

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY,
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 905 OF 2016**

IN THE MATTER OF COMPANIES ACT,
1956 OR ANY RE-ENACTMENT
THEREOF;

AND

IN THE MATTER OF APPLICATION
UNDER SECTION 391 TO 394 OF THE
COMPANIES ACT, 1956 OR ANY RE-
ENACTMENT THEREOF.

AND

IN THE MATTER OF MAN
TURBOMACHINERY INDIA PRIVATE
LIMITED (CIN:
U02813MH2002PTC284701) A
COMPANY INCORPORATED UNDER
THE COMPANIES ACT, 1956 HAVING
ITS REGISTERED OFFICE AT E-73,
MIDC, WALUJ, AURANGABAD -
431136, MAHARASHTRA.

AND

IN THE MATTER OF THE SCHEME OF
AMLGAMATION BETWEEN MAN
TURBOMACHINERY INDIA PRIVATE
LIMITED (“THE TRANSFEROR
COMPANY”)

AND

MAN DIESEL & TURBO INDIA
PRIVATE LIMITED (“THE
TRANSFeree COMPANY”)

AND

THEIR RESPECTIVE SHAREHOLDERS

MAN Turbomachinery India Private Limited)
a company incorporated under)
the Companies Act, 1956)
having its registered office at)
E-73, MIDC, Waluj, Aurangabad - 431136)
Maharashtra) Applicant Company

Called for Summons for Directions

Mr. Vishal Maheshwari with Mr. Bankim Gangar i/by Khaitan Legal Associates,
Advocates for the Applicant Company.

Coram : S. C. Gupte, J.

Date : 25th November, 2016

MINUTES OF THE ORDER

UPON THE APPLICATION of Applicant Company above named by the Company Summons for Direction AND UPON HEARING Mr. Vishal Maheshwari instructed by M/s. Khaitan Legal Associates, Advocates for the Applicant Company AND UPON READING the Affidavit of Mr. Mr. C. G. Venkatesh, Managing Director and Mr. Stephan Buchholz, Chief Financial Officer dated 17th day of August, 2016 in support of Summons for Direction along with 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 modifications, the proposed Scheme of Amalgamation between the Applicant Company and Man Diesel & Turbo India Private Limited (“The Transferee Company”) and their respective shareholders and creditors, is dispensed with in view of the consent given by both the equity shareholders of the Applicant Company which are annexed as Exhibit “G3” and “G4” to the Affidavit in support of the Company Summons for Direction.
- (2) There are no secured creditors of the Applicant Company as stated in paragraph 22 of the Affidavit in support of the Company Summons for Direction. Hence the question of convening and holding the meeting of secured creditors of the Applicant Company to seek their approval to the Scheme does not arise.

(3) The convening and holding meeting of unsecured creditors of the Applicant Company for the purpose of considering and if thought fit approving, with or without modification, to the proposed Scheme of Amalgamation, is dispensed with, in view of the averments made in paragraph 23 and 23A of the Affidavit in support of the Company Summons for Direction, *inter alia*, stating that, pursuant to the coming into effect of the Scheme of Amalgamation, the liabilities of the Applicant Company towards such creditors would not be affected and would be taken over by the Transferee Company. The Applicant Company undertake to give individual notice of the date of hearing of the Company Scheme Petition to all its unsecured creditors. The Applicant Company also undertake to publish notice of date of hearing of the Company Scheme Petition, once each in Times of India (Aurangabad Edition) in English language and translation thereof in Maharashtra Times (Aurangabad Edition) in Marathi language having circulation in Aurangabad. The said undertaking given by the Applicant Company are accepted.

(S. C. Gupte, J.)

CERTIFICATE

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

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