

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 567 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; read with  
Section 100 to Section 104 and other  
applicable provisions of the Companies  
Act, 2013);

AND

In the matter of Scheme of  
Arrangement between Rushmi  
Logistics Private Limited with  
Divya Shipping & Clearing Services  
Limited their respective  
shareholders

RUSHMI LOGISTICS PRIVATE )  
LIMITED, )  
CIN No. U63030MH2003 PTC 142543 )  
a company incorporated under the )

Companies Act, 1956 having its )  
registered office at, 502-A Dipti Classic, )  
34/35,Suren Road, Off Andheri- Kurla )  
Road, Andheri (E), Mumbai – 400 093. ) ...Applicant Company

**Called for Direction**

Mr. Sunil B Kadam Advocate for the Applicant Company

Coram : S.C.Gupte J.

Date: 17<sup>th</sup> July, 2015

**MINUTES OF THE ORDER**

UPON the application of the applicant Company above named by a  
Company Summons for Directions AND UPON HEARING Mr. Sunil  
Kadam, Advocate for the applicant Company, AND UPON READING  
the Affidavit dated 7<sup>th</sup> May, 2015 of Mr.Vedeprakash Shriyan, Director of  
the Applicant Company ,in support of Summons for Direction and the  
Exhibits referred therein, **IT IS ORDERED :**

1. That convening and holding of the meeting of 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  
Arrangement between Rushmi Logistics Private Limited (the  
Transferor company) and Divya Shipping & Clearing Services  
Private Limited (the Transferee company) and their respective

shareholders, is dispensed with ,in view of the consents given by all the three Equity Shareholders of the Applicant Company, which are annexed as EXHIBITS “D-1” to “D-3” to the Affidavit in support of Company Summons for Directions.

2. There are no Secured and Unsecured creditors in the Applicant Company as stated in the paragraphs No.17 of Company Summons for Directions. Hence the question of convening and holding the meeting of the Secured creditors does not arise.
3. 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) the proposed Scheme of Arrangement between Rushmi Logistics Private Limited (the Demerged Company) and Divya Shipping & Clearing Services Private Limited (the Resulting Company) and their respective shareholders, is dispensed with in view of no Unsecured Creditors of the Applicant Company.

S.C.Gupte J.