IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 385 OF 2015

IN THE MATTER of the Companies Act, 1956;

AND

IN THE MATTER of Sections 391 to 394 of the Companies Act, 1956;

AND

IN THE MATTER of Scheme of Amalgamation of Pune Software Park Private Limited with Capgemini India Private Limited and their respective Shareholders and Creditors.

Pune Software Park Private Limited,)
CIN: U72300MH1988PTC047841)
a company incorporated under the)
provisions of the Companies Act 1956 and)
having its registered office at)
A1, Technology Park, MIDC)
Talwade, Pune – 412 114)...Applicant /
Transferor Company

<u>Called Summons for Direction for hearing</u>

Ms. Neha Prashant i/b. ALMT Legal, Advocates for the Applicant Company.

Coram: S.J. Kathawalla, J.

Date: 8^{th} May, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Ms. Neha Prashant i/b. M/s ALMT Legal, Advocates for the Applicant Company, AND UPON READING the Affidavit dated 7^{th} April, 2015 of Mr. Uddhav Pandit, Authorized Representative of the Applicant Company, in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT:-

1) The convening and holding of 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 of Pune Software Park Private Limited with Capgemini India Private Limited 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 Exhibits “M-1” and “M-2” to the Affidavit in support of Company Summons for Direction.

2) There are no Secured Creditors and Unsecured Creditors of the Applicant Company, as mentioned in paragraph 31 and 32 respectively of the Affidavit in support of this Company Summons for Direction. Hence, the question of convening and holding the meeting of Unsecured Creditors and Secured Creditors of the Applicant Company does not arise.

3) The Applicant Company is a wholly owned subsidiary of the Transferee Company and there is no re-organization of share capital of the Transferee Company and no new shares are being issued by the Transferee Company as all shares of the Transferee Company will be cancelled as per Clause 14 of the Scheme and rights of creditors of Transferee Company are not affected as mentioned in paragraph 24 of the Affidavit in support of Summons for Direction and also in view of observations made by this court in Mahaamba Investments Limited v IDI Limited [2001 105 CompCas 16 Bom], the filing of separate Company Summons for Direction and Company Scheme Petition under Section 391 and 394 of the Companies Act, 1956 by Capgemini India Private Limited, the Transferee Company is dispensed with.

(S. J. Kathawalla, J.)