IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 893 OF 2015

IN THE MATTER of Sections 391 to 394 of the Companies Act, 1956 (or under the relevant provisions of the Companies Act, 2013 upon the same being effective);

AND

IN THE MATTER of International Gold Company Private Limited

AND

IN THE MATTER of the Scheme of Amalgamation of

Conwood Apartments & Resorts Private Limited
(the "1st Transferor Company")

AND

International Gold Company Private Limited
(the "2nd Transferor Company")

With

Rosy Blue (India) Private Limited
(the "Transferee Company")

AND

Their Respective Shareholders.

International Gold Company Private Limited)
A company incorporated under the provisions)

of the Companies Act, 1956 and having its)
registered office at 1616, Prasad Chambers,)
Opera House, Mumbai- 400 004.)… Applicant

Called Company Summons for Direction for hearing

Mr.Yogesh Adhia, Advocate for Applicant.

Coram: K.R. Shriram, J.
Date : 4th December, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant above named by Company Summons for Direction AND UPON hearing Mr. Yogesh Adhia, Advocate for the Applicant Company AND UPON reading the Affidavit dated 14th October, 2015 of Mr. Ramakrishnan Jayaraman, Director of the Applicant Company, in support of Company Summons for Direction and the Exhibits therein, referred thereto 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 Scheme of Amalgamation between Conwood Apartments & Resorts Private Limited (The "1st Transferor Company") and International Gold Company Private Limited (The "2nd Transferor Company") with Rosy Blue (India) Private Limited (The "Transferee Company") and their respective shareholders, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"O-1"and"O-2"** to the Affidavit in Support of the Company Summons for Direction.

2. The question of convening and holding the meeting of Secured Creditors does not arise as there are no Secured Creditors of the Applicant Company as on 31st August 2015, as mentioned in paragraph 13 of the Affidavit in Support of Company Summons for Direction.

3. The convening and holding the meeting of Unsecured Creditors does not arise as there are no Unsecured Creditors of the Applicant Company of the Applicant Company as on 31st August 2015, as mentioned in paragraph 13 of the Affidavit in Support of Company Summons for Direction.

4. That in view of the averments made in paragraph 22 of the affidavit in support of the Summons for Direction, *interalia* stating that the Transferee Company, Rosy Blue (India) Private Limited, is the 100% holding company of the Transferor Companies i.e. the Applicant Company amd the 1st Transferor Company, and upon the Scheme becoming effective, the entire share capital of the Transferor Companies would stand cancelled and no shares would be allotted of the Transferee Company to the shareholders of the Transferor Companies and in view of the Judgement of this Court in Mahaamba Investment Limited vs IDI Limited (2001) Company Cases 105, and the observations made therein filing a separate Company Summons for Directions and Company Scheme Petition by Rosy Blue (India) Private Limited, the Transferee Company, is dispensed with.

(K.R. Shriram, J.)

C E R T I F I C A T E

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

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