

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. 249 OF 2017**

In the matter of the Companies Act, 2013 (18 of 2013);

And

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956.

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 along with the Companies Act, 1956.

And

In the matter of the Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.

Hungama Digital Media Entertainment)
Private Limited, a company incorporated)
under the Companies Act, 1956 having its)
registered office at SF-B-07, 2nd Floor, Art)
Guild House, Phoenix Market City, LBS)

Marg, Kurla (West) Mumbai - 400070.) ...Applicant Company 1

Hungama.com Private Limited, a company)

incorporated under the Companies Act,)

1956 having its registered office at SF-B-)

07, 2nd Floor, Art Guild House, Phoenix)

Market City, LBS Marg, Kurla (West))

Mumbai - 400070.

) ...Applicant Company 2

Called for Notice of Admission:

Rajesh Shah, Advocate with Ahmed M. Chunawala, Advocate; i/b Rajesh Shah & Co.; Kunal Chandra, Advocate with Aditi Jain, Advocate i/b Trilegal.

Coram: SH. B.S.V. Prakash Kumar Hon'ble Member (J) and SH. V. Nallasenapathy Hon'ble Member (T)

Date: 6th April, 2017

MINUTES OF THE ORDER

UPON the application of the Applicant Company 1 and Applicant Company 2 above named by a Company Notice of Admission **AND UPON HEARING** Mr. Rajesh Shah instructed by Trilegal, Advocate for the Applicant Company 1 and Applicant Company 2, **AND UPON READING** the Application along with the Summons for Direction/Notice of Admission dated 7th day of March, 2017 of Mr. Saumin Shah, Chief Financial Officer of the Applicant Company 1 and Mr. Nitin Goel, AVP Finance of the Applicant Company 2, in support of Company Summons for Directions along with Application and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. A meeting of the Equity Shareholders of the Applicant Company 1 be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070, on Thursday, 1 June 2017 at 1:00 PM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.
2. At least 30 clear days before the said meeting of the Equity Shareholders of the Applicant Company 1 to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Applicant Company 1 at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Applicant Company 1.
3. At least 30 clear days before the Meeting of the Equity Shareholders of the Applicant Company 1 to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company 1 as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.
4. The Applicant Company 1 undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014;and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

- 5. Mr. Neeraj Roy, failing whom Mr. Rajiv Agarwal, Director of the Applicant Company 1 is appointed as the Chairperson for the meeting of Equity Shareholders. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.
- 6. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
- 7. The quorum for the aforesaid meeting of the Equity Shareholders of the Applicant Company 1 shall be as prescribed under Section 103 of the Companies Act, 2013.
- 8. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company 1 at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

9. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company 1 or depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
10. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
11. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. A meeting of the Sole Preference Shareholder of the Applicant Company 1 be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070, on Thursday, 1 June 2017 at 12:30 PM for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.
13. At least 30 clear days before the said meeting of the Preference Shareholders of the Applicant Company 1 to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Applicant Company 1 at their

respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Applicant Company 1.

14. At least 30 clear days before the Meeting of the Preference Shareholders of the Applicant Company 1 to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company 1 as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.

15. The Applicant Company 1 undertakes to:

- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

16. Mr. Neeraj Roy, failing whom Mr. Rajiv Agarwal, Director of the Applicant Company 1 is appointed as the Chairperson for the meeting of Preference Shareholders. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.

17. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all

powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

18. The quorum for the aforesaid meeting of the Preference Shareholders shall be 1 as there is only Sole Preference Shareholder holding Series D Preference Shares.
19. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company 1 at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
20. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company 1 or depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
21. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
22. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

23. A meeting of the Equity Shareholders of the Applicant Company² be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070, on Thursday, 1 June 2017 at 10:00 AM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.

24. At least 30 clear days before the said meeting of the Equity Shareholders of the Applicant Company² to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Applicant Company² at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Applicant Company².

