IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 656 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation and Arrangement between Thinkbed Technology Private Limited ('TTPL' or 'the Transferor Company')

AND

Dosch Pharmaceuticals Private Limited ('DPPL' or ' The Transferee Company')

AND

Their Respective Shareholders

DOSCH PHARMACEUTICALS PRIVATE LIMITED, a Company incorporated under the provisions of Companies Act, 1956 having its registered office at 15-C Laxmi Industrial estate, New link road, Andheri (west), Mumbai-400053, Maharashtra, India	)	……Applicant Company

<u>Called Summons for Direction for hearing</u>

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

Coram: B. P. Colabawalla, J.

Date: 5th August, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Directions **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 27th day of June, 2016 of Mr. Paresh Bhatt Authorized signatory of the Applicant Company, in support of Summons for Directions 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 Amalgamation and Arrangement between Thinkbed Technology Private Limited ('TTPL' or 'the Transferor Company') and Dosch Pharmaceuticals Private Limited ('DPPL' or ' The Transferee Company') and their respective shareholders, is dispensed with in view of the consent given by all the Four Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'G1'** to **'G4'** to the affidavit in support of the Summons for Directions.

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 Scheme of Amalgamation and Arrangement between Thinkbed Technology Private Limited ('TTPL' or 'the Transferor Company') and Dosch Pharmaceuticals Private Limited ('DPPL' or ' The Transferee Company') and their Respective Shareholders 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 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 Scheme of Amalgamation and Arrangement between Thinkbed Technology Private Limited ('TTPL' or 'the Transferor Company') and Dosch Pharmaceuticals Private Limited ('DPPL' or ' The Transferee Company') and their Respective Shareholders 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.

4. In view of averments made in paragraph 14 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 clause 9 of the Scheme and the reduction as aforesaid shall be effected as a part of the 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 has already passed 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 is annexed as **Exhibits 'J'** to the affidavit in support of the Summons for Directions.

(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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