

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 211 OF 2015

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

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 (or any
corresponding provisions of Companies
Act, 2013 as may be notified);

of

In the matter of Scheme of Amalgamation
between

Ventura Finvestrade Company Private
Limited (Transferor Company)

and

KRS Communications Private Limited
(Transferee Company)

and

their respective Shareholders

KRS Communications Private)
Limited, a company incorporated)
under the provisions of Companies)
Act, 1956 having its Registered)
Office at B 902, Silver Arch,)
Oshiwara, Andheri (W), Mumbai-)
400 053.)

).....Applicant Company

Called Summons for Directions for hearing

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

Coram: S. J. Kathawalla, J.

Date: 20th March, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a
Company Summons for Directions AND UPON HEARING Mr. Rajesh
Shah instructed by M/S Rajesh Shah & Co., Advocates for the

Applicant Company, AND UPON READING the Affidavit dated 25th day of February, 2015 of Mr. Pankaj Bhaya, Authorised Signatory of the Applicant Company, in support of Company Summons for Directions and the Exhibits therein referred to, 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 proposed Scheme of Amalgamation between Ventura Finvestrade Company Private Limited ("Transferor Company") and KRS Communications Private Limited ("Transferee Company") and their respective Shareholders, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit "G1"** and **"G2"** to the Affidavit in support of the Company Summons for Directions.
2. The question of convening and holding the meeting of the Secured Creditors of the Applicant Company does not arise, since there are no Secured Creditors in the Applicant Company as stated in paragraph 12 of the Affidavit in support of the Company Summons for Direction.
3. The question of convening and holding the meeting of the Unsecured Creditors does not arise, since there are no Unsecured Creditors of the Applicant Company as mentioned in paragraph 13 of the affidavit in support of the Company Summons for Direction.

(S. J. Kathawalla, J.)