

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 187 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

VIACOM 18 MEDIA PRIVATE)
LIMITED, a company incorporated)
under the provisions of the Companies)
Act, 1956 and having its registered)
office at Zion Bizworld, Subhash Road)
- 'A', Vile Parle (East), Mumbai - 400)
057, Maharashtra, India.)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. Amit Kumar
Sohni, Authorized Signatory 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 "F1" to "F2"** to the affidavit in support of the Summons for Directions.
2. That the 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 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 "H"** to the affidavit in support of the Summons for Directions.
3. That the 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 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 Creditors of the Applicant Company are concerned, they will be paid off in the ordinary course of business and that the Applicant Company undertakes to serve individual notice of the hearing of the Petition by Registered Post A.D. to all its Secured Creditors 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 Direction, 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 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 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.

5. That in view of averments made in paragraph 14 of the Affidavit in support of Company Summons for Direction, inter-alia stating that pursuant to the Scheme, the balance of goodwill (after giving effect to the provisions of Clause 10 of the Scheme) shall be adjusted against the balance lying in Securities Premium Account on the Scheme becoming effective, with effect from the Appointed Date and that the reduction shall be effected as a part of the Scheme and the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital hence the procedure under section 101(2) of the Companies Act, 1956 is not attracted and the same is dispensed with.

(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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