

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 283 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
Spice Commerce and Trade Private Limited
(‘SCTPL’ or ‘Transferor Company’)

with

Noida Global SEZ Private Limited
(‘NGSPL’ or ‘Transferee Company’)

and

Their respective Shareholders

SPICE COMMERCE and TRADE)
PRIVATE LIMITED, a company)
incorporated under the provisions of the)
Companies Act, 1956 and having its)
registered office at B / 702, Raheja Point 1,)
Pandit Jawaharlal Nehru Road, Vakola,)
Santacruz (East), Mumbai-400055.)Applicant Company

Called for Summons for Direction for hearing

Mr. Rajesh Shah i/b. Rajesh Shah & Co. Advocates for the Applicant.

Coram: B.P. Colabawalla.

Dated: 22nd 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., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 4th day of March, 2016 of Mr. Abhijit Banerjee, Authorised Signatory of the Applicant Company, in support of 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 Spice Commerce and Trade Private 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 Spice Commerce and Trade Private Limited, the Applicant Company / the Transferor Company with Noida Global SEZ Private Limited, the Transferee Company and their respective shareholders, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibits D1 and D2** to the affidavit in support of Summons for Direction.
2. 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 11 of the affidavit in support of Summons for Direction.
3. THAT convening and holding the meeting of the Unsecured Creditors of Spice Commerce and Private 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 Spice Commerce and Trade Private Limited, the Applicant Company / the Transferor Company with Noida Global SEZ Private Limited, the Transferee Company and their respective shareholders,

is dispensed with in view of the averments made in paragraph 12 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 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, J.)

CERTIFICATE

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

Uploaded by : Shankar Gawde, Stenographer.