IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 799 OF 2016

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

AND

In the matter of Sections 391 to 394 read with Sections 100 to 104 and other applicable provisions of the Companies Act, 1956 and Section 52 and other applicable notified provisions of the Companies Act, 2013

AND

In the matter of Scheme of Arrangement between Mangal Keshav Securities Limited And Mangal Keshav Financial Services Limited and their respective Shareholders and Creditors

Mangal Keshav Securities Limited, }
a Company incorporated under the provisions }
of Companies Act, 1956 having its registered office }
at 501, Heritage Plaza, J.P Road, }
Opp. Indian Oil Colony, Andheri (W), }
Mumbai – 400 053 }…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: 29^{TH} September 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company 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 8^{th} day of August , 2016 of Mr. Hiral Parekh, Company Secretary of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in 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 Arrangement between Mangal Keshav Securities Limited And Mangal Keshav Financial Services Limited and their respective Shareholders and Creditors is dispensed with, in view of consents given by all the seven Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"C1" to "C7"** to the Affidavit in support of the Company Summons for Direction.
2. There are no Secured Creditors in the Applicant Company as stated in paragraph 12 of the Affidavit in support of Company Summons for Direction. Hence, the

question of convening and holding the meeting of Secured Creditors does not arise.

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 Arrangement between Mangal Keshav Securities Limited And Mangal Keshav Financial Services Limited and their respective Shareholders and Creditors is dispensed with, in view of averments made in paragraph 13 of the affidavit in support of Company Summons for Direction, inter-alia stating that present Scheme of Arrangement 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 and that the Applicant Company undertakes to issue individual notices of the date of hearing of the Petition to all its Unsecured creditors by R.P.A.D. other than Trade Payables and also publish notices of the date of hearing of petition 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.

4. That in view of averments made in paragraph 14 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the reduction of the Capital Redemption Reserve Account of the Applicant Company pursuant to Clause 12.7 of the Scheme shall be effected as an integral part of the Scheme and 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 Applicant Company undertakes to pass the Special Resolution in an Extra Ordinary General meeting of Equity Shareholders for reduction of its Capital Redemption Reserve Account under Section 100 of the Companies Act, 1956 before filing of Company Scheme Petition. The said undertaking is accepted. In view of the above, the procedure prescribed under section 101(2) of the Companies Act, 1956 is dispensed with.

(A.K. Menon, J.)