

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 569 OF 2016.

In the matter of the Companies Act, 1 of
1956 and other relevant provisions of the
Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of
the Companies Act, 1956 and other
relevant provisions of the Companies Act,
2013;

AND

In the matter of Scheme of Amalgamation of
ASHPIN HOLDINGS PRIVATE LIMITED, the
First Transferor Company and BIZMEDIA
PRIVATE LIMITED, the Second Transferor
Company and PRI HOLDINGS PRIVATE
LIMITED, the Third Transferor Company
with BIMEXMA TECHNOLOGIES (INDIA)
PRIVATE LIMITED, the Transferee
Company.

BIMEXMA TECHNOLOGIES (INDIA)) PRIVATE LIMITED, a company) incorporated under the Companies) Act, 1956 having its registered office) at 1208, Regent Chambers, 208) Nariman Point, Mumbai- 400 021.)	)	...Applicant Company.
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Called Summons for Direction for hearing

Mr. Rajesh Shah i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: B. P. Colabawalla J.

Date : 8th July, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mr. Rajesh Shah instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 14th day of June, 2016 of Mr. Vinay Kantilal Mehta, Director of the Applicant Company, in support of the Summons for Direction and the Exhibit therein 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 Scheme of Amalgamation of ASHPIN HOLDINGS PRIVATE LIMITED, the First Transferor Company and BIZMEDIA PRIVATE LIMITED, the Second Transferor Company and PRI HOLDINGS PRIVATE LIMITED, the Third Transferor Company with BIMEXMA TECHNOLOGIES (INDIA) PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company,

which are annexed as **Exhibit 'K-1' and 'K-2'** to the Affidavit in support of Summons for Direction.

2. That the question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 27 of the Affidavit in support of Summons for Direction.
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 ASHPIN HOLDINGS PRIVATE LIMITED, the First Transferor Company and BIZMEDIA PRIVATE LIMITED, the Second Transferor Company and PRI HOLDINGS PRIVATE LIMITED, the Third Transferor Company with BIMEXMA TECHNOLOGIES (INDIA) PRIVATE LIMITED, the Transferee Company is dispensed with in view of the consent given by all the five Unsecured Creditors of the Applicant Company, which are annexed as **Exhibit 'L-1' to 'L-5'** to the Affidavit in support of Summons for Direction.
4. That the Applicant Company having passed the Special Resolution at the Extra Ordinary General Meeting of the Members of the Applicant Company held on 11th day of April, 2016 which is annexed as Exhibit. 'O' to the Application and

in view of averment made in paragraph 30 of the affidavit in Support of Company Summons for Direction, inter alia stating that the reduction of the share capital and utilization of the Reserve Account of the Applicant Company does not involve either diminution of liabilities in respect of share capital or payment to any shareholders of any paid up share capital and accordingly the interests of the creditors of the Applicant Company are not affected by such reduction, the procedure prescribed under section 101 (2) of the Companies Act, 1956 is dispensed with

(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.