IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 715 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 TRIF KOCHI PROJECTS PRIVATE LIMITED And VALARY DEVELOPERS PRIVATE LIMITED With TATA REALTY AND INFRASTRUCTURE LIMITED and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

TATA REALTY AND INFRASTRUCTURE LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 'Elphinstone Building, 2nd floor, 10 Veer Nariman Road, Mumbai – 400 001, Maharashtra, India'.)))))) ...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: 28th August, 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 31st July, 2015 Mr. Vinay Gaokar, Company Secretary 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 TRIF KOCHI PROJECTS PRIVATE LIMITED And VALARY DEVELOPERS PRIVATE LIMITED With TATA REALTY AND INFRASTRUCTURE LIMITED and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS is dispensed with in view of the consent given by all the Seven Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'I-1' to 'I-7'** to the Affidavit in support of Summons for Direction.

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 TRIF KOCHI PROJECTS PRIVATE LIMITED And VALARY DEVELOPERS PRIVATE LIMITED With TATA REALTY AND INFRASTRUCTURE LIMITED and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS is dispensed with in view of the consent given by the Sole Preference Shareholder of the Applicant Company, which is annexed as **Exhibit 'J-1'** to the Affidavit in support of Summons for Direction.

3. 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 24 of the Affidavit in support of Summons for Direction.

4. 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 TRIF KOCHI PROJECTS PRIVATE LIMITED And VALARY DEVELOPERS PRIVATE LIMITED With TATA REALTY AND INFRASTRUCTURE LIMITED and THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS is dispensed with in view of the averments made in paragraph 25 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.)