

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 519 OF 2016

In the matter of the Companies Act, 1956
(1 of 1956) (and the rules made thereunder
or any other Section for the time being in
force);

AND

In the matter of Sections 391 to 394 read
with Sections 100 to 103 of the Companies
Act, 1956 and other applicable provisions
of Companies Act 1956 or Companies Act,
2013;

AND

In the matter of Composite Scheme of
Amalgamation and Arrangement

BETWEEN

Absotherm Facility Management Private
Limited (“Transferor Company 1”)

AND

Cannon Hygiene (India) Private Limited
 (“Transferor Company 2”)

AND

OCS Group (India) Private Limited (“
Transferee Company ”)

AND

their respective Shareholders and Creditors

Absotherm Facility Management)
Private Limited, a company)
incorporated under the provisions)
of Companies Act, 1956 having its)
Registered Office at 1st Floor,)
MBC Compound, Plot No. 143/A,)
Opp. Cine Wonder, Ghodbunder)
Road, Thane - 400 067,)
Maharashtra.)
).....Applicant Company

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant.

Coram: B. P. Colabawalla, J

Date: 1st July, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 12th day of May, 2016 of Mr. Abhishek Pandey, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits 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 modifications, the proposed Composite Scheme of Amalgamation and Arrangement between Absotherm Facility Management Private Limited and Cannon Hygiene (India) Private Limited and OCS Group (India) Private Limited and their respective Shareholders and Creditors is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'D'** and **'D1'** to the affidavit in support of the Company Summons for Direction.
2. The convening and holding the meeting of the Preference Shareholders of the Applicant Company for the purpose of considering and if thought fit, approving with or without modifications, the proposed Composite Scheme of Amalgamation and Arrangement between Absotherm Facility

Management Private Limited and Cannon Hygiene (India) Private Limited and OCS Group (India) Private Limited and their respective Shareholders and Creditors is dispensed with in view of the consent given by the sole Preference Shareholder of the Applicant Company, which is annexed as **Exhibit 'E'** to the affidavit in support of the Company Summons for Direction.

3. The convening and holding the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and if thought fit, approving with or without modifications, the proposed Composite Scheme of Amalgamation and Arrangement between Absotherm Facility Management Private Limited and Cannon Hygiene (India) Private Limited and OCS Group (India) Private Limited and their respective Shareholders and Creditors is dispensed with in view of the averment made in paragraph 12 of the affidavit in support of Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of hearing of petition by R.P.A.D to both its Secured Creditors and also undertakes to publish the same in two local newspapers i.e. 'Free Press Journal', in English language and translation thereof in 'Navshakti', in Marathi language having circulation in Mumbai. The said undertaking is accepted.
4. The convening and holding the meeting of the Unsecured Creditors of the Applicant Company for the purpose of considering and if thought fit, approving with or without modifications, the proposed Composite Scheme of Amalgamation and Arrangement between Absotherm Facility Management Private Limited and Cannon Hygiene (India) Private Limited and OCS Group (India) Private Limited and their respective Shareholders and Creditors is dispensed with in view of the averment made in paragraph 13 of the affidavit in support of Company Summons for Direction and that the Applicant Company undertakes to issue

individual notice of hearing of petition by R.P.A.D to all its Unsecured Creditors and also undertakes to publish the same in two local newspapers i.e. 'Free Press Journal', in English language and translation thereof in 'Navshakti', in Marathi language having circulation in Mumbai. The said undertaking is accepted.

(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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