

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 484 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 of Nimbus BPM Consulting Private Limited (“Transferor Company-I”) and Staffware Business Process Management India Private Limited (“Transferor Company-II”) with TIBCO Software India Private Limited (“Transferee Company”) and their respective shareholders

Staffware Business Process)
Management India Private Limited,)
A company incorporated under the)
provisions of Companies Act, 1956)
having its registered office At L&T)
Business Park, Gate No. 5, Wing -B,)
6th Floor, Saki Vihar Road, Powai,)
Mumbai- 400072)

.....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: 26th 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 30th day of April, 2015 of Mr. Anand Ambike, 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 of Nimbus BPM Consulting Private Limited (“Transferor Company-I”) and Staffware Business Process Management India Private Limited (“Transferor Company-II”) with TIBCO Software India Private Limited (“Transferee Company”) and their respective shareholders, is dispensed with, in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits **“D-1” and “D-2”** to the Affidavit in support of the Company Summons for Direction.
2. The question of convening and holding the meeting of the Secured and Unsecured Creditors of the Applicant Company does not arise since there are no Secured and Unsecured Creditors in the Applicant Company as stated in paragraph 14 of the Affidavit in Support of the Company Summons for Direction.

(S. C. GUPTE, J)