

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 345 OF 2016

In the matter of the Companies Act, 1956 or
any re-enactment thereof;

And

In the matter of Application under Sections
391 to 394, of the Companies Act, 1956 or
any re-enactment thereof;

And

In the matter of Sony Pictures Networks
India Private Limited [CIN:
U92100MH1995PTC111487], a company
incorporated under the Companies Act,
1956 having its registered office at 4th
Floor, Interface Building No. 7, Malad
Link Road, Malad (West), Mumbai -
400064;

And

In the matter of Scheme of Amalgamation
between MSM Discovery Private Limited
and Sony Pictures Networks India Private
Limited and their respective shareholders
and creditors.

Sony Pictures Networks India Private Limited)
 [CIN: U92100MH1995PTC111487], a)
 company incorporated under the Companies)
 Act, 1956 having its registered office at 4th)
 Floor, Interface Building No. 7, Malad Link)
 Road, Malad (West), Mumbai - 400064;) ...Applicant Company

Called Summons for Direction

Mr. Tapan Deshpande, Advocate i/b. Cyril Amarchand Mangaldas,
 Advocates for Applicant Company.

Coram: S.C. Gupte, J.

Date: 29th April, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by the
 Company Summons for Direction AND UPON HEARING Mr. Tapan
 Deshpande, Advocate of Cyril Amarchand Mangaldas, Advocates for the
 Applicant Company, AND UPON READING the Affidavit dated 18th day
 of March, 2016 of Mr. Rajkumar Bidawatka, the Company Secretary and
 Compliance Officer of the Applicant Company, in support of the Company
 Summons for Direction along with the Exhibits therein referred to, **IT IS
 ORDERED THAT:**

1. 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
 modifications, the proposed Scheme of Amalgamation between

MSM Discovery Private Limited (the “Transferor Company”) and the Applicant Company and their respective shareholders and creditors, is dispensed with in view of the averments made in paragraph 18 of the Affidavit in support of the Company Summons for Direction, *inter alia* stating that the Transferor Company is a wholly owned subsidiary of the Applicant Company and that the present Scheme does not affect rights of the members of the Applicant Company and does not involve a reorganization of the share capital.

2. The convening and holding of the meeting of the secured creditors and unsecured creditors of the Applicant Company, for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Scheme of Amalgamation between MSM Discovery Private Limited (the “Transferor Company”) and the Applicant Company and their respective shareholders and creditors, is dispensed with in view of the averments made in paragraph 19 of the Affidavit in support of the Company Summons for Direction, *inter alia* stating that the aggregate assets of the Applicant Company and the Transferor Company are more than sufficient to meet all their respective external liabilities and that the Scheme will not adversely affect the rights and interest of any of the creditors of any Company in any manner whatsoever.

3. In view of the averments made in paragraph 20 of the Affidavit in support of the Company Summons for Direction above and in view of observations of this Court in *Mahaamba Investments Limited vs. IDI Limited [(2001) 105 Company Cases 16 Bombay]* as well as other similar matters and the observations of various other Hon'ble High Courts in other similar cases, filing of Company Scheme Petition and issuance of notice to the Regional Director, Registrar of Companies and Income Tax Authorities, by the Applicant Company, is dispensed with.

(**S.C. Gupte, J.**)

CERTIFICATE

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

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Stenographer