

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, AT MUMBAI

COMPANY PETITION NO. OF 2022

IN

COMPANY APPLICATION (CAA) NO. 10 OF 2022

Netscribes (India) Private Limited ... Transferor Company/
First Petitioner Company

NS Oxyoron Advisors Private Limited ... Transferee Company/
Second Petitioner Company

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FORM NO. CAA. 3

[Pursuant to Section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. 10 OF 2022

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited and their respective shareholders and creditors

NOTICE TO REGULATORY AUTHORITIES

To,

The Goods and Services Tax Authorities

GST Bhavan, Rajdanga main Road,
ShantiPally, Kolkata.
West Bengal

The Goods and Services Tax Authorities

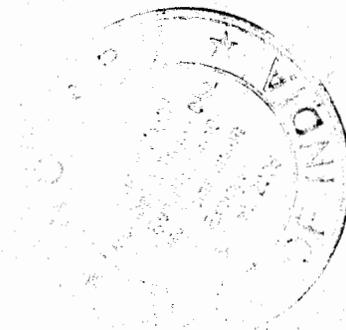
MUM-VAT-E-827, GST Bhavan,
Mazgaon, Mumbai- 400010,
Maharashtra

The Goods and Services Tax Authorities

Division East-2, GST, Gurugram,
1st Floor, Plot-24, Mudit Square,
Sector-32, Gurugram- 122001

The Official Liquidator

5th Floor, Bank of India Building,
Mahatma Gandhi Road, Fort,
Mumbai-400023, Maharashtra.



[Handwritten signature]

**Netscribes (India) Private Limited, Office No. 504, 5th Floor, Lodha Supremus,
Lower Parel, Mumbai – 400 013, Maharashtra, India.**

**Board: +91 22 4098 7600 Fax: +91 22 4098 7500 Web: www.netscribes.com
CIN : U72900MH2000PTC126630**

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**The Central Government,
The Regional Director, Western Region, Mumbai**
Everest 5th Floor, 100 Marine Drive,
Mumbai-400002, Maharashtra.

The Registrar of Companies
100, Everest, Marine Drive,
Mumbai-400002, Maharashtra.

The Income-Tax Authorities
Commissioner of Income Tax
Aaykar Bhavan, Marine Lines,
Mumbai-400002, Maharashtra.

Notice is hereby given in pursuance of sub-section (5) of Section 230 of the Companies Act, 2013 ("Act") that as directed by the Mumbai Bench of the National Company Law Tribunal at Mumbai by an Order dated 25 February 2022 under sub-section (1) of Section 230 of the Act, a meeting of the members and unsecured creditors of Netscribes (India) Private Limited shall be held on Thursday, 31 March 2022 at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra to consider the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited and respective shareholders and creditors.

A copy of the Notice and Scheme of Merger by Absorption are enclosed.

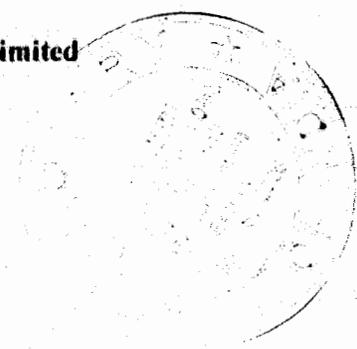
You are hereby informed that representations, if any, in connection with the proposed Scheme of Merger by Absorption may be made to the Tribunal within thirty days from the date of receipt of this notice. Copy of the representation may simultaneously be sent to the concerned companies.

In case no representation is received within the stated period of thirty days, it shall be presumed that you have no representation to make on the proposed Scheme of Merger by Absorption.

For and on behalf of the Directors of Netscribes (India) Private Limited

Kuvadia MA

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting



Place: Mumbai

Date: 01st March, 2022

Enclosures:

- i) Copy of Notice with statement as required under Section 230(3); and
- ii) Copy of Scheme of Merger by Absorption.

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Form No.CAA.2

NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL APPROVED MEETING OF THE EQUITY SHAREHOLDERS OF NETSCRIBES (INDIA) PRIVATE LIMITED FOR APPROVAL OF SCHEME OF MERGER BY ABSORPTION OF NETSCRIBES (INDIA) PRIVATE LIMITED AND NS OXYMORON ADVISORS PRIVATE LIMITED		
Day: Thursday		
Date: 31 March 2022		
Time: 11:00 a.m.		
Venue/Mode: Office No. 504, 5 th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra and voting through physical mode.		
Sr. No.	Contents	
1.	Notice convening the meeting of the equity shareholders of Netscribes (India) Private Limited pursuant to the order dated 25 February 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench under the provisions of Sections 230-232 and other relevant provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto or re-enactments thereof.	
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NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF NETSCRIBES (INDIA) PRIVATE LIMITED, PURSUANT TO THE ORDER DATED 25 FEBRUARY 2022 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

To,
The Equity Shareholders of Netscribes (India) Private Limited ("Netscribes" or "Transferor Company" or "Company")

Notice is hereby given that by an order dated 25 February 2022 ("Order"), the Mumbai Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the equity shareholders of the Transferor Company for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Merger by Absorption of the Transferor Company with NS Oxymoron Advisors Private Limited ("NS Oxymoron" or "Transferee Company") under Sections 230 – 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("Scheme").

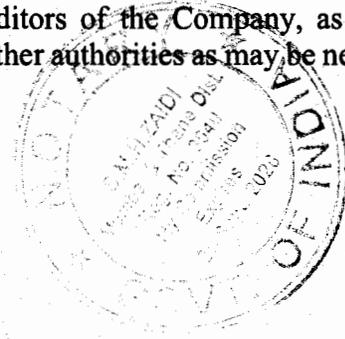
In pursuance of the Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Transferor Company will be held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra on Thursday, 31 March 2022 at 11:00 a.m. and the equity shareholders are requested to attend the same.

TAKE FURTHER NOTICE that copies of the Scheme, and notice including explanatory statement under sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can be obtained free of charge at the registered office of the Company between 10.00 a.m. and 12.00 noon (except Saturdays, Sundays and public holidays).

TAKE FURTHER NOTICE that the equity shareholders may attend and vote at the said meeting in person or by proxy (need not be a member) provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Company at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra, India, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the NCLT has appointed Mr. M.A. Kuvadia, former Regional Director of Ministry of Corporate Affairs, as Chairperson of the said meeting (or several meetings). The Scheme, if approved by the meeting, will be subject to the subsequent approval of the NCLT.

The Board of Directors of the Company, at its meeting held on 24 November 2021 has approved the Scheme subject to approval of the shareholders and creditors of the Company, as may be required, and subject to the sanction of the NCLT and of such other authorities as may be necessary.



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Take notice that at the meeting, following resolutions will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as “NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval”.

The voting rights of the equity shareholders shall be in proportion to their equity shareholding in the Company as on closure of business hours on 27th February, 2022 (“Cut-off Date”).

This notice is given for transacting the special business to be passed through voting at such NCLT convened meeting by voting in person or by proxy. The explanatory statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, the Scheme and the other enclosures as indicated in the index are enclosed.



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Netscribes (India) Private Limited, Office No. 504, 5th Floor, Lodha Supremus,
Lower Parel, Mumbai 400 013, Maharashtra, India
CIN: U72900MH2000PTC126630

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For and on behalf of the Directors of Netscribes (India) Private Limited

Kuvadia MA

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai
Date: 01st March, 2022



[Handwritten signature]



Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 along with applicable rules thereunder and provisions of Sections 230, 232 read with Section 234 of the Companies Act, 2013 setting out material facts forms part of this notice.
2. The relevant documents referred in the notice and the explanatory statement are open for inspection by the equity shareholders electronically up to the conclusion of the meeting and physically at the registered office of the Company on all working days, except Saturdays and Sundays and public holidays, between 10.00 a.m. and 12.00 noon up to the date of the meeting. Those equity shareholders who wish to inspect such documents electronically may write an e-mail to finance@netscribes.com mentioning their name, mobile number, and PAN.
3. Only members whose names appear on the Register of Members/List of Beneficial Owners as on the date of this notice will be considered for the purpose of voting.
4. The resolution shall be deemed to be passed on the date of the meeting i.e., 31 March 2022, subject to the receipt of the requisite number of votes cast in favour of the resolution in terms of Companies Act, 2013.
5. Member or his/her proxy is requested to bring the copy of the Notice to the meeting and produce the Attendance Slip, duly completed and signed at the entrance of the Meeting venue.
6. It is further clarified that the proxies can vote only at the meeting.
7. A shareholder (in case such shareholder is an individual) or the authorized representative of the shareholder (in case such shareholder is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card) to the meeting and a body corporate shareholder intending to send its authorised representative to attend the meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
8. All the documents referred to in the explanatory statement will be available for inspection at the registered office of the Company at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra, India up to and including on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 12.00 noon up to the date of the meeting.
9. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the advertisement of the notice convening the aforesaid meeting will be published once each in 'Free Press Journal' in English language and 'Navshakti' in Marathi language, both circulated in Mumbai.



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10. Shareholders who would like to express their views at the meeting may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number, at 9920483187 between 10.00 AM to 18.00 PM. The shareholders who do not wish to speak during the meeting but have queries may send their queries, mentioning their name, demat account number/folio number, email id, mobile number, to 9920483187. These queries will be replied to by the Company suitably by email.
11. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the meeting.
12. The Hon'ble National Company Law Tribunal, Mumbai Bench, has appointed Mr. Yuvraj Gharat, Director of the Company, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairperson of the meeting after the completion of scrutiny, and the result of the voting will be announced by the Chairperson, within 7 days after the conclusion of the meeting at the registered office of the Company.

For and on behalf of the Directors of Netscribes (India) Private Limited

Kuvadia MA

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai

Date: 01st March, 2022



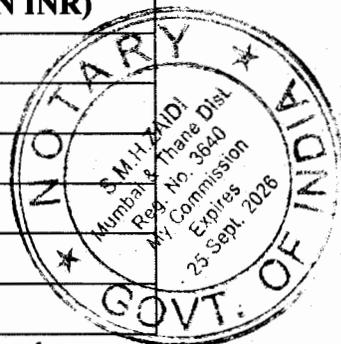
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Particulars of Transferor Company

8. The Transferor Company was incorporated on 19 May 2000 as Netscribes (India) Private Limited, a private limited company with the Registrar of Companies, Maharashtra under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Transferor Company is U72900MH 2000PTC126630. The Permanent Account Number of the Transferor Company is AABCN1298F. The equity shares of the Transferor Company are not listed on any stock exchange. The Transferor Company is a subsidiary of the Transferee Company as the Transferee Company holds 79.94% on fully diluted basis of the equity paid up share capital of the Transferor Company.
9. The registered office of the Transferor Company is situated at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra, India. The email address of the Transferor Company is finance@netscribes.com.
10. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The Transferor Company is engaged in the business of providing investment and business research, market, competitive, and social media intelligence and communication services to meet the tactical business objectives of its clients. There has been no change in the main object clause of the Transferor Company in the last 5 years. The main objects of the Transferor Company as set out in the Memorandum of Association are as follows:
 - (a) *"To carry on business of providing services to internet companies, portals and internet sites in the form of content, software, original material, data, information and general advisory services and to carry on the business of setting up internet portals, sites and divisions to provide services, information, data and original material.*
11. The authorised, issued, subscribed and paid up share capital of the Transferor Company as on 31 March 2021 was as follows:

SHARE CAPITAL	AMOUNT (IN INR)
Authorised share capital	
1,50,00,000 equity shares of INR 10 each	15,00,00,000
Total	15,00,00,000
Issued, subscribed and paid-up capital*	
1,27,88,702 equity shares of INR 10 each fully paid-up	12,78,87,020
Total	12,78,87,020



* Excludes the employee stock options granted to the Eligible Employees of the Transferor Company under the Transferor Company Option Schemes that may vest and may get exercised before the Effective Date, which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company before the Effective Date.

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After 31 March 2021 the share capital of the Transferor Company has undergone a change due to exercise by some of the Eligible Employees of the Transferor Company of their vested employee stock options under the Transferor Company Option Schemes and therefore, as on the date of this notice, the share capital of the Transferor Company is, as under:

SHARE CAPITAL	AMOUNT (IN INR)
Authorised share capital	
1,50,00,000 equity shares of INR10 each	15,00,00,000
Total	15,00,00,000
Issued, subscribed and paid-up capital**	
1,28,24,401 equity shares of INR10 each fully paid-up	12,82,44,010
Total	12,82,44,010

**** Excludes the employee stock options granted to the Eligible Employees of the Transferor Company under the Transferor Company Option Schemes that may vest and may get exercised before the Effective Date, which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company before the Effective Date.**

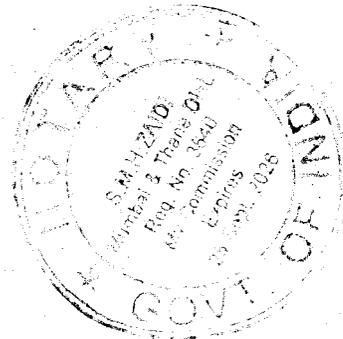
There are no warrants or any other instruments convertible to shares issued by the Transferor Company.

Under the employee stock options granted to the Eligible Employees of the Transferor Company under the Transferor Company Option Schemes, there are no vested options as on the date of this notice. The details of the employee stock options of the Eligible Employees of the Transferor Company as on the date of this notice are set out below:

Employee Stock Options	Number of Options
Options*** granted but not vested	20,500
Options vested	NIL

***** Each stock option entitles an Eligible Employee for one equity shares of INR 10 each.**

There are no secured creditors in the Transferor Company. There are 81 unsecured creditors as on 27th February, 2022, having in the aggregate outstanding amount of INR 18,603,174



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Particulars of the Transferee Company

12. The Transferee Company was incorporated as NS Oxymoron Advisors Private Limited on 29 May 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Transferee Company is U74110MH2008PTC182827. The Permanent Account Number of the Transferee Company is AACCN7742F. The equity shares of the Transferee Company are not listed on any stock exchange. The 1,900 listed, secured, senior, rated, redeemable, non-convertible debentures issued by the Transferee Company are listed on BSE Limited. The Transferee Company has issued 145 unlisted, unsecured, convertible debentures of face value of INR 10,00,000 at par aggregating up to INR 14,50,00,000. The Transferee Company is the holding company of the Transferor Company as it holds 79.94% on fully diluted basis of the equity paid up share capital of the Transferor Company.
13. The registered office of the Transferee Company is situated at Flat No 2, A Wing, 2nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India. The email address of the Transferee Company is souravns@yahoo.com.
14. The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The Transferee Company is planning to engage in the business of investment advisory services, business process outsourcing, knowledge process outsourcing, information technology, information technology enabled services, in the areas of data, information, research, insights, analytics, content, technology services and solutions, app-based businesses, SAS-based businesses, artificial intelligence and/or machine learning driven business. The object clause was amended on 09 September 2021 and since then there has been no change in the object clause of the Transferee Company. The main object of the Transferee Company as set out in Memorandum of Association are as follows:
- (a) *To carry on the business of investment advisory services in the nature of assisting companies and corporate entities, either private or public, to raise funds in the form of equity, debt, hybrid or any other legal securities and to advise and help them conclude mergers, acquisitions, or conclude sales or consulting deals with other entities/firms across the globe.*
- (b) *To engage and/or invest in all types of business process outsourcing, knowledge process outsourcing, information technology, information technology enabled services, in the areas of data, information, research, insights, analytics, content, technology services and solutions, app-based businesses, SAS-based businesses, artificial intelligence and/or machine learning driven business and all areas of businesses across all industries that are tech-enabled and data-driven in nature across the globe, including and limited to all types of offshoring and outsourcing services business, knowledge, legal, recruitment, publishing, e-learning, consulting, advisory and related processes and services.*



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(c) To participate/ invest in equity, debt, hybrid funding or any other legal securities of start-ups across all industries including by providing venture, seed, private equity capital or equity capital against services provided, engage in investment services and other related and ancillary services to assist start-ups and other companies or entities to raise capital in form of debt, equity, hybrid funding, other legal securities, etc.

