

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 376 OF 2015

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

AND

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

AND

In the matter of Scheme of Amalgamation between Radiant Hospitality Services Private Limited and OCS Group (India) Private Limited and their respective shareholders and creditors

Radiant Hospitality Services Private Limited, a company incorporated under the Companies Act, 1956 having its registered office at 103, Ruby Industrial Estate, Off New Link Road, Chincholi Bunder, Malad (West), Mumbai- 400 064) ...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 31st March, 2015 of Mr. Abhishek Pandey, Authorised Signatory 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 Amalgamation between Radiant Hospitality Services Private Limited and OCS Group (India) Private Limited 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 as Exhibits 'D1' to 'D2' to the Affidavit in support of the Summons for Direction.
2. That the convening and holding the meeting of the Participatory Compulsorily Convertible Preference 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 Radiant Hospitality Services Private Limited and OCS Group (India) Private Limited and their respective shareholders and creditors, is dispensed with in view of the consents given by the sole Participatory Compulsorily Convertible Preference Shareholder of the Applicant Company, which are annexed as Exhibit 'F' to the Affidavit in support of the Summons for Direction.
3. That the convening and holding the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and if thought fit, approving, with or without modification(s) proposed Scheme of

Amalgamation between Radiant Hospitality Services Private Limited and OCS Group (India) Private Limited and their respective shareholders and creditors, is dispensed with in view of the averment made in paragraph 18 of the Affidavit in support of the Summons for Directions which interalia states that the Secured Creditors of the Applicant Company will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Transferor Company and the Transferee Company after the proposed Amalgamation will be far more than its liabilities and as such sufficient to discharge the liabilities and that the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition to all its Secured Creditors by R.P.A.D. and also to publish the same in two local news papers viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

4. 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) proposed Scheme of Amalgamation between Radiant Hospitality Services Private Limited and OCS Group (India) Private Limited and their respective shareholders and creditors, is dispensed with in view of the averment made in paragraph 19 of the Affidavit in support of the Summons for Directions which interalia

states that the Unsecured Creditors of the Applicant Company will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Transferor Company and the Transferee Company after the proposed Amalgamation will be far more than its liabilities and as such sufficient to discharge the liabilities and that the Applicant Company undertakes to issue individual notices of the date of hearing of the Company Scheme Petition to all its Unsecured Creditors by R.P.A.D. and also to publish the same in two local news papers viz. “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(S.J. KATHAWALLA, J)