

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 529 OF 2016

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

And

In the matter of the Composite Scheme of
Amalgamation and Arrangement amongst
The Walt Disney Company (India) Pvt Ltd; Indiagames
Ltd. and UTV Software Communications Ltd.

The Walt Disney Company (India) Pvt Ltd.,	)	
a company incorporated under the Companies Act 1956	)	
having its registered office at 1st Floor, Building No. 14,	)	
Solitaire Corporate Park, Guru Hargovindji Marg,	)	
Chakala, Andheri (E), Mumbai 400 093, Maharashtra	)	...Applicant

Called Company Summons for Direction for hearing

Mr. Karl Tamboly i/b by J. Sagar Associates, Advocates for the Applicant.

Coram: B. P. Colabawalla, J,
Date: 1st July 2016

MINUTES OF THE ORDER

Upon the application of the Applicant abovenamed by a Summons for Direction and UPON HEARING Mr. Karl Tamboly instructed by M/s. J. Sagar Associates, Advocates for the Applicant and UPON READING the Affidavit dated 6th February 2016, of Puneet Juneja, the authorised signatory of the Applicant Company abovenamed, in support of the Company Summons for Direction and the Exhibits therein referred to, IT IS ORDERED:

1. That the 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, the proposed Composite Scheme of Amalgamation and Arrangement amongst The Walt Disney Company (India) Pvt Ltd (the Applicant); Indiagames Ltd. and UTV Software Communications Ltd., (“Scheme”), is dispensed with, in view of the consent letters given by all the two equity shareholders of the Applicant Company which is annexed as Exhibits ‘F-1’ and ‘F-2’ to the Affidavit in support of the Company Summons for Direction.
2. That the 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, the proposed Scheme, is dispensed with, in view of the consent letter given by the sole Preference Shareholder of the Applicant Company which is annexed as Exhibits ‘F-2’ to the Affidavit in support of the Company Summons for Direction.

3. That there are no Secured Creditors of the Applicant Company as stated in paragraph 10 of the Affidavit in support of Summons for Direction. Hence, the question of convening and holding the meeting of Secured Creditors does not arise.
4. That the convening and holding the meeting of the Unsecured Creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving with or without modification, the proposed Scheme, is dispensed with in view of the averment made in paragraph 11 of the Affidavit in support *interalia* stating that the unsecured creditors of the Applicant will in no way be affected by the proposed Scheme as upon the Scheme becoming effective UTV Software Communications Ltd., the Transferee Company, shall have adequate assets to meet and discharge the liabilities of the unsecured creditors of the Applicant and the fact that the Applicant does not contemplate any compromise or arrangement with the unsecured creditors and that the Applicant undertakes to issue individual notice of hearing of the Petition by RPAD to all its unsecured creditors and also to publish the same in two newspapers viz, 'Free Press Journal' in English language and translation thereof in Marathi in 'Navshakti' language, both having circulation in Mumbai. The undertaking is accepted.

(B. P. Colabawalla, J.)

CERTIFICATE

I certify that the order uploaded is a true and correct copy of the original signed order.

Uploaded by: S. Gawde

Stenographer