15. The authorised, issued, subscribed and paid up share capital of the Transferee Company as on 31 March 2021 was as follows:

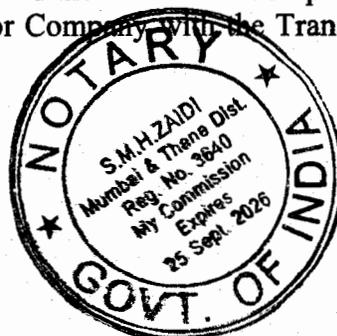
Share Capital	Amount in Rupees
Authorised Share Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000
Issued, Subscribed and Paid-Up Share Capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

There has been no change in the share capital of the Transferee Company after last audited accounting statements dated 31 March 2021. There are no warrants or any other instruments convertible to shares issued by the Transferee Company.

16. The Transferee Company has issued 1,900 listed, secured, senior, rated, redeemable, non-convertible debentures of face value of INR 10,00,000 at par aggregating up to INR 190,00,00,000. Other than the non-convertible debentures, there are no secured creditors in the Transferor Company. The Transferee Company has issued 145 unlisted, unsecured, convertible debentures of face value of INR 10,00,000 at par aggregating up to INR 14,50,00,000. Other than the non-convertible debentures, there are no secured creditors in the Transferor Company. There are 1 unsecured creditors as on 27th February, 2022, having in the aggregate outstanding amount of INR 5900.

Description and Rationale for the Scheme

17. The Scheme provides for merger by absorption of the Transferor Company with and vested in the Transferee Company, on a going concern basis. The Transferee Company with the objective to expanding its business operations and acquiring the business of the Transferor Company on 06 September 2021 has acquired 74.83% equity shares on fully diluted basis of the Transferor Company vide Share Purchase Agreement dated 26 August 2021 and intends to consolidate the operations of the Transferor Company with itself by way of merger of the Transferor Company into the Transferee Company with effect from the date of the said share acquisition. This is in line with the Transferee Company's strategy of business expansion and inorganic growth.
18. The Boards of the Transferee Company and the Transferor Company considered that it is advantageous to merge the Transferor Company with the Transferee Company for the following reasons:



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- (a) acquisition and the consolidation of the business of the Transferor Company with the Transferee Company;
- (b) consolidation of business activities into a single entity will lead to elimination of duplication in administrative cost and multiple record keeping and increase operational and managerial efficiency and synergy resulting in cost saving and enable the Transferee Company to participate more profitably in an increasingly competitive market;
- (c) more focus and concentrated efforts by the management to grow the business with faster and effective decision making by eliminating unnecessary and multiple burdensome, communication and coordination effort across different entities;
- (d) the merger will provide an opportunity to leverage combined assets, capabilities, experience and infrastructure of both entities and build a stronger sustainable business and enable optimal utilization of existing resources;
- (e) integration of business functions and to enable the management to pool human resources with diverse skills, talent and experience of both the companies for common advantage and for further growth and diversification in the business;
- (f) simplification of corporate structure and reduction of legal and regulatory compliances relating to the Transferor Company;
- (g) to create enhanced value for all stakeholders of the respective companies; and
- (h) in summary, consolidation of business will result in expansion of operations, business synergies and cost reduction and would enable the Transferee Company to self-finance for the above-referred benefits it is likely to receive as part of the merger of the Transferor Company with the Transferee Company.

Corporate Approvals

19. The Board of Directors of the Transferor Company and the Transferee Company at their respective board meetings both held on 24 November 2021 passed resolutions approving the Scheme and submission of the Scheme to the National Company Law Tribunal for approval.
20. The meeting of the Board of Directors of the Transferor Company held on 24 November 2021, was attended by 2 directors in person (namely, Mr. Sourav Mukherjee and Mr. Yuvraj Gharat). None of the directors of the Transferor Company who attended the meeting, voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended and voted at the meeting.
21. The meeting of the Board of Directors of the Transferee Company held on 24 November 2021, was attended by 2 directors in person (namely, Mr. Sourav Mukherjee and Mr. Yuvraj Gharat). None of the directors of the Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.



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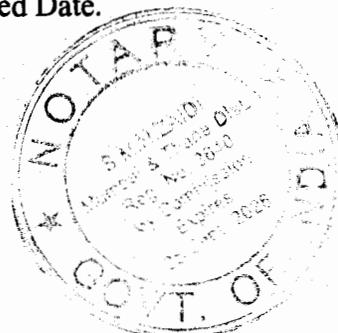
Approvals and actions taken in relation to the Scheme

22. The Companies will obtain such necessary approvals/sanctions/no objection(s) from regulatory or other governmental authorities in respect of the Scheme as may be required in accordance with law.
23. The Companies filed the First Motion Application No. 10 of 2022 along with the annexures thereto (which includes the Scheme) with the NCLT on 29 November 2021.

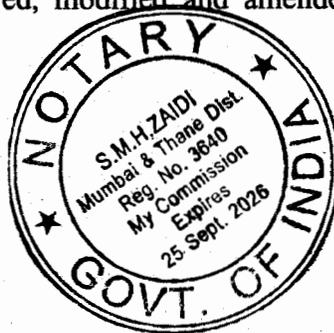
Salient features of the Scheme

Note: The following are only the salient features of the Scheme. The members are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof.

24. "Act" means the Companies Act, 2013.
25. "Appointed Date" means 06 September 2021.
26. "Effective Date" means the date on which the Transferor Company and the Transferee Company file certified or authenticated copy of order of the Hon'ble Tribunal approving this Scheme with the jurisdictional Registrar of Companies. For the avoidance of doubt, it is clarified that in case the Transferor Company and the Transferee Company make any such filings on different dates the last date on which such filings are made with jurisdictional Registrar of Companies shall be deemed to be Effective Date. References in this Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" or "Scheme being effective" means the Effective Date.
27. Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of the Scheme pursuant to Sections 230 to 232 of the Act read with the other applicable provisions of the Act, the Transferor Company shall stand merged with and vested in the Transferee Company as a going concern without any further act, instrument or deal, subject to all charges, lien, mortgages, if any, then affecting the Assets and Liabilities of the Transferor Company.
28. On and from the Effective Date, the name of the Transferee Company shall stand changed to "Netscribes Data & Insights Private Limited" and the new name of the Transferee Company shall be substituted for the existing name wherever it appears in the Memorandum of Association and Articles of Association of the Transferee Company.
29. All Assets shall without any further act, instrument or deed and pursuant to Sections 230 to 232 of the Act be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, so as to become the Assets of the Transferee Company but subject to all charges, hypothecation, liens, mortgages, if any, then affecting the same or part thereof, as may be subsisting and agreed to be created over or in respect of the Assets or any part thereof on the Appointed Date. All such charges, hypothecation, liens, mortgages, if any, shall continue and be deemed to be charges, hypothecation, liens, mortgages over the assets of the Transferee Company on the Appointed Date.



30. All Liabilities shall stand vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, without any further act or deed so as to become the Liabilities, of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company which shall vest in the Transferee Company, by virtue of the Scheme and the Transferee Company shall not be obliged to create any further or additional security therefore after the Scheme has become effective or otherwise. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, loans, liabilities duties and obligations have arisen in order to give the effect to the provisions of the Scheme. Upon the Effective Date the Transferee Company shall be entitled to without limitation operate the bank accounts including transacting in cash, cheque, NEFT, RTGS or any other electronic mode, inter company, intra company, other settlements, availing and utilizing any limits, issuing and receiving any guarantee of the Transferor Company and carry out any other transactions as it deems fit.
31. The Transferor Company is a going concern. The Scheme shall not in any manner affect the rights and interests of the employees and creditors of the Transferor Company or the Transferee Company or be deemed to be prejudicial to their interests and in particular the secured creditors of the Transferee Company shall upon the Scheme becoming effective, continue to enjoy and hold charge upon their respective securities and properties.
32. All the employees of the Transferor Company shall become the employees of the Transferee Company without any break or interruption in service and terms and conditions of service applicable to such employees shall not be less favourable than those applicable to them respectively prior to the Effective Date.
33. The services of such employees shall not be treated as having been broken or interrupted for the purpose of provident fund or gratuity or superannuation or leave or statutory purposes or other wise and for all purposes will be reckoned from the date of the respective appointment with the Transferor Company.
34. Upon coming into effect of the Scheme, all suits, appeals, writ petitions, revision claims, arbitrations, disputes, conciliation, negotiations, complaints, investigations and other legal proceedings then pending by or against the Transferor Company prior to the Effective Date shall thereafter be continued and be enforced by or against the Transferee Company as effectively as if the same had been pending and/or arisen by or against the Transferee Company.
35. Upon the Scheme coming into effect the authorized share capital of the Transferee Company of INR 5,00,000 (Rupees Five Lakh Only) comprising of 50,000 equity shares of INR 10 each shall automatically stand aggregated and enhanced by the authorized share capital of the Transferor Company of INR 15,00,00,000 such that aggregated authorized share capital of the Transferee Company shall be INR 15,05,00,000 comprising of 1,50,50,000 equity shares of INR 10 each, without any further act, instrument or deed on the part of the Transferee Company and the Memorandum of Association and Articles of Association of the Transferee Company shall without any further act or instrument stand altered, modified and amended and the consent of

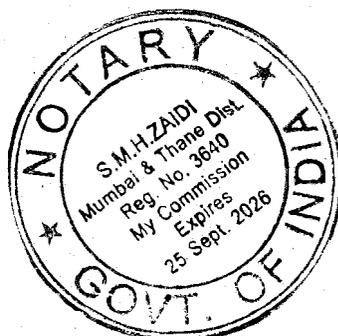


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shareholders to the Scheme shall be deemed to be sufficient for the purpose of affecting this amendment.

36. Upon coming into effect of the Scheme and in consideration of merger of the Transferor Company with the Transferee Company under the Scheme, the Transferee Company shall without any further application act, instrument or deed and without any further payment, issue and allot equity shares as fully paid-up as indicated below to the shareholders of the Transferor Company (other than the Transferee Company itself) holding equity shares in the Transferor Company and whose names appear in the register of the members of the Transferor Company as on the date immediately preceding the Effective Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of the Transferee Company.
37. Share Swap Ratio is determined as 3.95 New Equity Shares credited as fully paid-up of the Transferee Company for every 1,000 equity shares of the face value of INR 10 each fully paid-up held by the shareholders (other than the Transferee Company itself) in the Transferor Company.
38. With respect to the employee stock options granted by the Transferor Company under the two employees stock options schemes of the Transferor Company titled 'Netscribes ESOP Scheme' and titled 'Employees Stock Option Scheme 2010' (collectively, "Transferor Company Option Schemes"), upon coming into effect of this Scheme, the Transferee Company shall issue stock options to the Eligible Employees taking into account the Share Swap Ratio and on the same terms and conditions as (and which are not less favourable than those) provided in the Transferor Company Option Schemes.
39. Upon the Scheme becoming effective, the options granted by the Transferor Company to the Eligible Employees under the Transferor Company Option Scheme shall automatically stand cancelled, and fresh options shall be granted by the Transferee Company to the Eligible Employees in compliance with applicable law, basis the Share Swap Ratio as follows:

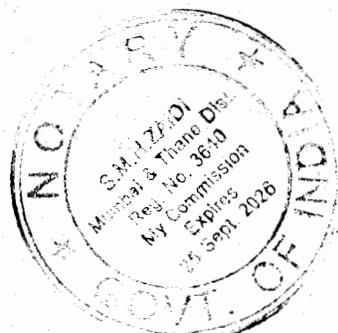
For every 1,000 options held by an Eligible Employee which entitle such Eligible Employee to acquire 1,000 equity shares in the Transferor Company, such Eligible Employee will be conferred 3.95 options in the Transferee Company which shall entitle the Eligible Employee to acquire 3.95 equity shares in the Transferee Company.



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Fractional entitlements arising pursuant to the applicability of the Share Swap Ratio as above shall be rounded off to the nearest higher integer. The exercise price payable for options granted by the Transferee Company to the Eligible Employees shall be based on the exercise price payable by such Eligible Employees under the Transferor Company Option Schemes.

40. The Scheme is conditional upon the following approvals/events and the Scheme shall be deemed to be effective on obtaining the last of the approvals and the occurrence of the last of the following events:
- (a) the approval by the requisite majorities of the members and creditors of the respective Companies as required under applicable law or as directed by the Tribunal;
 - (b) the sanction of the Scheme by the Tribunal under Sections 230 to 232 read with other applicable provisions of the Act;
 - (c) such other approvals and consents of the statutory or regulatory authority which by law may be necessary for the implementation of the Scheme; and
 - (d) the certified or authenticated copy of the order of the Tribunal sanctioning the Scheme being filed by the Companies with the jurisdictional Registrar of Companies, Maharashtra, at Mumbai along with the requisite form.
41. In the event of any of the said sanctions or approvals not being obtained and/or the Scheme not being sanctioned by the Tribunal within such period as may be agreed upon by and between the Transferor Company and the Transferee Company (through their respective Boards), the Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such a case, each of the Transferor Company and the Transferee Company shall bear and pay its respective costs, charges and expenses for and in connection with the Scheme, unless otherwise mutually agreed.
42. With effect from the Appointed Date, and on the Scheme becoming effective, the Transferor Company shall stand merger/dissolved with the Transferee Company without being wound up.



