IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO.358 OF 2016.

In the matter of the Companies Act I of 1956

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956.

AND

In the matter of the Composite Scheme of Amalgamation and Arrangement between:
Cooper Metals Private Limited.

AND

Cooper Corporation Private Limited

AND

HRman India Private Limited

AND

their Respective shareholders.

HRman India Private Limited,)
a Company incorporated Under the Companies)
Act, 1956 and having its Registered Office at)
Mayfair Garden, Camp, 494, Sadar Bazar,)
Homai Cooper Marg, Satara- 415 001)....Applicant Company

Called Summons for Direction for hearing

Mr. Chandrakant Mhadeshwar, Advocates for the Applicant Company.

CORAM : S. C. GUPTE, J

DATE : 4th MAY,2016

MINUTES OF ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Chandrakant Mhadeshwar, Advocates for the Applicant

Company, AND UPON READING the Affidavit dated 20th day of April, 2016 of Mr. Suryaji Swami, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits referred to therein, IT IS ORDERED:-

1. That convening and holding 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 Composite Scheme of Amalgamation and Arrangement between Cooper Metals Private Limited and Cooper Corporation Private Limited and HRman India Private Limited and their respective shareholders, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company which are annexed as Exhibit "I-1" & "I-2" to the Affidavit in Support of Company Summons for Direction.

2. There are no Secured and Unsecured Creditors of the Applicant Company as stated in paragraph 19 of the Affidavit in Support of Company Summons for Direction. Hence, the question of convening and holding meeting of Secured and Unsecured Creditors does not arise.

3. That the reduction of Share Capital of the Applicant Company shall be affected as an integral part of the Scheme

and in view of the averments made in paragraphs 20 and 21 of the Affidavit in Support of Company Summons for Direction, inter alia, stating that reduction of Share Capital of the Applicant Company does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital. The Applicant Company undertakes to pass a Special Resolution pursuant to provisions of Section 100 of the Companies Act, 1956 in the Extra Ordinary General Meeting of its Equity Shareholders for reduction of Share Capital of the Applicant Company before filing the Company Scheme Petition. In view of above, the procedure prescribed under section 101 (2) of the Companies Act, 1956 is dispensed with. The said undertaking is accepted.

(S. C. GUPTE, J.)

CERTIFICATE

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

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