

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME PETITION NO 261 OF 2017

IN

COMPANY SCHEME APPLICATION NO 138 OF 2017

In the matter of the Companies Act, 2013

And

In the matter of Section 230 to Section 232 read with Section 52 and other applicable provisions of Companies Act, 2013

And

In the matter of Scheme of Arrangement and Amalgamation between Zee Media Corporation Limited ("Zee Media" or "Demerged Company" or "Transferee Company 2"); and Diligent Media Corporation Limited ("DMCL" or "Resulting Company" or "Transferee Company 1"); and Mediavest India Private Limited ("Mediavest", or "Transferor Company 1"); and Pri-Media Services Private Limited ("Pri-Media", or "Transferor Company 2"); and Maurya TV Private Limited ("Maurya", or "Transferor Company 3") and their respective Shareholders and Creditors ("Scheme")

**Zee Media Corporation Limited, a )**

Company incorporated under the provisions )

of Companies Act, 1956 with Corporate )

Identity No. L92100MH1999PLC121506 and )

having its registered office at 135, Dr. Annie )

Besant Road, Worli, Mumbai – 400 018 ).....Petitioner Company

**Called for admission**

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

**Coram: M. K. Shrawat, Member (Judicial)**

**V. Nallasenapathy, Member (Technical)**

**DATE: 13<sup>th</sup> April, 2017**

1. Petition admitted.
2. Petition fixed for hearing on 3<sup>rd</sup> May 2017.
3. Learned Counsel for the Petitioner Company submits that in pursuance of Order dated February 3, 2017 passed by this Tribunal in Company Scheme Application No 138 of 2017, the meeting of the Equity Shareholders of the Petitioner Company was convened and held at the Hall of Culture, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400018 on Monday, 27<sup>th</sup> March, 2017 at 11:00 A.M. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement and Amalgamation between Zee Media Corporation Limited and Diligent Media Corporation Limited and Mediavest India Private Limited; and Pri-Media Services Private Limited and Maurya TV Private Limited and their respective Shareholders and Creditors. In the said meeting the Scheme was approved by requisite majority representing three fourth in value and majority in number of the equity shareholders who had cast valid votes on the Resolution by way of Postal Ballot and Remote E-voting before the meeting and on Poll at the meeting. The Chairman of the meeting has submitted his report stating the outcome of the meeting alongwith Affidavit dated 7<sup>th</sup> April 2017 verifying the said Report.
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 Authorities, SEBI, Central Government through Regional Director, BSE Ltd., NSE Ltd. and Registrar of Companies. 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.

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

M. K. Shrawat, Member (J)