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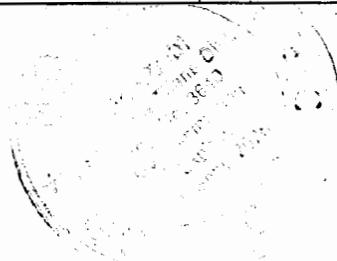
Accounting Treatment

43. The accounting treatment as proposed in the Scheme is in conformity with the Accounting Standard 14 (Accounting for Amalgamation) as issued by Institute of Chartered Accountants of India and other applicable Accounting Standards, in terms of Section 133 of the Companies Act, 2013. The certificate issued by the Statutory Auditor of the Transferee Company is open for inspection at the registered office of the Transferee Company.

Valuation Report

44. The Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants, lays out the valuation and the share swap ratio with respect to its equity shareholders and the options granted by the Transferor Company to the eligible employees under Transferor Company Option Schemes.
45. The aforesaid Valuation cum Share Swap Ratio Report is in conformity with the fair value valuation as defined under standard 101 of the Institute of Chartered Accountants of India and is premised on the going concern value of the Transferor Company and the Transferee Company.
46. Statement disclosing further details of the Amalgamation as per Section 230(3) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is as under:

Sr. No	Particulars	Transferor Company	Transferee Company
1.	Relationship subsisting between Companies:		
	Nature of Relationship	Subsidiary company of Transferee Company.	Holding company of Transferor Company.
2.	The date of board meeting at which the Scheme was approved by the board of directors including the name of directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution.		
	Voting Pattern & Related information of the Board Meetings of Transferor Company and Transferee Company both held on 24 November 2021:	Quorum – Entire board comprising the following 2 Directors and all directors voted in favor of the resolution approving the Scheme. 1. Sourav Mukherjee (DIN -00085678).	Quorum – Entire board comprising the following 2 Directors and all directors voted in favor of the resolution approving the Scheme. 1. Sourav Mukherjee (DIN -00085678).

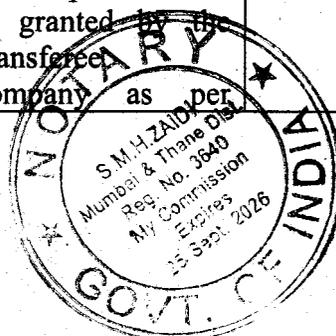


		2. Yuvraj Gharat (DIN - 07189616).	2. Yuvraj Gharat (DIN - 07189616).
3.	Disclosure about effect of the merger on:		
	Key Managerial Personnel	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Directors	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Promoters		
	a. Sourav Mukherjee	As equity shareholder, Sourav Mukherjee will be issued new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme.	Due to the issuance of new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme, the present shareholding of Sourav Mukherjee in the Transferee Company shall stand increased as is set out in Annexure to the Scheme.
	b. Transferee Company	Transferee Company will not be issued any new equity shares of the Transferee Company, and all equity shares held be the Transferee Company in the Transferor Company shall be deemed to have automatically cancelled.	-



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c. Yuvraj Gharat	As equity shareholder, Yuvraj Gharat will be issued new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme.	Due to the issuance of new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme, Yuvraj Gharat present shareholding in the Transferee Company shall stand increased as is set out in Annexure to the Scheme.
Non-promoter members	As equity shareholder, new equity shares of the Transferee Company shall be issued in the ratio as enumerated above and in Clause 15.1 of the Scheme.	-
Depositors	Not accepted any deposits, hence no effect whatsoever.	Not accepted any deposits, hence no effect whatsoever.
Employee		
a. Terms of Employment	The employees shall become employees of the Transferee Company and the terms and conditions of service will not be less favorable than those applicable to them prior to the Effective Date of the Scheme.	No effect whatsoever.
b. Transferor Company Option Schemes	The options granted to the eligible employee by the Transferor Company shall automatically stand canceled and fresh options shall be granted by the Transferee Company as per	No effect whatsoever.



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		Clause 16.2 of the Scheme.	
	Creditors	No effect whatsoever.	No effect whatsoever.
	Deposit trustee and debenture trustee	There is neither deposit trustee nor debenture trustee, hence no effect whatsoever.	There is no deposit trustee and no effect whatsoever on the debenture trustee.
	Debenture holders	There are no debenture holders, hence no effect whatsoever.	No effect whatsoever.
4.	Amount due to unsecured creditors as on 27th February, 2022		
		INR 18,603,174 (81 unsecured creditors).	INR 5900 (1 unsecured creditors).
	145 unlisted, unsecured, convertible debentures of face value of INR 10,00,000	None	INR 14,50,00,000
5.	Amount due to secured creditors as on 27th February, 2022		
	1,900 listed, secured, senior, rated, redeemable, non-convertible debentures of face value of INR 10,00,000	None.	INR 190,00,00,000
6.	Disclosure about effect of merger on material interest of Directors, Key Managerial Personnel and Debenture trustee		
	Nature of effect, if any		
	Directors	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Key Managerial Personnel	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Debenture trustee	There is neither debenture holders nor debenture trustee, hence no effect whatsoever.	No effect whatsoever.

47. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company and Transferee Company in their separate meetings, held on, 24 November 2021, respectively, have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel amongst others.



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Copy of the reports adopted by the respective Board of Directors of the Companies are enclosed as **Annexure 2** respectively.

Other matters

48. As on the date of this notice, no proceedings are pending under the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956 against the Companies.
49. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Act of 1956.
50. Notice under Section 230(5) of the Companies Act, 2013 is being given to (i) the Central Government through the Regional Director, Western Region, Mumbai (ii) The Registrar of Companies, (iii) Concerned Income Tax Authority, (iv) Concerned Goods and Services Tax Authority, and (v) Concerned Official Liquidator.
51. The Supplementary Unaudited Accounting Statement of the Transferor Company and the Transferee Company dated 31 October 2021 are enclosed as **Annexure 4** and **Annexure 5**.
52. The names and addresses of the promoters/ promoter group of the Transferor Company including their shareholding in the Transferor Company as on the date of this notice are as under:

Sr. No.	Name and address of Promoters and Promoter Group	No. of Equity Shares of INR 10 each	Percentage holding on fully diluted basis (%)
1.	NS Oxymoron Advisors Private Limited having its registered office address at Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India.	1,02,67,912	79.94%
2.	Sourav Mukherjee having place of residence at Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India.	23,52,246	18.31%



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53. The names and addresses of the promoters of the Transferee Company including their shareholding in the Transferee Company as on the date of this notice are as under:

Sr. No.	Name of Promoter	NS Oxymoron	
		No. of Equity Shares of INR 10 each	%
1.	Sourav Mukherjee having place of residence at Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India.	9,999	99.99%
2.	Yuvraj Gharat having place of residence at B1/404, Prabha, Pawan Vatika Chs, Adharwadi Jail Road, Aadharwadi, Near Don Bosco School, Kalyan- 421301, Thane.	01	0.01%

54. The name and addresses of the directors of the Transferor Company as on the date of this notice are, as under:

Sr. No.	Name	Designation	Address	PAN	DIN
1.	Sourav Mukherjee	Managing Director	Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India	AAUPM 4047P	00085678
2.	Yuvraj Gharat	Director	B1/404, Prabha, Pawan Vatika Chs, Adharwadi Jail Road, Aadharwadi, Near Don Bosco School, Kalyan-421301, Thane.	AOSPG0566R	07189616



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55. The name and addresses of the directors of the Transferee Company as on the date of this notice, are as under:

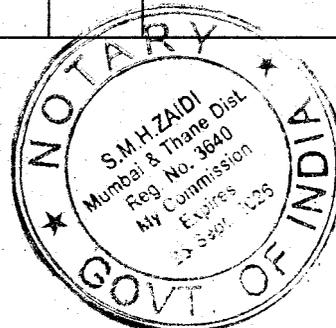
Sr. No.	Name of Director	Designation	Address	PAN	DIN
1.	Sourav Mukherjee	Managing Director	Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India	AAUPM 4047P	00085678
2.	Yuvraj Gharat	Director	B1/404, Prabha, Pawan Vatika Chs, Adharwadi Jail Road, Aadharwadi, Near Don Bosco School, Kalyan-421301, Thane.	AOSPG0566R	07189616

56. The details of the Directors, Key Managerial Personnel of the Transferor Company and their respective shareholding in the Transferor Company and Transferee Company as on the date of this notice are as follows:

Sr. No.	Name of Director	Position	NS Oxymoron		Netscribes		Netscribes	
			No. of Equity Shares of INR 10 each	%	No. of Equity Shares of INR 10 each	%	No. of Options	%
1.	Sourav Mukherjee	Managing Director	9,999	99.99	23,52,246	18.31	-	-
2.	Yuvraj Gharat	Director	01	0.1	20,000	0.16	-	-
3.	Madhuri Jhurani	Company Secretary	-	-	-	-	3,000	0.02

57. The details of the Directors, Key Managerial Personnel of the Transferee Company and their respective shareholding in the Transferor Company and the Transferee Companies as on the date of this notice are as follows:

Sr. No.	Name of Director	Position	NS Oxymoron		Netscribes	
			No. of Equity Shares of INR 10 each	%	No. of Equity Shares of INR 10 each	%
1.	Sourav Mukherjee	Managing Director	9,999	99.99	23,52,246	18.31



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2.	Yuvraj Gharat	Director	01	0.1	20,000	0.16
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58. Upon the Scheme becoming effective, the Transferor Company shall be merged/dissolved with the Transferee Company without winding up. Hence, there would be change in the shareholding pattern of the Transferee Company. The pre-Scheme shareholding pattern of the Transferor Company as on date and the shareholding pattern of the Transferee Company as on the Effective Date (assuming there is no change in the shareholders of the Transferor Company as on date and up to the date immediately preceding the Effective Date) are attached as **Annexure 6**.
59. Considering the rationale and benefits, the Board of Directors of the Transferor Company recommends the Scheme as it is in the best interest of the Company and its stakeholders.
60. None of the Directors and Key Managerial Personnel or their relatives are interested except to the extent of their shareholdings in the Transferee Company and the Transferor Company, if any.
61. A meeting of the unsecured creditors of the Transferor Company is being separately convened. There are no secured creditors in the Transferor Company, hence there is no requirement to convene the meeting of the secured creditors of the Transferor Company.
62. In addition to the documents annexed hereto, copies of the following documents shall be open for inspection on the website as well as at the registered office of the Transferor Company from 10.00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
- Copy of the order dated 25 February 2022 passed by the National Company Law Tribunal, Mumbai Bench, in Joint Scheme Application No 10 of 2022;
 - Copy of the Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;
 - Copy of the Joint Scheme Application filed by the Transferor Company and the Transferee Company, before the NCLT, Mumbai Bench bearing No. C.A. (CAA) 10 of 2022;
 - Certified true copy of the resolutions passed by the Board of Directors of the Transferor Company and the Transferee Company approving the Scheme at their respective meetings held on 24 November 2021;
 - Copy of Audited Annual Accounts of the Transferor Company and the Transferee Company for the year ended 31 March 2021;
 - Copy of Supplementary Accounting Statement of the Transferor Company and the Transferee Company for the period ended on 31 October 2021;



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- (g) Copy of Certificate issued by the Statutory Auditor of the Transferee Company to the effect that the accounting treatment, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- (h) Copy of the Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants;
- (i) Copy of Register of Director's shareholding of the Transferor Company and the Transferee Company; and
- (j) Copy of the Scheme and Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

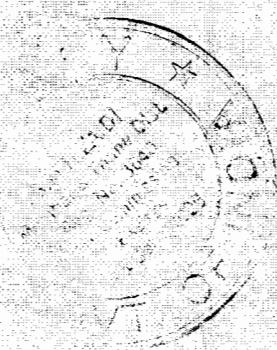
After the Scheme is approved by the shareholders and creditors of the Transferor Company, it will be subject to the approval/ sanction of the National Company Law Tribunal, Mumbai Bench.

For and on behalf of the Directors of Netscribes (India) Private Limited



Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai
Date: 01st March, 2022



NS OXYMORON ADVISORS PRIVATE LIMITED

FORM NO. CAA. 3

[Pursuant to Section 230(5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. 10 OF 2022

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited and their respective shareholders and creditors

NOTICE TO REGULATORY AUTHORITIES

To,

The Goods and Services Tax Authorities

New Central Excise Building,
M. K. Road, Churchgate,
Mumbai-400020, Maharashtra.

The Official Liquidator

5th Floor, Bank of India Building,
Mahatma Gandhi Road, Fort,
Mumbai-400023, Maharashtra.

The Securities and Exchange Board of India

Plot No. C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051, Maharashtra.



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.**

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001, Maharashtra.

National Stock Exchange of India Limited

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051, Maharashtra.

The Central Government,

The Regional Director, Western Region, Mumbai

Everest 5th Floor, 100 Marine Drive,
Mumbai-400002, Maharashtra.

The Registrar of Companies

100, Everest, Marine Drive,
Mumbai-400002, Maharashtra.

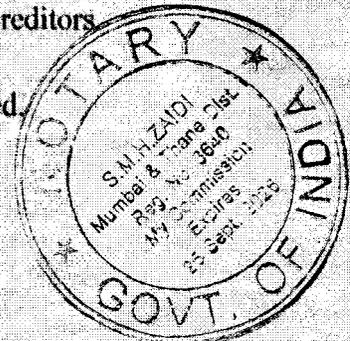
The Income-Tax Authorities

Commissioner of Income Tax

Aaykar Bhavan, Marine Lines,
Mumbai-400002, Maharashtra

Notice is hereby given in pursuance of sub-section (5) of Section 230 of the Companies Act, 2013 ("Act") that as directed by the Mumbai Bench of the National Company Law Tribunal at Mumbai by an Order dated 25 February 2022 under sub-section (1) of Section 230 of the Act, a meeting of the members and secured debenture holders (secured creditors) and unsecured creditors of NS Oxymoron Advisors Private Limited shall be held on Thursday, 31 March 2022 at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra to consider the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited and respective shareholders and creditors.

A copy of the Notice and Scheme of Merger by Absorption are enclosed.



FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

You are hereby informed that representations, if any, in connection with the proposed Scheme of Merger by Absorption may be made to the Tribunal within thirty days from the date of receipt of this notice. Copy of the representation may simultaneously be sent to the concerned companies.

In case no representation is received within the stated period of thirty days, it shall be presumed that you have no representation to make on the proposed Scheme of Merger by Absorption.

