

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 453 OF 2016

In the matter of the Companies Act,
1956 (1 of 1956) (or any re-enactment
thereof upon effectiveness of
Companies Act, 2013);

AND

In the matter of Section 391 to 394 and
Sections 100 to 103 of the Companies
Act, 1956 read with Section 52 of the
Companies Act, 2013;

AND

In the matter of Scheme of Arrangement
Between Roche Diagnostics India Private
Limited With Roche Diabetes Care India
Private Limited and Their Respective
Shareholders

ROCHE DIAGNOSTICS INDIA)
PRIVATE LIMITED, a Company)
incorporated under the Companies)
Act, 1956 and having its registered)
office at 501-B, Silver Utopia,)
Cardinal Gracious Road, Chakala,)
Andheri East, Mumbai 400069 India).....Applicant Company

Called for Admission

Mr. Hemant Sethi i/b. Hemant Sethi & Co. Advocates for the Petitioner.

Coram: B.P. Colabawalla, J

Dated: 1st July 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 18th Day of May, 2016 of Mr. Dimpesh Gothi, authorized signatory of the Applicant Company, in support of Summons for Direction and the exhibits therein referred to, IT IS ORDERED THAT:

1. The convening and holding of 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 Arrangement between Roche Diagnostics India Private Limited and Roche Diabetes Care India Private Limited and their respective shareholders is dispensed with in view of the consent given by all the Equity Shareholders of the Applicant Company, which are annexed as Exhibits "D1 to D2" to the Affidavit in Support of Company Summons for Direction.
2. The question of convening and holding meeting of Secured Creditors does not arise as there are no Secured Creditors of the Applicant Company as stated in paragraph 19 of the Affidavit in Support of Company Summons for Direction.
3. The convening and holding the meeting of the Unsecured Creditors of the Applicant Company to consider and, if thought fit, approve, with or without modifications, the proposed Scheme of Arrangement between Roche Diagnostics India Private Limited and Roche Diabetes Care India Private Limited and their respective shareholders, is dispensed with in

view of the averments made in paragraph 20 of the affidavit dated 18th May 2016 of Mr. Dimpesh Gothi, authorized signatory of the Applicant Company in support of the Summons for Directions. The Applicant Company undertakes to serve individual notice of the hearing of the Petition by Registered Post A.D. upon to all its Unsecured Creditors having an outstanding balance of Rs. 50,000/- and above and also to publish the same in Free Press Journal, in English language and translation thereof in Navshakti, in Marathi language, both having circulation in Mumbai. Publication in Maharashtra Government Gazette is dispensed. The undertaking is accepted.

4. That in view of the averment made in para 21 and para 22 of the Affidavit dated 18th May 2016 of Mr Dimpesh Gothi, authorized signatory of the Applicant Company, in support of the Summons for Direction, inter-alai stating that the utilization of the Securities Premium Account shall be effected as a part of the Scheme of Arrangement and that the same 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 procedure prescribed under section 101(2) of the Companies Act, 1956 is dispensed with. The Applicant Company undertakes to pass the Special Resolution in the General Meeting of Members of the Applicant Company for approving the said reduction of Securities Premium Account before filing the Company Petition for sanctioning the Scheme. The undertaking is accepted.

(B.P. Colabaw alla, J.)

CERTIFICATE

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

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