25. At least 30 clear days before the Meeting of the Equity Shareholders of the Applicant Company² to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company² as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.

26. The Applicant Company² undertakes to:

- i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

27. Mr. Neeraj Roy, failing whom Mr. Siddharth Roy, Director of the Applicant Company² is appointed as the Chairperson for the meeting of Equity Shareholders. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.
28. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
29. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
30. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company 2 at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
31. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company 2 or

depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

32. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
33. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
34. A meeting of the Sole Preference Shareholders holding Series A Preference Shares of the Applicant Company 2 be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070, on Thursday, 1 June 2017 at 10:30 AM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.
35. At least 30 clear days before the said meeting of the Preference Shareholders of the Applicant Company 2 to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Applicant Company 2 at their respective registered or last known addresses or by e-mail to the

registered e-mail address of the Preference Shareholders as per the records of the Applicant Company 2.

36. At least 30 clear days before the Meeting of the Preference Shareholders of the Applicant Company 2 to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company 2 as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.

37. The Applicant Company 2 undertakes to:

- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

38. Mr. Neeraj Roy, failing whom Mr. Siddharth Roy, Director of the Applicant Company 2 is appointed as the Chairperson for the meeting of Sole Preference Shareholders holding Series A Preference Shares. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.

39. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all

powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

40. The quorum for the aforesaid meeting of the Preference Shareholders shall be 1 Preference Shareholder.
41. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company 2 at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
42. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company 2 or depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
43. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
44. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

45. A meeting of the Preference Shareholder holding Series B Preference Shares of the Applicant Company² be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070, on Thursday, 1 June 2017 at 11:00 AM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.

46. At least 30 clear days before the said meeting of the Preference Shareholders holding Series B Preference Shares of the Applicant Company² to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Applicant Company² at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Applicant Company².

47. At least 30 clear days before the Meeting of the Preference Shareholders holding Series B Preference Shares of the Applicant Company² to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company² as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.

48. The Applicant Company² undertakes to:

- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

49. Mr. Neeraj Roy, failing whom Mr. Siddharth Roy, Director of the Applicant Company² is appointed as the Chairperson for the meeting of Preference Shareholders holding Series B Preference Shares. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.

50. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

51. The quorum for the aforesaid meeting of the Preference Shareholders shall be 1 Preference Shareholder.

52. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company 2 at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

53. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company 2 or

depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

54. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
55. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
56. A meeting of the Preference Shareholder holding Series C1 Preference Shares of the Applicant Company² be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070, on Thursday, 1 June 2017 at 11:30 AM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.
57. At least 30 clear days before the said meeting of the Preference Shareholders holding Series C1 Preference Shares of the Applicant Company² to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Applicant Company² at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Applicant Company².

58. At least 30 clear days before the Meeting of the Preference Shareholders holding Series C1 Preference Shares of the Applicant Company 2 to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company 2 as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.

59. The Applicant Company 2 undertakes to:

- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

60. Mr. Neeraj Roy, failing whom Mr. Rajiv Agarwal, Directors of the Applicant Company 2 is appointed as the Chairperson for the meeting of Preference Shareholders holding Series C1 Preference Shares. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.

61. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s),

including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).

62. The quorum for the aforesaid meeting of the Preference Shareholders shall be 1 Preference Shareholder.
63. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company² at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
64. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company² or depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
65. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
66. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
67. A meeting of the Preference Shareholder holding Series C2 Preference Shares of the Applicant Company² be convened and held at SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla

(West) Mumbai - 400070, on Thursday, 1 June 2017 at 12:00 PM, for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Hungama.com Private Limited (the **Transferor Company**) and Hungama Digital Media Entertainment Private Limited (the **Transferee Company**) and their respective shareholders.

68. At least 30 clear days before the said meeting of the Preference Shareholders holding Series C2 Preference Shares of the Applicant Company 2 to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Preference Shareholders of the Applicant Company 2 at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Preference Shareholders as per the records of the Applicant Company 2.

