

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 521 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

OCS Group (India) Private)
Limited, a company incorporated)
under the provisions of Companies)
Act, 1956 having its Registered)
Office at 4th Floor, Simran Centre,)
30-H, Parsi Panchayat Road, Opp.)
Harish Textiles, Andheri (East))
Mumbai - 400 069, 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, Company Secretary 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 'J1'** and **'J2'** to the affidavit in support of the Company Summons for Direction.
2. 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 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 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.

3. 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 14 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 above 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. In view of averments made in paragraph 15 of the Affidavit in support of the Company Summons for Directions, inter alia, stating that the Equity Share Capital of the Applicant Company shall be reduced and adjusted as provided in the Scheme and the reduction as aforesaid shall be effected as a part of the Composite Scheme of Amalgamation and Arrangement only and the same does not involve either diminution of liability in respect of

unpaid share capital and accordingly, the interest of the creditors of the Applicant Company, if any are not affected by such reduction, the procedure prescribed under Section 101(2) of the Companies Act, 1956 is dispensed with. The Applicant Company undertakes to pass the Special Resolution of the Equity Shareholders for reduction under Sections 100 to 103 of the Companies Act, 1956 and the copy of the same will be annexed to the Company Scheme Petition. The 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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