IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 718 OF 2016

In the matter of the Companies Act, 1 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 Scheme of Amalgamation of TCG Jewelry Private Limited, Transferor Company

WITH

Tache Jewelry Private Limited, the Transferee Company

TACHE JEWELRY PRIVATE LIMITED, }
a Company incorporated under the }
provisions of the Companies Act, 1956 }
having its registered office at PLOT No- }
GJ-02 Seepzseepz SEZ, Andheri East, }
Mumbai } ……Applicant Company

Called: Summons for Direction

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: A. K. Menon J.
Date : 8th September, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 6th day of May, 2016 of Mr. Saumik Gandhi, Authorized Representative of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED THAT :-

1. The 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 Scheme of Amalgamation of TCG JEWELRY PRIVATE LIMITED, the Transferor Company with TACHE JEWELRY PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by all the three Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'G-1' to 'G-3'** to the Affidavit in support of Summons for Direction.

2. The convening and holding of the 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 of Amalgamation of TCG JEWELRY PRIVATE LIMITED, the Transferor Company with

TACHE JEWELRY PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 16 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its Sole Secured Creditor and also to publish the same in two local news papers viz. “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 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 proposed Scheme of Amalgamation of TCG JEWELRY PRIVATE LIMITED, the Transferor Company with TACHE JEWELRY PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 17 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to all its Unsecured Creditor and also to publish the same in two local news papers viz. “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. That the Applicant Company having passed the Special Resolution at the Extra Ordinary General Meeting of the Members of the Applicant Company held on 29th April, 2016 which is annexed as Exhibit. '1' to the Further Affidavit and in view of averment made in paragraph 4 of the further affidavit in Support of Company Summons for Direction, inter alia stating that the reduction of the share capital of the Applicant Company does not involve either diminution of liabilities in respect of share capital or payment to any shareholders of any paid up share capital and accordingly the interests of the creditors of the Applicant Company are not affected by such reduction, the procedure prescribed under section 101 (2) of the Companies Act, 1956 is dispensed with.

(A. K Menon, J.)

CERTIFICATE

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

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