

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 443 OF 2015

In the matter of 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 under of Bombay Amusement Park Private Limited and Himco Financial Management Private Limited and Joel Stockbrokers Private Limited and Kamfotel Resorts Private Limited and Karwar Hotels Private Limited and Swastik Amusements & Hotels Private Limited and Karveer Hospitality Limited and VITS Hotels Private Limited and Busybee Developers Private Limited and Gadh Heritage Hotels Private Limited and Grasshopper Developers Private Limited and Kamat Orissa Hotels Private Limited (Collectively, the 'Transferor Companies') with Greenboom Developers & Resorts Limited (the 'Transferee Company')

**Bombay Amusement Park)
Private Limited,** a company)
incorporated under the Company)
Act, 1956 having its registered)
office at 70-C Nehru Road, Near)
Santacruz Airport, Vile Parle)
(East), Mumbai – 400 099.)

.....Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & 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 above named by a Company
Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by
Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON**
READING the Affidavit dated 31st day of March, 2015 of Mr. Narendra D Pai,
Director of the Applicant Company, in support of Company Summons for Direction,
and the Exhibits there in referred to, **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 under of Bombay Amusement Park Private Limited and
Himco Financial Management Private Limited and Joel Stockbrokers
Private Limited and Kamfotel Resorts Private Limited and Karwar Hotels
Private Limited and Swastik Amusements & Hotels Private Limited and
Karveer Hospitality Limited and VITS Hotels Private Limited and
Busybee Developers Private Limited and Gadh Heritage Hotels Private
Limited and Grasshopper Developers Private Limited and Kamat Orissa
Hotels Private Limited (Collectively, the 'Transferor Companies') with
Greenboom Developers & Resorts Limited (the 'Transferee Company'),
is dispensed with, in view of the consent given by all the Four Equity

Shareholders of the Applicant Company, which are annexed as Exhibits “C-1” to “C-4” to the Affidavit in support of the Company Summons for Direction.

2. The question of convening and holding the meeting of the Secured Creditors of the Applicant Company does not arise since there are no Secured Creditors in the Applicant Company as stated in paragraph 13 of the Affidavit in Support of the Company Summons for Direction.
3. 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 under of Bombay Amusement Park Private Limited and Himco Financial Management Private Limited and Joel Stockbrokers Private Limited and Kamfotel Resorts Private Limited and Karwar Hotels Private Limited and Swastik Amusements & Hotels Private Limited and Karveer Hospitality Limited and VITS Hotels Private Limited and Busybee Developers Private Limited and Gadh Heritage Hotels Private Limited and Grasshopper Developers Private Limited and Kamat Orissa Hotels Private Limited (Collectively, the ‘Transferor Companies’) with Greenboom Developers & Resorts Limited (the ‘Transferee Company’), is dispensed with, in view of the consent given by the sole Unsecured Creditor of the Applicant Company, which is annexed as Exhibit “D-1” to the Affidavit in support of the Company Summons for Direction.

(S. C. GUPTE, J)