

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 136 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 PENS 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 Ameya Lambhate,
Advocates for the Petitioner

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 all the Three Equity Shareholders of the Applicant Company, which are annexed as Exhibits 'G-1' to 'G-3' 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 'H' annexed to the Affidavit in support of the Company Summons for Direction.

3. 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 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 13 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the combined assets of the Applicant Company and the Transferor 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 the Company Scheme Petition by Registered Post A. D. to its sole Secured Creditor 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.

4. 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 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 Transferor 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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