

IN THE HIGH COURT OF JUDICATURE AT BOMBAY  
ORDINARY ORIGINAL CIVIL JURISDICTION  
COMPANY SUMMONS FOR DIRECTION NO. 306 OF 2010.

In the matter of Section 391 & 394 of the Companies  
act, 1956 ;

And

In the matter of Scheme of Amalgamation of Tiara  
Trading and Investment Private Limited and  
Kamdhenu Technologies Private Limited and  
Alibaugh Agro Engineers Private Limited and  
Gleam Trading and Investment Private Limited and  
Citron Finlease Private Limited and Sapphire  
Advisors Private Limited with Santosh Trading and  
Investments Private Limited and their Respective  
Shareholders

TIARA TRADING AND INVESTMENT )  
PRIVATE LIMITED, a company incorporated )  
under the Companies Act, 1956 having its )  
registered office at Unit No. 3-5, Neeru Silk ) ... Applicant Company.  
Mills, Mathurdas Mills Compound, 126 N M  
Joshi Marg, Lower Parel (West), Mumbai –  
400 013.

Called for Summons for Directions

Coram: S.J. KATHAWALLA J

Date : 30<sup>th</sup> April 2010

Mr. Hemant Sethi i/b. Hemant Sethi & Co., for Applicant

MINUTES OF ORDER

UPON the application of the Applicant Company abovenamed by a Company Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 26<sup>th</sup> day of April 2010 of Mr. Jayshankar Menon, Authorised Signatory of the Applicant Company, in support of Company Summons for Directions, IT IS ORDERED:

1. That convening and holding the meeting of the Equity Shareholders of Tiara Trading and Investment Private Limited, the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the proposed Scheme of Amalgamation of Tiara Trading and Investment Private Limited, the Applicant Company and Kamdhenu technologies Private Limited and Alibaugh Agro Engineers Private Limited and Gleam Trading and Investment Private Limited and Citron Finlease Private Limited and Sapphire Advisors Private Limited with Santosh Trading and Investments Private Limited, the Transferee Company and their Respective Shareholders is dispensed with in view of the consents given by all the Equity Shareholders of the Applicant Company, which are annexed as Exhibits C1 to C7 to the affidavit in support of Company Summons for Directions.
2. There are no Secured Creditors in the Applicant Company as mentioned in paragraph forty three of the affidavit in support of the Summons for Directions, hence, the question of convening and holding of the meeting of Secured Creditors does not arise.
3. That convening and holding the meeting of the Unsecured Creditors of Tiara Trading and Investment Private Limited, the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the proposed Scheme of Amalgamation of Tiara Trading and Investment Private Limited, the Applicant Company and Kamdhenu technologies Private Limited and Alibaugh Agro Engineers Private Limited and Gleam Trading and

Investment Private Limited and Citron Finlease Private Limited and Sapphire Advisors Private Limited with Santosh Trading and Investments Private Limited and their Respective Shareholders is dispensed with in view of consent given by all the Unsecured Creditors of the Applicant Company which are annexed as Exhibit-D to the affidavit in support of Company Summons for Directions.

(S.J. KATHAWALLA J)