

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.57 OF 2016

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

And

Scheme of arrangement between
Catwalk Worldwide Private
Limited ("*CWPL*" or "*Demerged
Company*") and Truworth Shoes
Private Limited ("*TSPL*" or
"*Resulting Company*")

And

their respective shareholders and
creditors.

Truworth Shoes Private Limited)
incorporated under the provisions)
of the Companies Act, 1956 and)
having its registered office at 7B,)
Hirabai Compound, Ghodapdev,)
Cross Lane, Mazgaon Mumbai)
400010, Maharashtra;)...Applicant Company/Resulting
Company

Called for Summons of Direction for hearing

Mr. Ashish Parwani i/b Rajani Associates, Advocate for the

Applicant.

Coram: K. R. Shriram J.

Dated: 12th February, 2016

MINUTES OF THE ORDER

Upon the Application of the Applicant Company abovenamed by a Company Summons for Direction and UPON HEARING Mr. Ashish Parwani instructed by Rajani Associates, for the Applicant Company, AND UPON READING the Affidavit dated 4th December, 2015 of Mr. Rakesh R. Sharma, Director of the Applicant Company, in support of the Company Summons for Direction and the Exhibits therein referred, IT IS ORDERED:-

1. That the 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 Catwalk Worldwide Private Limited ("*CWPL*" or "*Demerged Company*") and Truworth Shoes Private Limited ("*TSPL*" or "*Resulting Company*") and their respective shareholders, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits "H-1" to "H-2" to the Affidavit in support of the Company Summons for Direction.
2. That the convening and holding the meeting of the Secured Creditors of the Applicant Company does not arise, since there

are no Secured Creditors of the Applicant Company as stated in paragraph 9 of the Affidavit in support of the Company Summons for Direction.

3. That the convening and holding 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 Catwalk Worldwide Private Limited ("*CWPL*" or "*Demerged Company*") and Truworth Shoes Private Limited ("*TSPL*" or "*Resulting Company*") and their respective shareholders, is dispensed with view of the averments made in paragraph 10 to the Affidavit in support of the Summons for Direction inter alia stating that the sanction of the Scheme will not affect the Unsecured Creditors as the Applicant Company will meet all its liabilities, including contingent and future liabilities during the course of its business operations. The Applicant Company undertakes to issue an individual notice of hearing for the Company Scheme Petition by Registered Post Acknowledgement Due to all its Unsecured Creditors and also to publish the notice of the hearing of the Company Scheme Petition in each of the mentioned newspapers viz. "Free Press Journal" (English Edition in English language) and "Navshakti" (Marathi Edition in Marathi language). The said undertaking is accepted.

(K. R. Shriram, J.)

CERTIFICATE

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

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