

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO.59 OF 2015

In the matter of the Companies Act, 1 of 1956 and other relevant provision of Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provision of Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of BESONS REAL ESTATE PRIVATE LIMITED, the First Transferor Company and BLUEVISUAL MULTITRADING PRIVATE LIMITED, the Second Transferor Company and REDWIRE DEVELOPERS PRIVATE LIMITED, the Third Transferor Company and MANISH MANAGEMENT CONSULTANCY PRIVATE LIMITED, the Fourth Transferor Company and SANTOSH EXIM PRIVATE LIMITED, the Fifth Transferor Company and VINAY MULTITRADE PRIVATE LIMITED, the Sixth Transferor Company and JAINESH TRADING COMPANY PRIVATE LIMITED, the Seventh Transferor Company and ANVANCETECH COMPUTERS PRIVATE LIMITED, the Eighth Transferor Company and, SUBHRA TRADING PRIVATE LIMITED the Ninth Transferor Company and, INTERPACK DEVELOPERS PRIVATE LIMITED the Tenth Transferor Company and, STANDARD CHROMATES PVT LTD the Eleventh Transferor Company with ISS INTERNATIONAL LIMITED, the Transferee Company.

ISS INTERNATIONAL LIMITED, a )  
 company incorporated under the )  
 Companies Act, 1956 having its )  
 registered office at A/8, 3<sup>rd</sup> Floor, )  
 Garden View Society, Above Leisure, )  
 Point Hotel, Chandavarkar X Road, )  
 Borivali (West), Mumbai- 400092. )...Applicant Company.

Called Summons for Direction

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S.J. Kathawalla, J.

Date: 30<sup>th</sup> January, 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 18<sup>th</sup> December, 2014 of Mr. Deepak Rane, Authorised Signatory of the Applicant Company of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED:-

1. That 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 of Besons Real Estate Private Limited, The First Transferor Company And Bluevisual Multitrading Private Limited, The Second Transferor Company And Redwire Developers Private Limited, The Third Transferor Company And Manish Management Consultancy Private Limited, The Fourth Transferor Company And Santosh Exim Private Limited, The Fifth Transferor Company And Vinay Multitrade Private Limited, The Sixth Transferor

Company And Jainesh Trading Company Private Limited, The Seventh Transferor Company And Anvancetech Computers Private Limited, The Eighth Transferor Company And, Subhra Trading Private Limited The Ninth Transferor Company And, Interpack Developers Private Limited The Tenth Transferor Company And, Standard Chromates Pvt Ltd The Eleventh Transferor Company With Iss International Limited, the Transferee Company is dispensed with in view of the consent given by all Thirteen Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'AA-1' to 'AA-13'** to the Affidavit in support of Summons for Direction.

2 That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 67 of the Affidavit in support of Summons for Direction

3 That the 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 Besons Real Estate Private Limited, The First Transferor Company And Bluevisual Multitrading Private Limited, The Second Transferor Company And Redwire Developers Private Limited, The Third Transferor Company And Manish Management Consultancy Private Limited, The Fourth Transferor Company And Santosh Exim Private Limited, The Fifth Transferor Company And Vinay Multitrade Private Limited, The Sixth Transferor Company And Jainesh

Trading Company Private Limited, The Seventh Transferor Company And Anvancetech Computers Private Limited, The Eighth Transferor Company And, Subhra Trading Private Limited The Ninth Transferor Company And, Interpack Developers Private Limited The Tenth Transferor Company And, Standard Chromates Pvt Ltd The Eleventh Transferor Company With Iss International Limited, the Transferee Company is dispensed with in view of the averments made in paragraph 68 of the Affidavit in support of the Summons for Direction inter alia stating that Unsecured Creditor will in no way be affected by the proposed Scheme of Amalgamation as the assets of the Applicant Company after the proposed amalgamation will be far more than its liabilities and that the Applicant undertakes to issue individual notice of date of hearing of Petition by Registered Post A. D. to its all Unsecured Creditors and also to publish the same in two local news papers 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.

(S.J.Kathawalla, J.)