IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 475 OF 2016

In the matter of Companies Act, 1956 (1 of 1956)

AND

In the matter of Section 391 to 394 and other relevant provisions of the Companies Act, 1956

AND

In the matter of Scheme of Amalgamation of Display Bazaar. Com E- Commerce Private Limited, ("Transferor Company 1"), and Multilink Properties Private Limited ("Transferor Company 2"), and Multilink Estate Private Limited, ("Transferor Company 3"), and Ensemble Furniture Solutions Private Limited, ("Transferor Company 4"), and Ensemble Furniture Limited ("Transferor Company 5"), and Ensemble Real Estate Limited ("Transferor Company 6") and Ensemble India Private Limited (formerly known as Ensemble Infracon Private Limited) ("Transferor Company 7") with Ensemble Infrastructure India Limited (the 'Transferee Company') and their Respective Shareholders

Ensemble Real Estate Limited, }
A Company incorporated under the provisions of }
Of companies Act, 1956 having its registered office }
at B-01, Paragaon Condominium, P B Marg, Worli }
Mumbai – 400013, Maharashtra India }......Applicant

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 15th day of April, 2016 of Mr. Sandeep Jain, Director of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in referred to therein, **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 Display Bazaar. Com E- Commerce Private Limited, ("Transferor Company 1"), and Multilink Properties Private Limited ("Transferor Company 2"),and Multilink Estate Private Limited, ("Transferor Company 3"), and Ensemble Furniture Solutions Private

Limited, ("Transferor Company 4"), and Ensemble Furniture Limited ("Transferor Company 5"), and Ensemble Real Estate Limited ("Transferor Company 6") and Ensemble India Private Limited (formerly known as Ensemble Infracon Private Limited) ("Transferor Company 7") with Ensemble Infrastructure India Limited (the 'Transferee Company') and their Respective Shareholders is dispensed with in view of the consents given by all the seven Equity Shareholders of the Applicant Company, which are annexed as Exhibits **"D-1" to "D-7"** to the Affidavit in support of the Company Summons for Direction.

2. There are no Secured 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 Creditors does not arise.

3. 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 proposed Scheme of Amalgamation of Display Bazaar. Com E- Commerce Private Limited, ("Transferor Company 1"), and Multilink Properties Private Limited ("Transferor Company 2"),and Multilink Estate Private Limited, ("Transferor Company 3"), and Ensemble Furniture Solutions Private Limited, ("Transferor Company 4"), and Ensemble Furniture Limited ("Transferor Company 5"), and Ensemble Real Estate Limited ("Transferor Company 6") and Ensemble India Private Limited (formerly known as

Ensemble Infracon Private Limited) ("Transferor Company 7") with Ensemble Infrastructure India Limited (the 'Transferee Company') and their Respective Shareholders is dispensed with in view of averments made in paragraph 14 of the Affidavit in support of Company Summons for Direction, inert-alia stating that the present Scheme of Amalgamation is an arrangement between the Applicant Company and its Shareholders as contemplated under Section 391(1)(b) and not in accordance with the provisions of Section 391(1)(a) of the Companies Act, 1956 as there is no compromise and/or arrangement with the creditors as no sacrifice is called for and that the Applicant company undertakes to issue individual notices to all its Unsecured Creditors by RPAD and also publish notices in 'Free Press Journal' in English Language and translation thereof in 'Navshakti' Marathi Language both having circulation in Mumbai.

(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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