

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 771 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 GDA Technologies
Limited (Transferor Company) with
Larsen & Toubro Infotech Limited
(Transferee Company) and their
Respective Shareholders.

Larsen & Toubro Infotech Limited }

a Company incorporated under the}

Companies Act, 1956 having its }

registered office at L&T House, }

Ballard Estate, Mumbai – }

400 001 } The Applicant Company

Called for Summons for Directions for hearing

Coram : S.C. Gupte, J.
Date : 9th October 2015.

Mr. Vikramaditya Deo with Mr. Sanjay Sinha i/b Legalogic Consulting,
Advocates for the Applicant Company.

MINUTES OF THE ORDER

Upon the application of the above named the Applicant Company by
Company Summons for Directions AND upon hearing Mr. Vikramaditya
Deo with Sanjay Sinha, Advocates for the Applicant Company AND upon
reading the affidavit dated 7th August 2015 of Mr. Pramod S. Kapoor, the
Authorised Signatory of Applicant company in support of the Company
Summons for Directions and the Exhibits referred to therein IT IS
ORDERED:-

- 1) That convening and holding of the meeting of the Equity Shareholders
of Larsen & Toubro Infotech Limited, the Applicant Company to
consider and if thought fit, approving with or without modification(s),
the Scheme of Amalgamation of GDA Technologies Limited, the
Transferor Company with Larsen & Toubro Infotech Limited, the
Transferee Company is dispensed with in view of the consents given
by all the Seven (7) Equity Shareholders of the Applicant Company,

which are annexed as **EXHIBIT H1 to H7** to the affidavit in support of Company Summons for Direction.

- 2) That convening and holding of the meeting of the Secured and Unsecured Creditors of Larsen & Toubro Infotech Limited, the Applicant Company to consider and if thought fit, approve with or without modification(s), the Scheme of Amalgamation of GDA Technologies Limited, the Transferor Company with Larsen & Toubro Infotech Limited, the Transferee Company is dispensed with in view of averments made in paragraph 23 of the affidavit in support of Company Summons for Direction. The Applicant company further states that as on 30th June 2015 there are 3 Secured creditors of the value of Rs. 9,759 Lakhs as per list enclosed and marked as **EXHIBIT - I** and additionally as on 30th June, 2015, there are 422 Unsecured creditors of the value of Rs. 17,683 Lakhs as per list enclosed and marked as **EXHIBIT – J1 and J2**. The Applicant further states that the present scheme is an Arrangement between the Applicant Company and its shareholders in accordance with the provisions of Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) as there is no Arrangement and/or Compromise with the Creditors and that the rights of the Secured and Unsecured creditors of

the Applicant Company are not affected since there will be no reduction in their claims and the assets of the Applicant Company, post amalgamation, will be more than sufficient to discharge their claims. The Applicant Company undertakes to publish the notice of hearing of the petition in one issue each of a daily newspaper viz The Free Press Journal in English language and Navshakti in Marathi language, both circulated in Mumbai. In view of large number of small value creditors, the Applicant Company also undertakes to serve individual notice of the date of hearing of the petition by R.P.A.D. to all its Secured and Unsecured Creditors. The said undertaking is accepted.

(S. C. Gupte, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by : Shankar Gawde, Stenographer