

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 953 OF 2016

In the matter of the Companies Act, 1956 (1
of 1956) (or re-enactment thereof upon
effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 (or any corresponding
provision of Companies Act, 2013 as may be
notified);

AND

In the matter of Scheme of Amalgamation of
Reach Data Services India Private Limited
("RDSIPL") with Reach Network India Private
Limited ("RNIPL") and their respective
shareholders and creditors

Reach Network India Private Limited,)
a company incorporated under the)
Companies Act, 1956 having its)
Registered Office at Times Square,)
Unit - 4, B-Wing, 3rd Floor, Andheri)
Kurla Road, Andheri (East), Mumbai –)
400 059.)...Applicant Company

Called Summons for Direction

Ms. Shruti Kelji a/w. Ms. Sunila Chavan and Mr. A. S. Lambhate,
Advocates for the Applicant

Coram: S. C. Gupte, J.

Date: 9th December, 2016

MINUTES OF ORDER

UPON the Application of the Applicant Company abovenamed by a Company Summons for Direction AND UPON HEARING Ms. Shruti Kelji, Advocate for the Applicant Company, AND UPON READING the Affidavit dated 10th October, 2016 of Mr. Jigesh Shah, Authorised Signatory of the Applicant Company in support of the Company Summons for direction and the Exhibits therein referred to, IT IS ORDERED THAT:

1. 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 Reach Data Services India Private Limited ("RDSIPL") with Reach Network India Private Limited ("RNIPL") and their respective shareholders and creditors, is dispensed with in view of the consent given by both Equity Shareholders of the Applicant Company, which are annexed as Exhibits 'G1' and 'G2' to the Affidavit in support of the Company Summons for Direction.
2. The question of convening and holding of the meeting of the Secured Creditors of the Applicant Company does not arise, since there are no Secured Creditors in the Applicant Company as stated in Paragraph 13 of the Affidavit in support of the Company 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 Reach Data Services India Private Limited ("RDSIPL") with Reach Network India Private Limited

("RNIPL") and their respective shareholders and creditors, is dispensed with in view of the averments made in paragraph 14 of the Affidavit in support of the Company Summons for Direction, inter-alia stating that the Unsecured Creditors of the Applicant Company are not in any manner affected by the Scheme nor is there any compromise or arrangement envisaged in the Scheme with the Unsecured Creditors of the Applicant Company and that the Applicant Company undertakes to issue individual notice of date of hearing of Petition by Registered Post A.D. to all its Unsecured Creditors and also undertakes to publish the same in two local 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.

4. The Learned Advocate for the Applicant Company states that Clause 18 of the Scheme gives power to the Board of Directors of the Applicant Company to modify and amend any part of the Scheme. Further, the Advocate for the Applicant Company undertakes and clarifies that such power vested under Clause 18 of the Scheme will be subject to approval of the Hon'ble High Court of Judicature at Bombay. The said undertaking is accepted.

(S.C. Gupte, 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.

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