IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO 629 OF 2016

In the matter of the Companies Act, 1956;

And

In the matter of Section 391 & 394 of Companies Act, 1956;

And

In the matter of Scheme of Amalgamation of Swadhaar Information and Management Services Private Limited ('Transferor Company' or 'SIMS') with Swadhaar FinServe Private Limited ('Transferee Company' or 'SFPL') and their respective shareholders

SWADHAAR INFORMATION AND MANAGEMENT SERVICES PRIVATE LIMITED, a company incorporated under the provisions of Companies Act, 1956, having its Registered office at Flat No. 603, 6th Floor, 517, Shree Prasad House, 35th Road, TPS III, Bandra (West), Mumbai- 400 050	)……Applicant Company

Called Summons for Directions for hearing

Mr. Hemant Sethi along with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., Advocates for the Applicant

CORAM: B. P. Colabawalla, J.

DATE: 22nd July, 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 27th day of June, 2016 of Mr. Anshu Mohta, Authorised Signatory of the Applicant Company, in support of Summons for Directions and Exhibits referred therein, IT IS ORDERED:

1. That convening and holding of the meeting of the Equity Shareholders of the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed arrangement embodied in the Scheme of Amalgamation of Swadhaar Information and Management Services Private Limited with Swadhaar FinServe 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 **Exhibits "H1" and "H2"** to the affidavit in support of the Company Summons for Directions.

2. There are no Secured Creditors in the Applicant Company, as stated in paragraph 15 of the Affidavit in support of the Company Summons for Directions. Hence the question of convening and holding the meeting of Secured Creditors does not arise.

3. That convening and holding of the meeting of the Unsecured Creditors of the Applicant Company, to consider and, if thought fit, approve, with or without modification(s), the proposed arrangement embodied in the Scheme

of Amalgamation of Swadhaar Information and Management Services Private Limited with Swadhaar FinServe Private Limited and their respective shareholders is dispensed with in view of the averment made in paragraph (16) of the affidavit in support of the Company Summons for Directions interalia 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. In terms of the proposed Scheme, the Transferee Company will take over all the assets and liabilities of the Applicant Company. As far as the rights of Unsecured Creditors of the Applicant Company are concerned, they will not be affected adversely with the proposed Scheme as, post Amalgamation, the Transferee Company will take over the assets and liabilities of the Applicant Company and that the Applicant Company undertakes to serve individual notice of the hearing of the Petition by Registered Post A.D. to all its Unsecured Creditors as directed by the Hon'ble High Court and also to publish the notices of the same in 'Free Press Journal', in English language and transalation thereof in 'Navshakti', in Marathi language, both circulated in Mumbai, Maharashtra. The said undertaking is accepted.

4. The Applicant Company is wholly owned subsidiary of the Transferee Company and there is no re-organization of share capital of the Transferee Company and no new shares are being issued by the

Transferee Company as all shares will be cancelled pursuant to Clause 6 of the Scheme and rights of creditors of Transferee Company are not affected as mention in paragraphs 17 to 19 of the Affidavit in support of Company Summons for Direction and also in view of observations made by this court in Mahaamba Investment Ltd verses IDI Limited (2001) 105 Co cases page 16 to 18, the filing of separate Company Summons for Direction and Company Scheme Petition under Section 391 and 394 of the Companies Act, 1956 by Swadhaar FinServe Private Limited, the Transferee Company is dispensed with.

(B. P. Colabawalla, J.)

CERTIFICATE

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

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