IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 926 OF 2015

In the matter of the Companies Act, 1956 (1 of 1956);

AND

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

AND

In the matter of Scheme of Amalgamation of Tata Infrastructure Capital Limited, Transferor Company No. 1 and India Collections Management Limited, Transferor Company No. 2 with Tata Capital Limited, Transferee Company and Their Respective Shareholders and Creditors

India Collections Management Limited,	)	
a Company incorporated under the	)	
Companies Act, 1956 and having its registered	)	
office at One Forbes, Dr. V B Gandhi Marg,	)	
Fort Mumbai 400 001	)	… Applicant Company

Called Summons for Direction for hearing

Mr. KarthikSomasundrama/w Mr. AnirbanSen i/b. M/s Krishnamurthy and Co., Advocates for the Applicant

Coram: K.R. Shriram, J.

Date: 11th December, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Karthik Somasundram instructed by M/s. Krishnamurthy and Co., Advocates for the Applicant Company, AND UPON READING THE AFFIDAVIT DATED 14th October, 2015 of Ms. Sarita Kamath, Authorised Signatory of the Applicant Company, in support of the Summons for Directions and the Exhibit therein referred, IT IS ORDERED:-

1. That the convening and holding of 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 TATA INFRASTRUCTURE CAPITAL LIMITED, Transferor Company No. 1 and INDIA COLLECTIONS MANAGEMENT LIMITED, Transferor Company No. 2/ Applicant Companywith TATA CAPITAL LIMITED, Transferee Company and Their Respective Shareholders and Creditors, is dispensed with in view of the consent given by all the eight Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'Z' to 'AG'** to the Affidavit in support of the Summons for Direction.

2. That there are no Secured Creditor(s) of the Applicant Company as stated in paragraph 28 of the Affidavit in support of the Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.

3. That 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 TATA INFRASTRUCTURE CAPITAL LIMITED, Transferor Company No. 1 and INDIA COLLECTIONS MANAGEMENT LIMITED, Transferor Company No. 2/ Applicant Company with TATA CAPITAL LIMITED, Transferee Company and Their Respective Shareholders and Creditor, is dispensed with, in view of the averment made in paragraph 28 of the Affidavit in support of the Summons for Directions inter alia stating that Unsecured Creditors will not be affected by the proposed Scheme of Amalgamation as the value of the assets of the Transferee Company will be far more than its liabilities and that the Applicant Companyundertakes to issue individual notice of the date of hearing of the Petition by Registered Post A. D. to all its Unsecured Creditors and also to publish the same in two 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 filing of Application and Petition of TATA CAPITAL LIMITED, the Transferee Company, is dispensed with in view of the averment made in paragraphs 30 to 33 of the Affidavit in support of the Company Summons for Direction.

(K.R. Shriram, J.)

<u>CERTIFICATE</u>

I certify that the order uploaded is a true and correct copy of Original signed order.

Uploaded by: S. Gawde

Stenographer