IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 202 OF 2015

In the matter of the Companies Act, 1956/2013

AND

In the matter of application under Sections 391 to 394 of the Companies Act, 1956/230 to 232 of the Companies Act,2013.

AND

In the matter of Esskay Properties And Investments Private Limited, a company incorporated under the provisions of the Act, 1956

AND

In the matter of Scheme Of Amalgamation

Of

Abilities Infrastructure Private Limited,

And

Hi Skill Investment Consultancy Private Limited,

With

Esskay Properties And Investments Private Limited

Esskay Properties and Investments Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at No.61, Sanjay Plaza, Silver Beach, A B

Nair Road, Mumbai-400049,
Maharashtra.

… Applicant Company

Called for Summons for Direction for Hearing

Mr. Naser Ali Rizvi i/b. M/s. Thakore Jariwala & Associates, Advocates for Applicant.

Coram: S. J. Kathawalla, J.

Date: 13th March, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant above named by Company Summons for Direction AND UPON hearing Mr. Naser Ali Rizvi, instructed by M/s. Thakore Jariwala and Associates, Advocates for the Applicant Company AND UPON reading the Affidavit dated 14th February, 2015 of Mr. Sanjay Khan, Director of the Applicant Company, in support of Company Summons for Direction and the Exhibits therein, IT IS ORDERED THAT:

1. 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 Scheme of Amalgamation of Abilities Infrastructure Private Limited and Hi Skill Investment Consultancy Private Limited with Esskay Properties And Investments Private Limited, is dispensed with in view of the consent given by all the eight Equity Shareholders of the Applicant Company, which are annexed as **Exhibits "N-1 to N-8"** to the Affidavit in Support of the Company Summons for Direction.

2. There are no Secured Creditors of the Applicant Company, as mentioned in paragraph 33 of the Affidavit in Support of Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.

3. 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 Scheme of Amalgamation of Abilities Infrastructure Private Limited and Hi Skill Investment Consultancy Private Limited with Esskay Properties And Investments Private Limited, is dispensed with in view of consent given by one of the Unsecured Creditors of the Applicant Company, which is annexed as Exhibits 'O-1' to the Affidavit in Support of the Summons for Direction and in view of the averment made in paragraph 34, of the Affidavit in support of the Company Summons for Direction *inter alia* stating that the assets of the Applicant Company pre merger and post merger are sufficient to meet all their liabilities and the said scheme will not adversely affect the rights of any of the Unsecured creditors of the Applicant Company in any manner whatsoever and that there is no compromise or sacrifice called from any of the creditors of the Applicant Company and that an undertaking given by the Applicant Company to issue individual notice of the date of hearing of the Company Scheme Petition by Registered Post A.D. to all its remaining Unsecured Creditors and also publish the same in two newspapers namely "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.)