

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 296 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.

WIRELABS COMMUNICATION )  
SYSTEMS PRIVATE LIMITED, a )  
company incorporated under the )  
Companies Act, 1956 having its )  
registered office at Cama Building, )  
1st Floor, 24/26 Dalal Street, Fort, )  
Mumbai – 400023. ) ...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 : 22<sup>nd</sup> 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 30<sup>th</sup> 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 the sole Preference Shareholders of the Applicant Company, which are annexed as **Exhibit 'D-1'** 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 three 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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