For and on behalf of the Directors of NS Oxymoron Advisors Private Limited

Kuvadia MA

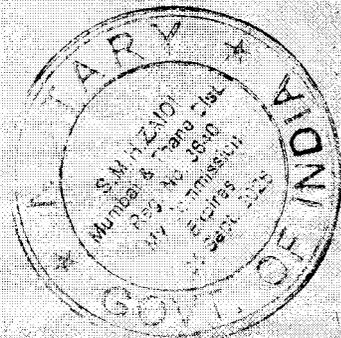
Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai

Date: 01st March, 2022

Enclosures:

- i) Copy of Notice with statement as required under Section 230(3); and
- ii) Copy of Scheme of Merger by Absorption.



FLAT NO 2, A WING, 2ND FLOOR, LLOYDS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

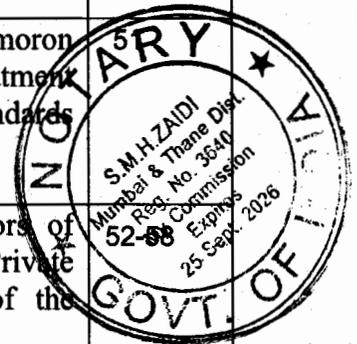
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NS OXYMORON ADVISORS PRIVATE LIMITED

Form No.CAA.2

NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL APPROVED MEETING OF THE EQUITY SHAREHOLDERS OF NS OXYMORON ADVISORS PRIVATE LIMITED FOR APPROVAL OF SCHEME OF MERGER BY ABSORPTION OF NETSCRIBES (INDIA) PRIVATE LIMITED AND NS OXYMORON ADVISORS PRIVATE LIMITED		
Day: Thursday.		
Date: 31 March 2022.		
Time: 12:00 Noon		
Venue/Mode: Office No. 504, 5 th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra and voting through physical mode.		
Sr. No.	Contents	Page Nos.
1.	Notice convening the meeting of the equity shareholders of NS Oxymoron Advisors Private Limited pursuant to the order dated 25 February 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench under the provisions of Sections 230-232 and other relevant provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any amendments thereto or re-enactments thereof.	1-7
2.	Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	8-26
3.	Annexure 1: Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited under Sections 230 – 232 of the Companies Act, 2013 (“Scheme”).	27-50
4.	Annexure 2: Certificate issued by Statutory Auditor NS Oxymoron Advisors Private Limited to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.	
5.	Annexure 3: The Reports adopted by the Board of Directors of Netscribes (India) Private Limited and NS Oxymoron Advisors Private Limited pursuant to the provisions of Sections 232(2)(c) of the Companies Act, 2013.	



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.**

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

6.	Annexure 4: Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants.	58-104
7.	Annexure 5: Supplementary Accounting Statements of Netscribes (India) Private Limited for the period ended 31 October 2021.	105-125
8.	Annexure 6: Supplementary Accounting Statements of NS Oxymoron Advisors Private Limited for the period ended 31 October 2021.	126-136
9.	Annexure 7: Post Scheme shareholding of NS Oxymoron Advisors Private Limited.	137
10.	Form of Proxy.	138-139
11.	Attendance Slip.	140
12.	Road map to the venue.	141



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.**

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF NS OXYMORON ADVISORS PRIVATE LIMITED, PURSUANT TO THE ORDER DATED 25 FEBRUARY 2022 PASSED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

To,
The Equity Shareholders of NS Oxymoron Advisors Private Limited ("NS Oxymoron" or "Transferee Company" or "Company")

Notice is hereby given that by an order dated 25 February 2022 ("Order"), the Mumbai Bench of the Hon'ble National Company Law Tribunal ("NCLT") has directed a meeting to be held of the equity shareholders of the Transferee Company for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Merger by Absorption of Netscribes (India) Private Limited ("Netscribes" or "Transferor Company") with Transferee Company under Sections 230 – 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("Scheme").

In pursuance of the Order and as directed therein, further notice is hereby given that a meeting of the equity shareholders of the Transferee Company will be held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013 on Thursday, 31 March 2022 at 12 a.m. (afternoon) and the equity shareholders are requested to attend the same.

TAKE FURTHER NOTICE that copies of the Scheme, and notice including explanatory statement under sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 can be obtained free of charge at the registered office of the Company between 10.00 a.m. and 12.00 noon (except Saturdays, Sundays and public holidays).

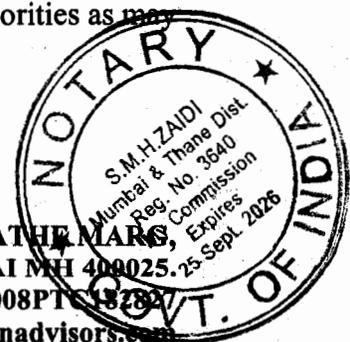
TAKE FURTHER NOTICE that the equity shareholders may attend and vote at the said meeting in person or by proxy (need not be a member) provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Company at Flat No 2, A Wing, 2nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi Mumbai 400025, Maharashtra, India, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. Form of proxy is attached with this notice.

TAKE FURTHER NOTICE that the NCLT has appointed Mr. M.A. Kuvadia, former Regional Director of Ministry of Corporate Affairs, as Chairperson of the said meeting (or several meetings). The Scheme, if approved by the meeting, will be subject to the subsequent approval of the NCLT.

The Board of Directors of the Company, at its meeting held on 24 November 2021 has approved the Scheme subject to approval of the shareholders and creditors of the Company, as may be required, and subject to the sanction of the NCLT and of such other authorities as may be necessary.

**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PT019287**

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>



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NS OXYMORON ADVISORS PRIVATE LIMITED

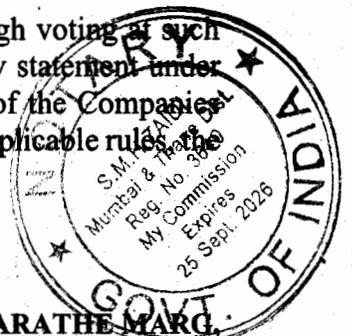
Take notice that at the meeting, following resolutions will be considered and if thought fit, be passed, with or without modification(s) with the requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as “NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval”.

The voting rights of the equity shareholders shall be in proportion to their equity shareholding in the Company as on closure of business hours on 27th February, 2022 (“Cut-off Date”).

This notice is given for transacting the special business to be passed through voting at such NCLT convened meeting by voting in person or by proxy. The explanatory statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, the Scheme and the other enclosures as indicated in the index are enclosed.



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PTC182827**

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

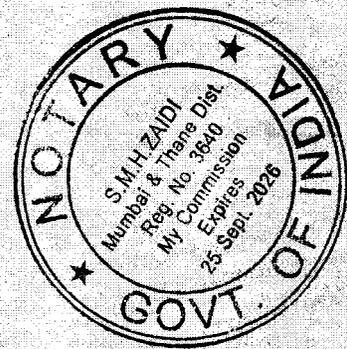
For and on behalf of the Directors of NS Oxymoron Advisors Private Limited

Kuvadia MA

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai

Date: 01st March 2022



FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 along with applicable rules thereunder and provisions of Sections 230, 232 read with Section 234 of the Companies Act, 2013 setting out material facts forms part of this notice.
2. The relevant documents referred in the notice and the explanatory statement are open for inspection by the equity shareholders electronically up to the conclusion of the meeting and physically at the registered office of the Company on all working days, except Saturdays and Sundays and public holidays, between 10.00 a.m. and 12.00 noon up to the date of the meeting. Those equity shareholders who wish to inspect such documents electronically may write an e-mail to souravns@yahoo.com mentioning their name, mobile number, and PAN.
3. Only members whose names appear on the Register of Members/List of Beneficial Owners as on the date of this notice will be considered for the purpose of voting.
4. The resolution shall be deemed to be passed on the date of the meeting i.e., 31 March 2022, subject to the receipt of the requisite number of votes cast in favour of the resolution in terms of Companies Act, 2013.
5. Member or his/her proxy is requested to bring the copy of the Notice to the meeting and produce the Attendance Slip, duly completed and signed at the entrance of the Meeting venue.
6. It is further clarified that the proxies can vote only at the meeting.
7. A shareholder (in case such shareholder is an individual) or the authorized representative of the shareholder (in case such shareholder is a body corporate) or the proxy should carry their valid and legible identity proof (i.e. a PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card) to the meeting and a body corporate shareholder intending to send its authorised representative to attend the meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
8. All the documents referred to in the explanatory statement will be available for inspection at the registered office of the Company at Flat No 2, A Wing, 2nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi Mumbai 400025, Maharashtra, India on all working days (except Saturdays, Sundays and public holidays) between 10.00 a.m. and 12.00 noon up to the date of the meeting.
9. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the advertisement of the notice convening the aforesaid meeting will be published once each in 'Free Press Journal' in English language and 'Navshakti' in Marathi language, both circulated in Mumbai.

**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.**

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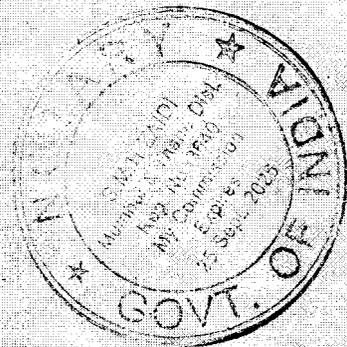
- 10. Shareholders who would like to express their views at the meeting may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, email id, mobile number, at 9820725832 between 10.00 AM to 06.00 PM. The shareholders who do not wish to speak during the meeting but have queries may send their queries, mentioning their name, demat account number/folio number, email id, mobile number, to 9820725832. These queries will be replied to by the Company suitably by email.
- 11. Those shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the meeting.
- 12. The Hon'ble National Company Law Tribunal, Mumbai Bench, has appointed Mr. Yuvraj Gharat, Director of the Company, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- 13. The Scrutinizer will submit his report to the Chairperson of the meeting after the completion of scrutiny, and the result of the voting will be announced by the Chairperson, within 7 days after the conclusion of the meeting at the registered office of the Company.

For and on behalf of the Directors of NS Oxymoron Advisors Private Limited

Kuvadia MA

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai
Date: 01st March, 2022



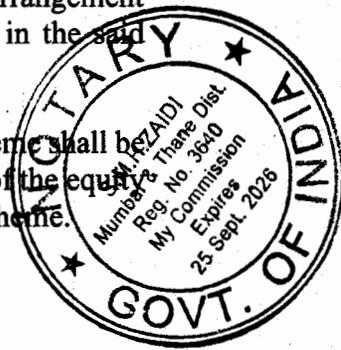
FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
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CIN: U74110MH2008PTC182827
Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the order dated 25 February 2022 passed by the Hon'ble National Company Law Tribunal, Bench at Mumbai ("NCLT"), in Company Scheme Application (CAA) No. 10 of 2022 ("Order"), a meeting of the equity shareholders of NS Oxymoron Advisors Private Limited ("Transferee Company" or "NS Oxymoron" or "Company") is being convened at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra on Thursday, 31 March 2022 from 12:00 a.m. (afternoon) to 12:59 p.m. (afternoon) ("Meeting") for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Merger by Absorption of Netscribes (India) Private Limited ("Transferor Company" or "Netscribes" or "NIPL") with Transferee Company which is the holding company of the Transferor Company, and their respective shareholders and creditors under Sections 230 – 232 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act ("Scheme"). NIPL and NS Oxymoron are together referred to as the "Companies".
2. A copy of the Scheme, which has been, inter alios, approved by the Board of Directors of the Companies at their respective meetings held on 24 November 2021, is enclosed as Annexure 1. Capitalised terms used herein but not defined shall have the meaning assigned to them in the Scheme unless otherwise stated.
3. In terms of the Order, the quorum for the said meeting shall be as prescribed under Section 103 of the Act. Further, in terms of the Order, the NCLT, has appointed Mr. M.A. Kuvadia, former Regional Director of Ministry of Corporate Affairs, as the Chairperson of the meeting of the equity shareholders of the Company including for any adjournment or adjournments thereof.
4. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
5. As stated earlier, the NCLT by its Order has, inter alia, directed that a meeting of the equity shareholders of the Company shall be convened and held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra on Thursday, 31 March 2022 at 12:00 a.m. (afternoon) to 12:59 p.m. (afternoon) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.
6. In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the equity shareholders of the Company, voting in person or by proxy, agree to the Scheme.



FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.

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Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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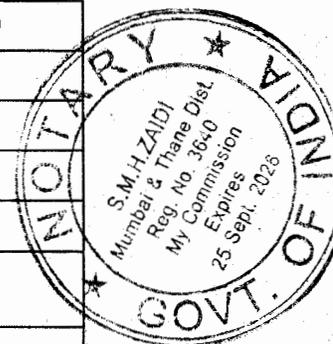
NS OXYMORON ADVISORS PRIVATE LIMITED

7. The Scheme provides for merger by absorption of the Transferor Company with the Transferee Company in accordance with Section 2(1B) of the Income Tax Act, 1961 with effect from the Appointed Date i.e., 06 September 2021.

Particulars of Transferor Company

8. The Transferor Company was incorporated on 19 May 2000 as Netscribes (India) Private Limited, a private limited company with the Registrar of Companies, Maharashtra under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Transferor Company is U72900MH 2000PTC126630. The Permanent Account Number of the Transferor Company is AABCN1298F. The equity shares of the Transferor Company are not listed on any stock exchange. The Transferor Company is a subsidiary of the Transferee Company as the Transferee Company holds 79.94% on fully diluted basis of the equity paid up share capital of the Transferor Company.
9. The registered office of the Transferor Company is situated at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra, India. The email address of the Transferor Company is souravns@yahoo.com.
10. The objects for which the Transferor Company has been established are set out in its Memorandum of Association. The Transferor Company is engaged in the business of providing investment and business research, market, competitive, and social media intelligence and communication services to meet the tactical business objectives of its clients. There has been no change in the main object clause of the Transferor Company in the last 5 years. The main objects of the Transferor Company as set out in the Memorandum of Association are as follows:
- (a) *"To carry on business of providing services to internet companies, portals and internet sites in the form of content, software, original material, data, information and general advisory services and to carry on the business of setting up internet portals, sites and divisions to provide services, information, data and original material.*
11. The authorised, issued, subscribed and paid up share capital of the Transferor Company as on 31 March 2021 was as follows:

SHARE CAPITAL	AMOUNT (IN INR)
Authorised share capital	
1,50,00,000 equity shares of INR 10 each	15,00,00,000
Total	15,00,00,000
Issued, subscribed and paid-up capital*	
1,27,88,702 equity shares of INR 10 each fully paid-up	12,78,87,020
Total	12,78,87,020



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PTC182827
Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>**

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* Excludes the employee stock options granted to the Eligible Employees of the Transferor Company under the Transferor Company Option Schemes that may vest and may get exercised before the Effective Date, which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company before the Effective Date.

