

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 104 OF 2015

In the matter of the Companies
Act, 1956 or re-enactment thereof
upon effectiveness of the
Companies Act, 2013;
AND

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

In the matter of Scheme of
Amalgamation
of
IGATE Information Services
Private Limited (the Transferor
Company)
with
IGATE Global Solutions Limited
(the Transferee Company) and
their respective shareholders.

IGATE Information Services	)	
Private Limited, a Company	)	
incorporated under the provisions	)	
of the Companies Act, 1956 and	)	
having its registered office at	)	
Level II, Tower 3, Cybercity,	)	
Magarpatta City, Hadapsar, Pune	)	
411 013, Maharashtra.	)	Applicant Company

Called Summons for Direction for hearing

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

Coram: S. J. Kathawalla, J.

Date : 13th February, 2015

MINUTES OF 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 21st January, 2015 of Mrs. Dipti Singbal, Authorised Signatory of the Applicant Company, in support of Summons for Directions and the exhibits therein referred to, **IT IS ORDERED THAT:-**

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 IGATE Information Services Private Limited (the Transferor Company) with IGATE Global Solutions Limited (the Transferee Company) and their respective shareholders is dispensed with in view of consent given by both the Equity Shareholders of the Applicant Company which are annexed as **Exhibit “C1”** and **“C2”** to the affidavit in support of the Summons for Direction.
2. That there are no Secured Creditors in the Applicant Company, as mentioned in paragraph 10 of the Affidavit in support of the Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.
3. That the convening and holding 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 between IGATE Information Services Private Limited (the Transferor Company) with IGATE Global Solutions Limited (the Transferee Company) and their respective shareholders is dispensed with in view of the averments made in paragraph 11 of the Affidavit in Support of the Summons for Direction inter-alia stating that the present Scheme is an Arrangement between the Applicant Company and its shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as

there is no Compromise and/or Arrangement with the Creditors as no sacrifice is called for and rights of Unsecured Creditors of the Applicant Company will not be affected by the proposed Scheme of Amalgamation since post Scheme, the assets of the Transferee Company will be sufficient to discharge its liabilities and that the Applicant Company undertakes to issue individual notice of the date of hearing of Petition by R.P.A.D. / Airmail to all its Unsecured Creditors and also to publish the same in two newspapers, viz. 'Economic Times' in English language and translation thereof in 'Maharashtra Times' in Marathi language, both having circulation in Pune. The said undertaking is accepted.

(S. J. Kathawalla, J)