

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 197 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 of the Companies Act, 1956 and other relevant provision of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of UBIQUITOUS TRADING PRIVATE LIMITED, (The First Transferor Company) and GELID COMMERCIAL PRIVATE LIMITED, (The Second Transferor Company) and WINTERPARK INVESTMENTS AND FINANCE PRIVATE LIMITED, (The Third Transferor Company) with SUMA COMMERCIAL PRIVATE LIMITED, (The Transferee Company) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

WINTERPARK INVESTMENTS AND)
FINANCE PRIVATE LIMITED, a)
company incorporated under the)
Companies Act, 1956 having its)
registered office at Jatia Chambers)
60, Dr V B Gandhi Marg, Mumbai-)
400 023.)

...Applicant Company.

Called for Summons for Direction hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S.J. Kathawalla, J.

Date: 13th March, 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 13th February, 2015 Mrs. Uma Nair, Authorized 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 UBIQUITOUS TRADING PRIVATE LIMITED, (The First Transferor Company) and GELID COMMERCIAL PRIVATE LIMITED, (The Second Transferor Company) and WINTERPARK INVESTMENTS AND FINANCE PRIVATE LIMITED, (The Third Transferor Company) with SUMA COMMERCIAL PRIVATE LIMITED, (The Transferee Company) and Their Respective Shareholders And Creditors is dispensed with in view of the consent given by all the three Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' to 'C-3'** to the Affidavit in support of Summons for Direction.

2. That the convening and holding the meeting of the 10% Redeemable Preference 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 UBIQUITOUS TRADING PRIVATE LIMITED, (The First Transferor Company) and GELID COMMERCIAL PRIVATE LIMITED, (The Second Transferor Company) and WINTERPARK INVESTMENTS AND FINANCE PRIVATE LIMITED, (The Third Transferor Company) with SUMA COMMERCIAL PRIVATE LIMITED, (The Transferee Company) and Their Respective Shareholders And Creditors is dispensed with in view of the consent given by the Sole 10% Redeemable Preference shareholders of the Applicant Company, which is annexed as **Exhibit 'D-1'** to the Affidavit in support of Summons for Direction.
3. That the convening and holding of the meeting of the Secured 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 UBIQUITOUS TRADING PRIVATE LIMITED, (The First Transferor Company) and GELID COMMERCIAL PRIVATE LIMITED, (The Second Transferor Company) and WINTERPARK INVESTMENTS AND FINANCE PRIVATE LIMITED, (The Third Transferor Company) with SUMA

COMMERCIAL PRIVATE LIMITED, (The Transferee Company) and Their Respective Shareholders And Creditors is dispensed with in view of the No Due Certificate given by the Sole Secured Creditors of the Applicant Company, which is annexed as **Exhibit 'E-1'** to 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 UBIQUITOUS TRADING PRIVATE LIMITED, (The First Transferor Company) and GELID COMMERCIAL PRIVATE LIMITED, (The Second Transferor Company) and WINTERPARK INVESTMENTS AND FINANCE PRIVATE LIMITED, (The Third Transferor Company) with SUMA COMMERCIAL PRIVATE LIMITED, (The Transferee Company) and Their Respective Shareholders And Creditors is dispensed with in view of the consent given by both the Unsecured Creditors of the Applicant Company, which are annexed as **Exhibit 'F-1' and 'F-2'** to the Affidavit in support of Summons for Direction.

(S. J.Kathawalla, J.)