After 31 March 2021 the share capital of the Transferor Company has undergone a change due to exercise by some of the Eligible Employees of the Transferor Company of their vested employee stock options under the Transferor Company Option Schemes and therefore, as on the date of this notice, the share capital of the Transferor Company is, as under:

SHARE CAPITAL	AMOUNT (IN INR)
Authorised share capital	
1,50,00,000 equity shares of INR10 each	15,00,00,000
Total	15,00,00,000
Issued, subscribed and paid-up capital**	
1,28,24,401 equity shares of INR10 each fully paid-up	12,82,44,010
Total	12,82,44,010

** Excludes the employee stock options granted to the Eligible Employees of the Transferor Company under the Transferor Company Option Schemes that may vest and may get exercised before the Effective Date, which may result in an increase in the issued, subscribed and paid-up share capital of the Transferor Company before the Effective Date.

There are no warrants or any other instruments convertible to shares issued by the Transferor Company.

Under the employee stock options granted to the Eligible Employees of the Transferor Company under the Transferor Company Option Schemes, there are no vested options as on the date of this notice. The details of the employee stock options of the Eligible Employees of the Transferor Company as on the date of this notice are set out below:

Employee Stock Options	Number of Options
Options*** granted but not vested	20,500
Options vested	NIL

*** Each stock option entitles an Eligible Employee for one equity shares of INR each.

There are no secured creditors in the Transferor Company. There are 81 unsecured creditors as on 27th February, 2022 having in the aggregate outstanding amount of INR 18,603,174.

FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>



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NS OXYMORON ADVISORS PRIVATE LIMITED

Particulars of the Transferee Company

12. The Transferee Company was incorporated as NS Oxymoron Advisors Private Limited on 29 May 2008 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Transferee Company is U74110MH2008PTC182827. The Permanent Account Number of the Transferee Company is AACCN7742F. The equity shares of the Transferee Company are not listed on any stock exchange. The 1,900 listed, secured, senior, rated, redeemable, non-convertible debentures issued by the Transferee Company are listed on BSE Limited. The Transferee Company has issued 145 unlisted, unsecured, convertible debentures of face value of INR 10,00,000 at par aggregating up to INR 14,50,00,000. The Transferee Company is the holding company of the Transferor Company as it holds 74.83% on fully diluted basis of the equity paid up share capital of the Transferor Company.
13. The registered office of the Transferee Company is situated at Flat No 2, A Wing, 2nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India. The email address of the Transferee Company is souravns@yahoo.com.
14. The objects for which the Transferee Company has been established are set out in its Memorandum of Association. The Transferee Company is planning to engage in the business of investment advisory services, business process outsourcing, knowledge process outsourcing, information technology, information technology enabled services, in the areas of data, information, research, insights, analytics, content, technology services and solutions, app-based businesses, SAS-based businesses, artificial intelligence and/or machine learning driven business. The object clause was amended on 09 September 2021 and since then there has been no change in the object clause of the Transferee Company. The main object of the Transferee Company as set out in Memorandum of Association are as follows:
- (a) *To carry on the business of investment advisory services in the nature of assisting companies and corporate entities, either private or public, to raise funds in the form of equity, debt, hybrid or any other legal securities and to advise and help them conclude mergers, acquisitions, or conclude sales or consulting deals with other entities/firms across the globe.*
- (b) *To engage and/or invest in all types of business process outsourcing, knowledge process outsourcing, information technology, information technology enabled services, in the areas of data, information, research, insights, analytics, content, technology services and solutions, app-based businesses, SAS-based businesses, artificial intelligence and/or machine learning driven business and all areas of businesses across all industries that are tech-enabled and data-driven in nature across the globe, including and limited to all types of offshoring and outsourcing services business, knowledge, legal, recruitment, publishing, e-learning, consulting advisory and related processes and services.*

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(c) To participate/ invest in equity, debt, hybrid funding or any other legal securities of start-ups across all industries including by providing venture, seed, private equity capital or equity capital against services provided, engage in investment services and other related and ancillary services to assist start-ups and other companies or entities to raise capital in form of debt, equity, hybrid funding, other legal securities, etc.

15. The authorised, issued, subscribed and paid up share capital of the Transferee Company as on 31 March 2021 was as follows:

Share Capital	Amount in Rupees
Authorised Share Capital	
50,000 equity shares of INR 10 each	5,00,000
Total	5,00,000
Issued, Subscribed and Paid-Up Share Capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

There has been no change in the share capital of the Transferee Company after last audited accounting statements dated 31 March 2021. There are no warrants or any other instruments convertible to shares issued by the Transferee Company.

The Transferee Company has issued 1,900 listed, secured, senior, rated, redeemable, non-convertible debentures of face value of INR 10,00,000 at par aggregating up to INR 190,00,00,000. Other than the non-convertible debentures, there are no secured creditors in the Transferor Company. The Transferee Company has issued 145 unlisted, unsecured, convertible debentures of face value of INR 10,00,000 at par aggregating up to INR 14,50,00,000.

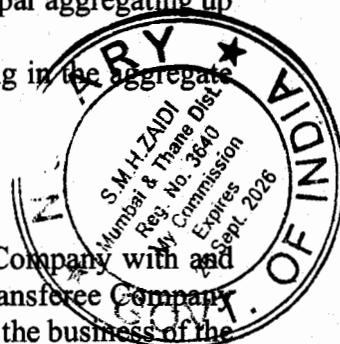
There are one unsecured creditors as on 27th February, 2022 having in the aggregate outstanding amount of INR 5900.

Description and Rationale for the Scheme

16. The Scheme provides for merger by absorption of the Transferor Company with and vested in the Transferee Company, on a going concern basis. The Transferee Company with the objective to expanding its business operations and acquiring the business of the Transferor Company on 06 September 2021 has acquired 79.94% equity shares on fully diluted basis of the Transferor Company vide Share Purchase Agreement dated 26 August 2021 and intends to consolidate the operations of the Transferor Company with itself by way of merger of the Transferor Company into the Transferee Company with effect from the date of the said share acquisition. This is in line with the Transferee Company's strategy of business expansion and inorganic growth.

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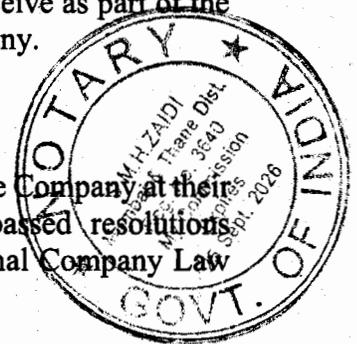
17. The Boards of the Transferee Company and the Transferor Company considered that it is advantageous to merge the Transferor Company with the Transferee Company for the following reasons:
- (a) acquisition and the consolidation of the business of the Transferor Company with the Transferee Company;
 - (b) consolidation of business activities into a single entity will lead to elimination of duplication in administrative cost and multiple record keeping and increase operational and managerial efficiency and synergy resulting in cost saving and enable the Transferee Company to participate more profitably in an increasingly competitive market;
 - (c) more focus and concentrated efforts by the management to grow the business with faster and effective decision making by eliminating unnecessary and multiple burdensome, communication and coordination effort across different entities;
 - (d) the merger will provide an opportunity to leverage combined assets, capabilities, experience and infrastructure of both entities and build a stronger sustainable business and enable optimal utilization of existing resources;
 - (e) integration of business functions and to enable the management to pool human resources with diverse skills, talent and experience of both the companies for common advantage and for further growth and diversification in the business;
 - (f) simplification of corporate structure and reduction of legal and regulatory compliances relating to the Transferor Company;
 - (g) to create enhanced value for all stakeholders of the respective companies; and
 - (h) in summary, consolidation of business will result in expansion of operations, business synergies and cost reduction and would enable the Transferee Company to self-finance for the above-referred benefits it is likely to receive as part of the merger of the Transferor Company with the Transferee Company.

Corporate Approvals

18. The Board of Directors of the Transferor Company and the Transferee Company at their respective board meetings both held on 24 November 2021 passed resolutions approving the Scheme and submission of the Scheme to the National Company Law Tribunal for approval.
19. The meeting of the Board of Directors of the Transferor Company held on 24 November 2021, was attended by 2 directors in person (namely, Mr. Sourav Mukherjee and Mr. Yuvraj Gharat). None of the directors of the Transferor Company who attended the meeting, voted against the Scheme. Thus, the Scheme was approved unanimously by the directors, who attended and voted at the meeting.

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20. The meeting of the Board of Directors of the Transferee Company held on 24 November 2021, was attended by 2 directors in person (namely, Mr. Sourav Mukherjee and Mr. Yuvraj Gharat). None of the directors of the Transferee Company who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the directors who attended and voted at the meeting.

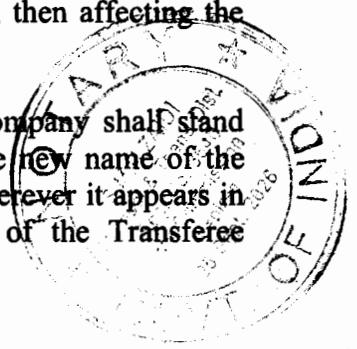
Approvals and actions taken in relation to the Scheme

21. The Companies will obtain such necessary approvals/sanctions/no objection(s) from regulatory or other governmental authorities in respect of the Scheme as may be required in accordance with law.
22. The Companies filed the First Motion Application No. 10 of 2022 along with the annexures thereto (which includes the Scheme) with the NCLT on 29 November 2021.

Salient features of the Scheme

Note: The following are only the salient features of the Scheme. The members are requested to read the entire text of the Scheme annexed hereto and get fully acquainted with the provisions thereof.

23. "Act" means the Companies Act, 2013.
24. "Appointed Date" means 06 September 2021.
25. "Effective Date" means the date on which the Transferor Company and the Transferee Company file certified or authenticated copy of order of the Hon'ble Tribunal approving this Scheme with the jurisdictional Registrar of Companies. For the avoidance of doubt, it is clarified that in case the Transferor Company and the Transferee Company make any such filings on different dates the last date on which such filings are made with jurisdictional Registrar of Companies shall be deemed to be Effective Date. References in this Scheme to the date of "coming into effect of this Scheme" or "Scheme becoming effective" or "Scheme being effective" means the Effective Date.
26. Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of the Scheme pursuant to Sections 230 to 232 of the Act read with the other applicable provisions of the Act, the Transferor Company shall stand merged with and vested in the Transferee Company as a going concern without any further act, instrument or deal, subject to all charges, lien, mortgages, if any, then affecting the Assets and Liabilities of the Transferor Company.
27. On and from the Effective Date, the name of the Transferee Company shall stand changed to "Netscribes Data & Insights Private Limited" and the new name of the Transferee Company shall be substituted for the existing name wherever it appears in the Memorandum of Association and Articles of Association of the Transferee Company.



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28. All Assets shall without any further act, instrument or deed and pursuant to Sections 230 to 232 of the Act be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, so as to become the Assets of the Transferee Company but subject to all charges, hypothecation, liens, mortgages, if any, then affecting the same or part thereof, as may be subsisting and agreed to be created over or in respect of the Assets or any part thereof on the Appointed Date. All such charges, hypothecation, liens, mortgages, if any, shall continue and be deemed to be charges, hypothecation, liens, mortgages over the assets of the Transferee Company on the Appointed Date.
29. All Liabilities shall stand vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, without any further act or deed so as to become the Liabilities, of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, Provided always that the Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company which shall vest in the Transferee Company, by virtue of the Scheme and the Transferee Company shall not be obliged to create any further or additional security therefore after the Scheme has become effective or otherwise. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, loans, liabilities duties and obligations have arisen in order to give the effect to the provisions of the Scheme. Upon the Effective Date the Transferee Company shall be entitled to without limitation operate the bank accounts including transacting in cash, cheque, NEFT, RTGS or any other electronic mode, inter company, intra company, other settlements, availing and utilizing any limits, issuing and receiving any guarantee of the Transferor Company and carry out any other transactions as it deems fit.
30. The Transferor Company is a going concern. The Scheme shall not in any manner affect the rights and interests of the employees and creditors of the Transferor Company or the Transferee Company or be deemed to be prejudicial to their interests and in particular the secured creditors of the Transferee Company shall upon the Scheme becoming effective, continue to enjoy and hold charge upon their respective securities and properties.
31. All the employees of the Transferor Company shall become the employees of the Transferee Company without any break or interruption in service and terms and conditions of service applicable to such employees shall not be less favourable than those applicable to them respectively prior to the Effective Date.
32. The services of such employees shall not be treated as having been broken or interrupted for the purpose of provident fund or gratuity or superannuation or leave or statutory purposes or other wise and for all purposes will be reckoned from the date of the respective appointment with the Transferor Company.



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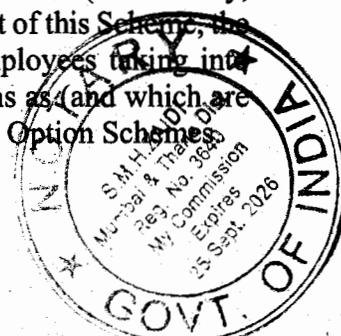
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33. Upon coming into effect of the Scheme, all suits, appeals, writ petitions, revision claims, arbitrations, disputes, conciliation, negotiations, complaints, investigations and other legal proceedings then pending by or against the Transferor Company prior to the Effective Date shall thereafter be continued and be enforced by or against the Transferee Company as effectively as if the same had been pending and/or arisen by or against the Transferee Company.
34. Upon the Scheme coming into effect the authorized share capital of the Transferee Company of INR 5,00,000 (Rupees Five Lakh Only) comprising of 50,000 equity shares of INR 10 each shall automatically stand aggregated and enhanced by the authorized share capital of the Transferor Company of INR 15,00,00,000 such that aggregated authorized share capital of the Transferee Company shall be INR 15,05,00,000 comprising of 1,50,50,000 equity shares of INR 10 each, without any further act, instrument or deed on the part of the Transferee Company and the Memorandum of Association and Articles of Association of the Transferee Company shall without any further act or instrument stand altered, modified and amended and the consent of shareholders to the Scheme shall be deemed to be sufficient for the purpose of affecting this amendment.
35. Upon coming into effect of the Scheme and in consideration of merger of the Transferor Company with the Transferee Company under the Scheme, the Transferee Company shall without any further application act, instrument or deed and without any further payment, issue and allot equity shares as fully paid-up as indicated below to the shareholders of the Transferor Company (other than the Transferee Company itself) holding equity shares in the Transferor Company and whose names appear in the register of the members of the Transferor Company as on the date immediately preceding the Effective Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of the Transferee Company.
36. Share Swap Ratio is determined as 3.95 New Equity Shares credited as fully paid-up of the Transferee Company for every 1,000 equity shares of the face value of INR 10 each fully paid-up held by the shareholders (other than the Transferee Company itself) in the Transferor Company.
37. With respect to the employee stock options granted by the Transferor Company under the two employees stock options schemes of the Transferor Company titled 'Netscribes ESOP Scheme' and titled 'Employees Stock Option Scheme 2010' (collectively, "Transferor Company Option Schemes"), upon coming into effect of this Scheme, the Transferee Company shall issue stock options to the Eligible Employees taking into account the Share Swap Ratio and on the same terms and conditions as (and which are not less favourable than those) provided in the Transferor Company Option Schemes.



