

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 457 OF 2015

In the matter of the Companies Act,
1956 (or re-enactment thereof upon
effectiveness of the Companies Act,
2013);

AND

In the matter of Sections 391 to 394
of the Companies Act, 1956 (or any
corresponding provisions of the
Companies Act, 2013 as may be
notified);

AND

In the matter of the Scheme of
Amalgamation of Fun Multiplex
Private Limited, (Transferor
Company) with Cinepolis India
Private Limited, (Transferee
Company)

Fun Multiplex Private Limited, a	}
Company incorporated under the provisions	}
of the Companies Act,1956 having its registered	}
office at Plot No. 844/4, Shah Industrial Estate,	}
Off New Link Road, Andheri (West) Mumbai - 400053	}...Applicant

Called Summons for Directions for hearing

Mr. Hemant Sethi with Mr. Ajit Singh Tawar i/b. Hemant Sethi & Co., for Applicant

Coram: S. C. Gupte, J.

Date: 12th June 2015

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Directions AND UPON HEARING Mr. Hemant Sethi instructed by M/S Hemant Sethi & Co., Advocates for the Applicant, AND UPON READING the Affidavit dated 26th day of March, 2015 of Mr. Rodrigo Eugenio Perez Morales, Director of the Applicant, in support of Summons for Directions and the Exhibits therein referred to, IT IS ORDERED THAT:

1. The convening and holding the meeting of the Equity Shareholders of the Applicant for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Fun Multiplex Private Limited, (Transferor Company) with Cinopolis India Private Limited, (Transferee Company), is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant, which are annexed as

Exhibits **“G-1” and “G-2”** to the Affidavit in support of the Summons for Directions.

2. The question of convening and holding the meeting of the Secured Creditors of the Applicant does not arise since there are no Secured Creditors in the Applicant as stated in paragraph 18 of the Affidavit in Support of the Company Summons for Direction.
3. That convening and holding the meeting of the Unsecured Creditors of the Applicant for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Fun Multiplex Private Limited, (Transferor Company) with Cinepolis India Private Limited, (Transferee Company), is dispensed with in view of averments made in paragraph 19 of the Affidavit in support of the Summons for Directions inter-alia stating that the present scheme is an arrangement between the Applicant and its shareholders as contemplated under section 391(1)(b) and not in accordance with provisions of section 391(1)(a) as there is no compromise or arrangement with creditors as no sacrifice is called for, in terms of the proposed scheme, the Transferee Company will takeover all the assets and liabilities of the

Applicant and that the Applicant undertakes to issue individual notice of the date of hearing of the Company Scheme Petition to all its Unsecured Creditors and also publish notices in 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

(S. C. Gupte, J.)