IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 819 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956) (or any re-enactment thereof upon effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation

of

Laysin BPO Private Limited with CLSA India Private Limited and their respective shareholders

Laysin BPO Private Limited, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 9/F Dalamal House, Nariman Point, Mumbai 400 021) ……..Applicant Company

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

Mr. Hemant Sethi i/b M/s Hemant Sethi & Co., Advocates for the Applicant

Coram: S. C. Gupte, J.

Date: 23rd October, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a 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 September 28, 2015 of Mr. Gopakumar Pisharody, Director of the Applicant Company, in support of Summons for Directions and Exhibits referred therein, IT IS ORDERED THAT:

1. That 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 Laysin BPO Private Limited with CLSA India Private Limited and their respective shareholders is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'D1'** and **'D2'** to the Affidavit in support of the Company Summons for Direction.

2. That there are no Secured Creditors in the Applicant Company, as mentioned in paragraph (11) of the Affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.

3. That convening and holding the meeting of the sole Unsecured Creditor 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 Laysin BPO Private Limited with CLSA India Private Limited and their respective shareholders is dispensed with in view of the averment made in paragraph (12) of the affidavit in support of the Summons for Direction interalia stating that as far as the rights of unsecured creditor of the Applicant Company are concerned, they will not be affected by the proposed Scheme of Amalgamation since post Scheme, the assets of the Applicant Company will be sufficient to discharge its liabilities-and that the Applicant Company undertakes to serve individual notice of the hearing of the petition by Registered Post A.D. to its sole

Unsecured Creditor and also to publish the same in two local newspapers i.e. 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.)

CERTIFICATE

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

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