

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO 65 OF 2015

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

AND

In the matter of Sections 391 to 394  
read of the Companies Act, 1956;

AND

In the matter of Scheme of  
Amalgamation

Of

Abja Developers Private Limited ("Abja  
Developers" or "the First Transferor  
Company")

And

Abja Infrastructure Private Limited  
("Abja Infrastructure" or "the Second  
Transferor Company")

And

APP Builders Private Limited ("APP  
Builders" or "the Third Transferor  
Company")

And

Sainathsakal Infrastructure Limited  
("Sainathsakal" or "the Fourth  
Transferor Company")

And

Shrisakal Infrastructure Limited  
("Shrisakal" or "the Fifth Transferor  
Company")

And

Shubhsakal Infrastructure Limited  
("Shubhsakal" or "the Sixth Transferor  
Company")

And

Sonasakal Infrastructure Limited  
("Sonasakal" or "the Seventh Transferor  
Company")

And

Starsakal Infrastructure Limited  
("Starsakal" or "the Eighth Transferor  
Company")

And

Sunsakal Infrastructure Limited  
("Sunsakal" or "the Ninth Transferor

Company”)

And

Suryasakal Infrastructure Limited  
("Suryasakal" or "the Tenth Transferor  
Company")

And

Octon India Private Limited ("Octon  
India" or "the Eleventh Transferor  
Company")

With

Abja Constructions Limited ("Abja  
Constructions" or "the Transferee  
Company")

And

their respective shareholders

**APP BUILDERS PRIVATE )**  
**LIMITED,** a company )  
incorporated under the provisions )  
of the Companies Act, 1956 and )  
having its registered office at )  
Office No. 9 & 10, 5th Floor )  
Akshay Complex, Pushpak Park, )  
Aundh, Pune 411007, )  
Maharashtra. )

.... Applicant Company

### **Called Summons for Directions for hearing**

Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant

Coram: S. J. Kathawalla, J.

Date: 6<sup>th</sup> February, 2015

### **MINUTES OF THE ORDER**

UPON the application of the Applicant Company above named by a  
Summons for Directions AND UPON HEARING Mr. Rajesh Shah  
instructed by Rajesh Shah & Co., Advocates for the Applicant  
Company, AND UPON READING the Affidavit dated 16<sup>th</sup> day of  
January, 2015 of Mr. Yeshwant Pathak, Authorised Signatory of the  
Applicant Company, in support of Summons for Directions and  
Exhibits referred therein, IT IS ORDERED:

1. That convening and holding of 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 Abja Developers Private Limited (“Abja Developers” or “the First Transferor Company”) And Abja Infrastructure Private Limited (“Abja Infrastructure” or “the Second Transferor Company”) And APP Builders Private Limited (“APP Builders” or “the Third Transferor Company”) And Sainathsakal Infrastructure Limited (“Sainathsakal” or “the Fourth Transferor Company”) And Shrisakal Infrastructure Limited (“Shrisakal” or “the Fifth Transferor Company”) And Shubhsakal Infrastructure Limited (“Shubhsakal” or “the Sixth Transferor Company”) And Sonasakal Infrastructure Limited (“Sonasakal” or “the Seventh Transferor Company”) And Starsakal Infrastructure Limited (“Starsakal” or “the Eighth Transferor Company”) And Sunsakal Infrastructure Limited (“Sunsakal” or “the Ninth Transferor Company”) And Suryasakal Infrastructure Limited (“Suryasakal” or “the Tenth Transferor Company”) And Octon India Private Limited (“Octon India” or “the Eleventh Transferor Company”) With Abja Constructions Limited (“Abja Constructions” or “the Transferee Company”) and their respective shareholders, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “D1” and “D2” to the affidavit in support of the Company Summons for Direction.

2. That there are no Secured Creditors in the Applicant Company, as mentioned in paragraph (11) of the Affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.
3. That 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 Abja Developers Private

Limited (“Abja Developers” or “the First Transferor Company”) And Abja Infrastructure Private Limited (“Abja Infrastructure” or “the Second Transferor Company”) And APP Builders Private Limited (“APP Builders” or “the Third Transferor Company”) And Sainathsakal Infrastructure Limited (“Sainathsakal” or “the Fourth Transferor Company”) And Shrisakal Infrastructure Limited (“Shrisakal” or “the Fifth Transferor Company”) And Shubhsakal Infrastructure Limited (“Shubhsakal” or “the Sixth Transferor Company”) And Sonasakal Infrastructure Limited (“Sonasakal” or “the Seventh Transferor Company”) And Starsakal Infrastructure Limited (“Starsakal” or “the Eighth Transferor Company”) And Sunsakal Infrastructure Limited (“Sunsakal” or “the Ninth Transferor Company”) And Suryasakal Infrastructure Limited (“Suryasakal” or “the Tenth Transferor Company”) And Octon India Private Limited (“Octon India” or “the Eleventh Transferor Company”) With Abja Constructions Limited (“Abja Constructions” or “the Transferee Company”) and their respective shareholders, is dispensed with in view of the averment made in paragraph (12) of the affidavit in support of the Summons for Directions inter alia stating that as far as the unsecured creditors of the Applicant Company are concerned, they will be paid off in the ordinary course of business by the Transferee Company and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D to all its Unsecured Creditors and also to publish the same in ‘Economic Times’, in English language and ‘Maharashtra Times’, in Marathi language, both circulated in Pune. The undertaking is accepted.

(S. J. Kathawalla, J.)