IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 28 OF 2015

In the matter of the Companies Act, 1956 or any re-enactment thereof;

And

In the matter of Application under Sections 391 to 394, of the Companies Act, 1956 or any re-enactment thereof;

And

In the matter of Scheme of Amalgamation of

PCA Advisors India Private Limited

with

Bain Capital Advisors (India) Private Limited.

Bain Capital Advisors (India) Private Limited [CIN: U65999MH2008FTC181834] a company incorporated under the Companies Act, 1956 having its registered office 215, Free Press House, 2nd Floor, Unit Nos. 23-24 and 26-28, Nariman Point, Mumbai	)	…Applicant Company

CALLED FOR DIRECTION

Mr. Tapan Deshpande, Advocate i/b. Amarchand & Mangaldas & Suresh A. Shroff & Co. Advocates for the Applicant Company

Coram: S. J. Kathawalla, J.

Dated: 23rd January, 2015

MINUTES OF ORDER

UPON the Application of the Applicant Company above named by the Company Summons for Direction and upon hearing Mr. Tapan Deshpande, Advocate instructed by Amarchand & Mangaldas & Suresh A. Shroff & Co., Advocates for the Applicant Company AND UPON READING the Affidavit dated 24th November, 2014 of Ms. Candida Mendonca, a Director of the Applicant Company, in support of the Company Summons for Direction and the 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 modifications, the proposed Scheme of Amalgamation of PCA Advisors India Private Limited with Bain Capital Advisors (India) Private Limited, is dispensed with, in view of the consent given by both Equity Shareholders of the Applicant Company, which are annexed as Exhibits “K-1” and “K-2” to the Affidavit in support of the Company Summons for Direction.

(2) That the question of convening and holding of the meeting of the Secured Creditors of Applicant Company does not arise since, there are no

Secured Creditors of the Applicant Company as stated in paragraph 19 of the Affidavit in support of the Company Summons for Direction.

(3) That 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 modifications, the proposed Scheme of Amalgamation of PCA Advisors India Private Limited with Bain Capital Advisors (India) Private Limited, is dispensed with, in view of the averments made in paragraph 20 of the Affidavit in support of the Company Summons for Direction, inter alia stating that the Scheme is not prejudicial to the interest of the said Unsecured Creditors of the Applicant Company and there is no compromise proposed with any of the Unsecured Creditors nor is any liability of the Unsecured Creditor proposed to be reduced or extinguished and the Transferee Company is in a solvent position and has sufficient assets to meet the liabilities as and when they arise and that the Applicant Company undertakes to issue individual notice of hearing of Petition to all its Unsecured Creditors by Registered Post Acknowledgment Due or Speed Post Acknowledgement Due and also to publish the notice of hearing of the Petition 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.J. Kathawalla, J.)