

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 131 OF 2015

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

AND

In the matter of Sections 391 to 394 read with section 100 to 103 of the Companies Act, 1956 and section 52 and other relevant provision of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of KENT INFOTECH PRIVATE LIMITED and NAVKETAN TELECOM PRIVATE LIMITED and NEXTNET TECHNOLOGIES PRIVATE LIMITED and NECTAR MERCANTILE PRIVATE LIMITED and NORTHERN WIRELESS SOLUTIONS PRIVATE LIMITED and NORTHSTAR TELECOM SERVICES PRIVATE LIMITED and SHREENATHJI KRUPA PROJECT VENTURES PRIVATE LIMITED with EDICO VENTURES PRIVATE LIMITED and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NORTHERN WIRELESS SOLUTIONS)
PRIVATE LIMITED, a company)
incorporated under the Companies)
Act, 1956 having its registered office)
at Office No 6, Shri Hanumanta Apt,)
Sra Chs Ltd, Bamanwada, M C Chagla)
Marg, Vile Parle East, Mumbai -)
400049.) ...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: 13th 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 23rd January, 2015 Mr. Manoj Sethi, Authorised Signatory 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 Kent Infotech Private Limited And Navketan Telecom Private Limited And Nextnet Technologies Private Limited And Nectar Mercantile Private Limited And Northern Wireless Solutions Private Limited And Northstar Telecom Services Private Limited And Shreenathji Krupa Project Ventures Private Limited With Edico Ventures Private Limited, And Their Respective Shareholders And Creditors is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1'** and **'C-2'** to the Affidavit in support of Summons for Direction.

2. That the convening and holding the meeting of the 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 Kent Infotech Private Limited And Navketan Telecom Private Limited And Nextnet Technologies Private Limited And Nectar Mercantile Private Limited And Northern Wireless Solutions Private Limited And Northstar Telecom Services Private Limited And Shreenathji Krupa Project Ventures Private Limited With Edico Ventures Private Limited, And Their Respective Shareholders And Creditors is dispensed with in view of the consent given by the Preference shareholders of the Applicant Company, which are annexed as **Exhibit 'D-1' to 'D-6'** 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 48 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 Kent Infotech Private Limited, The First

Transferor Company And Navketan Telecom Private Limited, The Second Transferor Company And Nextnet Technologies Private Limited, The Third Transferor Company And Nectar Mercantile Private Limited, The Fourth Transferor Company And Northern Wireless Solutions Private Limited, The Fifth Transferor Company And Northstar Telecom Services Private Limited, The Sixth Transferor Company And Shreenathji Krupa Project Ventures Private Limited, The Seventh Transferor Company With Edico Ventures Private Limited, The Transferee Company And Their Respective Shareholders And Creditors is dispensed with in view of the averments made in paragraph 49 of the Affidavit in support of the Summons for Direction inter alia stating that so far as Unsecured Creditors of the Applicant Company are concerned most of them are in the nature of loan/sundry/trade creditors for activities of the Applicant Company and that the Unsecured Creditor will in no way be affected by the proposed Scheme of Amalgamation as the Applicant Company is meeting the amounts payable to its creditors from the activities and that upon the Scheme becoming effective, the Transferee Company shall continue with its existence and shall accordingly continue to meet the liabilities of its creditors as they arise in the normal course of business 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.)