IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 906 OF 2015

In the matter of the Companies Act 1 of 1956) (or re-enactment thereof upon effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 r/w Sections 100 to 104 of the Companies Act, 1956 (or any corresponding provision of Companies act, 2013 as may be notified);

AND

In the matter of the Scheme of Amalgamation of Kevy Finance & Investments Private Limited (KFIPL) and Kaviniti Holdings Private Limited (KHPL) and Vikamani Investment Private Limited (VIPL) with Gebbs Technologies Limited (GTL) and their Respective Shareholders And Creditors

Kevy Finance & Investments Private Limited, a company incorporated under the Companies Act, 1956 having its Registered Office at Gibbs House, 13th Street Central Road, MIDC, Marol, Andheri (E), Mumbai, Maharashtra – 400 093) …Applicant Company.

<u>Called Summons for Direction for hearing</u>

Ms. Shruti Kelji a/w. Ms. Sunila Chavan and Ameya Lambhate, Advocates for the Applicant

Coram: K. R. Shriram, J.

Date : 4th December, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company abovenamed by a Company Summons for Direction AND UPON HEARING Ms. Shruti Kelji, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 23rd October, 2015 of Mr. Kolagani Chandra Sekhar, Authorised Signatory of the Applicant Company, in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED THAT:-

1. 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 Kevy Finance & Investments Private Limited (KFIPL) and Kaviniti Holdings Private Limited (KHPL) and Vikamani Investment Private Limited (VIPL) with Gebbs Technologies Limited (GTL) and their Respective Shareholders And Creditors, is dispensed with in view of the consent given by all the three Equity Shareholders of the Applicant Company, which are annexed as Exhibits "C-1" to "C-3" to the Affidavit in support of the Company Summons for Direction.

2. The question of convening and holding of the meeting of the Secured Creditors of the Applicant Company does not arise since there are no secured creditors in the Applicant Company as stated in paragraph 12 of the Affidavit in Support of the Company Summons for Direction.

3. That the convening and holding the meeting of the Unsecured Creditors including Unsecured Loan, trade payable and other current liabilities 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 Kevy Finance & Investments Private Limited (KFIPL) and Kaviniti Holdings Private Limited (KHPL) and Vikamani Investment Private Limited (VIPL) with Gebbs Technologies Limited (GTL) and their Respective Shareholders And Creditors, is dispensed with in view of the averments made in paragraph 13 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that Unsecured Creditors of the Applicant Company will not be affected by the proposed Scheme of Amalgamation as no arrangement is envisaged with them and that the Applicant undertakes to issue individual notice of date of hearing of Petition by Registered Post A. D. to all its Unsecured Creditors and also to publish the same in two local news-papers viz. 'Free Press Journal', in English language and translation thereof in 'Navshakati', in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(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 the original signed order.

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