

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 183 OF 2016

In the matter of the Companies Act, 1956 (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 of Agilyst
Consulting Private Limited (“the Amalgamating
Company”) with Eclerx Services Limited (“the
Amalgamated Company”) and their respective
shareholders

Agilyst Consulting Private)
Limited, a company incorporated)
under the provisions of Companies)
Act, 1956, having its Registered)
Office at 1st Floor, Sonawala)
Building, 29 Bank Street, Fort,)
Mumbai - 400 023)

.....Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., Advocates
for the Applicant Company

CORAM: B.P. Colabawalla, J

DATE: 1st April 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company
Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by
Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON**

READING the Affidavit dated 5th day of January, 2016 of Mr. Rohitash Gupta, Director of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in referred to, **IT IS ORDERED THAT:**

1. 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 Agilyst Consulting Private Limited (“the Amalgamating Company” or “Applicant Company”) with Eclerx Services Limited (“the Amalgamated Company”) and their respective shareholders, is dispensed with, in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “**H-1**” and “**H-2**” to the Affidavit in support of the Company Summons for Direction.
2. There are no Secured and Unsecured Creditors in the Applicant Company as stated in paragraph 17 & 18 of the Affidavit in support of Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured and Unsecured Creditors does not arise.
3. The Applicant Company is indirect wholly owned subsidiary of the Transferee Company and there is no re-organization of share capital of the Transferee Company and no new shares are being issued by the Transferee Company as all shares will be cancelled as per Clause 12.1 of the Scheme and rights of creditors of Transferee Company are not affected as mention in paragraphs 20 to 22 of the Affidavit in support of Summons for Direction and also in view of observations made by this

court in Mahaamba Investment Ltd verses IDI Limited (2001) 105 Co cases page 16 to 18, the filing of separate Company Summons for Direction and Company Scheme Petition under Section 391 and 394 of the Companies Act, 1956 by Eclerx Services Limited, the Transferee Company is dispensed with.

(B.P. Colabawalla, J)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of the original signed order.

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