

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 217 OF 2016

In the matter of:

The Companies Act, 1956 and the
Companies Act, 2013;

AND

In the matter of:

Sections 391 to 394 of the
Companies Act, 1956 and the
notified provisions of the Companies
Act, 2013;

AND

In the matter of:

Accenture Services Private Limited, a
private limited company
incorporated under the provisions of
the Companies Act, 1956 and having
its registered office at Plant 3,
Godrej & Boyce Complex, LBS Marg,
Vikhroli (West), Mumbai 400079;

AND

In the matter of:

Scheme of Amalgamation of

Accenture Services Private Limited

With

Accenture Solutions Private Limited

And

their respective shareholders and
creditors

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Accenture Services Private)
Limited, a private limited)
company incorporated under the)
provisions of the Companies Act,)
1956 and having its registered)
office at Plant 3, Godrej & Boyce)
Complex, LBS Marg, Vikhroli)
(West), Mumbai 400079)

.....Applicant Company

CALLED SUMMONS FOR DIRECTIONS

Mr. Molla Hasan along with Mr. Gaurav Rohra i/b AZB & Partners,
Advocates for the Applicant Company

Coram: - B.P. Colabawalla, J.

Dated: - 1st April, 2016

MINUTES OF ORDER

UPON the application of the Applicant Company abovenamed by a
Summons for Direction AND UPON HEARING Mr. Molla Hasan along
with Mr. Gaurav Rohra instructed by AZB & PARTNERS, Advocates for
the Applicant Company, AND UPON READING the Affidavit dated 14th
January, 2016 of Ms. Usha Suresh, Company Secretary of the
Applicant Company, in support of Summons for Direction along with
the Exhibits therein referred to, **IT IS ORDERED:**

1. That 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 Accenture Services Private Limited with Accenture Solutions Private Limited and their respective shareholders and their creditors, is dispensed with in view of the consents given by both Equity Shareholders of the Applicant Company, which are annexed and marked as Exhibits “**L-1**” to “**L-2**” to the Affidavit in Support of the Summons for Direction.
2. That there are no Secured Creditors in the Applicant Company, as stated in paragraph 18 of the affidavit in support of the Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.
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 Accenture Services Private Limited with Accenture Solutions Private Limited and their respective shareholders and their creditors, is dispensed with in view of the averments made in paragraph 19 of the Affidavit in Support of the Company Summons for Direction *inter-alia* stating that the aggregate assets of the Applicant Company and the Transferee Company are in excess of, and are more than sufficient to meet all their respective external liabilities and that the Scheme will not adversely affect the rights and interest of any of the creditors of any company in any manner whatsoever. The Applicant Company undertakes to serve individual notice of hearing of the

Petition by Registered Post AD to such Unsecured Creditors to whom the amounts owed by the Applicant Company is Rupees Two Lakhs and above and also to publish the same in two local newspapers i.e. 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai. The undertaking is accepted.

(B.P. Colabawalla, J)

CERTIFICATE

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

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