

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 905 OF 2015

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

AND

In the matter of Section 391 to 394 read with Sections
100 to 103 and other applicable provisions of the
Companies Act, 1956 and of the Companies Act, 2013

AND

In the matter of Scheme of Amalgamation and
Arrangement ('Scheme') between Lodha Ideal Buildcon
Private Limited and Suryakrupa Constructions Private
Limited and their respective shareholders and creditors

Suryakrupa Constructions Private Limited,	}	
a Company incorporated under the provisions of	}	
Companies Act, 1956 having its registered office	}	
at 412, 4 th Floor, 17G, Vardhaman Chamber,	}	
Cawasji Patel Road, Horniman Circle, Fort.	}	
Mumbai – 400 001.	}	Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., Advocates for
the Applicant Company

CORAM: K.R. SHRIRAM, J

DATE: 4TH DECEMBER 2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 20th day of October, 2015 of Mr. Bharat Jain, Authorised Representative of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in referred to, **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 and Arrangement between Lodha Ideal Buildcon Private Limited and Suryakrupa Constructions Private Limited is dispensed with in view of the consent given by both of the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “**G-1**” and “**G-2**” to the affidavit in support of the Company Summons for Direction.
2. The convening and holding the meeting of 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 and

Arrangement between Lodha Ideal Buildcon Private Limited and Suryakrupa Constructions Private Limited is dispensed with in view of averments made in paragraph 14 of Affidavit in support of Summons for Directions, inter-alia stating that the present Scheme of Amalgamation and Arrangement 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 and in terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Applicant Company and that the Applicant Company undertakes to this Hon'ble Court to issue notice of hearing of Company Scheme Petition to all of its Secured creditors by R.P.A.D and publish common and composite notices of the date of hearing of petition in 'Free Press Journal' in English Language and translation thereof in 'Navshakti' in Marathi Language. The said undertaking is accepted.

3. The convening and holding the meeting of 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 and Arrangement between Lodha Ideal Buildcon Private Limited and Suryakrupa Constructions Private Limited is dispensed with in view of averments made in paragraph 15 of Affidavit in support of Summons for Directions, inter-alia stating that the present Scheme of Amalgamation and

Arrangement 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 and in terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Applicant Company and that the Applicant Company undertakes to this Hon'ble Court to issue notice of hearing of Company Scheme Petition to all of its Unsecured creditors by R.P.A.D and publish common and composite notices of the date of hearing of petition in 'Free Press Journal' in English Language and translation thereof in 'Navshakti' in Marathi Language. The said undertaking is accepted.

4. In view of averments made in paragraph 13 of the Affidavit in support of Company Summons for Directions, stating therein that the Equity Shareholders of the Applicant Company shall file copy of the Special Resolution with the Petition approving the reduction of Equity Share capital, the procedure prescribed under Section 101 (2) of the Companies Act, 1956 is not applicable and the same is dispensed with as the same does not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital.

(**K.R.SHRIRAM, J**)

CERTIFICATE

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

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