

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 121 OF 2016

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

AND

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

AND

In the matter of Scheme of Arrangement
between Spectra Motors Limited (the
Demerged Company)

AND

Spectra Motors JD Private Limited (the First
Resulting Company)

AND

Spectra Motors Western Private Limited
(the Second Resulting Company)

AND

their respective Shareholders

SPECTRA MOTORS WESTERN)
PRIVATE LIMITED, a Company)
incorporated under the)
provisions of Companies Act,)
2013 having its registered office)
at 1-9, Shivam Chambers)
Premises Co-operative Society)
Limited, Near Sahara Studio, S V)
Road, Goregaon West, Mumbai-)
400062, Maharashtra, India)

.....Applicant Company

Called Summons for Direction for hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar 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 22nd day of December, 2015 of Ms. Simran Gupta, Director 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 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 Spectra Motors Limited ('the Demerged Company') and Spectra Motors JD Private Limited ('the First Resulting Company') and Spectra Motors Western Private Limited ('the Second Resulting Company') their respective shareholders, is dispensed with in view of the consent given by all the Three Equity shareholders of the Applicant Company, which are annexed as **Exhibits 'C1' to 'C3'** to the affidavit in support of the Summons for Directions.
2. That there are no Secured Creditors of the Applicant Company, as mentioned in paragraph **11** of the affidavit in support of the Summons for Directions. Hence the question of convening and holding of the meeting of the Secured Creditors of the Applicant Company does not arise.
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 Arrangement between Spectra Motors Limited ('the Demerged Company') and Spectra Motors JD Private Limited ('the First Resulting Company') and Spectra Motors Western Private Limited ('the Second Resulting Company') and their respective Shareholders is dispensed with in view of the averment made in paragraph **12** of the affidavit in support of the Summons for Directions inter-alia stating that the interest of its Unsecured Creditors will not be adversely effected by the present Scheme as post giving effect to this Scheme the

assets of the Applicant Company will be far in excess of its liabilities and other business obligations and that the Applicant Company undertakes to serve notice of the hearing of the Petition individually by Registered Post A.D. upon all its Unsecured Creditors and also to publish the same in one issue each of '**Free Press Journal**', in English language and '**Nav Shakti**' in Marathi language both 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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