IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 755 OF 2016

In the matter of 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

AND

In the matter of Scheme of Amalgamation of Lancer Valve Private Limited ("Transferor Company") with Niton Valves Industries Private Limited ("Transferee Company") and their respective shareholders

Niton Valve Industries Private Limited, }
a company incorporated under the provisions }
of the Companies Act, 1956 having its }
registered office at D-115, Ghatkopar }
Industrial Estate, L.B.S. Marg, Ghatkopar (W) }
400 086, Maharashtra } .... Applicant Company

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

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

Coram: A.K. MENON, J.

Date: 8th SEPTEMBER, 2016

MINUTES OF ORDER

UPON the application of the Applicant Company above named by a Company Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by

M/S Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 13th day of July, 2015 of Mr. Valiullah Shariff, Director of the Applicant Company, in support of Company Summons for Directions 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 modification(s), the proposed Scheme of Amalgamation of Lancer Valve Private Limited with Niton Valves Industries Private Limited and their respective shareholders is dispensed with in view of consent given by all the fourteen Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"J-1" to "J-14"** to the Affidavit in support of the Company 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 modification(s), the proposed Scheme of Amalgamation of Lancer Valve Private Limited with Niton Valves Industries Private Limited and their respective shareholders is dispensed with in view of averments made in paragraph 14 of the Affidavit in support of Company Summons for Direction, inter-alia stating that the present Scheme of Amalgamation is an arrangement between the Applicant Company and its shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no compromise and/or arrangement with the creditors as no sacrifice is called for. In terms of

the proposed Scheme, the Applicant Company will take over all the assets and liabilities of the Transferor Company. As far as the rights of the secured creditors of the Transferor Company are concerned, they will not be affected adversely with the proposed Scheme of Amalgamation, as post amalgamation, all the liabilities of the Transferor Company will get transferred to the Applicant Company and the Applicant Company will discharge all such liabilities in the normal course of business without jeopardizing the rights of such secured creditors and that the Applicant Company undertakes to issue individual notice of the date of hearing of Company Scheme Petition to all its Secured Creditors by RPAD and also publish the notices of the same in 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both 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 modification(s), the proposed Scheme of Amalgamation of Lancer Valve Private Limited with Niton Valves Industries Private Limited and their respective shareholders is dispensed with in view of averments made in paragraph 16 of the Affidavit in support of Company Summons for Direction, inter-alia stating that the present Scheme of Amalgamation is an arrangement between the Applicant Company and its shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no compromise and/or arrangement with the creditors as no sacrifice is called for. In terms of

the proposed Scheme, the Applicant Company will take over all the assets and liabilities of the Transferor Company. As far as the rights of the unsecured creditors of the Transferor Company are concerned, they will not be affected adversely with the proposed Scheme of Amalgamation, as post amalgamation, all the liabilities of the Transferor Company will get transferred to the Applicant Company and the Applicant Company will discharge all such liabilities in the normal course of business without jeopardizing the rights of such unsecured creditors and that the Applicant Company undertakes to issue individual notice of the date of hearing of Company Scheme Petition to all its Unsecured Creditors by RPAD and also publish the notices of the same in 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

(A.K. MENON, J)

CERTIFICATE

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

Uploaded by: Shankar Gawde, Stenographer