

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 3 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 Amalgamation
OF

Datamatics Software Services Limited
("the Transferor Company 1")

AND

Datamatics Vista Info Systems Limited
("the Transferor Company 2")

WITH

Datamatics Global Services Limited ("the
Transferee Company")

AND

their respective Shareholders

Datamatics Software Services)
Limited, a company incorporated)
under the provisions of Companies)
Act, 1956 having its Registered)
Office at Knowledge Centre,)
Floor, Plot No. 57, Street No.17,)
MIDC, Marol, Andheri (East),)
Mumbai - 400093.)

.....Applicant Company

Called Summons for Direction for hearing

Mr. Rajesh Shah i/b. Rajesh Shah & Co., Advocates for the Applicant

Coram: K. R. Shriram, J

Date: 8th January, 2016

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 30th day of November, 2015 of Mr. Bhupesh Atkari, Authorised Signatory 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 Amalgamation of Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited and their respective Shareholders is dispensed with in view of the consent given by all the seven Equity Shareholders of the Applicant Company, which are annexed as **Exhibit ‘D1’ to ‘D7’** to the affidavit in support of the Company Summons for Direction.
2. The convening and holding the meeting of its Preference Shareholder of the Applicant Company for the purpose of considering and if thought fit, approving with or without modifications, the proposed Scheme of Amalgamation of Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited and their respective Shareholders is dispensed with in view of the consent

given by its sole Preference Shareholder of the Applicant Company, which is annexed as **Exhibit 'F'** to the affidavit in support of the Company Summons for Direction.

3. There are no Secured Creditors in the Applicant Company as mentioned in paragraph 14 of the affidavit in support of the Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.
4. 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 modifications, the proposed Scheme of Amalgamation of Datamatics Software Services Limited and Datamatics Vista Info Systems Limited with Datamatics Global Services Limited and their respective Shareholders is dispensed with in view of the averment made in paragraph 15 of the affidavit in support of Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of hearing of petition by R.P.A.D to all its Unsecured Creditors and also undertakes to publish the same in two local newspapers i.e. Free Press Journal, in English language and translation thereof in Navshakti, in Marathi language having circulation in Mumbai. The said undertaking is accepted.
5. That in view of the averments made in paragraphs (16) to (19) of the affidavit in support of the Summons for Direction, interalia stating that the Applicant Company is a direct wholly owned subsidiary of the Transferee Company and the entire share capital of the Transferor Company is held by the Transferee Company and no new shares are required to be issued to the members of the Applicant Company and in view of the judgement of this Court in Mahaamba Investment Limited Vs IDI Limited (2001) Company Cases 105 filing of a separate Company

Summons for Direction and Company Scheme Petition in relation to the said Scheme by Datamatics Global Services Limited, the Transferee Company is dispensed with.

(K. R. Shriram, J)

CERTIFICATE

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

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