

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 249 OF 2015

In the matter of the Companies Act, 1956
and the Companies Act, 2013, as applicable;

-And-

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

-And-

In the matter of the Scheme of
Amalgamation of

- (1) Relogistics (Ahmedabad) Private Limited,
- (2) Relogistics (Andhra Pradesh) Private Limited,
- (3) Relogistics (Delhi) Private Limited,
- (4) Relogistics (Karnataka) Private Limited,
- (5) Relogistics (Kochi) Private Limited,
- (6) Relogistics (Madhya Pradesh) Private Limited,
- (7) Relogistics (North East) Private Limited,
- (8) Relogistics (Orissa) Private Limited,
- (9) Relogistics (Punjab) Private Limited,
- (10) Relogistics (Rajasthan) Private Limited,
- (11) Relogistics (Surat) Private Limited,
- (12) Relogistics (Tamilnadu) Private Limited,
- (13) Relogistics (Uttar Pradesh) Private Limited,
- (14) Relogistics (Vidarbha) Private Limited

and

- (15) Relogistics (W. Bengal) Private Limited
(collectively the "Transferor Companies")

with
(16) Relogistics (India) Private Limited
(the “Transferee Company”)

Relogistics (Karnataka) Private Limited,)
a company incorporated under the Companies Act,)
1956 and having its registered office at)
Court House, 3rd Floor, Lokmanya Tilak Marg,)
Dhobhi Talao, Mumbai – 400 002.) ...Applicant Company

CALLED SUMMONS FOR DIRECTION FOR HEARING:

Ms. Sonali Aggarwal i/b M/s. Junnarkar & Associates, Advocates for the Applicant Company.

Coram : S.J. Kathawalla, J.
Date : 27th March, 2015

MINUTES OF THE ORDER

Upon the Application of the Applicant Company abovenamed by a Summons for Direction and **UPON HEARING** Ms. Sonali Aggarwal i/b M/s. Junnarkar & Associates, Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 10th March, 2015 of Mr. Gleeson Gonsalves, Authorised Signatory of the Applicant Company in support of the Summons for Direction and the Exhibits therein referred to, **IT IS ORDERED THAT:-**

- [1] The convening and holding of the meeting of 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 Relogistics (Ahmedabad) Private Limited,

Relogistics (Andhra Pradesh) Private Limited, Relogistics (Delhi) Private Limited, Relogistics (Karnataka) Private Limited, Relogistics (Kochi) Private Limited, Relogistics (Madhya Pradesh) Private Limited, Relogistics (North East) Private Limited, Relogistics (Orissa) Private Limited, Relogistics (Punjab) Private Limited, Relogistics (Rajasthan) Private Limited, Relogistics (Surat) Private Limited, Relogistics (Tamilnadu) Private Limited, Relogistics (Uttar Pradesh) Private Limited, Relogistics (Vidarbha) Private Limited and Relogistics (W. Bengal) Private Limited (collectively the “Transferor Companies”) with Relogistics (India) Private Limited (the “Transferee Company”), is dispensed with in view of the consent given by all the two Equity Shareholders which are annexed as Exhibit “D-1” and Exhibit “D-2” to the Affidavit in Support of the Summons for Direction.

- [2] The question of convening and holding the meeting of Preference Shareholders does not arise as there are no Preference Shareholders of the Applicant Company, as stated in paragraph 15 of the Affidavit in Support of the Summons for Direction.
- [3] The question of convening and holding the meeting of Secured Creditors does not arise as there are no Secured Creditors of the Applicant Company, as stated in paragraph 16 of the Affidavit in Support of the Summons for Direction.
- [4] The convening and holding of the meeting of 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 Relogistics (Ahmedabad) Private Limited, Relogistics (Andhra Pradesh) Private Limited, Relogistics (Delhi)

Private Limited, Relogistics (Karnataka) Private Limited, Relogistics (Kochi) Private Limited, Relogistics (Madhya Pradesh) Private Limited, Relogistics (North East) Private Limited, Relogistics (Orissa) Private Limited, Relogistics (Punjab) Private Limited, Relogistics (Rajasthan) Private Limited, Relogistics (Surat) Private Limited, Relogistics (Tamilnadu) Private Limited, Relogistics (Uttar Pradesh) Private Limited, Relogistics (Vidarbha) Private Limited and Relogistics (W. Bengal) Private Limited (collectively the “Transferor Companies”) with Relogistics (India) Private Limited (the “Transferee Company”), is dispensed with in view of the consent given by the Unsecured Creditors of the Applicant Company which are annexed as Exhibit “F-1” to Exhibit “F-3” to the Affidavit in Support of the Summons for Direction

(S.J. Kathawalla, J.)