

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 202 OF 2016

In the matter of the Companies Act,
1956;

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956 and any other
relevant provisions of the Companies
Act, 1956 and Companies Act, 2013, to
the extent notified and applicable;

AND

In the matter of Scheme of
Amalgamation of Capgemini India
Private Limited with IGATE Global
Solutions Limited and their Respective
Shareholders

Capgemini India Private Limited, a	}
private limited company incorporated	}
on September 29, 1992 under the	}
provisions of Companies Act 1956 and	}
having its registered office at Plant 2,	}
Block "A" Godrej IT Park, Godrej &	}
Boyce Compound, LBS Marg, Vikhroli	}
West, Mumbai – 400079, Maharashtra	}
CIN: U72200MH1992PTC197069	}... Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Applicant

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 3rd day of February, 2016 of Ms. Anuprita Mehta, Director Taxation of the Applicant Company, in support of 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 Amalgamation of Capgemini India Private Limited with IGATE Global Solutions Limited and their Respective Shareholders, is dispensed with in view of consent given by all the three Equity Shareholders of the Applicant Company, which are annexed as Exhibits 'C1' to 'C3' to the Affidavit in support of the Summons for Direction. The said undertaking is accepted.
2. That there are no Secured Creditors in the Applicant Company as stated in paragraph 15 of the Affidavit in support of Summons for Direction. Hence the question of convening and holding the meeting of Secured Creditors of the Applicant Company does not arise. The said undertaking is accepted.
3. That 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 Capgemini India Private Limited with IGATE Global Solutions Limited and their Respective Shareholders, is dispensed with in view of averments made in paragraph 16 of the Affidavit in support of Company Summons for Direction, inter-alia stating that the present Scheme is an arrangement between the Applicant Company and its shareholders in accordance with the provisions of Section 391(1) (b) of the Companies Act, 1956 and not in accordance with the provisions of Section 391(1) (a) of the Companies Act, 1956 as there is no arrangement and/or

compromise with the creditors as no sacrifice is called for from the creditors and that the Applicant Company undertakes to issue individual notices to all its Unsecured Creditors having an outstanding balance of Rs. 1,00,000 (one Lakh Only) and above , by Registered Post AD/Airmail and also undertakes to publish the notice of hearing of the petition in one issue each of a daily newspaper viz 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language, both circulated in Mumbai. The said undertaking is accepted.

(B. P. Colabawalla, J)

CERTIFICATE

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

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