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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH

MISCELLANEOUS APPLICATION NO 124 OF 2017

IN

TRANSFERED COMPANY SCHEME APPLICATION NO 156 OF 2017

In the matter of the Companies Act 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

AND

In the matter of Scheme of Arrangement between Color Plus Fashions Limited having CIN U51102MH1987PLC260720 (the Demerged Company) and Raymond Apparel Limited having CIN U18109MH2006PLC262077 (the Resulting Company) and their respective shareholders

Raymond Apparel Limited, a Company incorporated)
under the provisions of Companies Act, 1956 having its)
registered office Jekegram, Pokhran Road No.,)
Thane – 400606, Maharashtra.)
CIN U18109MH2006PLC262077)

..... Applicant Company

Mr. Hemant Sethi i/b Hemant Sethi & Co., Advocates for the Applicant Company

Coram: B.S.V. Prakash Kumar, Member (Judicial)

V. Nallasenapthy, Member (Technical)

Dated : 10th day of April 2017

FURTHER MINUTES OF THE ORDER

1. On 23rd February 2017 this Tribunal passed an order directing convening the meeting of Equity Shareholders.
2. The Counsel for the Applicant submits that inadvertently directions regarding convening meeting of the Preference shareholders were not

obtained although the notice of the meeting of Sole Preference shareholder has already been served to the Preference Shareholder as well as notices in newspapers have been published in 'Free Press Journal' and 'Navshakti' on 11th March 2017. In view thereof the following order is passed.

- (a) In addition to the meeting of Equity shareholders, the Applicant Company shall also convene meeting of its sole Preference shareholder at Raymond Limited, Board Room, Ground Floor, Solitaire Building, Jekegram, Pokhran Road No.1, Thane (West) – 400 606, on 12th April, 2017 and at 11.15 a.m. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement between Color Plus Fashions Limited (the Demerged Company) and Raymond Apparel Limited (the Resulting Company) and their respective shareholders.
- (b) That Mr. Sanjay Behl, Director of the Applicant Company and failing him, Mr. Joydeep Bhattacharya, Director of the Applicant Company shall be the Chairman of the aforesaid meeting of the sole Preference Shareholder to be held at Raymond Limited, Board Room, Ground Floor, Solitaire Building, Jekegram, Pokhran Road No.1, Thane (West) – 400 606, on 12th April, 2017 at 11.15 a.m. and or any adjourned or adjournments thereof.
- (c) That the quorum of the aforesaid meeting of the Preference Shareholder shall be one preference shareholder personally present.
- (d) That voting by proxy or authorized representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered Office at Jekegram, Pokhran Road No.1, Thane – 400606, Maharashtra, not later than 48 hours before the aforesaid meeting.

- (e) That Mr. Ashish C. Bhatt, Practicing Company Secretary failing him Mr T.B. Kaushik, also a practicing company Secretary is hereby appointed as Scrutinizer of the meeting of Preference Shareholder of the Applicant Company and the fees of the scrutinizer is fixed at Rs. 10,000/-.
- (f) That the value and the number of the shares of the sole Preference Shareholder shall be in accordance with the books / register of the Applicant Company or depository records and where the entities in the books / register/ depository records are disputed, the Chairman of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

Sd/-

B.S.V. Prakash Kumar, Member (Judicial)

Sd/-

V. Nallasenapthy, Member (Technical)