

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO.775 OF 2015

IN THE MATTER OF COMPANIES ACT,
1956

AND

IN THE MATTER OF SECTIONS 78,100 &
101, 391 AND 394 OF THE COMPANIES
ACT, 1956

AND

IN THE MATTER OF SCHEME OF
ARRANGEMENT BETWEEN INDUSIND
MEDIA & COMMUNICATIONS LIMITED
AND PLANET E- SHOP HOLDINGS
INDIA LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS AND
CREDITORS .

PLANET E-SHOP HOLDINGS INDIA)

LIMITED, a Company incorporated under the)

Companies Act, 1956 having its Registered Office)

at IN Centre, Plot No. 49 & 50, 12th Road, MIDC),

Andheri East,Mumbai-400093,Maharashtra)...APPLICANT COMPANY

Called Company Summons For Direction For Hearing

Mrs. Anita Castelino i/b Pandya & Co., Advocate for Applicant

CORAM :S.C.GUPTE J.

DATE : 1st OCTOBER, 2015

MINUTES OF ORDER

Upon the Application of the Applicant Company abovenamed, by Summons for Directions AND UPON HEARING Advocate for Applicant Company AND UPON READING the Affidavit dated 27th August, 2015 of Ms. Swati Talgaonkar, Company Secretary of the Applicant Company in support of the Summons for Direction and Exhibits therein referred to, IT IS ORDERED:

1. That 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 modification(s), the proposed Scheme of Arrangement of INDUSIND MEDIA & COMMUNICATIONS LIMITED and PLANET E-SHOP HOLDINGS INDIA LIMITED and their respective shareholders and creditors is dispensed with in view of the consents given by all the Eight Equity Shareholders of the Applicant Company , set out in paragraph No. 21 therein which are annexed as Exhibits “I-1 to I- 8” to the affidavit in support of the Summons For Direction.

2. That convening and holding the meeting of the Preference Shareholders of the Applicant company for the purpose of considering and if thought fit

approving , with or without modification(s), the proposed Scheme of Arrangement of INDUSIND MEDIA & COMMUNICATIONS LIMITED and PLANET E-SHOP HOLDINGS INDIA LIMITED and their respective shareholders and creditors is dispensed with in view of the consent given by the sole Preference Shareholder of the Applicant Company , set out in paragraph No. 22 therein which is annexed as Exhibits “K” to the affidavit in support of the Summons For Direction.

3. That the question of convening and holding the meeting of Secured Creditors does not arise as there are no Secured Creditors of the Applicant Company as mentioned in Paragraph No. 23 of the Affidavit in Support of Summons For Direction.

4. That the question of convening and holding the meeting of Unsecured and Sundry Creditors of the Applicant company for the purpose of considering and if thought fit approving , with or without modification(s), the proposed scheme Arrangement of INDUSIND MEDIA & COMMUNICATIONS LIMITED and PLANET E-SHOP HOLDINGS INDIA LIMITED and their respective shareholders and creditors is dispensed with in view of the consents given by all the Unsecured and sundry Creditors of the Applicant Company , set out in paragraph No. 24 therein which is annexed as Exhibits “M-1” to “M-2” to the affidavit in support of the Summons For Direction.

(S.C.GUPTE .J)