

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 594 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
ORIENT HR CONSULTANTS PRIVATE
LIMITED, the First Transferor Company

AND

ORBIS MEDIA TECHNOLOGIES PRIVATE
LIMITED, the Second Transferor Company

WITH

ORIENT TECHNOLOGIES PRIVATE LIMITED,
the Transferee Company

ORBIS MEDIA TECHNOLOGIES PRIVATE)
LIMITED, a company incorporated under the)
Companies Act, 1956 having its registered)
office at 2-3, Niraj Industrial Estate, Off.)
Mahakali Caves Road, Andheri East, Mumbai –)
400 093) ...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: 24th 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 29th June, 2015 Mr. Sandesh Shelar, Authorised 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 ORIENT HR CONSULTANTS PRIVATE LIMITED, the First Transferor Company and ORBIS MEDIA TECHNOLOGIES PRIVATE LIMITED, the Second Transferor Company with ORIENT TECHNOLOGIES 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 23 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 ORIENT HR CONSULTANTS PRIVATE LIMITED, the First Transferor Company and ORBIS MEDIA TECHNOLOGIES PRIVATE LIMITED, the Second Transferor Company with ORIENT TECHNOLOGIES PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 24 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.)