

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 23 OF 2016

In the matter of the Companies Act, 1956;

And

In the matter of Sections 391 to 394 and other
applicable provisions of the Companies Act, 1956
and the Companies Act, 2013;

And

In the matter of the Composite Scheme of
Amalgamation under sections 391 to 394 of the
Companies Act and other applicable provisions of
the Companies Act, 1956 and the Companies Act,
2013, of Blue Star Infotech Limited and Blue Star
Infotech Business Intelligence and Analytics
Private Limited with Blue Star Limited and their
respective shareholders and creditors

Blue Star Infotech Business Intelligence)

and Analytics Private Limited)

U72200MH2006PTC270821)

a company incorporated under the)

Companies Act, 1956 and having its)

registered office at 8th Floor,)

The Great Oasis, Plot No. D-13,)

MIDC, Andheri (East) Mumbai 400093,)

Maharashtra)

... Applicant Company

Called for Summons for Direction

Mr. Peshwan Jehangir, Mr Ayush Agarwala & Ms Akriti Sarkar i/b Khaitan & Co,
Advocates for the Applicant Company.

Mentioned. Not on board, taken on board and called out at 3 pm.

Coram: K. R. Shriram, J.

Dated: 22nd January, 2016

MINUTES OF ORDER

Upon the application of the Applicant Company abovenamed by a Summons for Direction AND UPON HEARING Mr. Peshwan Jehangir instructed by Khaitan & Co, Advocates for the Applicant Company AND UPON READING the Affidavit dated 9th December 2015 of Mr Aloke Ghosh, Director of the Applicant Company, in support of the Summons for Direction along with 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 Composite Scheme of Amalgamation under sections 391 to 394 of the Companies Act and other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, of Blue Star Infotech Limited and Blue Star Infotech Business Intelligence and Analytics Private Limited with Blue Star Limited and their respective shareholders and creditors ("Scheme"), is dispensed with in view of consents received from both its equity shareholders which are annexed and marked as Exhibits "F1" and "F2" to the Affidavit in support of the Summons for Directions.

2. That the question of convening and holding a meeting of the Preference Shareholders of the Applicant Company does not arise as there are no Preference Shareholders of the Applicant Company as stated in paragraph 26 of the Affidavit in Support of the Company Summons for Direction.
3. That the question of convening and holding a meeting of the Secured Creditors of the Applicant Company does not arise as there are no Secured Creditors of the Applicant Company as stated in paragraph 27 of the Affidavit in Support of the Company Summons for Direction.
4. That convening and holding of 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 is dispensed with, in view of consents received from all four unsecured creditors which are annexed and marked as Exhibits “H1” and “H4” to the Affidavit in support of the Summons for Directions.

(K.R. Shriram, 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.

Uploaded by: Shankar Gawde, Stenographer