

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 62 OF 2016

In the matter of the Companies Act, 1956
(1 of 1956) (or any re-enactment thereof
upon effectiveness of 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
Cartini India Limited (“Cartini” or “the
Transferor Company”)

WITH

Godrej & Boyce Manufacturing Company
Limited (“G&B” or “the Transferee
Company”)

AND

their respective Shareholders

Godrej & Boyce Manufacturing)
Company Limited, a company)
incorporated under the provisions)
of Indian Companies Act, VII of)
1913 having its Registered Office)
at Pirojshanagar, Vikhroli,)
Mumbai – 400 079.).....Applicant Company

Called Summons for Directions

Ms. Alpana Ghone with Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for
the Applicant.

Coram: K. R. Shriram, J

Date: 12th February, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Directions **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 18th day of December, 2015 of Mr. P.E. Fouzdar, Executive Vice President (Corporate Affairs) & Company Secretary of the Applicant Company, in support of Company Summons for Direction 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 modifications, the proposed Scheme of Amalgamation of Cartini India Limited with Godrej & Boyce Manufacturing Company Limited and their respective shareholders is dispensed with in view of the consent given by all the Twenty Nine Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'J1'** to **'J29'** to the affidavit in support of the Company Summons for Direction.

- 2) The convening and holding 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 Cartini India Limited with Godrej & Boyce Manufacturing Company Limited and their respective shareholders is dispensed with in view of the averment made in paragraph 12 of the affidavit in support of the Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D upon all its Secured Creditors and also to publish the notice of hearing of petition in two local newspapers i.e. Free Press Journal in English language and translation thereof in Navshakti, in Marathi language having circulation in Mumbai. The said undertaking is accepted.

- 3) 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 Amalgamation of Cartini India Limited with Godrej & Boyce Manufacturing Company Limited and their respective shareholders is dispensed with in view of the averment made in paragraph 13 of the affidavit in support of the Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D to all its Unsecured Creditors having an outstanding balance of Rs.25,00,000/- and above and that the Applicant Company also undertakes to publish the notice

of hearing of petition in two local newspapers i.e. Free Press Journal in English language and translation thereof in Navshakti, in Marathi language having circulation in Mumbai. The said undertaking is accepted.

(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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