IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION 348 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 Turner International Consulting India Private Limited ('the Transferor Company')

WITH

Turner Project Management India Private Limited ('the Transferee Company')

AND

Their respective Shareholders

Turner International Consulting India Private Limited, a company incorporated under the Companies Act, 1956 having its registered office at Sir Vithaldas Chambers, 16 Mumbai Samachar Marg, Fort, Mumbai – 400023.	))))…Applicant Company

Called Summons for Direction

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. M/s Hemant Sethi & Co, for Applicant

Coram: S.C.Gupte, J

Date: 29th April, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by M/s. Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 11th day of February, 2016 of Mrs. Lakshmi Rajagopal, authorized signatory of the Applicant Company, in support of Summons for Directions, IT IS ORDERED:

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 amalgamation of Turner International Consulting India Private Limited with Turner Project Management India Private Limited and their respective Shareholders is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company which are annexed as **Exhibit 'D1' to 'D2'** to the affidavit in support of the Summons for Directions.

2. There are no Secured Creditors of the Applicant Company as stated in paragraph 16 of the Affidavit in support of Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.

3. The convening and holding the meeting of Unsecured Creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed amalgamation of Turner International Consulting India Private Limited with Turner Project Management India Private Limited and their respective Shareholders is dispensed with in view of averments made in paragraph 17 of the Affidavit in support of Company Summons for Directions inter-alia stating that as far as the rights of Unsecured Creditors of the Applicant Company are concerned, the Applicant Company prays that post giving effect to this Scheme its assets will be far in excess of its liabilities and other business obligations and that the interest of its creditors will not be adversely affected by the present Scheme. The Scheme does not envisage any compromise or arrangement with the Unsecured Creditors and there will be no dilution in the rights of the Unsecured Creditors and that the Applicant Company undertakes to serve hearing of

the Petition individually by R.P.A.D. to all its unsecured creditors and also publish the same in one issue each of Free Press Journal, in English language and translation thereof in Navshakti, in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(S.C.Gupte, J)

CERTIFICATE

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

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