

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 131 OF 2016

In the matter of the Companies Act, 1956;

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation of
Anchit Chemicals Private Limited (“Transferor
Company 1”) and Jagsons Intermediates And
Chemicals Private Limited (“Transferor
Company 2”) with Roha Eco Energy Private
Limited (“Transferee Company”) and their
respective shareholders

Roha Eco Energy Private Limited, a)
company incorporated under the)
Companies Act, 1956 having its)
registered office at At A 44 / 45, Roha)
House, MIDC, Andheri (East) , Mumbai)
400 093, India).....Applicant Company

Called Summons for Directions for hearing

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Applicant

CORAM: K. R. Shriram, J.

DATE: 26TH February 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 2nd day of December, 2015 of Mr. Kishorilal Kediya, Authorised Signatory of the Applicant Company, in support of Summons for Directions and Exhibits referred therein, 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 amalgamation embodied in the Scheme of Amalgamation of Anchit Chemicals Private Limited ("Transferor Company 1") and Jagsons Intermediates And Chemicals Private Limited ("Transferor Company 2") with Roha Eco Energy Private Limited ("Transferee Company") 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 "G1" to "G2" to the affidavit in support of the Company Summons for Direction.
2. The question of convening and holding the meeting of the Secured Creditors of the Applicant Company does not arise since there are no Secured Creditors in the Applicant Company as stated in paragraph 14 of the Affidavit in Support of the Company Summons for Direction.
3. That convening and holding of the meeting of the Compulsorily Convertible Debenture Holders of the Applicant Company for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed amalgamation embodied in the Scheme of Amalgamation of Anchit Chemicals Private Limited ("Transferor Company 1") and Jagsons Intermediates And Chemicals Private Limited ("Transferor Company 2") with Roha Eco Energy Private Limited ("Transferee Company") and their respective shareholders, is dispensed with in view of the consent given by sole compulsorily convertible

debenture holder which is annexed as Exhibit “I” of the affidavit in support of the Summons for Directions. The 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 amalgamation embodied in the Scheme of Amalgamation of Anchit Chemicals Private Limited (“Transferor Company 1”) and Jagsons Intermediates And Chemicals Private Limited (“Transferor Company 2”) with Roha Eco Energy Private Limited (“Transferee Company”) and their respective shareholders, is dispensed with in view of the averment made in paragraph (16) of the affidavit in support of the Summons for Directions inter alia stating that Proposed Scheme is an Arrangement between the Applicant Company and its Shareholders in accordance with the provisions of Section 391(1)(b) of the Companies Act, 1956 and not in accordance with the provisions of Section 391(1)(a), as there is no Arrangement and/or Compromise with the Creditors and no sacrifice is called for under the proposed Scheme. And that the Applicant Company has obtained consent from its unsecured creditor which was Annexed as Exhibit “J” to the affidavit in support of Company Summons for Direction

(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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