

THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.45 OF 2015.

In the matter of the Companies Act I of 1956.

AND

In the matter of Sections 391 to 394 and read with Section 100 to 103 of the Companies Act, 1956.

AND

In the matter of the Scheme of Arrangement between:

Zaware's Professional Academy Private Limited.

AND

Zaware's Professional Creative Forum Private Limited.

AND

their Respective Shareholders.

Zaware's Professional Academy Private Limited, a	)	
Company incorporated Under the Companies Act,	)	
1956 and having its Registered Office at Office No.	)	
38, Indulal Complex, Ground Floor, L B Shastri	)	
Road, Pune -411030	)....Applicant Company	

Called Summons for Direction for hearing

Mr. Chandrakant Mhadeshwar, Advocates for the Applicant Company.

CORAM : S. J. KATHAWALLA, J

DATE : 30TH JANUARY, 2015

MINUTES OF ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Chandrakant Mhadeshwar, Advocates for the Applicant

Company, AND UPON READING the Affidavit dated 21st day of January, 2015 of Mr. Vikas Ingale, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits referred to therein, IT IS ORDERED:-

1. That 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 Arrangement between Zaware's Professional Academy Private Limited and Zaware's Professional Creative Forum Private Limited and their respective shareholders, is dispensed with in view of the consent given by all the Six Equity Shareholders of the Applicant Company which are annexed as Exhibits "C-1" to "C-6" to the Affidavit in Support of Company Summons for Direction.

2. That there are no Secured Creditors of the Applicant Company as stated in paragraph 18 of the Affidavit in Support of Company Summons for Direction. Hence, the question of convening and holding meeting of Secured Creditors does not arise.

3. That 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 Arrangement between

Zaware's Professional Academy Private Limited and Zaware's Professional Creative Forum Private Limited and their respective shareholders, is dispensed with in view of averments made in paragraphs 19 of the Affidavit in Support of Summons for Directions , inter alia , stating that the proposed Scheme of Arrangement will not affect creditors of the Applicant Company and the Unsecured Creditors will be paid off in normal course of business and the Applicant Company undertakes to issue individual notice of the date of hearing of the Petition by Registered Post A.D. upon its Unsecured Creditors and also to publish notice of hearing of the Petition in local newspapers, viz "Indian Express" Pune Edition in English Language and translation thereof in "Loksatta" Pune Edition in Marathi Language, both having circulation in Pune. The said undertaking is accepted.

(S. J. KATHAWALLA, J.)