

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 992 OF 2016

In the matter of the Companies Act,
1956 (1 of 1956) (or any re-enactment
thereof upon effectiveness of
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 Gammon India Limited ('the
Transferor Company') AND Gammon
Engineers and Contractors Private Limited
('the Transferee Company')

AND Their Respective Shareholders and
Creditors

GAMMON ENGINEERS AND)
CONTRACTORS PRIVATE LIMITED,)
(CIN : U45100MH2014PTC260191) a)
company incorporated under the)
Companies Act, 1956 and having its)
registered address at Gammon House,)
Veer Savarkar Marg, Prabhadevi,)
Mumbai 400 025)Applicant Company

Called Summons for Directions

Mr. Hemant Sethi i/b. M/s Hemant Sethi & Co., Advocates for the Applicant

Coram: S C Gupte, J

Date: 2nd December 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Directions **AND UPON HEARING** Mr. Hemant Sethi instructed by M/s Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 16th day of November, 2016 of Ms. Nishad Datar, Company Secretary of the Applicant Company, in support of Company Summons for Direction and 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 Arrangement between Gammon India Limited and Gammon Engineers and Contractors Private Limited and their respective Shareholders and Creditors is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit 'H1'** to **'H2'** to the affidavit in support of the Company Summons for Direction.
- 2) As mentioned in paragraph 12 of the affidavit in support of the Company Summons for Directions, there are no secured creditors in

the Applicant Company. Hence the question of convening and holding of meetings does not arise.

- 3) The convening and holding the meeting of the Unsecured Creditor of the Applicant for the purpose of considering and if thought fit, approving with or without modifications, the proposed Scheme of Arrangement between Gammon India Limited and Gammon Engineers and Contractors Private Limited and their respective Shareholders and Creditors is dispensed with in view of the averment made in paragraph 13 of the affidavit in support of the Company Summons for Direction, inter alia stating that the Unsecured Creditor will be paid off in the ordinary course of business by the Applicant Company and that the Applicant Company undertakes to issue individual notice of hearing of the Petition by R.P.A.D to its sole Unsecured Creditor and the Applicant Company also undertakes to publish the notice of hearing of the Petition in two local newspapers i.e. Free Press Journal in English language and translation thereof in Navshakti, in Marathi language having circulation in Mumbai.

(S C Gupte, J)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order. Uploaded by: Shankar Gawde, Stenographer.