

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 560 OF 2015.

In the matter of the Companies Act, 1
of 1956 and other relevant provisions
of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956 and other
relevant provisions of the Companies
Act, 2013;

AND

In the matter of Scheme of
Amalgamation of PHANINDRANATH
TRADING PRIVATE LIMITED, the First
Transferor Company

AND

BAKLIWAL PROPERTIES PRIVATE
LIMITED, the Second Transferor
Company

AND

STAR HORTICULTURE PRIVATE
LIMITED, the Third Transferor
Company

WITH

SHREM RESORT PRIVATE LIMITED,
the Transferee Company

BAKLIWAL PROPERTIES PRIVATE)
LIMITED, a company incorporated)
under the Companies Act, 1956)
having its registered office at 1101,)
Viraj Towers, JN of Andheri Kurla)
Road, W. E. High Way, Andheri)
(East), Mumbai - 400 069.)

...Applicant Company.

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the
Applicant

Coram: S. C. Gupte, J.

Date: 10th July, 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 25th May, 2015 Mr. Ashish O. Lalpuria, Authorized Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibit therein 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 PHANINDRANATH TRADING PRIVATE LIMITED, the First Transferor Company and BAKLIWAL PROPERTIES PRIVATE LIMITED, the Second Transferor Company and STAR HORTICULTURE PRIVATE LIMITED, the Third Transferor Company with SHREM RESORT PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.
2. That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 27 of the Affidavit in support of Summons for Direction.

3. The convening and holding of 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 of PHANINDRANATH TRADING PRIVATE LIMITED, the First Transferor Company and BAKLIWAL PROPERTIES PRIVATE LIMITED, the Second Transferor Company and STAR HORTICULTURE PRIVATE LIMITED, the Third Transferor Company with SHREM RESORT PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 28 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its all Unsecured Creditors 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. C. Gupte, J.)