

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 462 OF 2015**

In the matter of the Companies Act,
1956 (1 of 1956);

AND

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

AND

In the matter of Scheme of
arrangement between Matrix
Integrated Facilities & Property
Management Pvt. Ltd. (“Transferor
Company/ Matrix”)

AND

Imperial Serviced Offices &
Property Management Pvt. Ltd.
(“Transferee Company/ Imperial”)

AND

their respective shareholders and
creditors

IMPERIAL SERVICED)
OFFICES & PROPERTY)
MANAGEMENT PRIVATE)
LIMITED, a private limited)
company incorporated and registered)
under the provisions of the)
Companies Act, 1956 and having its)

registered office at Plot No. C-30,)
 Block 'G', Opp. SIDBI, Bandra Kurla)
 Complex, Bandra (E), Mumbai)
 400051)...APPLICANT COMPANY

Called Summons for Direction for hearing.

Ms. Ankita Godbole i/b. Wadia Gandhi & Co., Advocates for the
 Applicant Company

CORAM: S. C. GUPTE, J.

DATE: 12th June, 2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company abovenamed by a
 Summons for Direction AND UPON HEARING Ms. Ankita Godbole
 i/b. Wadia Ghandy & Co., Advocate for the Applicant Company, AND
 UPON READING the Affidavit dated the 30th day of March, 2015 of
 Mr. Manoj H. Jasrapuria, the Authorised Signatory of the Applicant
 Company, in support of Summons for Direction and exhibits referred to
 therein, IT IS ORDERED:-

1. That convening and holding of the meeting of the Equity Shareholders of the Applicant Company, for the purposes of considering and if thought fit approving, with or without modification(s) the proposed Scheme of Arrangement between the Matrix Integrated Facilities & Property Management Pvt. Ltd. (“**Transferor Company**”) and the Applicant Company and their respective shareholders and creditors, is dispensed with in view of the consents given by both the equity shareholders of the Applicant

Company, which are annexed at **Exhibits “P”**, and **“Q”** to the Affidavit dated 30th March, 2015 of Mr. Manoj H. Jasrapuria in support of the Summons for Directions.

2. That there are no Preference Shareholders of the Applicant Company as mentioned at paragraphs 21 and 22 of the Affidavit dated 30th March, 2015 of Mr. Manoj H. Jasrapuria in support of the Summons for Directions, hence the convening and holding of the meeting of the Preference Shareholders of the Applicant Company does not arise.
3. That there are no Secured Creditors of the Applicant Company as mentioned at paragraph 23 of the Affidavit dated 30th March, 2015 of Mr. Manoj H. Jasrapuria in support of the Summons for Directions, hence the convening and holding of the meeting of the Secured Creditors of the Applicant Company does not arise.
4. That the convening and holding of the meeting of the unsecured creditors of the Applicant Company for the purposes of considering and if thought fit approving, with or without modification(s) the proposed Scheme of Arrangement between the Transferor Company and the Applicant Company and their respective shareholders and creditors, is dispensed with in view of the averments made in paragraph no. 24 of the Affidavit dated 30th March, 2015 of Mr. Manoj H. Jasrapuria in support of the Summons for Directions stating *inter alia* that the rights and interests of the unsecured creditors will not be adversely affected by the Scheme and that the unsecured creditors shall be paid off in the ordinary course of business as and when they are due. The Applicant Company undertakes to issue individual notice of date of hearing of the Petition to all its unsecured

creditors by Registered Post A.D. and also to publish the same in one issue each of two local newspapers i.e., the “Free Press Journal” in English language and translation thereof in “Navshakti” in Marathi language, both having circulation in Mumbai. The undertaking given by the Applicant Company is accepted.

(S.C. GUPTE, J.)