

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.378 OF 2015

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

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 and other relevant
provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement
between ROYAL DEAL HOUSING PRIVATE
LIMITED (the Demerged Company or the
“Transferor Company” or “RDHPL”) and B S
DEVELOPERS PRIVATE LIMITED (the
Resulting Company or “BSDPL”) and their
respective shareholders and creditors

ROYAL DEAL HOUSING PRIVATE)
LIMITED, a company incorporated)
under the Companies Act, 1956 having)
its registered office at 2, Kanchan)
Ganga, Manish Nagar, 4 Bungalows,)
Andheri West, Mumbai-400053.) ...Applicant Company.

Called Summons for Direction for hearing

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

Coram: S.J. Kathawalla, J.

Date: 8th May, 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 5th March, 2015 Mr. Banwarilal Bhargav, Director 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 Arrangement between ROYAL DEAL HOUSING PRIVATE LIMITED (the Demerged Company or the "Transferor Company" or "RDHPL") and B S DEVELOPERS PRIVATE LIMITED (the Resulting Company or "BSDPL") 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 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 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 Arrangement between ROYAL DEAL HOUSING PRIVATE LIMITED (the Demerged Company or the “Transferor Company” or “RDHPL”) and B S DEVELOPERS PRIVATE LIMITED (the Resulting Company or “BSDPL”) and their respective shareholders and creditors is dispensed with in view of the consent given by all the Unsecured Creditors of the Applicant Company, which are annexed as **Exhibit ‘D-1’ to ‘D-10’** to the Affidavit in support of Summons for Direction.

(S. J. Kathawalla, J.)