IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 77 OF 2015

In the matter of the Companies Act, 1 of 1956 and other relevant provision of Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provision of Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of REPL SECURITIES PRIVATE LIMITED, (The Transferor Company) with RASHI EQUISEARCH PRIVATE LIMITED, (The Transferee Company)

REPL SECURITIES PRIVATE LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 72-A, Mittal Tower, Nariman Point, Mumbai - 400 021.) ...Applicant Company.

Called Summons for Direction
Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S.J. Kathawalla, J.

Date: 6th February, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant

Company, AND UPON READING the Affidavit dated 15th January,2015 Mr. Rajesh Tulsyan, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED:-

1. That 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 REPL SECURITIES PRIVATE LIMITED, the Transferor Company with RASHI EQUISEARCH PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by all the Seven Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' to 'C-7'** to the Affidavit in support of Summons for Direction.

2. That the convening and holding the meeting of the Redeemable Optionally Convertible Preferences 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 REPL SECURITIES PRIVATE LIMITED, the Transferor Company with RASHI EQUISEARCH PRIVATE LIMITED, the Transferee Company, is dispensed with in view of the consent given by The Redeemable Optionally Convertible Preferences shareholder of

the Applicant Company, which is annexed as **Exhibit 'D-1'** to the Affidavit in support of Summons for Direction.

3. That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 19 of the Affidavit in support of Summons for Direction.

4. That 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 Amalgamation of REPL SECURITIES PRIVATE LIMITED, the Transferor Company with RASHI EQUISEARCH PRIVATE LIMITED, the Transferee Company, is dispensed with in view of the averments made in paragraph 20 of the Affidavit in support of the Summons for Direction inter alia stating that Unsecured Creditors will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Applicant 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 Petition by Registered Post A. D. to its all 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.

(S. J.Kathawalla, J.)