

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 624 OF 2015

In the matter of the Companies Act, 1956 or
any re-enactment thereof;

And

In the matter of Application under Sections
391 to 394, of the Companies Act, 1956 or
any re-enactment thereof;

And

In the matter of Morgan Stanley India
Securities Private Limited [CIN:
U99999MH1995PTC086838], a company
incorporated under the Companies Act,
1956 having its registered office at 18F/19F,
Tower 2, One Indiabulls Centre, 841,
Senapati Bapat Marg, Mumbai 400013;

And

In the matter of Composite Scheme of
Amalgamation amongst

Morgan Stanley India Services Private
Limited

and

Morgan Stanley Properties India Real Estate
Management Private Limited

with

Morgan Stanley India Securities Private
Limited

and their respective shareholders and
creditors.

Morgan Stanley India Securities Private)
Limited [CIN: U99999MH1995PTC086838], a)
company incorporated under the Companies)
Act, 1956 having its registered office at)
18F/19F, Tower 2, One Indiabulls Centre, 841,)
Senapati Bapat Marg, Mumbai 400013) ...Applicant Company

CALLED SUMMONS FOR DIRECTION FOR HEARING

Mr. Tapan Deshpande, Advocate i/b. Cyril Amarchand Mangaldas.
Advocates for the Applicant Company.

Coram: S. C. Gupte, J.
Dated: 31st July, 2015

MINUTES OF ORDER

UPON the Application of the Applicant Company above named by the
Company Summons for Direction and upon hearing Mr. Tapan Deshpande,
Advocate instructed by Cyril Amarchand Mangaldas, Advocates for the
Applicant Company AND UPON READING the Affidavit dated 6th July,
2014 of Mr. Seetaraman Subramanian, a Director of the Applicant
Company, in support of the Company Summons for Direction and the
Exhibits referred therein, **IT IS ORDERED THAT:**

- (1) That 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 Composite Scheme of Amalgamation amongst Morgan Stanley India Services Private Limited and Morgan Stanley Properties India Real Estate Management Private Limited with Morgan Stanley India Securities Private Limited and their respective shareholders and creditors (the “Scheme”), is dispensed with, in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “M-1” and “M-2” to the Affidavit in support of the Company Summons for Direction.
- (2) That convening and holding the meeting of the Preference Shareholders of the Applicant Company for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme, is dispensed with, in view of the consent given by both the Preference Shareholders of the Applicant Company, which are annexed as Exhibits “O-1” and “O-2” to the Affidavit in support of the Company Summons for Direction.
- (3) That the question of convening and holding the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and if thought fit, approving, with or without modification(s), does not arise since there are no Secured Creditors

of the Applicant Company as stated in paragraph 22 of the Affidavit in support of the Company Summons Direction.

- (4) That 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, is dispensed with, in view of the averments made in paragraph 23 of the Affidavit in support of the Company Summons Direction and that the Applicant Company undertakes to issue individual notice of hearing of Petition to all its Unsecured Creditors, if any, by Registered Post Acknowledgement Due and also to publish the notice of hearing of the Petition in two local newspapers i.e. “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.)