

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 266 OF 2015.

In the matter of the Companies
Act I of 1956.

AND

In the matter of Sections 391 to
394 of the Companies Act,
1956.

AND

In the matter of the Scheme of
Amalgamation of :

SPS Capital & Money
Management Services Private
Limited

WITH

SPS Multi Commodity Private
Limited

AND

their Respective Shareholders

SPS Capital & Money Management Services)
Private Limited, a Company incorporated)
under the Companies Act, 1956 and having)
its Registered Office at 121/4 M G Road)
Agra Building, Fort, Mumbai – 400 023)....Applicant Company

Called Summons for Direction for hearing

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

CORAM: S. J. KATHAWALLA, J

DATE : 27TH MARCH, 2015

MINUTES OF 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., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 2nd day of March, 2015 of Mr. Milan Marathe, Authorised Signatory of the Applicant Company, in support of Company Summons for Direction and the Exhibits referred to 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 proposed Scheme of Amalgamation of SPS Capital & Money Management Services Private Limited with SPS Multi Commodity Private Limited and their respective shareholders, is dispensed with in view of the consent given by all the Five Equity Shareholders of the Applicant Company which are annexed as Exhibits "C-1" to "C-5" to the Affidavit in Support of Company Summons for Direction.

2. That the question of convening and holding the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 18 of the Affidavit in support of Summons for Direction.
3. That 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 proposed Scheme of Amalgamation of SPS Capital & Money Management Services Private Limited with SPS Multi Commodity Private Limited and their respective shareholders, is dispensed with in view of the consent given by Unsecured Creditor of the Applicant Company, which is annexed as Exhibit “D” to the Affidavit in support of Summons for Direction.

(S. J. KATHAWALLA , J)