IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 740 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956)(or re-enactment thereof upon effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 (or any corresponding provisions of Companies Act, 2013 as may be notified);

AND

In the matter of Scheme of Amalgamation Of Hamilton Consultants Private Limited (”Transferor Company”) with Ananya Realty Private Limited (“Transferee Company”) and their respective Shareholders

Ananya Realty Private Limited, a)
Company incorporated under the)
provisions of the Companies Act, 1956)
and having its registered office at Kaiser)
-I-hind building 3rd Floor, Currimbhoy)
Road, Ballard Estate, Mumbai – 400001)……..Applicant Company

Called Summons for Direction for Hearing

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

Coram: A.K. MENON , J

Date: 1st September 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 17th day of May, 2016 of Mr. Nishita Gandha, Authorized Signatory 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 proposed Scheme of Amalgamation of Hamilton Consultants Private Limited with Ananya Realty Private Limited and their respective Shareholders is dispensed with, in view of consent given by all the four Equity shareholders of the Applicant Company, which are annexed as Exhibits "G1" to "G4" to the Affidavit in support of the Company Summons for Direction.

2. There are no Secured Creditors in the Applicant Company, as stated 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.

3. 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 proposed Scheme of Amalgamation of Hamilton Consultants Private Limited with Ananya Realty Private Limited and their respective Shareholders is dispensed with, in view of averments made in paragraph 13 of the Affidavit in support of company Summons for Direction inter alia stating that the present Scheme 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 in terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Transferor Company and that the Applicant company undertakes to issue individual notices to all its Unsecured Creditors by R.P.A.D. and also publish notices of the date of hearing of Petition in "Free Press Journal" in English Language and translation thereof in "Navshakti" in Marathi language both having circulation in Mumbai.. the said undertaking is accepted.

(A.K. MENON, J)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

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