

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3393167

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	08/13/2008	
CONVEYING PARTY DATA		
	Name	Execution Date
	DHARA VEGETABLE OIL & FOOD CO. LTD.	08/13/2008
RECEIVING PARTY DATA		
Name:	MOTHER DAIRY FRUIT & VEGETABLE PVT. LTD.	
Street Address:	"MOTHER DAIRY", PATPARGANJ	
City:	DELHI	
State/Country:	INDIA	
Postal Code:	110092	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Patent Number:	7741541
CORRESPONDENCE DATA		
Fax Number:	(202)842-8465	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	202-842-8821	
Email:	DBRIPdocket@dbr.com	
Correspondent Name:	DRINKER BIDDLE & REATH, LLP	
Address Line 1:	1500 K STREET, N.W.	
Address Line 2:	SUITE 1100	
Address Line 4:	WASHINGTON, D.C. 20005	
NAME OF SUBMITTER:	MERCEDES K. MEYER	
SIGNATURE:	/Mercedes K. Meyer/	
DATE SIGNED:	06/11/2015	
Total Attachments: 3		
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IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)
IN THE MATTER OF THE COMPANIES ACT, 1956
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
OF

COMPANY PETITION NO. 116/2008

CONNECTED WITH

COMPANY APPLICATION (M) NO. 38/2008

IN THE MATTER OF M/s. Dhara Vegetable Oil & Food Co. Ltd.,
having its Regd. Office at
NDDB House, Safdarjung Enclave, New Delhi-110029

Petitioner/Transferor Company

WITH

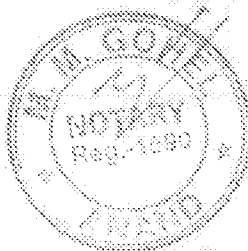
IN THE MATTER OF M/s. Mother Dairy Fruit & Vegetable Pvt. Ltd.,
having its Regd. Office at
"Mother Dairy" Patparganj, Delhi-110092

Petitioner/Transferee Company

BEFORE HON'BLE MS. JUSTICE GITA MITTAL
DATED THIS THE 13TH DAY OF AUGUST, 2008

ORDER UNDER SECTION 394 OF THE COMPANIES ACT, 1956

The above petition came up for hearing on 13/8/2008 for sanction of Scheme of Amalgamation proposed to be made of M/s. Dhara Vegetable Oil & Food Co. Ltd. (hereinafter referred to as the Transferor Company) with M/s. Mother Dairy Fruit & Vegetable Pvt. Ltd. (hereinafter referred to as the Transferee Company). The Court examined the petition; the order dt. 3/3/2008 passed in CA(M) 38/2008, whereby the requirement of convening and holding the meetings of the equity shareholders and secured creditors of the Transferor and Transferee Companies was dispensed with and the meetings of unsecured creditors of the Transferor and Transferee Companies were ordered to be convened for the purpose of considering and if thought fit approving with or without modification, the Scheme of Amalgamation annexed to the affidavits of Sh. Vinod Chandra, Sh. Mantilal Patel and Sh. Kishore Shantilal Mehta, authorized representative of the petitioner companies filed on 28th day of February, 2008; the publication in the newspapers namely (1) Statesman (English) and (2) Amar Ujala (Hindi) dt. 26/3/2008 containing the notice convening the said meetings directed to be held vide order dt. 3/3/2008 passed in CA(M) 38/2008, the affidavits of Ms. Maninder Acharya and Mr. Arun Kishore, Chairpersons appointed by the Court, filed on 29/4/2008 showing the publication and despatch of the notices convening the said meetings and the reports of the Chairpersons as to the result of the said meetings. The Court also examined the objection raised by Sh. Dhan Raj,



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ATTORNEY
General
Court of Delhi

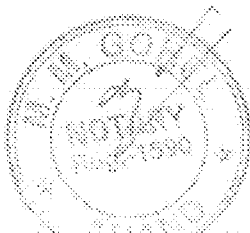
Regional Director Northern Region, Department of Company Affairs, Noida on behalf of Central Government vide affidavit dated 16/7/2008 to the effect that out of 542 unsecured creditors of the Transferee Company who participated in the voting, 3 unsecured creditors entitled to total debts of Rs.3,30,000/- have voted against this scheme. In response to this objection, the petitioner companies have filed their respective affidavits dated 8/8/2008 stating that there would be no change in their status vis-a-vis the position with regard to the debts of the Transferee Company. It has been pointed out that out of 542 unsecured creditors present in the meeting, 532 unsecured creditors, who represented Rs.1,42,80,04,145/- representing 99.98% of the unsecured debts have voted in favour of the Scheme of Amalgamation. Thus, opposition to the scheme by unsecured creditors who represent mere 0.02% of the unsecured debt of the Transferee Company, was rejected.

Upon hearing Ms. Shweta Bharti and Ms. Shreya Sharma, Advocates for the petitioner, Ms. Manisha Tyagi, Advocate for the official Liquidator and Mr. Rajsuddin, Asstt. Registrar of Companies in person and in view of the approval of the Scheme of Amalgamation without any modification, by the unsecured creditors of the Transferor and Transferee Companies; and in view of the affidavit of Sh. A. K. Chaturvedi, Official Liquidator filed on 28/7/2008 stating therein that the affairs of the Transferor Company have not been conducted in a manner prejudicial to the interest of its shareholders or creditors or to public interest and that Transferor Company could be dissolved without undergoing the process of winding up and there being no investigation proceedings pending in relation to the petitioner companies under Section 235 to 251 of the Companies Act, 1956,

THIS COURT DOETH HEREBY SANCTION THE SCHEME OF AMALGAMATION setforth in Schedule-I annexed hereto and Doth hereby declare the same to be binding on all the shareholders and creditors of the Transferor and Transferee Companies and all concerned and doth approve the said Scheme of Amalgamation with effect from the appointed date i.e. 1.4.2007.

AND THIS COURT DOETH FURTHER ORDER:

1. That all the property, rights and powers of the Transferor Company specified in the First, Second and Third parts of the Schedule-II hereto and all other property, rights and powers of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act,



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Advocate
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1956 be transferred to and vest in the Transferee Company for all the estate and interest of the Transferor Company therein but subject nevertheless to all charges now affecting the same; and

2. That all the liabilities and duties of the Transferor Company be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Transferee Company; and

3. That all the proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company; and

4. That the Transferee Company do without further application allot to such members of the Transferor Company as have not given such notice of dissent as is required by Clause 9.1 given in the Scheme of Amalgamation herein, the shares in the Transferee Company to which they are entitled under the said amalgamation; and

5. That the Transferor Company do within five weeks after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Company shall be dissolved without undergoing the process of winding up and the Registrar of Companies shall place all documents relating to the Transferor Company on the file kept by him in relation to the Transferee Company and the files relating to the said Transferor and Transferee Companies shall be consolidated accordingly. It is also clarified that this order will not be construed as an order granting exemption from payment of stamp duty that is payable in accordance to law; and

6. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary; and

7. That the petitioners shall deposit cost of Rs.20,000/- in the Common Pool Fund of the Official Liquidator.

