

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 377 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

In the matter of the Scheme of
Amalgamation of
M/S SCIL VENTURES LIMITED -
TRANSFEROR COMPANY NO. 1;
SECURITIES ANALYSIS (INDIA) PRIVATE
LIMITED - TRANSFEROR COMPANY NO.
2;

WITH

SECURITIES RESEARCH & ANALYSIS
PRIVATE LIMITED - TRANSFEREE
COMPANY

And their respective shareholders and
creditors.

Securities Research &)
Analysis Private Limited, a)
Private Limited Company under)
the Companies Act, 1956 and)
having its Registered Office at)
505/506, Laxmi Plaza, Laxmi)
Industrial Estate, New Link Road,)
Andheri (West), Mumbai-400053.)... Applicant/Transferee Company

Called Summons for Direction for hearing

Mr. Sanjay Udeshi a/w Darshan Ashar i/b Sanjay Udeshi & Co, Advocate(s) for
Applicant.

Coram: S.C. Gupte J,

Dated: 4th May, 2016

MINUTES OF ORDER

Upon the application of the above-named Applicant Company by a Summons for
Direction AND upon hearing Shri Sanjay Udeshi, Advocate for the Applicant AND
upon reading Affidavit dated 3rd March, 2016 of Rajashekar Iyer, the Director/
Authorised Signatory of the Applicant Company of Mumbai in support of the
Summons for Direction, and the Exhibits therein 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 Scheme of Amalgamation of M/S SCIL VENTURES LIMITED - TRANSFEROR COMPANY NO. 1; SECURITIES ANALYSIS (INDIA) PRIVATE LIMITED - TRANSFEROR COMPANY NO. 2; WITH SECURITIES RESEARCH & ANALYSIS PRIVATE LIMITED - TRANSFEREE COMPANY and their respective shareholders and creditors is dispensed with in view of the Consent given by both the Equity Shareholders of the Applicant Company which are annexed as Exhibits 'J1 and J2' to the Affidavit in Support of Summons for Directions.
2. There are no secured creditors in the Applicant Company as mentioned in paragraph 17 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 the Unsecured creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of M/S SCIL VENTURES LIMITED - TRANSFEROR COMPANY NO. 1; SECURITIES ANALYSIS (INDIA) PRIVATE LIMITED - TRANSFEROR COMPANY NO. 2; WITH SECURITIES RESEARCH & ANALYSIS PRIVATE LIMITED - TRANSFEREE COMPANY and their respective shareholders and creditors is dispensed with in view of the Consent given by its sole unsecured creditor of the Applicant Company which is annexed as Exhibits 'K1' to the Affidavit in Support of Summons for Directions.

(S.C. Gupte, J)

Certificate

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