

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 214 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

Viscount Management Services Limited
(‘VMS’ or ‘Transferor Company’)

With

Reliance Land Private Limited (‘RLPL’ or
‘Transferee Company’)

and

Their respective Shareholders

VISCOUNT MANAGEMENT SERVICES)
LIMITED, a company incorporated under)
the provisions of the Companies Act, 1956)
and having its registered office at H Block,)
1st Floor, Dhirubhai Ambani Knowledge)
City, Navi Mumbai – 400710.)Applicant Company

Called for Summons for Direction for hearing

Ms. Alpana Ghone, Counsel along with Mr. Rajesh Shah i/b. Rajesh Shah & Co.
Advocates for the Applicant.

Coram: B.P. Colabawalla.

Dated: 1st April, 2016

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 25th day of January, 2016 of Mr. Rahul Deshpande, Authorised Signatory of the Applicant Company, in support of Summons for Direction and the exhibits therein referred to, **IT IS ORDERED THAT:**

1. THAT convening and holding the meeting of the Equity Shareholders of Viscount Management Services Limited, the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation of Viscount Management Services Limited, the Transferor Company with Reliance Land Private Limited, the Transferee Company and their respective shareholders is dispensed with in view of the consents given by all the seven Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'D1' to 'D7'** to the affidavit in support of Summons for Direction.
2. THAT convening and holding the meeting of the Preference Shareholders of Viscount Management Services Limited, the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation of Viscount Management Services Limited, the Applicant Company with Reliance Land Private Limited, the Transferee Company and their respective shareholders is dispensed with in view of the consent given by the sole Preference Shareholder of the Applicant Company, which is

annexed as **Exhibit 'F'** to the affidavit in support of Summons for Direction.

3. 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 12 of the Affidavit in support of Summons for Direction.
4. THAT convening and holding the meeting of the Unsecured Creditors (including debenture holders) of Viscount Management Services Limited, the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation of Viscount Management Services Limited, the Applicant Company with Reliance Land Private Limited, the Transferee Company and their respective shareholders is dispensed with in view of the averments made in paragraph 13 of the affidavit in support of the Summons for Direction. The Applicant Company undertakes to serve individual notice of hearing of the Petition by R.P.A.D upon all its Unsecured Creditors (including debenture holders) and also to publish the same in two local newspapers i.e. Free Press Journal, in English and Nav Shakti, in Marathi having circulation in Mumbai. The said undertaking is accepted.

(B.P. Colabawalla.)

CERTIFICATE

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

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