

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTIONS NO.125 OF 2015

In the matter of the Companies Act 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 and Arrangement of Knowledge and Talent Hub Private Limited,

AND

Madhav Realty Holdings Private Limited,

AND

Madhav Holdings Limited,

AND

Brijraj Holdings Private Limited,

AND

Gopi Vallabh Holdings Private Limited

WITH

Nilyam Holdings Private Limited and  
Their Respective Shareholders

Nilyam Holdings Private Limited, A )  
company incorporated under )  
provisions of Companies Act, 1956 )  
having its registered office at, 122, )  
Maker Chambers - 3, 12<sup>th</sup> Floor, )  
Nariman Point, Mumbai – 400021 ) ...Applicant Company

Called Summons for Direction

Mr. Rahul Oak, Advocate for the Applicant

Coram: S. J. Kathawalla, J.

Date : 13<sup>th</sup> February, 2015

### MINUTES OF THE ORDER

UPON the application of the Applicant Company abovenamed by a Summons for Direction AND UPON HEARING Mr. Rahul Oak, Advocate for the Applicant Company, AND UPON READING the Affidavit Dated 08<sup>th</sup> December, 2014 of Mr. Ram Prakash Khatod, Director of the Applicant Company, in support of the Summons for Direction and the Exhibits therein referred to, IT IS ORDERED:-

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 and Arrangement of Knowledge and Talent Hub Private Limited and Madhav Realty Holdings Private Limited and Madhav Holdings Limited and Brijraj Holdings Private Limited and Gopi Vallabh Holdings Private Limited with Nilyam Holdings Private Limited and Their Respective Shareholders, is dispensed with in view of the consents given by Three Equity Shareholders of the Applicant Company, which are annexed as Exhibits “W-1” to “W-3” to the Affidavit in support of Summons for Direction.

2. That there are no Secured Creditors and Unsecured Creditors of the Applicant Company as stated in paragraph Nos. 32 and 33 respectively, of the Affidavit in support of Summons for Direction.

Hence, the question of convening and holding the meeting of Secured Creditors and Unsecured Creditors of the Applicant Company does not arise.

(S. J. Kathawalla, J.)