

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 633 OF 2016.

In the matter of the Companies Act, 1 of
1956 and other relevant provisions of the
Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 and other relevant
provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of
UNOKOTI BOTTLING AND BEVERAGE
PRIVATE LIMITED, the Transferor Company
with ALLIED BLENTERS AND DISTILLERS
PRIVATE LIMITED, the Transferee Company.

ALLIED BLENTERS AND DISTILLERS)
PRIVATE LIMITED, a company incorporated)
under the Companies Act, 1956 having its)
registered office at 394- C Lamington)
Chambers, Lamington Road, Mumbai- 400)
004.) ...Applicant Company.

Called Summons for Direction for hearing

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

Coram: B. P. Colabawalla, J.

Date: 22nd July, 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 23rd day of June, 2016 of Mr. Atit Dalal, Authorized Person 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 UNOKOTI BOTTLING AND BEVERAGE PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by all the four Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'G-1' to 'G-4'** to the Affidavit in support of 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 modification(s) the proposed Scheme of Amalgamation of UNOKOTI BOTTLING AND BEVERAGE PRIVATE

LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Preference shareholders of the Applicant Company, which are annexed as **Exhibits 'H-1' and 'H-2'** to the Affidavit in support of Summons for Direction.

3. 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 UNOKOTI BOTTLING AND BEVERAGE PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 18 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 Secured Creditors 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. 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 UNOKOTI BOTTLING AND BEVERAGE PRIVATE LIMITED, the Transferor Company with ALLIED BLENDERS AND DISTILLERS PRIVATE LIMITED, the Transferee Company is dispensed with

in view of the averments made in paragraph 19 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 Creditors 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.

(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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