

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 285 OF 2016

In the matter of the Companies Act, 1 of
1956 and other relevant provisions of the
Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Arrangement
between BELLISOFT INDIA SOLUTIONS
PRIVATE LIMITED (the Demerged
Company) and CLIENTIS SOFT
TECHNOLOGIES PRIVATE LIMITED (the
Resulting Company)

CLIENTIS SOFT TECHNOLOGIES)
PRIVATE LIMITED, a company)
incorporated under the Companies)
Act, 1956 having its registered office)
at 503, Greenwood, 5th Floor,)
Hiranadani Estate, G.B Road,)
Patupada, Thane.) ...Applicant Company.

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the
Applicant

Coram: B. P. Colabawalla J.

Date : 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 M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 10th day of March, 2016 of Mr. Gopalakrishnan Venkataraman Alampallam, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit 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 proposed Scheme of Arrangement between BELLSOFT INDIA SOLUTIONS PRIVATE LIMITED, the Demerged Company and CLIENTIS SOFT TECHNOLOGIES PRIVATE LIMITED, the Resulting Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'G-1' and 'G-2'** to the Affidavit in support of Summons for Direction.
2. That 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 18 of the Affidavit in support of Summons for Direction.

3. The convening and holding the meeting of the Unsecured Creditor of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Arrangement between BELLSOFT INDIA SOLUTIONS PRIVATE LIMITED, the Demerged Company and CLIENTIS SOFT TECHNOLOGIES PRIVATE LIMITED, the Resulting Company is dispensed with in view of the consent given by the sole Unsecured Creditor of the Applicant Company, which are annexed as **Exhibit 'H-1'** to the Affidavit in support of Summons for Direction.

(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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