

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 614 OF 2016**

In the matter of the Companies Act,
1956;

And

In the matter of Sections 391 to 394
and other applicable provisions of
the Companies Act, 1956 and the
Companies Act, 2013;

And

In the matter of the Scheme of
Amalgamation under Sections 391
to 394 of the Companies Act, 1956
and applicable provisions under the
Companies Act, 2013, of Fine
Research And Development Centre
Private Limited, Fine Speciality
Surfactants Private Limited and Fine
Organic Industries Private Limited
and their Respective Shareholders
And Creditors

Fine Organic Industries)
Private Limited, a company)
incorporated under the)
Companies Act, 1956 and)
having its registered office at)
Fine House, Anandji Street,)
MG Road, Ghatkopar East,)
Mumbai – 400077) ...Applicant
Company/Transferee Company

Called for Summons for Direction

Mr. Anindya Basarkod and Mr. Himanshu Vidhani i/b Khaitan & Co.,
Advocates for the Applicant Company

Coram: B.P. Colabawalla J.

Dated: 8th July, 2016

Minutes of Order

Upon the application of the Applicant Company abovenamed by a
Summons for Direction AND UPON HEARING the Advocates for the
Applicant Company AND UPON READING the Affidavit dated 29th
day of March, 2016 of Mr. Tushar Ramesh Shah, Director of the

Applicant Company, in support of the Summons for Direction along with the Exhibits therein referred to, IT IS ORDERED:-

1. That a 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 under Sections 391 to 394 of the Companies Act, 1956 and applicable portions under the Companies Act, 2013 of Fine Research and Development Centre Private Limited (**“Transferor Company No. 1”**), Fine Speciality Surfactants Private Limited (**“Transferor Company No. 2”**) and Fine Organic Industries Private Limited (**“Applicant Company”/“Transferee Company”**) and their respective shareholders and creditors (**“Scheme”**), be dispensed with in view of the averments in paragraph 24 of the Affidavit in Support of the Company Summons for Direction of the Applicant Company and the letters of consent given by all 18 equity shareholders of the Applicant Company, being Exhibit Nos. O-1 to O-18 of the Affidavit in Support of the Company Summons for Direction.

2. That the question of convening and holding a meeting of the Preference Shareholders of the Applicant Company does not arise as there are no Preference Shareholders of the Applicant Company as stated in paragraph 25 of the Affidavit in Support of the Company Summons for Direction.
3. That a meeting of the Secured Creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme be dispensed since the Applicant Company has only one Secured Creditor and that the Applicant Company in paragraph 26 of the Affidavit in Support of the Company Summons for Directions has undertaken to submit the consent letter from this sole Secured Creditor at the time of filing the Company Scheme Petition, failing which the Applicant Company has undertaken to issue notice of the date of hearing of the Company Scheme Petition to the sole Secured Creditor by RPAD and issue public notice of the date of hearing of the Petition in two local newspapers viz. The Free Press Journal in English language

and translation thereof in Navshakti in Marathi language, both having circulation in Mumbai.

4. That 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 is dispensed in view of the averments in paragraph 27 of the Affidavit in Support of the Company Summons for Direction of the Applicant Company, and the Undertaking that the Applicant Company will issue individual notice of the date of hearing of the Company Scheme Petition to all the Unsecured Creditors of the Applicant Company by RPAD, and issue public notice of the date of hearing of the Company Scheme Petition in two local newspapers viz. The Free Press Journal in English language and translation thereof in Navshakti in Marathi language, both having circulation in Mumbai.
5. That the question of convening and holding a meeting of the Debenture Holders (secured and unsecured) of the Applicant Company does not arise as there are no Debenture Holders (secured

and unsecured) of the Applicant Company as stated in paragraph 28 of the Affidavit in Support of the Company Summons for Direction.

6. Publication of notice of the proposed Scheme of Amalgamation in the Maharashtra Government Gazette is dispensed with.

(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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