

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 378 OF 2016

In the matter of Companies Act, 1956
AND
In the matter of Sections 391 to 394 of
Companies Act, 1956
AND
In the matter of the Scheme of
Arrangement
between
Out-of-Home Media (India) Private Limited
(Demerged Company)
and
BVG India Limited (Resulting Company)
And
Their respective Shareholders and
Creditors

Out-of-Home Media (India) Private Limited,)
company incorporated under the)
provisions of the Companies Act, 1956,)
having its registered office situated at)
1101, Floor-11, Plot-214, Raheja Centre,)
Nariman Point, Mumbai -400021)Applicant Company

Called Summons for Direction for hearing

Mr. Kunal Mehta i/b M/s. Crawford Bayley & Co, Advocate for Applicant
Company.

CORAM: S.C. GUPTE, J

DATE: 4th MAY, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a
Summons for Direction, AND UPON HEARING Mr. Kunal Mehta instructed

by M/s. Crawford Bayley & Co., Advocates for the Applicant Company, AND UPON READING the Affidavit dated 28th March, 2016 of Mr. Olban Tuscano, Authorised Signatory of the Applicant Company, in support of Summons for Direction, and the 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 between Out-of-Home Media (India) Private Limited (Demerged Company) and BVG India Limited (Resulting Company), is dispensed with in view of the consent given by both the Equity Shareholders of the Applicant Company, which are annexed as Exhibits “D-1” and “D-2” to the Affidavit in Support of Company Summons for Direction.

2. That there are no Secured Creditors of the Applicant Company as stated in paragraph 22 of the Affidavit in support of Company Summons for Direction. Hence, the question of convening and holding the meeting of Secured creditors does not arise.

3. That 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(s), the proposed Scheme of Arrangement between Out-of-Home Media (India) Private Limited (Demerged Company) and BVG India Limited (Resulting Company) and their respective Shareholders and Creditors, is dispensed with in view of averments made in

paragraph 23 of the Affidavit in Support of Summons for Directions. The Applicant Company undertakes to issue individual notice of the date of hearing of the Petition by Registered Post A.D. upon all its Unsecured Creditors and also to publish notice of hearing of the Petition in local newspapers, viz. "Free Press Journal" in English Language and translation thereof in "Navshakti" in Marathi Language, both having circulation in Mumbai. The said undertaking is accepted.

(S. C. Gupte, J.)

CERTIFICATE

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

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