

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 297 OF 2015

In the matter of Companies Act, 1956;

And

In the matter of Section 391 to 394 of  
the Companies Act;

And

In the matter of Scheme of  
Amalgamation between Techno Force  
(India) Private Limited (**Transferor  
Company**) with Technoforce  
Solutions (India) Private Limited  
(**Transferee Company**)

**M/s Techno Force (INDIA) Private )**  
**Limited** a company incorporated under )  
the provisions of Companies Act, 1956 )  
having their Registered Office at 1107, )  
Universal Majestic Building (Mighty) )  
P. L. Lokhande Marg, Off. Ghatkopar- )  
Mankhurd Link Road, Govandi (West), )  
Mumbai - 400 043, Maharashtra )..Applicant Company  
(Transferor Company)

**Called Summons for Direction for hearing**

Mr. Sandeep S. Kumbhar, Advocate for the Applicant Co.

Coram: S.J. Kathawalla, J.

Date: 24<sup>th</sup> April 2015

**MINUTES OF THE ORDER**

Upon the Application of the Applicant Company abovenamed by a Company Summons for Direction AND UPON HEARING Mr. Sandeep S. Kumbhar, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 3<sup>rd</sup> December 2014 and Further two Affidavits both dated 30<sup>th</sup> March 2015 of Smt. Pratibha R. Patil, Director of the Applicant Company in support of the Company Summons for Direction and Exhibits referred therein and, 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 between Techno Force (India) Private Limited (Transferor Company) with Technoforce Solutions (India) Pvt. Ltd. (Transferee Company), is dispensed with in view of Consent given by all the three Equity Shareholders of the Applicant Company, which are annexed as

Exhibit “F-1” to “F-3” to the Affidavit in Support of the Summons for Direction.

- (2) There are no Preference Shareholders of the Applicant Company as stated in para No. 27 of the Petition.
- (3) The Convening and holding the meeting of the Secured 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 between Techno Force (India) Private Limited (Transferor Company) with Technoforce Solutions (India) Pvt. Ltd. (Transferee Company), is dispensed with in view of averments made in paragraphs No. 1 of Further Affidavit-in-support of the Company Summons for Direction interalia stating that “the assets of the Applicant Company is more than its liabilities, hence interest of creditors are not affected” and that the Applicant Company undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Regd. Post A. D. to all its secured creditors and also undertakes to publish the same in two local newspapers viz. “Free Press Journal” in English Language and translation thereof in “Navshakti” in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

- (4) The Convening and holding the meeting of the unsecured creditors of the Applicant Company, for the purpose of considering, and if thought fit, approving, without or without modification (s), the proposed Scheme of Amalgamation between Techno Force (India) Private Limited (Transferor Company) with Technoforce Solutions (India) Pvt. Ltd. (Transferee Company), is dispensed with in view of averments made in paragraph 13 of Further Affidavit-in-Support of the Company Summons for Direction interalia stating that on 31<sup>st</sup> December 2014, assets of the Transferor Company are more than the liabilities, no one will be prejudiced if the proposed Scheme Amalgamation is sanctioned and that the Applicant Company undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Regd. Post A. D. to all its unsecured creditors and also undertakes to publish the same in two local newspapers viz. “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.)