

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SUMMONS FOR DIRECTION NO. 748 OF 2016

In the matter of the Scheme of Arrangement between Hathway Cable and Datacom Limited, a company formed and existing under the laws of India and having its registered office at 'Rahejas', 4th floor, Corner of Main Avenue & V.P. Road, Santacruz (W), Mumbai - 400 054, Maharashtra, India and Hathway Broadband Private Limited and their respective shareholders.

Hathway Cable and Datacom Limited, a)
company incorporated under the)
Companies Act, 1956 having its)
registered office at situated at 'Rahejas',)
4th floor, Corner of Main Avenue & V.P.)
Road, Santacruz (w), Mumbai-400 054) ...Applicant Company.

Called Summons for Direction for hearing

Mrs. Alpana Ghone alongwith Mr. Chandrakant Mhadeshwar i/b
Trilegal, Advocates for Applicant Company.

CORAM: A. K. Menon, J.

DATE: 1st September, 2016

MINUTES OF THE ORDER

UPON the Application of the Applicant Company above named by a
Summons for Direction, AND UPON HEARING Mrs. Alpana Ghone i/b

Trilegal, Advocates for the Applicant Company, AND UPON READING the Affidavit dated 1st day of August, 2016 of Mr. Ajay Singh, authorized signatory of the Applicant Company, in support of Summons for Direction, and the Exhibits therein referred to, IT IS ORDERED -:

1. That the meeting of the Equity Shareholders of the Applicant Company shall be convened and held at 'Rahejas', 6th floor, Corner of Main Avenue & V.P. Road, Santacruz (w), Mumbai-400 054 on Saturday, 15th October, 2016 at 3.00 p. m. by the Applicant Company for the purpose of considering and if thought fit, approving, with or without modification(s) the proposed Scheme of Arrangement between Hathway Cable and Datacom Limited and Hathway Broadband Private Limited and their respective shareholders and creditors.

2. That at least 21 clear days before the meeting of the Equity Shareholders of the Applicant Company is to be held as aforesaid, a notice convening the said meeting at the place, day, date and time as aforesaid, together with a copy of the Scheme of Arrangement and a copy of the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 and the prescribed form of proxy, shall be sent by Registered Post AD/ speed post to each of the Equity

Shareholders at their respective registered or last known address as per the records of the Applicant Company.

3. That at least 21 clear days before the meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, an advertisement convening the said meeting, at the place, day, date and time aforesaid and stating that the copies of the proposed Scheme of Arrangement and the statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 and the form of proxy can be obtained free of charge at the registered office of the Applicant Company, shall be published once each in two local newspapers viz. “Free Press Journal”, in English language and translation thereof in Marathi language in “Navshakti”, both having circulation in Mumbai.

4. Publication of Notice of Meeting of the Equity Shareholders in the Maharashtra Government Gazette is dispensed with.

5. That the settling and approving of the form of advertisement, form of proxy, the form of notice, the explanatory statement required to be furnished pursuant to Section 393 of the Companies Act, 1956 to accompany the notice to be issued to the Equity Shareholders of the Applicant Company by the Company Registrar of this Court is dispensed with and the Applicant Company shall:

- i. Issue Notice convening meeting of the Equity Shareholders as per Form No. 36 (Rule 73)
- ii. Issue Form of Proxy as per Form No. 37 (Rule 73)
- iii. Advertise the Notice convening meeting as per Form 38 (Rule 74)
- iv. Issue Explanatory Statement containing all the particulars as per Section 393 of the Companies Act, 1956 if need be

6. That Mr. Jagdishkumar G. Pillai, Managing Director, failing him Mr. Vinayak Aggarwal, Director and failing him Mr. Viren Raheja, Director of the Applicant Company shall be the Chairman of the above mentioned meeting of the Equity Shareholders of the Applicant Company, to be held at 'Rahejas', 6th floor, Corner of Main Avenue & V.P. Road, Santacruz (w), Mumbai-400 054 on 15th October, 2016 at 3.00 p. m. or any adjournment or adjournments thereof.

7. That the Chairman appointed for the aforesaid meeting to issue the advertisement and send out the notices of the meeting of the Equity Shareholders referred above. It is further directed that the said Chairman shall have all the powers as per the Articles of Association and also under Companies (Court) Rules, 1959 or any re-enactment thereof, in relation to the conduct of the meeting including deciding any procedural questions that may arise at the meeting or at any

adjournment or adjournment(s) thereof of any matter including an amendment to the Scheme or Resolutions if any, proposed at the meeting by any person(s) and to ascertain the decision of or the sense of the meeting by a poll.

8. That the quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of Companies Act, 2013.

9. That the voting by proxy/ authorized representative in case of body corporate is permitted, provided that a proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its registered office at 'Rahejas', 4th floor, Corner of Main Avenue, VP Road, Santacruz (w), Mumbai-400 054, Maharashtra, not later than 48 hours before the meeting, as provided in Rule 70 of Companies (Court) Rules, 1959.

10. That the number and value of the vote of Equity Shareholders shall be in accordance with the books/register of the Applicant Company and where the entries in the books/register are disputed, the Chairman shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

11. That the Chairman of the meeting to file affidavit of service as per Rule 76 of Companies (Court) Rules, 1959 not less than seven days before the date fixed for the holding of the meeting and do report to this Court that the direction regarding issue of notices and advertisement have been duly complied with.

12. That the Chairman of the meeting do report to this Court the result of the said meeting within thirty days of the conclusion of the meeting of the Equity Shareholders and the said report shall be verified by his affidavit.

13. 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 Scheme of Arrangement between Hathway Cable and Datacom Limited and Hathway Broadband Private Limited and their respective shareholders and creditors, is dispensed in view of the consents given by the 5 out of 9 Secured Creditors of the Applicant Company, which are annexed as Exhibits "G-1" to "G-5" to the Affidavit in support of Summons for Direction. The Applicant Company further undertakes to obtain the written consents of the remaining 4 secured creditors before filing of the Company Scheme Petition. However, the said consents letters are under office objection, hence the Applicant

Company undertakes to issue individual notices of hearing of the Petition to all its Secured Creditors by R.P.A.D. and also publish the same in 'Free Press Journal', in English, language and a translation thereof in 'Navshakti' in Marathi language both having circulation in Mumbai. The said undertaking is accepted.

14. 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 Hathway Cable and Datacom Limited and Hathway Broadband Private Limited and their respective shareholders and creditors, is dispensed with in view of averment made in paragraph 20 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. to its unsecured creditors and also to publish the notice of hearing of the Petition in two 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.

(A. K. Menon, J.)

CERTIFICATE

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

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