IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO.44 OF 2015

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

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 (or any corresponding provisions of Companies Act, 2013 as may be notified);

AND

In the matter of Scheme of Arrangement

Between

JSW Investments Private Limited ("the Transferor Company" or "JSWIPL")

and

JSW IP Holdings Private Limited ("the Transferee Company" Or "JSW IP Holdings")

And

their respective Shareholders

JSW IP HOLDINGS PRIVATE LIMITED, a Company incorporated under the provisions of the Companies Act, 1956 and having its Registered Office at JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051).........Applicant Company

Called Company Summons for Direction

Mr. Rajesh Shah i/b. Rajesh Shah & Co. Advocates for the Applicant.

Coram: S. J. Kathawalla, J

Date: 30th 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 Rajesh Shah & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 24th December, 2014 of Mr. Jayesh Nandwana, Authorised Signatory of the Applicant Company, in support of the Company Summons for Direction and the exhibits, 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 Arrangement between JSW Investments Private Limited ("the Transferor Company" or "JSWIPL" and JSW IP Holdings Private Limited("the Transferee Company" or "JSW IP Holdings") and their respective shareholders, be dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibits "J1"** and **"J2"** to the Affidavit in support of the Company Summons for Direction.

2. That the question of convening and holding the meeting of the Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as mentioned in paragraph (12) of the affidavit in support of the Company Summons for Direction.

3. That the question of convening and holding the meeting of the Unsecured Creditors does not arise since there are no Unsecured Creditors of the Applicant Company as mentioned in paragraph (13) of the affidavit in support of the Company Summons for Direction.

(S. J. Kathawalla, J.)