

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 539 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 Composite Scheme of Amalgamation and Arrangement between Computronics Financial Services (India) Limited ('Applicant Company' or 'Transferor Company 1') and LIPI Infrastructure Private Limited ('Transferor Company 2') and Samuk Holding Private Limited ('Transferor Company 3') and Chemicals International (Mumbai) Private Limited ('Transferee Company/ Demerged Company') and PSS Property Services Private Limited ('Resulting Company') and Their respective Shareholders

COMPUTRONICS FINANCIAL)
SERVICES (INDIA) LIMITED, a)
company incorporated under the)
provisions of Companies Act, 1956,)
having its Registered office at 1,)
Mittal Chambers, Nariman Point,)
Mumbai – 400 021)

.....Applicant Company

Called Summons for Direction for Hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., Advocates
for the Applicant Company

CORAM: B.P. Colabawalla, J

DATE: 1st July 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 30th day of March, 2016 of Mr. Sameer Singhal, Director of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in 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 Composite Scheme of Amalgamation and Arrangement between Computronics Financial Services (India) Limited ('Applicant Company' or 'Transferor Company 1') and LIPI Infrastructure Private Limited ('Transferor Company 2') and Samuk Holding Private Limited ('Transferor Company 3') and Chemicals International (Mumbai) Private Limited ('Transferee Company/ Demerged Company') and PSS Property Services Private Limited ('Resulting Company') and their respective Shareholders, is dispensed with, in view of the consents given by all the three Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"C-1" to "C-3"** to the Affidavit in support of the Company Summons for Direction.
2. There are no Secured and Unsecured Creditors of the Applicant Company as stated in paragraph 13 of the Affidavit in support of

Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured and Unsecured Creditors does not arise.

3. The Counsel for the Applicant states that Clause 27 of the Scheme gives power to the Board of Directors of the Transferor Company and Transferee Company to modify any part of the Scheme and that such power is always subject to approval of this Court. The learned Counsel for the Applicant Company further states that if the Applicant Company proposes to modify the Scheme, the same shall be done only with the leave of this Court. The statement made by the Applicant is accepted.

(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