IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 42 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956) and Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 391 to 394 read with Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013;

AND

In the matter of the Scheme of Amalgamation& Arrangement of Bureau Veritas Certification (India) Private Limited ('the Transferor Company No.1'or 'BVCIPL');

AND

Civil-Aid Technoclinic Private Limited ('the Transferor Company No.2' or 'CATPL');

AND

Bureau Veritas (India) Private Limited ('the Applicant Company' or 'the Transferee Company' or 'BVIPL');

AND

Their Respective Shareholders and Creditors

BUREAU VERITAS (INDIA) PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 (1 of 1956) having its registered office at 6th Floor, Marwah Centre, KrishnalalMarwah Marg, Off Saki Vihar Road, Andheri (E), Mumbai-400072, Maharashtra) .... Applicant Company

Called Summons for Direction for hearing

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

Coram: K. R. Shriram, J.

Date: 11th February, 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 26th day of November, 2015 of Mr. Deepak Sampat, 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 & Arrangement ('the Scheme') between Bureau Veritas Certification (India) Private Limited ('the Applicant Company' or 'the Transferor Company No.1' or 'BVCIPL') and Civil-Aid Technoclinic Private Limited ('the Transferor Company No.2' or 'CATPL')(collectively hereinafter referred to as 'the Transferor Companies') and Bureau Veritas (India) Private Limited ('the Transferee Company' or 'BVIPL') is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'L-1' and 'L-2'** to the Affidavit in support of Summons for Direction.

2. The question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 15 of the Affidavit in support of Summons for Direction.

3. 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 & Arrangement ('the Scheme') between Bureau Veritas Certification (India) Private Limited ('the Applicant Company' or 'the Transferor Company No.1' or 'BVCIPL') and Civil-Aid Technoclinic Private Limited ('the Transferor Company No.2' or 'CATPL')(collectively hereinafter referred to as 'the Transferor

Companies') and Bureau Veritas (India) Private Limited ('the Transferee Company' or 'BVIPL') is dispensed with in view of the averments made in paragraph 16 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.

4. The Applicant Company having passed the Special Resolution at the Extra Ordinary General Meeting of the Equity Shareholders of the Applicant Company held on 29th day of October, 2015 and in view of the averment made in para 17 of the Affidavit in support of Summons for Direction inter-alia stating that the proposed utilization of the Securities Premium Account of the Applicant Company does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital and that the interest of the creditors of the Applicant Company are not affected by such reduction, the provisions of and the procedure prescribed under section 101(2) of the Companies Act, 1956 is dispensed with.

(K. R. Shriram, J.)

CERTIFICATE

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

Uploaded by : Shankar Gawde, Stenographer.