

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO. 1003 OF 2016.

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

AND

In the matter of Sections 391 to 394 and
Section 100 to 103 of the Companies Act,
1956 read with Notified Section 52 of
Companies Act, 2013 and other applicable
provisions of the Companies Act, 1956 /
2013;

AND

In the matter of Scheme of Arrangement
between Southern Digital Screenz India Private
Limited, V N Films Private Limited, Edridge
Limited and UFO International Limited and
UFO Moviez India Limited and their
Respective Shareholders.

Southern Digital Screenz India Private)
Limited, a company incorporated under)
the Companies Act, 1956 having its)
registered office at Valuable Techno Park,)
Plot #53/1, Road #7 MIDC, Marol,)
Andheri (E), Mumbai – 400093,)
Maharashtra, India.)

...Applicant Company.

Called for Summons for Direction

Mr. Rajesh Shah with Mr. Ahmed M Chunawala i/b. Rajesh Shah & Co.,
Advocates for the Applicant

Coram: S.C Gupte J.

Date: 09th December, 2016.

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Summons for Direction **AND UPON HEARING** Mr. Rajesh Shah instructed by Rajesh Shah & Co., Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 3rd October, 2016 of Mr. Rajesh Bhagwati Mishra of the Applicant Company, in support of Company Summons for Direction and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. The convening and holding of the meeting of the Equity Shareholders of Southern Digital Screenz India Private Limited, the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), proposed Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private Limited, Edridge Limited, UFO International Limited and UFO Moviez India Limited and their respective shareholders (the “Scheme”); was dispensed with, in view of the consent given by both the equity shareholders in the Exhibit “D-1 and D-2” of the Affidavit in support of Company Summons for Direction.
2. The convening and holding of the meeting of the 10% Optionally Convertible Preference Shareholder of Southern Digital Screenz India Private Limited, the Applicant Company for the purpose of considering and, if thought fit, approving, with or without modification(s), proposed Scheme of Arrangement between Southern Digital Screenz India Private Limited, V N Films Private

Limited, Edridge Limited, UFO International Limited and UFO Moviez India Limited and their respective shareholders (the “Scheme”) which inter-alia provides for amalgamation of Applicant Company, V N Films Private Limited, Edridge Limited, UFO International Limited with UFO Moviez India Limited; was dispensed with, in view of the consent given by the Sole 10% Optionally Convertible Preference Shareholder in the Exhibit “D-3 of the Affidavit in support of Company Summons for Direction.

3. The question of convening and holding of the meeting of Secured Creditors does not arise since there are no Secured Creditors of the Applicant Company as stated in paragraph 49 of the Affidavit in support of Summons for Direction.
4. 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 Scheme, the Applicant Company is dispensed with in view of the averment made in paragraph 50 of the affidavit in support of the Company Summons for Direction and that the Applicant Company undertakes to issue individual notice of the hearing of the Petition by Registered Post A.D./Air mail to all such Unsecured Creditors having outstanding balance of Rs. 10,000/- & above and undertakes to publish the same in one issue each of a daily newspaper viz. “Free Press Journal”, in English language and translation thereof in “Navshakti”, in Marathi language having circulation in Mumbai. The 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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