

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
 ORDINARY ORIGINAL CIVIL JURISDICTION
 COMPANY SUMMONS FOR DIRECTION NO. 289 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 Amalgamation of
 AAINA SOFT-TECH PRIVATE LIMITED, the
 First Transferor Company and BLACKSTONE
 CORPORATE SERVICES PRIVATE LIMITED,
 the Second Transferor Company and CELLNET
 WIRELESS SOLUTIONS PRIVATE LIMITED,
 the Third Transferor Company and DYNA
 SYSTEMS PRIVATE LIMITED, the Fourth
 Transferor Company and NORTHSTAR
 SOFTWARE SOLUTIONS PRIVATE LIMITED,
 the Fifth Transferor Company and SPECTRA
 WIRELESS DEVICES PRIVATE LIMITED, the
 Sixth Transferor Company and WHITE GOLD
 PROPERTIES PRIVATE LIMITED, the Seventh
 Transferor Company and WIRELABS
 COMMUNICATION SYSTEMS PRIVATE
 LIMITED, the Eighth Transferor Company with
 EDICO VENTURES PRIVATE LIMITED, the
 Transferee Company.

AAINA SOFT-TECH PRIVATE)
 LIMITED, a company incorporated)
 under the Companies Act, 1956)
 having its registered office at office)
 No. 6, Shri Hanumanta Apt, SRA)
 CHS LTD, Bamanwada, M C Chalga)
 Marg, Vile Parle East, Mumbai -) ...Applicant Company.
 400099.

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 30th March, 2016 Mr. Manoj Sethi, Authorised Signatory 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 Amalgamation of AAINA SOFT-TECH PRIVATE LIMITED, the First Transferor Company and BLACKSTONE CORPORATE SERVICES PRIVATE LIMITED, the Second Transferor Company and CELLNET WIRELESS SOLUTIONS PRIVATE LIMITED, the Third Transferor Company and DYNA SYSTEMS PRIVATE LIMITED, the Fourth Transferor Company and NORTHSTAR SOFTWARE SOLUTIONS PRIVATE LIMITED, the Fifth Transferor Company and SPECTRA WIRELESS DEVICES PRIVATE LIMITED, the Sixth Transferor Company and WHITE GOLD PROPERTIES PRIVATE LIMITED, the Seventh Transferor Company and WIRELABS COMMUNICATION SYSTEMS PRIVATE LIMITED, the Eighth Transferor Company with EDICO VENTURES PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent

given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'C-1' and 'C-2'** to the Affidavit in support of Summons for Direction.

2. 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 proposed Scheme of Amalgamation of AAINA SOFT-TECH PRIVATE LIMITED, the First Transferor Company and BLACKSTONE CORPORATE SERVICES PRIVATE LIMITED, the Second Transferor Company and CELLNET WIRELESS SOLUTIONS PRIVATE LIMITED, the Third Transferor Company and DYNA SYSTEMS PRIVATE LIMITED, the Fourth Transferor Company and NORTHSTAR SOFTWARE SOLUTIONS PRIVATE LIMITED, the Fifth Transferor Company and SPECTRA WIRELESS DEVICES PRIVATE LIMITED, the Sixth Transferor Company and WHITE GOLD PROPERTIES PRIVATE LIMITED, the Seventh Transferor Company and WIRELABS COMMUNICATION SYSTEMS PRIVATE LIMITED, the Eighth Transferor Company with EDICO VENTURES PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Preference Shareholders of the Applicant Company, which are annexed as **Exhibit 'D-1' and 'D-2'** to the Affidavit in support of Summons for Direction
3. 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 53 of the Affidavit in support of Summons for Direction.

4. The convening and holding of 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 proposed Scheme of Amalgamation of AAINA SOFT-TECH PRIVATE LIMITED, the First Transferor Company and BLACKSTONE CORPORATE SERVICES PRIVATE LIMITED, the Second Transferor Company and CELLNET WIRELESS SOLUTIONS PRIVATE LIMITED, the Third Transferor Company and DYNA SYSTEMS PRIVATE LIMITED, the Fourth Transferor Company and NORTHSTAR SOFTWARE SOLUTIONS PRIVATE LIMITED, the Fifth Transferor Company and SPECTRA WIRELESS DEVICES PRIVATE LIMITED, the Sixth Transferor Company and WHITE GOLD PROPERTIES PRIVATE LIMITED, the Seventh Transferor Company and WIRELABS COMMUNICATION SYSTEMS PRIVATE LIMITED, the Eighth Transferor Company with EDICO VENTURES PRIVATE LIMITED, the Transferee Company is dispensed with in view of the averments made in paragraph 55 of the Affidavit in support of the Summons for Direction and that the Applicant undertakes to issue individual notice of date of hearing of the Company Scheme Petition by Registered Post A. D. to its all Unsecured Creditors and also to publish the same in two local news papers viz. "Free Press Journal", in English language and translation thereof in

“Navshakti”, in Marathi language, both 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.

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