IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 279 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956) (or any re-enactment thereof upon effectiveness of 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 Amalgamation

OF

Infradorea Private Limited (“the Transferor Company”)

WITH

Rightgrowth Trading Private Limited(“the Transferee Company”)

AND

their respective Shareholders

Infradorea Private Limited,a company incorporated under the provisions of Companies Act, 1956 having its Registered Office at 45-C, Mandhana Manor, Mogal Lane, Matunga Road West, Mumbai 400016))))))) ……..Applicant Company

Called Summons for Directions

Ms. Alpana Ghone and Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant

Coram: B. P. Collabawalla, J.

Date: 22^{nd} April, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Directions **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 21^{st} March, 2016 of Mr. Suresh Sharma, Authorised Signatory of the Applicant Company, in support of Company 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 modifications, the proposed Scheme of Amalgamation of Infradorea Private Limited with Rightgrowth Trading 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 'K' and 'K1'**to the affidavit in support of the Company Summons for Direction.

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

3. There are no Unsecured Creditors in the Applicant Company as mentioned in paragraph 17 of the affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding the meeting of Unsecured Creditors does not arise.

4. In view of the averments made in paragraphs (19) to (22) of the affidavit in support of the Summons for Direction, inter-alia stating that the Applicant Company is a wholly owned step down subsidiary of the Transferee Company and the entire equity share capital of the Applicant Company is held by the Transferee Company. Thus, the Transferee Company owns 100% of the paid up equity capital of the Applicant Company indirectly and hence no new shares are required to be issued to the members of the Applicant Company and in view of the judgement of this Court in Mahaamba Investment Limited Vs IDI Limited (2001) Company Cases 105 filing of a separate Company Summons for Direction and Company Scheme Petition in relation to the said Scheme by Rightgrowth Trading Private Limited the Transferee Company is dispensed with.

(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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