IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 863 OF 2016

In the matter of the Companies Act, 1956 or any re-enactment thereof;

And

In the matter of Application under Sections 391 to 394, of the Companies Act, 1956 or any re-enactment thereof;

And

In the matter of Rabo India Finance Limited [CIN: U65929MH1998PLC282168], a company, incorporated under the Companies Act, 1956, having its registered office at 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra, 400 013;

And

In the matter of the Scheme of Amalgamation of Rabo India Finance Limited with Rabo India Securities Private Limited with their respective shareholders and creditors.

Rabo India Finance Limited [CIN: U65929MH1998PLC282168], a company, incorporated under the Companies Act, 1956, having its registered office at – 20/F, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra, 400 013	)	…Applicant Company

Called Summons for Direction

Mr. Tapan Deshpande, Advocate i/b. Cyril Amarchand Mangaldas, Advocates for Applicant Company.

Coram: A.K. Menon, J

Date: 27th October, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by the Company Summons for Direction AND UPON HEARING Mr. Tapan Deshpande, Advocate, of Cyril Amarchand Mangaldas, Advocates for the Applicant Company, AND UPON READING the Affidavit dated 6th day of September, 2016 of Mr. Abhirup Mukherjee, the Director – Special Asset Management of the Applicant Company, in support of the Company Summons for Direction along with the Exhibits 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 modifications, the proposed Scheme of Amalgamation of Rabo India Finance Limited ("Applicant Company" or "Transferor Company) with Rabo India Securities Private Limited (the "Transferee Company") with their respective shareholders and creditors, is dispensed with, in view of the letters of consent given by all the seven equity shareholders of the Applicant Company, which are annexed as Exhibits "E-1" to "E-7" to the Affidavit in support of the Company Summons for Direction.

(2) There are no secured creditors of the Applicant Company as stated in paragraph 21 of the Affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding the meeting of secured creditors of the Applicant Company, to seek their approval to the Scheme does not arise.

(3) There are no unsecured creditors of the Applicant Company as stated in paragraph 22 of the Affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding the meeting of unsecured creditors of the Applicant Company, to seek their approval to the Scheme does not arise.

(A.K. Menon, J.)

CERTIFICATE

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

Uploaded by: S. Gawde
Stenographer