IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 277 OF 2015

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

AND

In the matter of Sections 391 to 394 read with 100 to 104 of the Act;

AND

In the matter of Scheme of Amalgamation of Vax Infradevelopers Limited

AND

Rucha Technologies Private Limited

AND

Rohit Exhaust Systems Private Limited

WITH

Rucha Engineers Private Limited

AND

their respective shareholders

Vax Infradevelopers Limited)
a company incorporated under the)
Companies Act, 1956, having its registered)
at 102, Om Residency, 850/7, Shivajinagar,)
Opp. Firodia Hostel, Pune 411004,)
Maharashtra, India) ... Applicant Company

Called for Summons for Directions for hearing

Mr. Abhimanyu Kharote, i/b. Ms. Prachi Manekar & Ms. Shruti Kelji,

Advocates for the Applicant

Coram: S. J. Kathawalla J.
Date: 10th April, 2015

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Directions **AND UPON HEARING** Mr. Abhimanyu Kharote instructed by Ms. Prachi Manekar & Ms. Shruti Kelji, Advocates for the Applicant Company **AND UPON READING** the Affidavit dated 17th December, 2014 of Mr. Umesh Dashrathi, Director of the Applicant Company, in support of Company Summons for Directions 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 Vax Infradevelopers Limited and Rucha Technologies Private Limited and Rohit Exhaust Systems Private Limited with Rucha Engineers Private Limited and their respective Shareholders, is dispensed with in view of the consent given by all the seven Equity Shareholders of the Applicant Company, which are annexed as **Exhibits C-1 to C-7** to the Affidavit in support of Company Summons for Direction.

2. The question of convening and holding the meeting of Secured and Unsecured Loan Creditors does not arise, since there are no Secured and Unsecured Loan Creditors in the Applicant Company as stated in paragraph 14 and 15 of the Affidavit in support of the Company Summons for Directions.

3. The convening and holding 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 Vax Infradevelopers Limited and Rucha Technologies Private Limited and Rohit Exhaust Systems Private Limited with Rucha Engineers Private Limited and their respective shareholders, is dispensed with in view of the averment made in Paragraph 16 of the Affidavit in support of the Company Summons for Directions inter alia stating that there is no arrangement and/or compromise with the Unsecured Creditors and their rights will not be affected by the proposed Scheme of Amalgamation and the Applicant Company undertakes to issue individual notice of the date of hearing of the Company Scheme Petition by R.P.A.D to all its Unsecured Creditors and also publish the same in two local daily newspapers viz 'Economic Times' in English language and translation thereof in 'Maharashtra Times' in Marathi language, both having circulation in Pune. The said undertaking is accepted.

(S. J. Kathawalla, J.)