69. At least 30 clear days before the Meeting of the Preference Shareholders holding Series C2 Preference Shares of the Applicant Company 2 to be held as aforesaid, a notice convening the said meeting, at the place, date and time aforesaid and stating that copies of the Scheme of Amalgamation and Arrangement and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company 2 as aforesaid and shall also be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi.

70. The Applicant Company 2 undertakes to:

- i. issue Notice convening meeting of the Preference shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
- ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;

- iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

71. Mr. Neeraj Roy, failing whom Mr. Siddharth Roy, Director of the Applicant Company² is appointed as the Chairperson for the meeting of Preference Shareholders holding Series C2 Preference Shares. The Scrutinizer for the meeting shall be Mr. Manish L. Ghia, partner of Manish Ghia and Associates, practicing Company Secretary.
72. The Chairperson appointed for the aforesaid Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
73. The quorum for the aforesaid meeting of the Preference Shareholders shall be 1 Preference Shareholder.
74. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company² at its Registered Office at 'SF-B-07, 2nd Floor, Art Guild House, Phoenix Market City, LBS Marg, Kurla (West) Mumbai - 400070', not later than, 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
75. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company² or depository records and where the entries in the books/ register / depository records are disputed, the Chairperson of the Meeting shall

determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.

76. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
77. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
78. That Counsel for the Applicant submits that since the scheme is an amalgamation between the Applicant Companies and their respective shareholders only the meeting of the Equity Shareholders and Preference Shareholders is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Applicant Company 1 to issue notice to its Secured creditors as required under section 230(3) of the Companies Act, 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 1.
79. That Counsel for the Applicant Company 2 submits that there are no Secured Creditors as mentioned in paragraph 19 of the Application.
80. That Counsel for the Applicant submits that since the scheme is an amalgamation between the Applicant Company 1 and Applicant Company 2 and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Applicant Company 1 and Applicant Company 2 to issue notice to its Unsecured creditors as required under section 230 (3) of the Companies Act, 2013 with a direction that they may submit their

representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company 1.

81. Pursuant to the Clause 9.3 of the Scheme of Amalgamation and Arrangement, the Scheme being effective, the utilization of the Securities premium account be effected as an integral part of the Scheme itself in accordance with the provisions of Sections 66 of the Companies Act, 2013 and Section 52 of the Companies Act, 2013 of the Applicant Company 1. the said utilization would not in any way adversely affect the ordinary operations or the ability to pay off any debts or honour any commitments in the ordinary course of business, of the Applicant Company 1 or Applicant Company 2, and accordingly the interests of the creditors of the Applicant Company 1 and Applicant Company 2 are not affected by such reduction. The Applicant Company undertakes to pass special resolution and annexed it to Company Scheme Petition.
82. The Applicants to serve the notice upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from Regional Director within 30 days of the date of receipt of the notice it will be presumed that Regional Director and/ or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
83. The Applicants to serve the notice upon the concerned Registrar of Companies, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Registrar of Companies within 30 days of the date of receipt of the notice it will be presumed that Registrar of Companies has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
84. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of Meeting upon the Official Liquidator, High Court, Bombay pursuant to Section 230(5) of the Companies Act, 2013. The Tribunal is

appointing Chartered Account, M/s S.J Agarwal & Associates, with remuneration of Rs. 1,10,000/- for the services. If no response is received by the concerned Tribunal from Official Liquidator within 30 days it may be presumed that Official Liquidator, High Court, Bombay has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

85. The Applicants to serve the notice on the concerned Income Tax Authority within whose jurisdiction the Applicant's assessment are made, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Income Tax Authority within 30 days of the date of receipt of the notice it will be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

86. The Applicants to file an affidavit of service of the directions given by the Tribunal not less than seven days before the date fixed for the holding of the meetings and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

Sd/-

V. Nallasenapathy
MEMBER (T)

Sd/-

B.S.V. Prakash Kumar
MEMBER (J)