IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 687 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956);

AND

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

AND

In the matter of Scheme of Amalgamation of ITI Capital Holdings Private Limited and ITI Securities Limited with Crest Ventures Limited and their Respective Shareholders

ITI Securities Limited, a Company }
Incorporated under the provisions of Companies }
Act, 1956 having its Registered office at 4th Floor, }
Kalpataru Heritage, 127, M.G. Road, Fort, }
Mumbai 400001 }……Applicant

<u>Called Summons for Directions for hearing</u>

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

Coram: S. C. Gupte, J.

Date: 14th August 2015

<u>MINUTES OF THE ORDER</u>

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 21st day of July, 2015 of Mr. Mirza Saeed Kazi, 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 ITI Capital Holdings Private Limited and ITI Securities Limited with Crest Ventures Limited and their Respective Shareholders is dispensed with in view of the consent given by all the seven Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"I-1" to "I-7"** to the Affidavit in support of the Summons for Directions.

2. The 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 proposed Scheme of Amalgamation of ITI Capital Holdings Private Limited and ITI Securities Limited with Crest Ventures Limited and their Respective Shareholders is dispensed with in view of the consent given by the Preference Shareholder of the Applicant Company, which are annexed as Exhibits **"J"** to the Affidavit in support of the Summons for Directions.

3. 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 1and 14 of the Affidavit in support of the Company Summons for Direction.

4. The 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 ITI Capital Holdings Private Limited and ITI Securities Limited with Crest Ventures Limited and their Respective Shareholders is dispensed with in view of averments made in paragraph 12 of the Affidavit in support of Company summons for Direction, 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 from the creditors. In terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Applicant Company 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.

5. That in view of averments made in paragraph 13 of the Affidavit in support of Company Summons for Direction, inter alia stating that

Applicant Company is subsidiary of Transferor Company 2 and shares of the Applicant Company are presently held by the Transferor Company 2 and others and no new shares are being issued by the Transferee Company as all Equity Shares will be cancelled as per Clause 6.1.1 of the Scheme and that the Preference shares of the Applicant Company are held by the Transferee Company and on merger of Transferor Company1 with Transferor Company 2 and subsequent merger of Transferor Company 2 with Transferee Company, the Preference shares of the Transferee Company in the Transferor Company 1 shall be cancelled /extinguished and no new shares will be allotted as a results of which there will not be any re-organization of share capital of the Transferee company post giving effect to the Scheme and also in view of observations made by this Court in Mahaamba Investment Ltd verses IDI Limited (2001) 105 Co cases page 16 to 18, the filing of separate Company Summons for Direction and Company Scheme Petition under Section 391 and 394 of the Companies Act, 1956 by Crest Ventures Limited, the Transferee Company is dispensed with.

(S. C. Gupte, J.)