

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 219 OF 2016

In the matter of Companies Act, 1956
(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 of Suvi Info
Management (Indore) Private Limited
CIN#U72200MH2006PTC181004)
("the Transferor Company")

with

Jagran Prakashan Limited
(CIN#L22219UP1975PLC004147)
("the Transferee Company") and their
respective shareholders and creditors.

SUVI INFO MANAGEMENT
(INDORE) PRIVATE LIMITED, a
company incorporated under the
provisions of Companies Act, 1956 and
having its registered office at Flat No. 9,
B Wing, Sushila Sadan, Opp. Shoppers
Stop, Linking Road, Bandra West,
Mumbai – 400050, Maharashtra, India

..... Applicant Company

Called for Summons for Direction

Anil Fernandes & Associates, Advocates for the Applicant.

Coram: B. P. Colabawalla, J.

Date: 16th April, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Adv. Anil Fernandes, i/b Anil Fernandes & Associates, Advocates for the Applicant Company, AND UPON READING the Affidavit dated 18th November, 2015 of Mr. Sameer Gupta, Director of the Applicant Company, in support of Summons for Direction and the exhibits therein referred to, **IT IS ORDERED THAT:**

1. THAT the convening and holding of the meeting of the Equity Shareholders of Suvi Info Management (Indore) Private Limited, the Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation of Suvi Info Management (Indore) Private Limited with Jagran Prakashan Limited and their respective shareholders is dispensed with, in view of the consents given by the Equity Shareholders being the 100% holding company as per their letters of consent annexed and marked as **EXHIBIT- 'K'** to **'Q'** to the Affidavit dated 18th November, 2015 of Mr. Sameer Gupta, Director of the Applicant Company in support of the Company Summons for Directions.

2. THAT convening and holding of the meeting of the Unsecured Creditors of the Applicant Company (other than OCD Holder), for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation of Suvi Info Management (Indore) Private Limited with Jagran Prakashan Limited and their respective shareholders and creditors is dispensed with in view of averments made in paragraph 18 of Affidavit dated 18th November, 2015 of Mr. Sameer Gupta, Director of the Applicant Company in support of Summons for Directions;
3. THAT there are no Secured Creditors in the Applicant Company, as stated in paragraph 19 of the Affidavit in support of Company Summons of Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.
4. THAT convening and holding of the meeting of the Optionally Convertible Debenture Holder of Suvi Info Management (Indore) Private Limited, the Applicant Company, for the purpose of considering, and if thought fit, approving with or without modification(s) the proposed Scheme of Amalgamation of Suvi Info Management (Indore) Private Limited with Jagran Prakashan Limited and their respective shareholders is dispensed with, in view of the consents given by the Optionally Convertible Debenture Holder, being the 100% holding company as per their Original letters of consent

annexed and marked as **EXHIBIT** – “**S**” to the Affidavit dated 18th November, 2015 of Mr. Sameer Gupta, Director of the Applicant Company in support of the Company Summons for Directions.

5. THAT there are no Unsecured Creditors in the Applicant Company, as stated in paragraph 19 of the Affidavit in support of Company Summons of Direction, and in view of prayer in clause a, b, c & d of the Summons for Directions, issue of individual notices to the members and creditors and publication of notices convening the meeting in the newspapers and also in the Maharashtra Government Gazette is dispensed with.

(B. P. Colabawalla, J.)

CERTIFICATE

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

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