

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
 ORDINARY ORIGINAL CIVIL JURISDICTION
 COMPANY SUMMONS FOR DIRECTION NO. 599 OF 2015.

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

AND

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

AND

In the matter of Scheme of Amalgamation of
 SPLENDID AGRO INVESTMENTS PRIVATE
 LIMITED, the First Transferor Company and
 CRYSTALLINE SECURITIES (INDIA) PRIVATE
 LIMITED, the Second Transferor Company and
 ZENITH COMMERCIALS PRIVATE LIMITED,
 the Third Transferor Company with ESSVEE
 INVESTMENT ADVISORS PRIVATE LIMITED,
 the Transferee Company and THEIR RESPECTIVE
 SHAREHOLDERS AND CREDITORS.

ESSVEE INVESTMENT ADVISORS)

PRIVATE LIMITED, a company)

incorporated under the Companies Act, 1956)

having its registered office at 102, Free Press)

House, 10th Floor, 215, Nariman Point,)

Mumbai- 400 021.) ...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 3rd July, 2015 Mr. Ramesh Rajagopalan, 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 SPLENDID AGRO INVESTMENTS PRIVATE LIMITED, the First Transferor Company and CRYSTALLINE SECURITIES (INDIA) PRIVATE LIMITED, the Second Transferor Company and ZENITH COMMERCIALS PRIVATE LIMITED, the Third Transferor Company with ESSVEE INVESTMENT ADVISORS PRIVATE LIMITED, the Transferee Company and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS is dispensed with in view of the consent given by all the Eight Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'K-1' to 'K-8'** 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 28 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 SPLENDID AGRO INVESTMENTS PRIVATE LIMITED, the First Transferor Company and CRYSTALINE SECURITIES (INDIA) PRIVATE LIMITED, the Second Transferor Company and ZENITH COMMERCIALS PRIVATE LIMITED, the Third Transferor Company with ESSVEE INVESTMENT ADVISORS PRIVATE LIMITED, the Transferee Company and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS is dispensed with in view of the averments made in paragraph 29 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.)