IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 654 OF 2015

In the matter of the Companies Act, 1956;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation of BigFix Software (India) Private Limited and Telelogic India Private Limited and Unica Softtech Systems lndia Private Limited with Sterling Commerce Solutions India Private Limited and their respective shareholders

TELELOGIC INDIA PRIVATE LIMITED,	}
a company incorporated under the provisions of the	}
Companies Act, 1956, having its registered office at	}
BKC, 4th Floor, Plot C 22, Bandra Kurla Complex	}
Mumbai – 400051, Maharashtra	}..Applicant Company

Called Summons for Directions for hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., for Applicant

Coram: S. C. Gupte, J.

Date: 7th August 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Directions AND UPON HEARING Mr. Hemant

Sethi instructed by M/S Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 7th day of July, 2015 of Ms. Bhawani, Authorised Signatory of the Applicant Company, in support of Summons for Directions and the Exhibits 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 BigFix Software (India) Private Limited and Telelogic India Private Limited and Unica Softtech Systems lndia Private Limited with Sterling Commerce Solutions India Private Limited and their respective shareholders, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"J-1" and "J-2"** to the Affidavit in support of the Summons for Directions.

2. That the question of convening and holding of the meeting of the Secured Creditors of the Applicant Company does not arise since, there are no Secured Creditors in the Applicant Company as stated in paragraph 26 of the Affidavit in support of the Company Summons for Direction.

3. 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 of Amalgamation of BigFix Software (India) Private Limited and Telelogic

India Private Limited and Unica Softtech Systems lndia Private Limited with Sterling Commerce Solutions India Private Limited and their respective shareholders, is dispensed with in view of averments made in paragraph 27 of the Affidavit in support of the Summons for Directions inter-alia stating that the present Scheme is an Arrangement between the Applicant Company and its shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no Compromise and/ or Arrangement with the Creditors as no sacrifice is called for. In terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Applicant Company As far as the Unsecured Creditors of the Applicant Company is concerned, they will not be affected by the proposed Scheme of Amalgamation as the assets of the Transferee Company, post-merger, will be far more than its liabilities and as such sufficient to discharge the liabilities and that the Applicant Company undertakes to issue individual notice of the date of hearing of petition to all its Unsecured Creditors and also publish notices in '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.)