IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 71 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

SUNSAKAL INFRAFRASTRUCTURE LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Sangli Bank Building, 4th Floor, Perin Nariman Street, Fort, Mumbai – 400001, 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: 6th 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 16th 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 all the seven Equity Shareholders of the Applicant Company, which are annexed as Exhibits "D1" to "D7" 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 interalia 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 ‘Free Press Journal’, in English language and ‘Navshakti’, in Marathi language, both circulated in Mumbai. The undertaking is accepted.

(S. J. Kathawalla, J.)