



IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 175 OF 2013

In the matter of the 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

NV Projects Private Limited

INTO

NV Realty Private Limited

AND

their Respective Shareholders

}

NV Projects Private Limited, a

Company

}

incorporated under the provisions of the

}

Companies Act, 1956 and having its

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Registered office at The Great Oasis,

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Plot No. D-13, Street No. 21, MIDC,

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Marol, Andheri (East), Mumbai - 400093

}

}...Applicant Company

Called for Summons for Direction

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

Coram: N.M. Jamdar, J.

Date: 15<sup>th</sup> February, 2013

**MINUTES OF ORDER**

**UPON** the application of the Applicant Company above named by a  
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 24<sup>th</sup> day of January, 2013 of Mr. Bharat Joshi,

Authorised Signatory of the Applicant Company, in support of Summons for Directions and the Exhibits referred to therein **IT IS ORDERED:**

1. That convening and holding of 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 Scheme of Amalgamation of NV Projects Private Limited into NV Realty Private Limited and their Respective Shareholders, is dispensed with in view of the consents given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibit "C-1"** and **"C-2"** to the Affidavit in support of the Summons for Directions.
2. That convening and holding of the meeting of the Preference Shareholders of the Applicant Company, for the purpose of considering and, if thought fit, approving with or without modifications, the Scheme of Amalgamation of NV Projects Private Limited into NV Realty Private Limited and their Respective Shareholders, is dispensed with in view of the consent given by the sole Preference Shareholder of the Applicant Company, which is annexed as **Exhibit "D"** to the Affidavit in support of the Summons for Directions.
3. That convening and holding of the meeting of the Secured Creditors of the Applicant Company for the purpose of considering and, if thought fit, approving with or without modifications, the Scheme of Amalgamation of NV Projects Private Limited into NV Realty Private Limited and their Respective Shareholders, is dispensed with in view of the averments made in paragraph 12 of the Affidavit in support of the Summons for Directions. The Applicant Company undertakes to serve individual notice of hearing of the Petition by R.P.A.D upon all its Unsecured Creditors and also to publish the same in two local newspapers i.e. Free Press Journal, in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

4. That convening and holding of 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 Scheme of Amalgamation of NV Projects Private Limited into NV Realty Private Limited and their Respective Shareholders, is dispensed with in view of the averments made in paragraph 13 of the Affidavit in support of the Summons for Directions. The Applicant Company undertakes to serve individual notice of hearing of the Petition by R.P.A.D upon all its Unsecured Creditors and also to publish the same in two local newspapers i.e. Free Press Journal, in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai. The said undertaking is accepted.

(N.M. Jamdar, J)