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38. Upon the Scheme becoming effective, the options granted by the Transferor Company to the Eligible Employees under the Transferor Company Option Scheme shall automatically stand cancelled, and fresh options shall be granted by the Transferee Company to the Eligible Employees in compliance with applicable law, basis the Share Swap Ratio as follows:

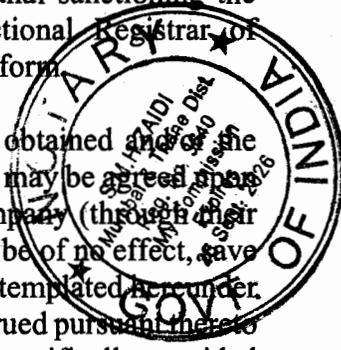
For every 1,000 options held by an Eligible Employee which entitle such Eligible Employee to acquire 1,000 equity shares in the Transferor Company, such Eligible Employee will be conferred 3.95 options in the Transferee Company which shall entitle the Eligible Employee to acquire 3.95 equity shares in the Transferee Company.

Fractional entitlements arising pursuant to the applicability of the Share Swap Ratio as above shall be rounded off to the nearest higher integer. The exercise price payable for options granted by the Transferee Company to the Eligible Employees shall be based on the exercise price payable by such Eligible Employees under the Transferor Company Option Schemes.

39. The Scheme is conditional upon the following approvals/events and the Scheme shall be deemed to be effective on obtaining the last of the approvals and the occurrence of the last of the following events:

- (a) the approval by the requisite majorities of the members and creditors of the respective Companies as required under applicable law or as directed by the Tribunal;
- (b) the sanction of the Scheme by the Tribunal under Sections 230 to 232 read with other applicable provisions of the Act;
- (c) such other approvals and consents of the statutory or regulatory authority which by law may be necessary for the implementation of the Scheme; and
- (d) the certified or authenticated copy of the order of the Tribunal sanctioning the Scheme being filed by the Companies with the jurisdictional Registrar of Companies, Maharashtra, at Mumbai along with the requisite form.

40. In the event of any of the said sanctions or approvals not being obtained and the Scheme not being sanctioned by the Tribunal within such period as may be agreed upon by and between the Transferor Company and the Transferee Company (through their respective Boards), the Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder, or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such a case, each of the Transferor Company and the Transferee Company shall bear and pay its respective costs, charges and expenses for and in connection with the Scheme, unless otherwise mutually agreed.



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41. With effect from the Appointed Date, and on the Scheme becoming effective, the Transferor Company shall stand merger/dissolved with the Transferee Company without being wound up.

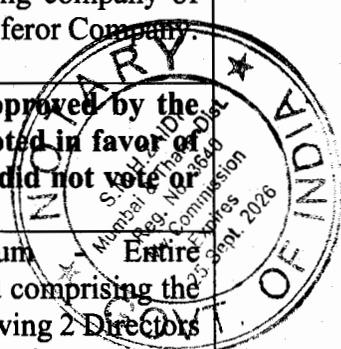
Accounting Treatment

42. The accounting treatment as proposed in the Scheme is in conformity with the Accounting Standard 14 (Accounting for Amalgamation) as issued by Institute of Chartered Accountants of India and other applicable Accounting Standards, in terms of Section 133 of the Companies Act, 2013. The certificate issued by the Statutory Auditor of the Transferee Company is open for inspection at the registered office of the Transferee Company.

Valuation Report

43. The Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants, lays out the valuation and the share swap ratio with respect to its equity shareholders and the options granted by the Transferor Company to the eligible employees under Transferor Company Option Schemes.
44. The aforesaid Valuation cum Share Swap Ratio Report is in conformity with the fair value valuation as defined under standard 101 of the Institute of Chartered Accountants of India and is premised on the going concern value of the Transferor Company and the Transferee Company.
45. Statement disclosing further details of the Amalgamation as per Section 230(3) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 is as under:

Sr. No	Particulars	Transferor Company	Transferee Company
1.	Relationship subsisting between Companies:		
	Nature of Relationship	Subsidiary company of Transferee Company.	Holding company of Transferor Company.
2.	The date of board meeting at which the Scheme was approved by the board of directors including the name of directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution.		
	Voting Pattern & Related information of the Board Meetings of Transferor Company and Transferee Company both held on 24 November 2021:	Quorum – Entire board comprising the following 2 Directors and all directors voted in favor of the resolution approving the Scheme.	Quorum – Entire board comprising the following 2 Directors and all directors voted in favor of the resolution approving the Scheme.



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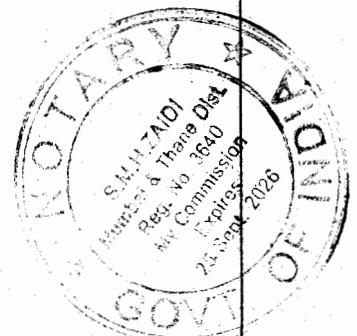
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		1. Sourav Mukherjee (DIN -00085678). 2. Yuvraj Gharat (DIN - 07189616).	1. Sourav Mukherjee (DIN -00085678). 2. Yuvraj Gharat (DIN - 07189616).
3.	Disclosure about effect of the merger on:		
	Key Managerial Personnel	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Directors	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Promoters		
	a. Sourav Mukherjee	As equity shareholder, Sourav Mukherjee will be issued new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme.	Due to the issuance of new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme, the present shareholding of Sourav Mukherjee in the Transferee Company shall stand increased as is set out in Annexure to the Scheme.
	b. Transferee Company	Transferee Company will not be issued any new equity shares of the Transferee Company, and all equity shares held be the Transferee Company in the Transferor Company shall be deemed to	-



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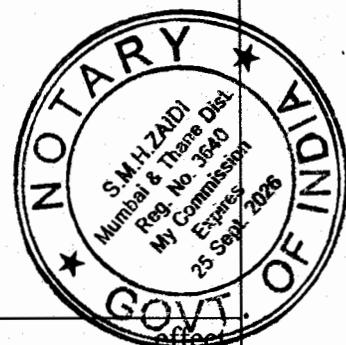
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		have automatically cancelled.	
	c. Yuvraj Gharat	As equity shareholder, Yuvraj Gharat will be issued new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme.	Due to the issuance of new equity shares of the Transferee Company in the ratio as enumerated above and in Clause 15.1 of the Scheme, Yuvraj Gharat present shareholding in the Transferee Company shall stand increased as is set out in Annexure to the Scheme.
	Non-promoter members	As equity shareholder, new equity shares of the Transferee Company shall be issued in the ratio as enumerated above and in Clause 15.1 of the Scheme.	-
	Depositors	Not accepted any deposits, hence no effect whatsoever.	Not accepted any deposits, hence no effect whatsoever.
	Employee		
	a. Terms of Employment	The employees shall become employees of the Transferee Company and the terms and conditions of service will not be less favorable than those applicable to them prior to the Effective Date of the Scheme.	No effect whatsoever.
	b. Transferor Company Option Schemes	The options granted to the eligible employee by the Transferor Company shall automatically stand canceled and fresh options shall be	No effect whatsoever.



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		granted by the Transferee Company as per Clause 16.2 of the Scheme.	
	Creditors	No effect whatsoever.	No effect whatsoever.
	Deposit trustee and debenture trustee	There is neither deposit trustee nor debenture trustee, hence no effect whatsoever.	There is no deposit trustee and no effect whatsoever on the debenture trustee.
	Debenture holders	There are no debenture holders, hence no effect whatsoever.	No effect whatsoever.
4.	Amount due to unsecured creditors as on 27th February, 2022		
		INR 18,603,174 (81 unsecured creditors).	INR 5900 (1 unsecured creditors).
	145 unlisted, unsecured, convertible debentures of face value of INR 10,00,000	None	INR 14,50,00,000
5.	Amount due to secured creditors as on 27th February, 2022		
	1,900 listed, secured, senior, rated, redeemable, non-convertible debentures of face value of INR 10,00,000	None.	INR 190,00,00,000.
6.	Disclosure about effect of merger on material interest of Directors, Key Managerial Personnel and Debenture trustee		
	Nature of effect, if any		
	Directors	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Key Managerial Personnel	No effect whatsoever other than the shareholding interest.	No effect whatsoever other than the shareholding interest.
	Debenture trustee	There is neither debenture holders nor debenture trustee, hence no effect whatsoever.	No effect whatsoever.

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46. In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Transferor Company and Transferee Company in their separate meetings, held on, 24 November 2021, respectively, have adopted a report, inter alia, explaining the effect of the Scheme on each class of shareholders, key managerial personnel amongst others. Copy of the reports adopted by the respective Board of Directors of the Companies are enclosed as **Annexure 3** respectively.

Other matters

47. As on the date of this notice, no proceedings are pending under the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956 against the Companies.
48. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against them under the Act or the corresponding provisions of the Act of 1956.
49. Notice under Section 230(5) of the Companies Act, 2013 is being given to (i) the Central Government through the Regional Director, Western Region, Mumbai, (ii) The Registrar of Companies, (iii) Concerned Income Tax Authority, (iv) Concerned Goods and Services Tax Authority, (v) Concerned Official Liquidator, (vi) Concerned office of the Securities and Exchange Board of India, (vii) BSE Limited, and (viii) National Stock Exchange of India Limited.
50. The Supplementary Unaudited Accounting Statement of the Transferor Company and the Transferee Company dated 31 October 2021 are enclosed as **Annexure 5** and **Annexure 6**.
51. The names and addresses of the promoters/ promoter group of the Transferor Company including their shareholding in the Transferor Company as on the date of this notice are as under:

Sr. No.	Name and address of Promoters and Promoter Group	No. of Equity Shares of INR 10 each	Percentage holding on fully diluted basis (%)
1.	NS Oxymoron Advisors Private Limited having its registered office address at Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India.	1,02,67,912	79.94%
2.	Sourav Mukherjee having place of residence at Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India.	23,52,246	18.31%

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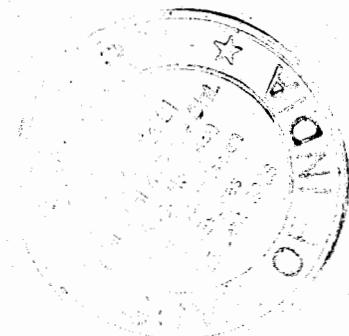
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52. The names and addresses of the promoters of the Transferee Company including their shareholding in the Transferee Company as on the date of this notice are as under:

Sr. No.	Name of Promoter	NS Oxyoron	
		No. of Equity Shares of INR 10 each	%
1.	Sourav Mukherjee having place of residence at Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India.	9,999	99.99%
2.	Yuvraj Gharat having place of residence at B1/404, Prabha, Pawan Vatika Chs, Adharwadi Jail Road, Aadharwadi, Near Don Bosco School, Kalyan- 421301, Thane.	01	0.01%

53. The name and addresses of the directors of the Transferor Company as on the date of this notice are, as under:

Sr. No.	Name	Designation	Address	PAN	DIN
1.	Sourav Mukherjee	Managing Director	Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India	AAUPM 4047P	00085678
2.	Yuvraj Gharat	Director	B1/404, Prabha, Pawan Vatika Chs, Adharwadi Jail Road, Aadharwadi, Near Don Bosco School, Kalyan-421301, Thane.	AOSPG0566R	07189616



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PTC182827**

Email: finance@netscribes.com; Website: <https://www.oxyoronadvisors.com>

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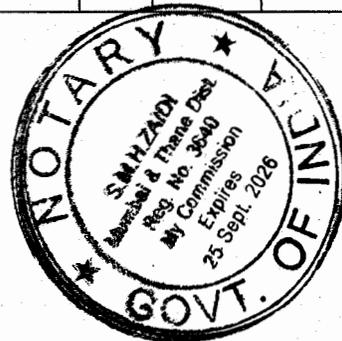
NS OXYMORON ADVISORS PRIVATE LIMITED

54. The name and addresses of the directors of the Transferee Company as on the date of this notice, are as under:

Sr. No.	Name of Director	Designation	Address	PAN	DIN
1.	Sourav Mukherjee	Managing Director	Flat No 2, A Wing, 2 nd Floor, Llyods Garden, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400025, Maharashtra, India	AAUPM 4047P	00085678
2.	Yuvraj Gharat	Director	B1/404, Prabha, Pawan Vatika Chs, Adharwadi Jail Road, Aadharwadi, Near Don Bosco School, Kalyan-421301, Thane.	AOSPG0566R	07189616

55. The details of the Directors, Key Managerial Personnel of the Transferor Company and their respective shareholding in the Transferor Company and Transferee Company as on the date of this notice are as follows:

Sr. No.	Name of Director	Position	NS Oxymoron		Netscribes		Netscribes	
			No. of Equity Shares of INR 10 each	%	No. of Equity Shares of INR 10 each	%	No. of Options	%
1.	Sourav Mukherjee	Managing Director	9,999	99.99	23,52,246	18.31	-	-
2.	Yuvraj Gharat	Director	01	0.1	20,000	0.16	-	-
3.	Madhuri Jhurani	Company Secretary	-	-	-	-	3,000	0.02



**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PTC182827**

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>

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NS OXYMORON ADVISORS PRIVATE LIMITED

56. The details of the Directors, Key Managerial Personnel of the Transferee Company and their respective shareholding in the Transferor Company and the Transferee Companies as on the date of this notice are as follows:

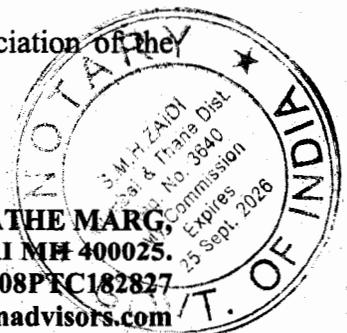
Sr. No.	Name of Director	Position	NS Oxymoron		Netscribes	
			No. of Equity Shares of INR 10 each	%	No. of Equity Shares of INR 10 each	%
1.	Sourav Mukherjee	Managing Director	9,999	99.99	23,52,246	18.31
2.	Yuvraj Gharat	Director	01	0.1	20,000	0.16

57. Upon the Scheme becoming effective, the Transferor Company shall be merged/dissolved with the Transferee Company without winding up. Hence, there would be change in the shareholding pattern of the Transferee Company. The pre-Scheme shareholding pattern of the Transferor Company as on date and the shareholding pattern of the Transferee Company as on the Effective Date (assuming there is no change in the shareholders of the Transferor Company as on date and up to the date immediately preceding the Effective Date) are attached as Annexure 7.
58. Considering the rationale and benefits, the Board of Directors of the Transferee Company recommends the Scheme as it is in the best interest of the Company and its stakeholders.
59. None of the Directors and Key Managerial Personnel or their relatives are interested except to the extent of their shareholdings in the Transferee Company and the Transferor Company, if any.
60. A meeting of the listed, secured, senior, rated, redeemable, non-convertible debenture holders and a meeting of the unsecured creditors of the Transferee Company are being separately convened.
61. In addition to the documents annexed hereto, copies of the following documents shall be open for inspection on the website as well as at the registered office of the Transferee Company from 10.00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting:
- Copy of the order dated 25 February 2022 passed by the National Company Law Tribunal, Mumbai Bench, in Joint Scheme Application No 10 of 2022;
 - Copy of the Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;

**FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.**

CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxymoronadvisors.com>



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NS OXYMORON ADVISORS PRIVATE LIMITED

- (c) Copy of the Joint Scheme Application filed by the Transferor Company and the Transferee Company, before the NCLT, Mumbai Bench bearing No. C.A. (CAA) 10 of 2022;
- (d) Certified true copy of the resolutions passed by the Board of Directors of the Transferor Company and the Transferee Company approving the Scheme at their respective meetings held on 24 November 2021;
- (e) Copy of Audited Annual Accounts of the Transferor Company and the Transferee Company for the year ended 31 March 2021;
- (f) Copy of Supplementary Accounting Statement of the Transferor Company and the Transferee Company for the period ended on 31 October 2021;
- (g) Copy of Certificate issued by the Statutory Auditor of the Transferee Company to the effect that the accounting treatment, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- (h) Copy of the Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants;
- (i) Copy of Register of Director's shareholding of the Transferor Company and the Transferee Company; and
- (j) Copy of the Scheme and Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

After the Scheme is approved by the shareholders and creditors of the Transferee Company, it will be subject to the approval/ sanction of the National Company Law Tribunal, Mumbai Bench.

