

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 803 OF 2016

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

In the matter of Sections 391 to 394 read with
Section 100 to 104 of the Companies Act, 1956

AND

In the matter of Composite Scheme of
Amalgamation and Arrangement between Seeom
Fabrics Limited and Siyaram Polycote Private
Limited and Vishal Furnishings Limited and their
respective shareholders

Vishal Furnishings Limited, a company)
incorporated under the provisions of)
Companies Act, 1956 having its)
registered office at 211, Shiv Shakti Ind.)
Estate, 2nd Floor, Plot-7B, J.R. Boricha)
Marg, Lower Parel, Mumbai – 400011,) Applicant Company
Maharashtra, India.

Called : Summons for Direction

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

CORAM: A.K. Menon, J

DATE: 29TH 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 16th day of August, 2016 of Mr. Rajesh Tiwari, Director 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 Composite Scheme of Amalgamation and Arrangement between Seeom Fabrics Limited and Siyaram Polycote Private Limited and Vishal Furnishings Limited and their respective shareholders is dispensed with, in view of consents given by all the sixteen Equity Shareholders of the Applicant Company, which are annexed as Exhibits **“M1” to “M16”** to the Affidavit in support of the Company Summons for Direction and upon applicant undertaking to give notice to its Shareholder whose consent letter is annexed as Exhibit **“M13”** 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 14 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 Composite Scheme of Amalgamation and Arrangement between Seeom Fabrics Limited and Siyaram Polycote Private Limited and Vishal Furnishings Limited and their respective shareholders is dispensed with, in view of averments made in paragraph 15 of the affidavit in support of Company summons for Direction, inter-alia stating that The present Scheme of Amalgamation and 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 Unsecured Creditors as no sacrifice is called for and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Petition to all its Unsecured creditors and also publish notices of the date of hearing of petition in English in 'Free Press Journal' and once in Marathi in 'Navshakti' both circulated in Mumbai. The said undertaking is accepted.
4. That in view of averments made in paragraph 16 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the reduction of the equity share capital of the Applicant Company pursuant to Clause 15 of the scheme shall be effected as an integral part of the Scheme and the same neither involves diminution of liability in respect of unpaid share capital nor 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 equity share capital 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.)

CERTIFICATE

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