

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 704 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 Sections 391 to 394 of the Companies Act, 1956 (or any corresponding provisions of Companies Act, 2013 as may be notified);

AND

In the matter of Scheme of Amalgamation
OF
Tao Plastics Private Limited ("Transferor Company")

WITH

Hamilton Writing Instruments Private Limited ("Transferee Company" or "Applicant Company")

AND

their Respective Shareholders

HAMILTON	WRITING	)
		)
INSTRUMENTS	PRIVATE	)
		)
LIMITED,	a Company incorporated	)
under the Companies Act, 1956 and		)
having its registered office at Kaiser -I-		)
hind building 3rd Floor, Currimbhoy		)
Road, Ballard Estate, Mumbai – 400001		).....Applicant Company

Called for Direction for hearing

Mr. Hemant Sethi along with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co.
Advocates for the Applicant.

Coram: B.P. Colabawalla, J

Dated: 12th August, 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 11th Day of July, 2016 of Ms. Nishita Gandha, 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 Amalgamation of Tao Plastics Private Limited with Hamilton Writing Instruments Private Limited 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 Company Summons for Direction.
2. That 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 modification(s), the proposed Scheme of Amalgamation of Tao Plastics Private Limited with Hamilton Writing Instruments Private Limited and their respective shareholders, is dispensed within view of the averments made in paragraph 12 of the affidavit in support of the Summons for Direction interalia stating that as far as rights of the Secured Creditor of the Applicant Company are concerned, they will not be affected by the proposed scheme since post scheme, the assets of the

Transferee Company will be sufficient to discharge its liabilities and that the Applicant Company undertakes to serve individual notice of the date of hearing of the Petition by R.P.A.D upon all its Secured Creditors and to publish the notices of the same in two local newspapers i.e. Free Press Journal, in English and translation thereof in Marathi in Navshakti both having circulation in Mumbai. The said undertaking is accepted.

3. The Convening and holding meeting of the Unsecured Creditors of the Applicant Company for the purpose of considering and, if thought, fit approving with or without modification the proposed Scheme of Amalgamation of Tao Plastics Private Limited with Hamilton Writing Instruments Private Limited and their respective shareholders is dispensed with in view of the averments made in paragraph 13 of the Affidavit in support of the Summons for Direction, inter alia stating that the interest of unsecured creditors of the Applicant Company will not be affected by the proposed Scheme of Amalgamation and that they will be paid off in the ordinary course of business and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D to all of its Unsecured Creditors having outstanding balance above Rs. 1,00,000/- and also to publish the same in two local newspapers i.e. 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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