

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO.681 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 Adhikaar Datapro
Systems Private Limited;

And

In the matter of Scheme of
Amalgamation of Adhikaar
Datapro Systems Private Limited
("**ADSPL**" or "***Transferor
Company***") with Smart Chip
Private Limited ("**SCPL**" or
"***Transferee Company***")

And

their respective shareholders and
creditors.

Adhikaar Datapro Systems Private Limited

...Applicant Company / 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: 5 August, 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 28th May, 2016 of Mr. Alok Mukherjee, the Director 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 Adhikaar Datapro Systems Private Limited with Smart Chip Private Limited and their respective shareholders, is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibit "D-1" to Exhibit "D-2" to the Affidavit in support of the Company Summons for Direction of the Applicant Company.
2. That there are no Secured Creditors in the Applicant

Company, as stated in paragraph 9 of the Affidavit in support of Summons for Direction which mentions that the Applicant Company has obtained a certificate dated 17th May, 2016 from Jha Mishra & Company, the Chartered Accountant certifying that the Applicant Company has no Secured Creditors. Hence, the question of convening and holding of 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 Adhikaar Datapro Systems Private Limited with Smart Chip Private Limited and their respective shareholders, is dispensed with in view of the averments made in paragraph 10 of the Affidavit in support of Summons for Direction and that the Applicant Company undertakes to issue an individual notice of hearing for the Company Scheme Petition by Registered Post Acknowledgement Due to all its Unsecured Creditors and also to publish the notice of the hearing of the Company Scheme Petition in two newspapers 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)

C E R T I F I C A T E

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

Uploaded by: Shankar Gawde, Stenographer