

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 729 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 Capgemini Business Services (India) Private
Limited with Capgemini India Private Limited
and their respective Shareholders and Creditors.

Capgemini Business Services (India))

Private Limited,)

CIN: U15491MH1927PTC136604)

a company incorporated under the)

provisions of the Indian Companies)

Act 1913 and having its registered)

office at Plant 5,)

Godrej & Boyce Mfg. Co. Ltd.)

Pirojshanagar, L.B.S. Marg,)

Vikhroli West, Mumbai – 400 079)...Applicant /
Transferor Company

Called Summons for Direction for hearing

Pooja Kshirsagar and Ankita Singh i/b. ALMT Legal, Advocates for the Applicant Company.

CORAM: S.C.GUPTA, J.

DATE: 28TH AUGUST, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Pooja Kshirsagar and Ankita Singh i/b. M/s ALMT Legal, Advocates for the Applicant Company, AND UPON READING the Affidavit dated 31st July 2015 of Mrs. Aruna Jayanthi, Authorized Representative of the Applicant Company, in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT:-

1. The convening and holding of 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 Capgemini Business Services (India) Private Limited with Capgemini India Private Limited and their respective Shareholders and Creditors, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company which are annexed as Exhibits "I-1" and "I-2" to the Affidavit in support of Company Summons for Direction.
2. The procedure under the Act and the Rules for convening, holding and conducting the meeting of the Unsecured Creditors of the Applicant Company is dispensed with in view of the averment made in paragraph 31

and the undertaking contained in paragraph 33 of the Affidavit of Mrs. Aruna Jayanthi dated 31st July 2015 in support of the Summons for Direction, that individual notice of the final hearing of the Company Scheme Petition shall be served to such Unsecured Creditors and in such manner as this Hon'ble High Court may direct at the time of admission of the Company Scheme Petition.

3. There are no Secured Creditors of the Applicant Company as mentioned in paragraph 32 of the Affidavit of Mrs. Aruna Jayanthi dated 31st July 2015 in support of the Summons for Direction and hence, the question of convening and holding a meeting of the Secured Creditors does not arise.

(S. C. Gupte , J.)