For and on behalf of the Directors of NS Oxyoron Advisors Private Limited

Kuvadia

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs,
Chairperson appointed for the meeting

Place: Mumbai
Date: 01st March, 2022



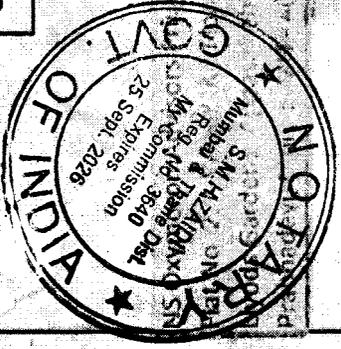
FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG,
PRABHADEVI MUMBAI MH 400025.
CIN: U74110MH2008PTC182827

Email: finance@netscribes.com; Website: <https://www.oxyoronadvisors.com>

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ऑन पोस्टल सेवा
On Postal Service



Postal PIN code input boxes

पिन/पिन/पिन



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Name-stamp of office of posting
प्रेषक पोस्ट ऑफिसचा नावाचा शिक्का
GNGIPN-79IPSDANK/2021 - 53,00,000 Loose

ऑन पोस्टल सेवा
On Postal Service

NS Oxymoron Advisors Private Limited
Flat No. 2, A Wing, 2nd Floor,
Llyods Gardens, Appasaheb Marathe Marg,
Prabhadevi, Mum - MH - 400 025.

Postal PIN code input boxes

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Name-stamp of office of posting
प्रेषक पोस्ट ऑफिसचा नावाचा शिक्का
GNGIPN-79IPSDANK/2021 - 53,00,000 Loose

ऑन पोस्टल सेवा
On Postal Service

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NETSCRIBES (INDIA) PRIVATE LIMITED
504, 5th Floor, Laxmi Supremis,
Sempal Bagat Marg,
Lower Patel (West), Mumbai - 400 013.
Ph. No. 022 4098 7800
Ext. No. 022 4098 7500

Postal PIN code input boxes

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GNGIPN-79IPSDANK/2021 - 53,00,000 Loose

ऑन पोस्टल सेवा
On Postal Service

NS Oxymoron Advisors Private Limited
Flat No. 2, A Wing, 2nd Floor,
Llyods Gardens, Appasaheb Marathe Marg,
Prabhadevi, Mum - MH - 400 025.

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प्रेषक डाकघर की नाम-सोहर
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प्रेषक पोस्ट ऑफिसचा नावाचा शिक्का
GNGIPN-79IPSDANK/2021 - 53,00,000 Loose

भारत सरकार
कारपोरेट कार्य मंत्रालय
प्रादेशिक निदेशक, पश्चिम क्षेत्र
एवरेस्ट, पांचवी मंजिल,
100, नेताजी सुभाष मार्ग,
मुंबई 400 002.



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE REGIONAL DIRECTOR
(WESTERN REGION)
'EVEREST', 5th FLOOR, 100, NETAJI, SUBHASH
MARG, MUMBAI 400 002.

वेबसाइट / Website : www.mca.gov.in
Ph: 022-22811493/ 22813760/ 22817259/ 22812389.

Mar. -2022, Reg. No. 5 (U)

RD: Company Application No. 10 of 2022/ (230-232) (233) NCLT (MUM)/ 15335

Dated:- 14 MAR 2022

To,
Netscribes (India) Pvt. Ltd.
Office No. 504, 5th Floor,
Lodha Supremus, Lower Parel,
MUMBAI - 400013.

गिरा डक सेवा
SPEED POST

Sub: - In the matter of Scheme of Amalgamation /Arrangement of
Netscribes (India) Pvt. Ltd.

With

NS Oxymoron Advisors Pvt. Ltd.

Company Pet. No. of 2018

Co. Appl. No. 10 of 2022

U/s. 230-232 to 394 of the Companies Act, 2013.

Sir /Madam,

1. In connection with the above mentioned matter, I am directed to request you to furnish/submit the following particulars:-
 - (i) One copies of each of the Company Petition and Company Applications referred to in the above petitions along with the orders made thereon.
 - (ii) A copy of the statements sent to the Creditors and Shareholders of all/both the Companies under section 230(3) of the Companies Act, 2013.
 - (iii) The copies of the valuation report of the shares of both/all the petitioner companies as well as basis of exchange ratio, working details thereof.
 - (iv) Copies of the Balance Sheet of the Petitioner Companies for the Last Three Years and the latest along with the Directors' and Auditors' Reports, Compliance Certificate under section 383A of the Companies Act, 1956.
 - (v) List of shareholders of the Petitioner Companies (Transferor and Transferee Company) and shareholdings pattern of all the petitioner companies as on the appointed date. If the number of shareholders is very large particulars may be furnished as required under the provisions of the Companies Act, 2013.



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- (vi) If shares have been allotted after the appointed date, furnish (i) Dates of allotment, (ii) Name of the allottee(s), (iii) Number of shares and (iv) Nominal value per share. (v) amount of premium
- (vii) Furnish the details of declaration of dividend declared prior to the date of appointed date (three years immediately preceding the appointed date) (i) financial year (ii) Number of shareholder (iii) percentage of dividend declared (iv) Total amount of dividend paid.
- (viii) Furnish the details of declaration of dividend, proposed to be declared subsequent to the date of appointed date (i) financial year (ii) Number of shareholder (iii) percentage of dividend proposed to be declared (iv) Total amount of dividend payable.
- (ix) Please confirm whether the company had declared any dividend, if so, the amount remained unclaimed and any amount required to be transferred to Investor Education & Protection Fund established under Section 205C of the Companies Act, 1956 has been transferred and if so, the documentary evidencing thereof.
- (x) List of Directors of the Petitioner Companies with their Other Directorships.
- (xi) Details of transactions entered with the Related Parties as prescribed under Accounting Standard – 18 and the details of contracts entered in the Register of Contracts maintained under section 189 of the Companies Act, 2013 during last three years and clarify how the petitioner company has complied with the provisions of section 2(94), 184, 185, 188 and 203 of the Companies Act, 2013 in this regard.
- (xii) Details of Unsecured Loans raised from “Others” as shown in the Balance Sheet of the Petitioner Companies and also clarify as to whether how the Petitioner Companies have complied with the provisions of section 2(31) and 73 of the Companies Act 2013.
- (xiii) Details of any Foreign/Non-Resident interest if any in the petitioner companies. If so, particulars and percentage of the foreign/non-resident interest in the Transferee Company on amalgamation may also be stated.
- (xiv) Specify the specific the clause in the Memorandum of Association of the Petitioner Company /Companies which empower, them to amalgamate with any other company having the same objects and also the clause which authorised the Transferee Company to carry on the business of Transferor company/Companies.
2. Specify whether the details of Assets and Liabilities of the Demerged Undertaking to be transferred to the Resulting Company has been furnished anywhere in the scheme? If not, please furnish details of all assets and liabilities stating their location, survey number and measurement of land and other assets with values thereof. *(In case of Demerger only)*
3. Please state whether scheme contains provisions for reorganization/reduction of paid up capital of the Transferee Company, if so, please furnish a certified copy of Special Resolution passed under Section 78 r.w. 100 of the Companies Act, 1956 was passed.

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- 4. Please state whether the company proposes any buyback of securities in the Scheme, if so, please furnish details of compliance of Section 68 of the Companies Act, 1956 was passed.
- 5. Please state whether the Transferee Company has sufficient authorised share capital to allot shares to the members of Transferor Companies please furnish statement of paid up capital after Amalgamation

- (i) Share Exchange Ratio
- (ii) Total number of shares to be issued to the members of the Transferor Company(ies) pursuant to the Exchange Ratio
- (iii) Present paid up capital of All the Companies
- (iv) Cross holding to be cancelled and nature of cross holdings
- (v) Remaining paid up capital of all the Companies
- (vi) Amount of shares to be allotted to the members of the Transferor Companies by the transferee company
- (vii) Consolidated statement of authorised capital and paid up capital of the transferee company after issuing shares to the members of the Transferor Companies.

6. You are requested to file Affidavit (on Rs 100/- stamp paper) affirmed by MD/CS/Director as the case may be on the following points:-

- (a) Whether the petitioner company and /or the director have contravened any provisions of the Act, during the last three years. If so, give details thereof and details of Compounding of any Offences under section 621 A of the Companies act, 1956 corresponding to and 441 of the Companies Act, 2013 during relevant period.
- (b) Please furnish detail of any qualification, reservations or adverse remarks in the Auditor's Report under section 227 and Compliance Certificate under section 383A of the Companies act, 1956 corresponding to section 143 of the Companies Act, 2013 during relevant period.
- (c) Whether any prosecution proceedings against the Company and its Directors for violation of various laws such as the Companies Act, 1956, ED, EOW, FEMA, SEBI Act, RBI Act etc.. are pending before any Court and if so, give details and the present position of the case.
- (d) Whether any tax liabilities, towards Income Tax, Sales Tax or any Government tax and liability for the benefit of the Employees and workers are pending and if so, details of such liabilities and steps taken to redress in the matter.
- (e) Whether any Sale/Service is provided between Transferor Companies and Transferee Company or vice versa. If so, clarify whether Sale tax/Service tax/Duty Draw Back is charged from the parties receiving Sales/Service, and how petitioners will treat the so collected Tax/Duty from the Appointed Date till The Effective Date.
- (f) Whether Scheme provides for compliance of "Accounting Standard-14" issued by the Institute of Chartered Accountants of India. If not, please furnish an undertaking from the

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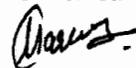
petitioner company(s) that they shall comply with the Accounting Treatment as prescribed under "Accounting Standard-14" (Accounting for Amalgamation) issued by the Institute of Chartered Accountants of India.

Clarify how the Petitioner Company (ies) have complied with the provisions of AS-14 /Accounting Principles. Please provide the workings of creation of proposed Capital Reserve / Goodwill or any other type of Reserves indicating the impact on the financial of the Company merger / post-merger. You are requested to furnish the details of compliance of third proviso of the Section 232 (3) of the Companies Act, 2013.

- 7 Furnish acknowledgement of the petition served to **Income Tax Department**.
- 8 (a) whether the shares of Transferor Company and Transferee Company are listed with any of the **Stock Exchange(s)** and if so, furnish the name of such **Stock Exchange(s)**.
 - (b) Whether the Petitioner Company was investigated u/s 235/237 or inspected u/s 209A of the Companies Act, 1956.
 - (c) Whether the Petitioner Company was investigated u/s 210,213 or inspected u/s 207 of the Companies Act, 2013.
 - (d) Whether similar petition has/have been filed before the Hon'ble Tribunal where the registered office of the Transferor/Transferee Company is/are situated and if so, please furnish date of filing CA/CP and as on date development(s) in the matter.
 - (e) Furnish soft copy of the scheme in word format which has been filed in the Hon'ble Tribunal.
- 9 Petitioner Companies have to submit certificate from the Auditor under section 133 of the Companies Act, 2013.

The above information may be sent within **5 days** from the date of receipt of this letter. Since the matter is to be examined by this office on receipt of the above and the report to be submitted u/s. 230(5) of the Companies Act, 2013 to NCLT, Mumbai for suitable order or orders as deemed fit and proper in light of the facts.

Yours faithfully,



(U.P. PARMAR)
JOINT DIRECTOR
FOR REGIONAL DIRECTOR




Date: 30th March, 2022

To,
U.P. Parmar,
Joint Director for Regional Director,
Office of Regional Director (Western Region)
‘Everest, 5th Floor, 100, Netaji Subhash Marg,
Mumbai 400002.



Re: **Company Scheme Application (CAA) No. 10 of 2022
In the matter of Scheme of Merger by Absorption of**

Netscribes (India) Private Limited ... Transferor Company/
First Applicant Company

NS Oxymoron Advisors Private Limited ... Transferee Company/
Second Applicant Company

Sub: **Letter bearing RD: Company Application No. 10 of 2022 (230-232) NCLT
(MUM)/5315 dated 14 March 2022**

Respected Sir,

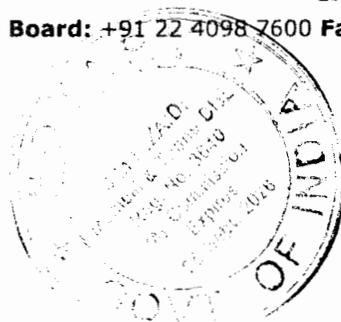
With reference to your Letter dated 14 March 2022 in connection with the above subject, we hereby submit our responses to the queries raised and also attached are copy of the documents requested as applicable to the petitioner companies:

Paragraph from the letter dated 14 March 2022	Queries/Clarifications/ Documents requested by Joint Director for Regional Director, Office of Regional Director (Western Region)	Response from the Transferor Company
1 (i)	One copies of each of the Company Petitions and Company Application referred to in the above petitions along with order made thereon.	The Company Petition (CAA) No. 10 of 2022 filed by both the petitioner companies on 29 November 2021 and the Order dated 25 February 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, are enclosed as Exhibit "A" with this letter.



