IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 353 OF 2016

In the matter of the Companies Act, 1956;

AND

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

AND

In the matter of Scheme of Amalgamation of Balkrishna Synthetics Limited with Siyaram Silk Mills Limited.

Balkrishan Synthetics Limited, a company incorporated)
under the provisions of the Companies Act, 1956 having)
its registered office at B/6, Trade World, Kamala Mills)
Compound, Senapati Bapat Marg, Lower Parel (West),)
Mumbai – 400013, Maharashtra, Mumbai.)

……… Applicant

<u>Called Summons for Direction for hearing</u>

Hemant Sethi i/b. Hemant Sethi & Co, Advocates for the Applicant Company

Coram: S.C. GUPTE, J

Date: 4th May 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Hemant Sethi i/b. M/s Hemant Sethi & Co, Advocates for the Applicant Company, and upon reading the Affidavit dated 23rd March, 2016, of Mr. Rajendra Jhanwar, Director of the Applicant Company, in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT:-

1) The convening and holding of 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 Balkrishna Synthetics Limited with Siyaram Silk Mills Limited is dispensed with in view of the consent given by all the seven Equity Shareholders of the Applicant Company which are annexed as Exhibit “M1” to Exhibit “M7” to the Affidavit in support of Company Summons for Direction.

2) The Convening and holding meeting of the Secured Creditor of the Applicant Company for the purpose of considering and, if thought, fit approving with or without modification the proposed Scheme of Amalgamation of Balkrishna Synthetics Limited with Siyaram Silk Mills Limited is dispensed with in view of the averments made in

paragraph 18 of the Affidavit in support of the Summons for Direction, inter alia stating that the present Scheme is an amalgamation between the Applicant Company with the Transferee Company as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no Compromise and/or Arrangement with the Secured Creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D to its sole Secured Creditor and also publish notices in "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

3) The Convening and holding 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 of Balkrishna Synthetics Limited with Siyaram Silk Mills Limited is dispensed with in view of the averments made in paragraph 19 of the Affidavit in support of the Summons for Direction, inter alia stating that the present Scheme is an amalgamation between the Applicant Company with the Transferee Company as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no Compromise and/or Arrangement with the Unsecured Creditors as no sacrifice is called for and that the Applicant Company

undertakes to issue individual notice of hearing of the Petition by R.P.A.D to all its Unsecured Creditors and also publish notices in "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

4) In view of the averments made in paragraphs 20 to 23 of the affidavit in support of the Summons for Direction, *inter alia* stating that the entire share capital of the Applicant Company is held by the Transferee Company and hence after the Scheme becoming effective, no new shares would be issued to the members of the Applicant Company by the Transferee Company and since there is no reorganization of the Share Capital in the Transferee Company pursuant to the scheme and in view of the judgement of this Court in Mahaamba Investments Limited Vs IDI Limited (2001) 105 Company Cases page 16 to 18 filing of a separate Company Summons for Direction and Company Scheme Petition in relation of the aforesaid Scheme by Siyaram Silk Mills Limited, the Transferee Company, is dispensed with.

(S.C. GUPTE, J)

CERTIFICATE

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

Uploaded by: Shankar Gawde, Stenographer