

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 135 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956) (or re-enactment thereof upon effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 (or any corresponding provision of Companies act, 2013 as may be notified);

AND

In the matter of Scheme of Amalgamation of Add Sales and Marketing Private Limited ("ASMPL" or "Transferor Company ")

WITH

Add Pens Private Limited ("APPL" or "Transferee Company")

AND

their respective shareholders and creditors

ADD SALES AND MARKETING)
PRIVATE LIMITED, a company)
incorporated under the Companies Act,)
1956 having its Registered Office at 6th)
Floor, Business Park, Chincholi Naka,)
S.V. Road, Malad (West) Mumbai,)
Maharashtra, 400 064, India) ...Applicant Company.

Called Summons for Direction for Hearing

Ms. Shruti Kelji a/w. Ms. Sunila Chavan and Mr. A. S. Lambhate,
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 Company Summons for Direction AND UPON HEARING Ms. Shruti Kelji, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 28th December, 2015 of Mr. Vijay Bohra, Authorized Signatory of the Applicant Company, in support of the 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 modification(s) the proposed Scheme of Amalgamation of Add Sales and Marketing Private Limited ("ASMPL" or "Transferor Company") with Add Pens Private Limited ("APPL" or "Transferee Company") and their respective shareholders and creditors, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits 'C-1' and 'C-2' to the Affidavit in support of the Company Summons for Direction.

2. The convening and holding the meeting of the Preference 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 of Add Sales and Marketing Private Limited ("ASMPL" or "Transferor Company") with Add Pens Private Limited ("APPL" or "Transferee Company") and their respective shareholders and creditors, is dispensed with in view of the consent given by its sole Preference Shareholder of the Applicant Company, which is Exhibits 'D' annexed to the Affidavit in support of the Company Summons for Direction.
3. The question of convening and holding the meeting of Secured Creditors does not arise, since there are no Secured Creditors of the Applicant Company as stated in paragraph 13 of the Affidavit in support of Summons for Direction.
4. The convening and holding the meeting of the Unsecured Creditors including loan from Directors, Trade payables and advance from Customers 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 Add Sales and Marketing Private Limited ("ASMPL" or "Transferor Company") with Add Pens Private Limited ("APPL" or "Transferee Company") and their respective shareholders and creditors, is dispensed with in view of the averments made in paragraph 14 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the combined assets of the Applicant Company and the Transferee Company after the proposed Amalgamation will be far more than its liabilities and that the Applicant undertakes to issue individual notice of date of hearing of 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.

(K. R. Shriram, J.)

C E R T I F I C A T E

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

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