

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.652 OF 2016

In the matter of the Companies Act, 1956

And

In the matter of Sections 391 to 394 of the
Companies Act, 1956;

And

In the matter of Wellman Hindustan Private
Limited;

And

In the matter of Scheme of Amalgamation of
Essar Concessions India Limited ("**ECIL**" or
"**First Transferor Company**") and Essar
Infrastructure Services Private Limited
("**EISPL**" or "**Second Transferor Company**")
and Global Commodities Trading Limited
("**GCTL**" or "**Third Transferor Company**")
and Golsil Exim Private Limited ("**GEPL**" or
"**Fourth Transferor Company**") and Kirti
Realties and Farms Private Limited ("**KRFPL**"
or "**Fifth Transferor Company**") and Paprika
Media Private Limited ("**PMPL**" or "**Sixth**
Transferor Company") and Shining Star
Traders Private Limited ("**SSTPL**" or "**Seventh**
Transferor Company") and Wellman
Hindustan Private Limited ("**WHPL**" or
"**Eighth Transferor Company**") collectively

referred to as "*Amalgamating Companies*"

With

Imperial Consultants and Securities Private
Limited ("*ICSPL*" or "*Amalgamated
Company*" or "*Transferee Company*")

And

their respective shareholders and creditors.

Wellman Hindustan Private Limited ...Applicant Company / Eighth
Transferor Company

Called for Summons for Direction for hearing

Mr. Ashish Parwani i/b Rajani Associates, Advocate for the Applicant
Company

Coram: B.P. Colabawalla, J.

Dated: 22 July, 2016

MINUTES OF THE ORDER

Upon the Application of the Applicant Company abovenamed by a
Company Summons for Direction and UPON HEARING Mr. Ashish
Parwani instructed by Rajani Associates, Advocates for the Applicant
Company, AND UPON READING the Affidavit dated 23rd May, 2016 of
Ms. Priyanka Oka, the Authorised Signatory of the Applicant Company, in
support of the Company Summons for Directions and the Exhibits therein
referred, 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 Essar Concessions India Limited and Essar Infrastructure Services Private Limited and Global Commodities Trading Limited and Golsil Exim Private Limited and Kirti Realities and Farms Private Limited and Paprika Media Private Limited and Shining Star Traders Private Limited and Wellman Hindustan Private Limited with Imperial Consultants and Securities Private Limited and their respective shareholders, is dispensed with in view of the consent given by all the Equity Shareholders of the Applicant Company, which are annexed as Exhibit "V-1" to Exhibit "V-6" to the Affidavit in support of the Company Summons for Direction of the Applicant Company.
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 Essar Concessions India Limited and Essar Infrastructure Services Private Limited and Global Commodities Trading Limited and Golsil Exim Private Limited and Kirti Realities and Farms Private Limited and Paprika Media Private Limited and Shining Star Traders Private Limited and Wellman Hindustan Private Limited with Imperial Consultants and Securities Private Limited and their respective shareholders, is dispensed with in view of the consent given by the Preference Shareholder of the Applicant Company, which is annexed as Exhibit "W-2" to the Affidavit in support of the Company Summons for Direction of the Applicant Company.

3. That the convening and holding the meeting of the Secured 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 Essar Concessions India Limited and Essar Infrastructure Services Private Limited and Global Commodities Trading Limited and Golsil Exim Private Limited and Kirti Realities and Farms Private Limited and Paprika Media Private Limited and Shining Star Traders Private Limited and Wellman Hindustan Private Limited with Imperial Consultants and Securities Private Limited and their respective shareholders, is dispensed with view of the averments made in paragraph 17 of the Affidavit in Support of the Summons for Direction and that the Applicant Company undertakes to give individual notice of the final hearing of the Company Petition by Registered Post Acknowledgement Due to all its Secured Creditors, and also to publish the notice of the hearing of the Company Scheme Petition in each of the mentioned newspapers viz. "Free Press Journal" (English Edition in English language) and "Navshakti" (Marathi Edition in Marathi language). The said undertaking is accepted
4. The convening and holding the meeting of the Debenture Holders 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 Essar Concessions India Limited and Essar Infrastructure Services Private Limited and Global Commodities Trading Limited and Golsil Exim Private Limited and Kirti Realities and Farms Private Limited and Paprika Media Private Limited and Shining Star Traders Private Limited and Wellman

Hindustan Private Limited with Imperial Consultants and Securities Private Limited and their respective shareholders, is dispensed with in view of the consent given by both the Debenture Holders of the Applicant Company, which are annexed as Exhibit "Y-2" to Exhibit "Y-3" to the Affidavit in support of the Company Summons for Direction of the Applicant Company.

5. 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 Essar Concessions India Limited and Essar Infrastructure Services Private Limited and Global Commodities Trading Limited and Golsil Exim Private Limited and Kirti Realities and Farms Private Limited and Paprika Media Private Limited and Shining Star Traders Private Limited and Wellman Hindustan Private Limited with Imperial Consultants and Securities Private Limited and their respective shareholders, is dispensed with in view of the consent given by all the Unsecured Creditors of the Applicant Company, which are annexed as Exhibit "Z-1" to Exhibit "Z-3" to the Affidavit in support of the Company Summons for Direction of the Applicant Company.

(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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