

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 880 OF 2016

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

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of Ariel Estate Investment Private Limited ('the Transferor Company 1') AND Barbarik Distributors Private Limited ('the Transferor Company 2') AND Genius Vincom Private Limited ('the Transferor Company 3') AND Moonlink Tradcomm Private Limited ('the Transferor Company 4') AND Prescon Projects Private Limited ('the Transferor Company 5') AND Prescon Properties Private Limited ('the Transferor Company 6') AND Rajshila Fertilisers Private Limited ('the Transferor Company 7') AND Rajshila Trading Private Limited ('the Transferor Company 8') WITH Rajshila Realtors Private Limited ('the Transferee Company') AND Their Respective Shareholders

**BARBARIK DISTRIBUTORS )**  
**PRIVATE LIMITED, a company )**  
incorporated under the Companies Act, )  
1956 having its registered office at 231, )  
2nd Floor, Rahul Mittal Industrial )  
Premises Co-Op Soc. Ltd., Sanjay )  
Building No. 3, Sir M.V. Road, Andheri )  
(East), Mumbai – 400 059, India )

).....Applicant Company

**Called for Summons for Direction**

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

Coram: A. K. Menon, J

Date: 27<sup>th</sup> October, 2016

**MINUTES OF THE ORDER**

**UPON** the application of the Applicant Company above named by a Summons for Directions **AND UPON HEARING** Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 7<sup>th</sup> day of September, 2016 of Mr. Sandeep Biranje, Authorised Signatory of the Applicant Company, in support of Summons for Directions and the Exhibits therein referred to, **IT IS ORDERED:**

1. THAT convening and holding of the meeting of the Equity Shareholders of Barbarik Distributors Private Limited, the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed Scheme of Amalgamation of Ariel Estate Investment Private Limited and Barbarik Distributors Private Limited and Genius Vincom Private Limited and Moonlink Tradcomm Private Limited and Prescon Projects Private Limited and Prescon Properties Private Limited and Rajshila Fertilisers Private Limited and Rajshila Trading Private Limited with Rajshila Realtors Private Limited and their respective shareholders is dispensed with in view of the consent given by both the Equity shareholders of the Applicant Company, which are annexed as **Exhibits “D1” and “D2”** to the affidavit in support of the Summons for Directions.
2. The question of convening and holding meeting of Secured Creditors does not arise as there are no Secured Creditors in the Applicant Company as stated in paragraph 11 of the Affidavit in Support of Company Summons for Direction.
3. THAT convening and holding of the meeting of the Unsecured Creditors of the Barbarik Distributors Private Limited, the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed Scheme of

Amalgamation of Ariel Estate Investment Private Limited and Barbarik Distributors Private Limited and Genius Vincom Private Limited and Moonlink Tradcomm Private Limited and Prescon Projects Private Limited and Prescon Properties Private Limited and Rajshila Fertilisers Private Limited and Rajshila Trading Private Limited with Rajshila Realtors Private Limited and their respective shareholders is dispensed with in view of the averment made in paragraph 12 to the affidavit in support of the Summons for Directions, *inter alia* stating, that the Unsecured Creditors would be paid off in the ordinary course of business by the Transferee Company and that the Applicant Company undertakes to serve individual notice of the hearing of the Petition by Registered Post A.D. to all its Unsecured Creditors and also publish common and composite notices of the date of hearing of Petition in “Free Press Journal” in English language and translation thereof in “Navshakti” in Marathi language both circulated 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.  
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