

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 1021 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 Arrangement between
Wadhwa Group Holdings Private Limited and
Epitome Residency Private Limited

Wadhwa Group Holdings Private Limited, a)
company incorporated under the Companies)
Act, 1956 having its Registered Office at)
301, Platina, 3rd Floor, Plot C-59, G Block ,)
Bandra Kurla Complex, Bandra (East),) ...Applicant Company.
Mumbai-400051.

Called Summons for Direction:

Mrs. Alpana Ghone, Mr. Rajesh Shah with Mr. Ahmed M Chunawala i/b M/s. Rajesh Shah & Co., Advocate for the Applicant

Coram: S. C. Gupte, J.

Date: 9th December, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Mrs. Alpana Ghone instructed by M/s. Rajesh Shah & Co., Advocate for the Applicant Company, AND UPON READING the Affidavit dated 25th day of October, 2016 and Further Affidavit dated 28th day of November, 2016 of Mr. Paresh Verma, Authorised Signatory 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 Class A 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 Arrangement of Wadhwa Group Holdings Private Limited, the Transferor Company and Epitome Residency Private Limited, the Transferee Company is dispensed with in view of the consent given by all the Five Class A Equity Shareholders of the Applicant Company, which are annexed as **Exhibits 'C-1' to 'C-5'** to the Affidavit in support of Summons for Direction.
2. The convening and holding the meeting of the Class B 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 Arrangement of Wadhwa Group Holdings Private Limited, the Transferor Company and Epitome Residency Private Limited,

the Transferee Company is dispensed with in view of the consent given by the sole Class B Equity Shareholder of the Applicant Company, which is annexed as **Exhibit 'D-1'** to the Affidavit in support of Summons for Direction.

3. The convening and holding the meeting of the Preference Shareholders of the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s) the proposed Scheme of Arrangement of Wadhwa Group Holdings Private Limited, the Transferor Company and Epitome Residency Private Limited, the Transferee Company is dispensed with in view of the consent given by both the Preference Shareholders of the Applicant Company, which are annexed as **Exhibits 'E-1' and 'E-2'** to the Affidavit in support of Summons for Direction.

4. The convening and holding of the meeting of the Secured Creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement of Wadhwa Group Holdings Private Limited, the Transferor Company and Epitome Residency Private Limited, the Transferee Company is dispensed with in view of the averment made in paragraph 19 of the affidavit in support of the Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D. to all such Secured Creditors and undertakes to publish the same in one issue each of a daily newspaper viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language having circulation in Mumbai. The undertaking is accepted.

5. 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 Arrangement of Wadhwa Group Holdings Private Limited, the Transferor Company and Epitome Residency Private Limited, the Transferee Company is dispensed with in view of the averment made in paragraph 20 of the affidavit in support of the Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D. to all such Unsecured Creditors having outstanding amount of Rs. 25,00,000/- & above and undertakes to publish the same in one issue each of a daily newspaper viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language having circulation in Mumbai. The undertaking is accepted.

6. The convening and holding of meeting of the buyers of real estate premises from whom amounts received under sale contract are classified as a liability of the Applicant Company, for the purpose and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement of Wadhwa Group Holdings Private Limited, the Transferor Company and Epitome Residency Private Limited, the Transferee Company is dispensed with in view of the averment made in paragraph 4 of the Further Affidavit in support of the Company Summons for Direction. Issuance of individual notice of hearing of the petition to such parties/buyers is dispensed with. The Applicant Company undertakes to publish the notice of hearing of the petition in one each of a daily newspaper viz. "Free Press Journal", in English language and translation

thereof in “Navshakti”, in Marathi language having circulation in Mumbai. The undertaking is accepted.

(S. C. Gupte, J.)

CERTIFICATE

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

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