

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

COMPANY SCHEME PETITION NO 455 OF 2017

IN

COMPANY SCHEME APPLICATION NO 271 OF 2017

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to Section 233 and
other applicable provisions of Companies Act, 2013

And

In the matter of Composite Scheme of Arrangement
among Reliance Big Broadcasting Private Limited
("Transferor Company 1" or "RBBPL") and Big
Magic Limited ("Transferor Company 2" or
"BML") and Azalia Broadcast Private Limited
("Transferor Company 3" or "ABPL") and Zee
Entertainment Enterprises Limited ("Resulting
Company" or "ZEEL") and their respective
Shareholders and Creditors ("Scheme")

ZEE ENTERTAINMENT ENTERPRISES)
LIMITED, a Company incorporated under the)
provisions of the Companies Act, 1956 Corporate)
Identity No. L92132MH1982PLC028767 and)
having its Registered Office at 18th Floor, A)
Wing, Marathon Futurex, N M Joshi Marg,)**PETITIONER COMPANY**
Lower Parel, Mumbai – 400013.

Called for admission

Mr. Hemant Sethi i/b. Hemant Sethi & Co., Advocates for the Petitioner Company

Coram: Ina Malhotra, Member (Judicial)

Date: 23rd June, 2017

1. Petition admitted.
2. Petition fixed for hearing on 12th July, 2017.
3. Learned Counsel for the Petitioner Company submits that in pursuance of Order dated March 15, 2017 passed by this Tribunal in Company Scheme Application No 271 of 2017, the meeting of the Equity Shareholders and the Preference Shareholders of the Petitioner Company was convened and held at Nehru Auditorium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 on Tuesday, 9th May, 2017 for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Composite Scheme of Arrangement among Reliance Big Broadcasting Private Limited and Big Magic Limited and Azalia Broadcast Private Limited and Zee Entertainment Enterprises Limited and their respective Shareholders and Creditors ("the Scheme"). The Scheme was approved by requisite majority representing three fourth in value and majority in number of the Equity Shareholders and the Preference Shareholders who had cast valid votes on the Resolution by way of Postal Ballot and Remote E-voting before their respective meetings and by way of Poll at their respective meetings. The Chairman of the meeting has submitted his report dated 15th May, 2017 stating the outcome of the respective meetings.
4. The Counsel for the Petitioner further submits that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authority within whose jurisdiction the Applicant Company's assessments are made, the Central Government through Regional Director, Western Region, Mumbai, Registrar of Companies, Mumbai, SEBI, BSE Ltd., National Stock Exchange Limited and Ministry of Information and Broadcasting. No representation is received by the Petitioner Company from any Regulatory Authority. The requisite information called for by the office of Regional Director

has already been submitted by the Petitioner Company and no further information has been sought for.

5. At least 10 clear days before the date fixed for hearing, Petitioner Company to publish the notice of hearing of the Petition in two local newspapers viz. "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai.
6. The Petitioner Company to file an affidavit regarding the directions given by the Tribunal pertaining to advertisement of notice of hearing and report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

Ina Malhotra, Member (Judicial)