

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 954 OF 2016.

In the matter of the Companies Act, 1 of 1956
and other relevant provisions of the
Companies Act, 2013;

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
ILLUSION DENTAL LABORATORY
PRIVATE LIMITED, the Transferor Company
with LAXMI DENTAL EXPORT PRIVATE
LIMITED, the Transferee Company.

LAXMI DENTAL EXPORT PRIVATE)
LIMITED, a company incorporated under)
the Companies Act, 1956 having its)
registered office at 80A, Kandivali Co-)
operative Industrial Estate Limited (Govt)
Indl Est), Near Hindustan Naka, Charkop,)
Kandivali (West), Mumbai – 400 067.) ...Applicant Company.

Called Summons for Direction:

Mr. Rajesh Shah with Mr. Ahmed M Chunawala i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S. C. Gupte, J.

Date: 9th December, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 5th day of October, 2016 Rajesh Vrajlal Khakhar, Authorized Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibit 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 modification(s) the proposed Scheme of Amalgamation of ILLUSION DENTAL LABORATORY PRIVATE LIMITED, the Transferor Company with LAXMI DENTAL EXPORT PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by all the Nine Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'G-1' to 'G-9'** to the Affidavit in support of Summons for Direction.
2. The convening and holding the meeting of the Compulsory Convertible Preference Shareholder of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of ILLUSION DENTAL

LABORATORY PRIVATE LIMITED, the Transferor Company with LAXMI DENTAL EXPORT PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by the Sole Compulsory Convertible Preference Shareholders of the Applicant Company, which are annexed as **Exhibit 'H-1'** to the Affidavit in support of Summons for Direction

3. The convening and holding of the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Amalgamation of ILLUSION DENTAL LABORATORY PRIVATE LIMITED, the Transferor Company with LAXMI DENTAL EXPORT PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 18 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its Sole Secured Creditors and also to publish the same in two local news papers viz. "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. The 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 Amalgamation of ILLUSION DENTAL LABORATORY PRIVATE LIMITED, the Transferor Company with LAXMI DENTAL EXPORT

PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 18 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to all its Unsecured Creditors and also to publish the same in two local news papers viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(S. C. Gupte, J.)

CERTIFICATE

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

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