

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 97 OF 2015

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

AND

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

AND

In the matter of Scheme of
Amalgamation of ANILINE REAL
ESTATE DEVELOPERS PRIVATE
LIMITED, the First Transferor
Company

AND

SPAN CONSTRUCTION COMPANY
PRIVATE LIMITED, the Second
Transferor Company

WITH

ANILINE CONSTRUCTION COMPANY
PRIVATE LIMITED, the Transferee
Company

SPAN CONSTRUCTION COMPANY)

PRIVATE LIMITED, a company)

incorporated under the Companies)

Act, 1956 having its registered office)

at DB House, Gen. A.K. Vaidya Marg,)
 Goregaon (East), Mumbai-400 063.) ...Applicant Company.

Called Summons for Direction

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S.J. Kathawalla, J.

Date: 6th February, 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 4th December, 2014 Mr. Ashish Vaid, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED:-

1. That 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 ANILINE REAL ESTATE DEVELOPERS PRIVATE LIMITED, the First Transferor Company and SPAN CONSTRUCTION COMPANY PRIVATE LIMITED, the Second Transferor Company with ANILINE CONSTRUCTION COMPANY PRIVATE 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. That 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. That the convening and holding of 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 ANILINE REAL ESTATE DEVELOPERS PRIVATE LIMITED, the First Transferor Company and SPAN CONSTRUCTION COMPANY PRIVATE LIMITED, the Second Transferor Company with ANILINE CONSTRUCTION COMPANY PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 23 of the Affidavit in support of the Summons for Direction inter alia stating that the so far as Unsecured Creditors of the Applicant Company are concerned all of them are in the nature of sundry/trade creditors arising from the day-to-day business activities of the Applicant Company and that the Unsecured Creditor will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Applicant Company after the proposed amalgamation will be far more

than its liabilities and that the Applicant undertakes to issue individual notice of date of hearing of Petition by Registered Post A. D. to its all Unsecured Creditors and also to publish the same in two local news papers 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.)