

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 778 OF 2016.

In the matter of the Companies Act (1 of 1956);

AND

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

AND

In the matter of Scheme of Amalgamation
BETWEEN

IIFL Properties Private Limited (Formerly known as 'Ultra Sign and Display Private Limited') ('IPPL' or 'the Transferor Company')

WITH

IIFL Facilities Services Limited (Formerly known as 'IIFL Realty Limited') ('IFSL' or 'the Transferee Company')

AND

their respective Shareholders

IIFL PROPERTIES PRIVATE)
LIMITED (FORMERLY KNOWN AS)
'ULTRA SIGN AND DISPLAY PRIVATE)
LIMITED'), a company incorporated under)
the Companies Act, 1956 and having its)
registered office at IIFL Center, 8th floor,)
Kamala City, SB Marg, Lower)
Parel, Mumbai-400013)Applicant Company

Called :Summons for Direction

Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant

Coram: A. K. Menon, J.

Date: 29th September, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Directions **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 26th day of August, 2016 of Mr. Sreepal Jain, Authorised Signatory of the Applicant Company, in support of Summons for Directions and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. The convening and holding of 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 between IIFL Properties Private Limited (Formerly known as 'Ultra Sign and Display Private Limited') ('the Transferor Company') with IIFL Facilities Services Limited (Formerly known as 'IIFL Realty Limited') ('the Transferee Company') and their respective shareholders is dispensed with in view of the consent given by the both Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'D1'** and **Exhibit 'D2'** to the affidavit in support of the Summons for Direction.
2. There are no Secured Creditors in the Applicant Company, as mentioned in paragraph **11** of the affidavit in support of the Summons for Direction. Hence the question of convening and holding of the meeting of the Secured Creditors does not arise.
3. The convening and holding of 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 between IIFL Properties Private Limited (Formerly known as ‘Ultra Sign and Display Private Limited’) (‘the Transferor Company’) with IIFL Facilities Services Limited (Formerly known as ‘IIFL Realty Limited’) (‘the Transferee Company’) and their respective shareholders is dispensed with in view of the averment made in paragraph **12** of the affidavit in support of the Summons for Directions and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D. upon all its Unsecured Creditors and also to publish the same in one issue each of ‘**Free Press Journal**’, in English language and translation thereof in ‘**Nav Shakti**’ 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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