

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 186 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956) (or any re-enactment thereof upon effectiveness of Companies Act, 2013);

And

In the matter of Scheme of Amalgamation and Arrangement Between Prism TV Private Limited And Viacom 18 Media Private Limited And their respective shareholders and creditors

PRISM TV PRIVATE	)
LIMITED, a company	)
incorporated under the provisions	)
of the Companies Act, 1956 and	)
having its registered office at First	)
Floor, Empire Complex, 414,	)
Senapati Bapat Marg, Lower	)
Parel, Mumbai – 400013,	)
Maharashtra.	)Applicant Company

Called for Summons for Direction for hearing

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

Coram: B.P. Colabawalla, J

Date: 23rd March, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Hemant Sethi instructed by Hemant Sethi & Co., Advocates for the Applicant Company, **AND UPON READING**

the Affidavit dated 17th day of February, 2016 of Mr. Dhaneshkumar Mishra, Manager of the Applicant Company, in support of Company Summons for Direction, and the Exhibits there in referred to, **IT IS ORDERED:**

1. That the 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 modification(s), the proposed Scheme of Amalgamation and Arrangement between Prism TV Private Limited and Viacom 18 Media Private Limited and their respective shareholders is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as **Exhibits “D1”** and **“D2”** to the affidavit in support of the Summons for Directions.
2. That the convening and holding of the meeting of the Preference Shareholder of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Prism TV Private Limited and Viacom 18 Media Private Limited and their respective shareholders is dispensed with in view of the consent given by Sole Preference Shareholder of the Applicant Company, which is annexed as **Exhibit “F”** to the affidavit in support of the Summons for Directions.
3. That the convening and holding of the meeting of the Secured Creditor of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Prism TV Private Limited and Viacom 18 Media Private Limited and their respective shareholders is dispensed with in view of the averment made in paragraph 12 of the affidavit in support of the Summons for Directions, inter-alia stating that as far as the Secured Creditor of the Applicant Company are concerned, they will be paid

off in the ordinary course of business by the Transferee Company and that the Applicant Company undertakes to serve individual notice of the hearing of the Petition by Registered Post A.D. to its Sole Secured Creditor and also publish the same in two local newspapers namely '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 the 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 modification(s), the proposed Scheme of Amalgamation and Arrangement between Prism TV Private Limited And Viacom 18 Media Private Limited And their respective shareholders is dispensed with in view of the averment made in paragraph 13 of the affidavit in support of the Summons for Directions, inter-alia stating that as far as the Unsecured Creditors of the Applicant Company are concerned, they will be paid off in the ordinary course of business by the Transferee Company and that the Applicant Company undertakes to serve individual notice of the date of hearing of the Petition by Registered Post A.D. to its Unsecured Creditors having an outstanding balance of Rs. 1,00,000/-and above, and also to publish the same in two local newspapers namely 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi Language both having circulation in Mumbai. The said undertaking is accepted.

(B.P. Colabawalla, J)

CERTIFICATE

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