

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION**

**COMPANY APPLICATION NO. 274 OF 2016
IN
COMPANY SUMMONS FOR DIRECTION NO. 154 OF 2016**

In the matter of Sections 391 & 394 of
the Companies Act, 1956;

AND

In the matter of Clariant (India) Limited;

AND

In the matter of Clariant Medical
Specialties India Limited;

AND

In the matter of Scheme of Arrangement
between Clariant (India) Limited and
Clariant Medical Specialties India Limited

Clariant (India) Ltd.

...Applicant

Mr.Darshit Jain with Minal Dedhia I/b. Malvi Ranchoddas & Co. for
Applicant.

CORAM : S.C. GUPTE, J.

29 APRIL 2016

P.C. :

1. The date “31st day of March 2016” appearing in the
order dated 4 March 2016 shall stand corrected to “24 May 2016”.

2 Paragraph 3 of the order dated 4 March 2016 shall be
substituted by the following paragraph :

“A 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 Arrangement between Clariant India Limited (CIL) and Clariant Medical Specialties India Limited (CMSIL) shall be convened and held at the Registered Office of the Applicant Company situated at Reliable Tech Park, Behind Reliable Plaza, Thane-Belapur Road, Airoli, Navi Mumbai 400708, 24th May, 2016 at 12 p.m.”

3. The following paragraphs shall be added as paragraphs 4 to 11 in the order dated 4 Mach 2016:

“4. That at least 21 clear days before the day appointed for the aforesaid meetings, an advertisement convening the same and stating that copies of the said scheme of arrangement and of the statement required to be furnished pursuant to section 393 and forms of proxy can be obtained free of charge at the registered office of the Applicant Company or at the office of its advocate, be inserted once in the Gazette and once in each of the daily newspapers, “Free Press Journal” in the English language and “Nav Shakti” in the Marathi language circulating in the State.

5. That, in addition, at least 21 clear days before the meetings, to be held as aforesaid, a notice convening the said meetings at the place and time aforesaid, together with a copy of the said Scheme of Arrangement, a copy of the statement required to be sent under section 393, and the prescribed Form

of proxy, shall be sent either in writing or through electronic mode as provided for notices of general meetings in Section 101 of the Companies Act, 2013.

6. That the advocate for the company above-named do, within 3 days from this date, file in Court the form of the advertisement, the notice and the statement to accompany the notice, and the same shall be settled by the Registrar of this Court.

7. That Dr. Deepak Parikh and failing him, Mr. Jim Easow, shall be the chairman of the meetings to be held on 24th May, 2016, as aforesaid.

8. That the chairman appointed for the meetings do issue the advertisement and send out the notices of the meetings referred to above. That the quorum for the said meetings shall be 2 present in person or through proxy.

9. That voting by proxy be permitted, provided that a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meeting, is filed with the company at its registered office at Reliable Tech Park, Behind Reliable Plaza, Thane-Belapur Road, Airoli, Navi Mumbai 400708 not later than 48 hours before the meeting.

10. That the value of each member/ equity shareholder or creditor shall be in accordance with the books of the Applicant Company, and, where the entries in the books are disputed, the chairman shall determine the value for purposes of the meetings.

11. And it is further ordered that the chairman do report to this Court the result of the said meeting within 15 days of the conclusion of the meeting, and the said report shall be verified by his affidavit.

4. The company application is disposed of.

(S.C. Gupte, J.)