

IN THE NATIONAL COMPANY LAW TRIBUNAL,  
MUMBAI BENCH

CSP NO. 673 OF 2017

Under Sections 230 to 232 of the Companies Act, 2013 read with Section 52, 66 and other relevant provisions of the Companies Act, 2013 and Companies Act, 1956

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.com Private Limited

....Petitioner Company/ the Transferor Company

Order delivered on 23rd August, 2017

Coram:

Hon'ble B.S.V. Prakash Kumar Hon'ble Member (J)

Hon'ble V. Nallasenapathy Hon'ble Member (T)

For the Petitioner(s): Mr. Rajesh Shah, Advocate along with Ahmed M. Chunawala, Advocate i/b Rajesh Shah & Co., Kunal Chandra, Advocate with Aditi Jain, Advocate, i/b Trilegal; Advocates for the Petitioner Company

Per: SH. B.S.V. Prakash Kumar, Hon'ble Member (J)

ORDER

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 13<sup>th</sup> September, 2017.

3. Learned Counsel for the Petitioner states that in pursuance of the directions contained in Order dated 6<sup>th</sup> April, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 249 of 2017, the meeting of Equity Shareholders was held on 1<sup>st</sup> June, 2017 at 10:00 AM and the requisite quorum was present and the Scheme was approved unanimously by the Equity Shareholders without modifications. The Chairman's report verified by his affidavit was filed before the NCLT on 28<sup>th</sup> June, 2017 which is annexed as Exhibit 'T' to the petition.
4. Learned Counsel for the Petitioner further states that in pursuance of the directions contained in Order dated 6<sup>th</sup> April, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 249 of 2017, the meeting of Sole Preference Shareholder holding Series A Preference Shares was held on 1<sup>st</sup> June, 2017 at 10:30 AM and the requisite quorum was present and the Scheme was approved unanimously by the Sole Preference Shareholder holding Series A Preference Shares without modifications. The Chairman's report verified by his affidavit was filed before the NCLT on 28<sup>th</sup> June, 2017 which is annexed as Exhibit 'J' to the petition.
5. Learned Counsel for the Petitioner further states that in pursuance of the directions contained in Order dated 6<sup>th</sup> April, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 249 of 2017, the meeting of Preference Shareholders holding Series B Preference Shares was held on 1<sup>st</sup> June, 2017 at 11:00 AM and the requisite quorum was present and the Scheme was approved unanimously by the Preference Shareholders holding Series B Preference Shares without modifications. The Chairman's report verified by his affidavit was

filed before the NCLT on 28<sup>th</sup> June, 2017 which is annexed as Exhibit 'K' to the petition.

6. Learned Counsel for the Petitioner further states that in pursuance of the directions contained in Order dated 6<sup>th</sup> April, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 249 of 2017, the meeting of Preference Shareholders holding Series C1 Preference Shares was held on 1<sup>st</sup> June, 2017 at 11:30 AM and the requisite quorum was present and the Scheme was approved unanimously by the Preference Shareholders holding Series C1 Preference Shares without modifications. The Chairman's report verified by his affidavit was filed before the NCLT on 28<sup>th</sup> June, 2017 which is annexed as Exhibit 'L' to the petition.
7. Learned Counsel for the Petitioner further states that in pursuance of the directions contained in Order dated 6<sup>th</sup> April, 2017 passed by the National Company Law Tribunal, Mumbai Bench in the Company Application No. 249 of 2017, the meeting of Sole Preference Shareholder holding Series C2 Preference Shares was held on 1<sup>st</sup> June, 2017 at 12:00 PM and the requisite quorum was present and the Scheme was approved by the Sole Preference Shareholder holding Series C2 Preference Shares without modifications. The Chairman's report verified by his affidavit was filed before the NCLT on 28<sup>th</sup> June, 2017 which is annexed as Exhibit 'M' to the petition.
8. At least 10 days before the date fixed for hearing, Petitioner to publish the notice of hearing of Petition in two local newspapers viz. "Free Press Journal", in English language and translation thereof in "Navashakti", in Marathi language, both having

circulation in Mumbai as per Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

9. The Petitioner to file an affidavit of service regarding the directions given by the Tribunal three days before the date fixed for final hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

V. Nallasenapathy, Member (T) B.S.V. Prakash Kumar, Member (J)