

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 953 OF 2015

In the matter of the Companies Act, 1956;

And

In the matter of Section 391 & 394 of
Companies Act, 1956;

And

In the matter of Scheme of Amalgamation
of Varroc Exhaust Systems Private Limited
(‘VESPL’) with Varroc Engineering
Private Limited (VEPL) and their
respective shareholders and creditors

VARROC EXHAUST SYSTEMS PRIVATE LIMITED)
a company Incorporated under the Companies Act, 1956)
having its registered office at C/o Varroc Engineering Pvt Ltd,)
E-4, MIDC, Waluj, Aurangabad, Maharashtra State, India.)

.....Applicant Company

Called Summons for Directions for hearing

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

Coram: K.R. Shriram, J.

Date: 8th January 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a
Company Summons for Directions AND UPON HEARING Mr. Hemant

Sethi instructed by M/S Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 25th day of November, 2015 of Mr. Anil B. Ghatiya, Authorised Representative of the Applicant Company, in support of Summons for Directions and 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 modification(s), the proposed Scheme of Amalgamation of Varroc Exhaust Systems Private Limited with Varroc Engineering Private Limited 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 Exhibits **“H-1”** and **“H-2”** to the Affidavit in support of the Summons for Directions.
2. The convening and holding 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 Amalgamation of Varroc Exhaust Systems Private Limited with Varroc Engineering Private Limited and their respective shareholders and creditors 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 present Scheme 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 Creditors as no sacrifice is called for and in terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Applicant Company and that the Applicant Company undertakes to issue individual notice of the date of hearing of petition to its sole Secured Creditor and also publish notices in viz 'Lokmat Times' in English language and translation thereof in 'Tarun Bharti' in Marathi language, both having circulation in Aurangabad. The said undertaking is accepted.

3. The convening and holding the meeting of the Unsecured Creditor 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 Varroc Exhaust Systems Private Limited with Varroc Engineering Private Limited and their respective shareholders and creditors is dispensed with in view of averments made in paragraph 16 of the Affidavit in support of Company Summons for Direction, inter-alia stating that inter-alai stating that present Scheme 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 in terms of the proposed Scheme, the Transferee Company

will take over all the assets and liabilities of the Applicant Company and that the Applicant Company undertakes to issue individual notice of the date of hearing of petition to its sole Unsecured Creditor and also publish notices in viz 'Lokmat Times' in English language and translation thereof in 'Tarun Bharti' in Marathi language, both having circulation in Aurangabad. The said undertaking is accepted.

4. The Applicant Company is wholly owned subsidiary of the Transferee Company and there is no re-organization of share capital of the Transferee Company and no new shares are being issued by the Transferee Company as all shares will be cancelled as per Clause 5 of the Scheme and rights of creditors of Transferee Company are not affected as mention in paragraphs 17 to 20 of the Affidavit in support of Summons for Direction and also in view of observations made by this court in Mahaamba Investment Ltd verses IDI Limited (2001) 105 Co cases page 16 to 18, the filing of separate Company Summons for Direction and Company Scheme Petition under Section 391 and 394 of the Companies Act, 1956 by Varroc Engineering Private Limited, the Transferee Company is dispensed with.

(K.R. Shriram, J.)

CERTIFICATE

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

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