

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 811 OF 2015

In the matter of the Companies Act, 1 of
1956 and other relevant provisions of the
Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 and other relevant
provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of
SOFTCELL NETWORK PRIVATE
LIMITED, the First Transferor Company and
IT SECURE SOFTWARE PRIVATE
LIMITED, the Second Transferor Company
with SOFTCELL TECHNOLOGIES
LIMITED, the Transferee Company

SOFTCELL NETWORK PRIVATE)
LIMITED, a company incorporated under)
the Companies Act, 1956 having its)
registered office at 303 B-Wing,)
Commercial -1, Kohinoor City, Kirol Road,)

Kurla (W), Mumbai – 400 070) ...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: 16th October, 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 7th day of September, 2015 Mr. Raghunath Pandurang Gawde, Director 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 SOFTCELL NETWORK PRIVATE LIMITED, the First Transferor Company and IT SECURE SOFTWARE PRIVATE LIMITED, the Second Transferor Company with SOFTCELL TECHNOLOGIES LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are

annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.

2. 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 22 of the Affidavit in support of Summons for Direction.
3. 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 SOFTCELL NETWORK PRIVATE LIMITED, the First Transferor Company and IT SECURE SOFTWARE PRIVATE LIMITED, the Second Transferor Company with SOFTCELL TECHNOLOGIES LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Unsecured Creditors of the Applicant Company, which are annexed as **Exhibit 'D-1' and Exhibit 'D-2'** to the Affidavit in support of Summons for Direction.

(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.