

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 837 OF 2015

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

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956

AND

In the matter of the Scheme of
Amalgamation of AD2C Holdings
Private Limited and AD2C (India)
Private Limited and Appstudioz
Technologies Private Limited with Affle
(India) Private Limited and their
Respective Shareholders

Affle (India) Private Limited, a Company incorporated under }
The provisions of Companies act, 1956 having its Registered }
office at 402, 4th Floor, Akruti Orion, Shraddhanand Road, }
Vile Parle (East), Mumbai - 400057 }
},,,,,Applicant

Called Summons for Direction for Hearing

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

Coram: S. C. Gupte, J.

Date: 30th 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
Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON
READING the Affidavit dated 29th day of September, 2015 of Ms. .Khushboo
Sachdeva, Company Secretary of the Applicant Company, in support of

Summons for Directions and the Exhibits therein referred to, **IT IS ORDERED:**

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 AD2C Holdings Private Limited and AD2C (India) Private Limited and Appstudioz Technologies Private Limited with Affle (India) Private Limited and their Respective Shareholders is dispensed with in view of consents given by all the six Equity Shareholders of the Applicant Company, which are annexed as Exhibits “K1” to “K6” to the Affidavit in support of the Company Summons for Direction.
2. That there are no Secured Creditors in the Applicant Company, as stated in paragraph 26 of the Affidavit in support of the Summons for Directions. Hence the question of convening and holding the meeting of Secured Creditors does not arise.
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 modification(s), the Scheme of Amalgamation of AD2C Holdings Private Limited and AD2C (India) Private Limited and Appstudioz Technologies Private Limited with Affle (India) Private Limited and their Respective Shareholders is dispensed with in view of averments made in paragraph 27 of the Affidavit in support of Company summons for Direction, inter- alia stating that the present Scheme is an Arrangement between the Applicant Company and its shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no Compromise and/or Arrangement with the Creditors as no sacrifice is called for from the creditors and that the Applicant Company undertakes to issue individual notice of the date of hearing of petition to all its Unsecured

Creditors and also publish notices in '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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