IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 489 OF 2016

In the matter of 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 Poinsettia Investment Private Limited and Sprekelia Investment Private Limited and Acorus Investment Private Limited and Alocasia Investment Private Limited and Kniphofia Investment Private Limited (Collectively, the 'Transferor Companies') with Oleander Investment Private Limited (the 'Transferee Company')

Poinsettia Investment Private Limited , a company incorporated under the Company Act, 1956 having its registered office at S. No. 49, Industry House, Mundhwa, Pune 411036)
)
)
)
)
)

……Applicant Company

<u>Called Summons for Direction for Hearing</u>

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Applicant

Coram: B. P. Colabawalla, J

Date: 1st July 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 Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 23rd day of March 2016 of Mr. Harish Shingade, Director of the Applicant Company, in support of Summons for Directions and the Exhibits therein referred to, **IT IS ORDERED:**

1. That 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 Poinsettia Investment Private Limited and Sprekelia Investment Private Limited and Acorus Investment Private Limited and Alocasia Investment Private Limited and Kniphofia Investment Private Limited with Oleander Investment Private Limited is dispensed with, in view of consent given by both the equity shareholders of the Applicant Company, which are annexed as Exhibits "C1" and "C2" to the Affidavit in support of the Company Summons for Direction.

2. That the convening and holding the meeting of the Preference 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 Poinsettia Investment Private Limited and Sprekelia Investment Private Limited and Acorus Investment Private Limited and Alocasia Investment Private Limited and Kniphofia Investment Private Limited with Oleander Investment Private Limited is dispensed with, in view of consent given by all the six Preference Shareholders of the Applicant Company, which are annexed as Exhibits "C3' to "C8" to the Affidavit

in support of the Company Summons for Direction.

3. There are no Secured Creditors in the Applicant Company, as mentioned in paragraph 12 of the affidavit in support of the Summons for Directions, hence the question of convening and holding the meeting of Secured Creditors does not arise.

4. That 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 Poinsettia Investment Private Limited and Sprekelia Investment Private Limited and Acorus Investment Private Limited and Alocasia Investment Private Limited and Kniphofia Investment Private Limited with Oleander Investment Private Limited is dispensed with, in view of consent given by both the Unsecured Creditors of the Applicant Company, which are annexed as Exhibits "D1" and "D2" to the Affidavit in support of the Company Summons for Direction.

(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