

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO 826 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 Arrangement  
between Revigen Medicare Private  
Limited ('the Demerged Company')

AND

JCB Salons Private Limited ('the  
Resulting Company')

AND

Their Respective Shareholders

**JCB SALONS PRIVATE )**  
**LIMITED**, a company incorporated )  
under the Companies Act, 1956 )  
having its registered office at Unique )  
Center, unit no. 101, Waterfield road, )  
Bandra (West), Mumbai – 400 050, )  
India )

.....Applicant Company

**Called : Summons for Direction**

Mr. Rajesh Shah i/b. Rajesh Shah & 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. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 8<sup>th</sup> day of September, 2016 of Mr. Hitesh Joshi, 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 the Applicant Company, for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Revigen Medicare Private Limited ('the Demerged Company') and JCB Salons Private Limited ('the Resulting Company') and their Respective Shareholders is dispensed with in view of the consents given by Five out of Nine Equity shareholders constituting 99.23% of the total paid up capital of the Applicant Company, which are annexed as **Exhibits "H1" to "H5"** to the affidavit in support of the Company Summons for Direction and the Applicant Company undertakes to issue individual notice of the hearing of the Petition by R.P.A.D upon Four remaining Equity Shareholders constituting 0.77% of the total paid-up capital of the Applicant Company, whose consents has not been obtained and also to publish the same in "Free Press Journal", in English and "Navshakti", in Marathi both circulated in Mumbai. The said undertaking is accepted.
2. THAT convening and holding of the meeting of the Preference 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 Revigen Medicare Private Limited ('the Demerged Company') and JCB Salons Private Limited ('the Resulting Company') and their Respective Shareholders is dispensed with in view of the consent given by both Preference shareholders of the Applicant Company,

which are annexed as **Exhibits “J1” and “J2”** to the affidavit in support of the Company Summons for Direction.

3. THAT convening and holding of the meeting of the Secured Creditor 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 Revigen Medicare Private Limited (‘the Demerged Company’) and JCB Salons Private Limited (‘the Resulting Company’) and their Respective Shareholders is dispensed with in view of the averment made in paragraph 13 to the affidavit in support of the Summons for Directions and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D. to all its Secured Creditors and also to publish the same in “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language both circulated in Mumbai. The said undertaking is accepted.
4. THAT convening and holding of 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 Revigen Medicare Private Limited (‘the Demerged Company’) and JCB Salons Private Limited (‘the Resulting Company’) and their Respective Shareholders is dispensed with in view of the averment made in paragraph 14 to the affidavit in support of the Summons for Directions and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D. to all its Unsecured Creditors and also to publish the same 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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