IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 701OF 2015

In the matter of the Companies Act, 1956;

AND

the Companies Act, 2013 (if and when applicable),

AND

In the matter of Section 391 and 394 of the Companies Act, 1956 and Sections 230 and 232 of the Companies Act, 2013 (if and when applicable),

AND

In the matter of Scheme of Amalgamation of Griffin Marine Travel Private Limited

WITH

Instone India Private Limited

Instone India Private Limited,	)
a Company incorporated	)
Under the Companies Act, 1956	)
having its Registered office at	)
1502-A, Indiabulls Finance	)
Centre, Tower 3, Senapati Bapat Marg	)
Elphinstone (West), Mumbai 400013	)
Maharashtra.	)… Applicant Company

<u>Called Summons for Direction</u>

Coram: S. C. Gupte, J.

Dated: 28th August, 2015

MINUTES OF ORDER

Upon the application of the Applicant Company above named by a Summons for Direction and upon hearing Mr. Khushroo K. Driver, Advocate of the Applicant Company and upon reading the Affidavit dated 3rd July, 2015 of Mr. Kiran Govindji Vinchhi, Director 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 Griffin Marine Travel Private limited, the Transferor Company, with Instone India Private Limited, the Transferee Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company which Consent Letters are annexed as Exhibits J1 & J2 to the Affidavit in support of Summons for Direction.
2. That there are no Secured Creditors of the Applicant Company as mentioned in Paragraph No. 20 of the Affidavit in support of Summons for Direction, hence the question of convening and holding the meeting of Secured Creditors does not arise.
3. That the meeting of the Unsecured Creditors of the Applicant Company shall be convened and held at 1502-A, Indiabulls Finance Centre, Tower 3, Senapati Bapat Marg Elphinstone (West), Mumbai 400013 on Wednesday, the 30th Day of September, 2015 at 12 o' clock in the forenoon for the purpose of considering, and if thought fit, approving, with or without modifications, the

proposed Scheme of Amalgamation of Griffin Marine Travel Private limited with Instone India Private Limited.

4. That at least 21 days before the said meeting of the Unsecured Creditors of the Company to be held as aforesaid, notice convening the same and stating the place, date, day and time as aforesaid together with the copy of the scheme of arrangement and a copy of the statement required to be furnished pursuant to Section 393 of the Companies Act 1956, and prescribed form of proxy shall be obtained free of charge at the Registered Office of the Applicant Company and/or at the office of its Advocate i.e. 202, Aavishkar Building, 36 Sleater Road, Grant Road, Mumbai 400 007, and be published in the local newspapers once in each of the 'Free Press Journal' in English circulated at Mumbai and 'Navshakti' in Marathi, both having circulation in Mumbai.

5. That at least 21 clear days before the meeting of the Unsecured Creditors of the Applicant Company to be held as aforesaid, a notice convening the said meeting at the place,day,date and time as aforesaid, together with a copy of the statement showing terms of the compromise or arrangement, required to be sent under Section 393, and the prescribed Form of proxy, shall be sent by Registered Post A.D., and by Courier to the Unsecured Creditors residing outside India, addressed to each of the Unsecured Creditors at their respective registered or last known addresses.

6. Publication of Notice of the meeting of the Unsecured Creditors of the Applicant Company as mentioned hereinabove in the Government Gazette is dispensed with.
7. That the settling and approving of the form of advertisement, form of proxy, form of notice the Statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 to accompany the notice by the Company Registrar of this Court is dispensed with.

   The Applicant undertakes to:

   a) issue notice convening meeting of the unsecured creditors as per Form No. 36 (Rule 73);
   b) issue Form of Proxy as per Form No. 37 (Rule 73).
   c) advertise the Notice convening meeting as per Form No.38 (Rule 74);
   d) issue statement containing all the particulars as per Section 393 of the Companies Act, 1956;

   The undertaking given by the Applicant Company is accepted.

8. Mr. Kiran G. Vinchhi and failing him Ms.Anita Rajiv Singh, shall be the Chairman of the meeting to be held on 30th September, 2015 as aforesaid.
9. The Chairman appointed for the aforesaid meeting do issue the advertisement and send out the notices of the meeting referred above. The said Chairman shall have all powers as per the Articles of Association and also under the Company Court Rules, 1959 in relation to the contents of the meeting including for deciding any procedural questions that may arise at the meeting

or at any adjournment thereat as to the Scheme of arrangement or resolution or resolutions if any proposed at the meeting by any person(s) as to ascertain the decision or the cease of the meeting by poll.

10. The quorum for the said meeting shall be five unsecured creditors of the Applicant Company.
11. The voting by proxy or authorized representative be permitted, provided that a proxy in the prescribed form / authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered Office Address not later than 48 hours before the meeting.
12. That the Chairman do file an Affidavit of Service as per Rule 76 of the Company Court Rules, 1959 not less than 7 days before the date fixed for holding meeting and to report to this Court the result of the said meeting within 30 days of the conclusion of the meeting of the unsecured creditors and the said report shall be verified by his affidavit.

(S.C. Gupte, J)