRIVATE LIMITED, the Second Transferor Company and WONDER STEEL TRADING PRIVATE LIMITED, the Third Transferor Company and NAMTECH DEALER PRIVATE LIMITED, the Fourth Transferor Company and NOVEL MERCHANT PRIVATE LIMITED, the Fifth Transferor Company and PUNSUNI AGENTS PRIVATE LIMITED, the Sixth Transferor Company with AFFLUENT TRADING PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by the One Unsecured Creditor of the Applicant Company out of two Unsecured Creditors, which are annexed as **Exhibit 'D-1'** to the Affidavit in support of

Summons for Direction and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D. to its Unsecured Creditor and undertakes to publish the same in one issue each of a daily newspaper viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language having circulation in Mumbai. The 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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