Netscribes (India) Private Limited, Office No. 504, 5th Floor, Lodha Supremus,
Lower Parel, Mumbai - 400 013, Maharashtra, India.

Board: +91 22 4098 7600 **Fax:** +91 22 4098 7500 **Web:** www.netscribes.com
CIN : U72900MH2000PTC126630



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1 (ii)	Copy of statements sent to the Creditors and Shareholders of both the Companies under section 230(3) of the Companies Act, 2013.	Notices calling the meetings of the equity shareholders and creditors of both the petitioner companies together with the statements under Section 230(3) of the Companies Act, 2013. are enclosed as Exhibit "B" with this letter.
1 (iii)	Copies of the valuation report of the shares of both/all the petitioner companies as well as basis of exchange ratio, working details thereof.	Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP. Chartered Accountants for both the petitioner companies containing the basis of exchange ratio, working details, is enclosed as Exhibit "C" with this letter.
1 (iv)	Copies of the Balance Sheet of the Petitioner Companies for the Last Three Years and the latest along with the Directors' and Auditors' Reports, Compliance Certificate under section 383A of the Companies Act, 1956.	The Balance Sheets of both the petitioner companies for the last three years and the latest along with Director's and Auditors' Reports, are enclosed as Exhibit "D" with this letter. The Compliance Certificate under Section 383A of the Companies Act, 1956 (corresponding to Section 204 of the Companies Act 2013 dealing with secretarial audit) is not applicable to both the petitioner companies.
1 (v)	List of shareholders of the Petitioner Companies (Transferor and Transferee Company) and shareholdings pattern of all the petitioner companies as on the appointed date.	Lists of shareholders of both the companies and shareholding patterns of both the petitioner companies as on the appointed date of 06 September 2021, are enclosed as Exhibit "E" with this letter.
1 (vi)	If shares have been allotted after the appointed date, furnish (i) Dates of allotment, (ii) Name of the allottee(s), (iii) Number of shares and (iv) Nominal value per share. (v) amount of premium.	No shares have been issued by both the petitioner companies after the appointed date of 06 September 2021.



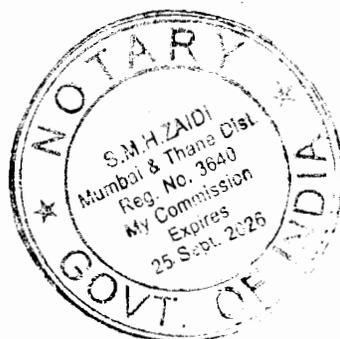
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1 (vii)	Furnish the details of declaration of dividend declared prior to the date of appointed date (three years immediately preceding the appointed date) (i) financial year (ii) Number of shareholder (iii) percentage of dividend declared (iv) Total amount of dividend payable.	No dividend was declared
1 (viii)	Furnish the details of declaration of dividend, proposed to be declared subsequent to the date of appointed date (02) financial year (ii) Number of shareholder (iii) percentage of dividend proposed to be declared (iv) Total amount of dividend payable.	No, dividend is not proposed to be declared by both the petitioner companies subsequent to the date of appointed date of 06 September 2021
1 (ix)	Please confirm whether the company had declared any dividend, if so, the amount remained unclaimed and any amount required to be transferred to Investor Education & Protection Fund established under Section 205C of the Companies Act, 1956 has been transferred and if so, the documentary evidencing thereof.	No dividend was declared
1 (x)	List of Directors of the Petitioner Companies with their Other Directorships.	The lists of Directors of both the petitioner companies with their other directorships, are enclosed as Exhibit "F" with this letter.
1 (xi)	Details of transactions entered with the Related Parties as prescribed under Accounting Standard- 18 and the details of contracts entered in the Register of Contracts maintained under section 189 of the Companies Act, 2013 during last three years and clarify how the petitioner company has complied with the provisions of section 2(94), 184,185,188 and 203 of the Companies Act, 2013 in this regard.	Exhibit G



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1 (xii)	Details of Unsecured Loans raised from "Others" as shown in the Balance Sheet of the Petitioner Companies and also clarify as to whether how the Petitioner Companies have complied with the provisions of section 2(31) and 73 of the Companies Act 2013.	Not applicable
1 (xiv)	Specify the specific clause in the Memorandum of Association of the Petitioner Company /Companies which empower, them to amalgamate with any other company having the same objects and also the clause which authorised the Transferee Company to carry on the business of Transferor company/Companies.	<p>The following clauses of the petitioner companies empower them to amalgamate with each other:</p> <p>Transferor Company: Clause III (B) 30 of the Memorandum of Association.</p> <p>Transferee Company: Clause III (B) 28 of the Memorandum of Association.</p> <p>The main objects contained in clauses III (A) 1. and (III)(A) 2. of the Memorandum of Association of the Transferee Company authorises the Transferee Company to carry on the business of the Transferor Company.</p> <p>The extracts of the above-mentioned clauses of the Memorandum of Association of both the petitioner companies are enclosed as Exhibit " H " with this letter.</p>
2	Specify whether the details of Assets and Liabilities of the Demerged Undertaking to be transferred to the Resulting Company has been furnished anywhere in the scheme? If not, please furnish details of all assets and liabilities stating their location, survey-number and measurement of land and other assets with values thereof (In case of Demerger only).	The petitioner companies have entered into an arrangement of merger and hence, this query is not applicable.



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3	Please state whether scheme contains provisions for reorganization/reduction of paid-up capital of the Transferee Company, if so, please furnish a certified copy of Special Resolution passed under Section 78 r.w. 100 of the Companies Act, 1956 was passed.	The scheme does not provide for reduction of paid-up capital of the Transferee Company and therefore, no special resolution has been passed. The scheme provides for the authorised share capital of the Transferee Company of Rs.5.00.000/- comprising of 50,000 equity shares of Rs.10/- each to be automatically stand aggregated and enhanced by the authorised share capital of the Transferor Company of Rs. 15.00.00.000/- such that the aggregated authorized capital of the Transferee Company shall be Rs. 15,05,00,000/- comprising of 1,50,50,000 equity shares of Rs.10/- each, without any further act, instrument or deed on the part of the Transferee Company and the Memorandum of Association and Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended and the consent of the shareholders to the scheme shall be deemed to be sufficient for the purpose of effecting this amendment, and no further consents, approvals or resolution(s) under Section 13, Section 14, Section 61 or any other applicable provisions of the Companies Act, 2013 shall be required to be separately passed by the Transferee Company.
4	Please state whether the company proposes any buyback of securities in the Scheme, if so, please furnish details of compliance of Section 68 of the Companies Act, 1956 was passed.	No. the petitioner companies do not propose any buyback of securities in the scheme.
5	Please state whether the Transferee Company has sufficient authorised share capital to allot shares to the members of Transferor Companies	The scheme provides for the authorised share capital of the Transferee Company of Rs. 5.00.000/- comprising of 50,000 equity shares of Rs.10/- each to be automatically stand aggregated and



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	<p>please furnish statement of paid up capital after Amalgamation.</p>	<p>enhanced by the authorised share capital of the Transferor Company of Rs. 15,00,00,000/- such that the aggregated authorized capital of the Transferee Company shall be Rs. 15,05,00,000/- comprising of 1,50,50,000 equity shares of Rs.10/- each, without any further act, instrument or deed on the part of the Transferee Company and the Memorandum of Association and Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended and the consent of the shareholders to the scheme shall be deemed to be sufficient for the purpose of effecting this amendment, and no further consents, approvals or resolution(s) under Section 13, Section 14, Section 61 or any other applicable provisions of the Companies Act, 2013 shall be required to be separately passed by the Transferee Company.</p> <p>Therefore, upon the scheme coming into effect, the Transferee Company shall have sufficient authorised share capital to allot equity shares to the members of the Transferor Companies as per the scheme.</p> <p>Statement of the authorised share capital and paid-up capital of the Transferee Company after the scheme become effective is enclosed as Exhibit " I " with this letter.</p>
5(i)	Share Exchange Ratio.	<p>The share swap ratio as per clause 15.1 of the scheme is, as follows:</p> <p>"3.95 New Equity Shares credited as fully paid-up of the Transferee Company for every 1,000 equity shares of the face value of Rs.10 each fully paid-up held by the Shareholders (other than the Transferee Company itself) in the Transferor Company."</p>



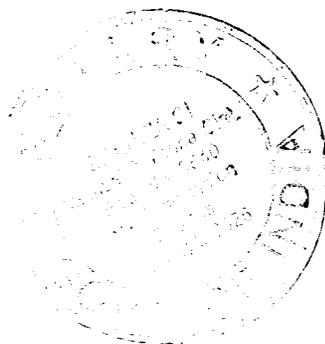
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		<p>The share swap ratio for the employee stock option as per clause 16.2 of the scheme is, as follows:</p> <p>“For every 1,000 options held by an Eligible Employee which entitle such Eligible Employee to acquire 1,000 equity shares in the Transferor Company, such Eligible Employee will be conferred 3.95 options in the Transferee Company which shall entitle the Eligible Employee to acquire 3.95 equity shares in the Transferee Company.”</p>
5(ii)	Total number of shares to be issued to the members of the Transferor Company(ies) pursuant to the Exchange Ratio.	<p>The total number of equity shares to be issued by the Transferee Company to the members of the Transferor Company as per the share swap ratio contained in the scheme, shall be 10,103 new equity shares of the Transferee Company.</p> <p>*On fully diluted basis, the total number of equity shares to be issued by the Transferee Company to the members / option holders of the Transferor Company shall be 10,185 new equity shares of the Transferee Company.</p>
5 (iii)	Present paid up capital of all the Companies.	<p>The present paid up capital of both the petitioner companies are, as follows:</p> <p>Transferor Company: INR 12,82,44,010 comprising of 1,28,24,401 equity shares of Rs.10/- each.</p> <p>Transferee Company: INR 1,00,000 comprising of 10,000 equity shares of Rs.10/- each.</p>
5 (iv)	Cross holding to be cancelled and nature of cross holdings.	<p>Upon the scheme becoming effective, all of the equity shares of the Transferor Company held by the Transferee Company shall be deemed to have been automatically cancelled.</p>



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		The Transferee Company is the holding company of the Transferor Company, with a shareholding of 79.94% of the Transferee Company on a fully diluted basis.
5 (v)	Remaining paid up capital of all the Companies.	<p>Upon the scheme becoming effective, the paid up capital of the Transferee Company shall be INR 2,01,030* and the Transferor Company shall be merged/ dissolved with the Transferee Company without winding up.</p> <p>*On fully diluted basis, upon the scheme becoming effective, the paid up capital of the Transferee Company shall be INR 2,01,850.</p>
5 (vi)	Amount of shares to be allotted to the members of the Transferor Companies by the transferee company.	<p>Upon the scheme becoming effective, the total number of equity shares to be allotted by the Transferee Company to the members of the Transferor Company shall be <u>10,103*</u> new equity shares of the Transferee Company amounting to INR 1,01,030*</p> <p>*On fully diluted basis, upon the scheme becoming effective, the total number of equity shares to be allotted by the Transferee Company to the members of the Transferor Company shall be 10,185 new equity shares of the Transferee Company amounting to INR 1,01,850.</p>
5 (vii)	Consolidated statement of authorised capital and paid up capital of the transferee company after issuing shares to the members of the Transferor Companies.	The consolidated statement of authorised capital and paid up capital of the Transferee Company after issuing equity shares of the Transferee Company to the members of the Transferor Company is enclosed as <u>Exhibit ' J '</u> with this letter.



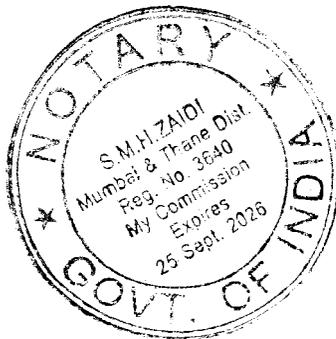
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6	<p>You are requested to file Affidavit (on Rs 100/- stamp paper) affirmed by MD/CS/Director as the case may be on the following points:-</p> <p>a) Whether the petitioner company and /or the director have contravened any provisions of the Act, during the last three years. If so, give details thereof and details of Compounding of any Offences under section 621 A of the Companies act, 1956 corresponding to and 441 of the Companies Act, 2013 during relevant period.</p> <p>b) Please furnish detail of any qualification, reservations or adverse remarks in the Auditor's Report under section 227 and Compliance Certificate under section 383A of the Companies act, 1956 corresponding to section 143 of the Companies Act, 2013 during relevant period.</p> <p>c) Whether any prosecution proceedings against the Company and its Directors for violation of various laws such as the Companies Act, 1956, ED, EOW, FEMA, SEBI Act, RBI Act etc.. are pending before any Court and if so, give details and the present position of the case.</p> <p>d) Whether any tax liabilities, towards Income Tax, Sales Tax or any Government tax and liability for the benefit of the Employees and workers are pending and if so, details of such liabilities and steps taken to redress in the matter.</p>	<p>Affidavit is enclosed as <u>Exhibit ' K '</u> with this letter.</p>
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- e) Whether any Sale/Service is provided between Transferor Companies and Transferee Company or vice versa. If so, clarify whether Sale tax/Service tax/Duty Draw Back is charged from the parties receiving Sales/Service, and how petitioners will treat the so collected Tax/Duty from the Appointed Date till the Effective Date.
- f) Whether Scheme provides for compliance of "Accounting Standard-14" issued by the Institute of Chartered Accountants of India. If not, please furnish an undertaking from the petitioner company(s) that they shall comply with the Accounting Treatment as prescribed under "Accounting Standard-14" (Accounting for Amalgamation) issued by the Institute of Chartered Accountants of India.
- g) Clarify how the Petitioner Company (ies) have complied with the provisions of AS-14 /Accounting Principles. Please provide the workings of creation of proposed Capital Reserve / Goodwill or any other type of Reserves indicating the impact on the financial of the Company merger /post-merger. You are requested to furnish the details of compliance of third proviso of the Section 232 (3) of the Companies Act, 2013.



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7	Furnish acknowledgement of petition served to Income tax department.	The Petitioner Companies have served the Notices calling meetings of their equity shareholders and creditors together with statement under Section 230 (5) of the Companies Act, 2013 and the acknowledgements of the service to Income Tax Department, are enclosed as Exhibit ' L ' with this letter.
8 (a)	Whether the shares of Transferor Company and Transferee Company are listed with any of the Stock Exchange(s) and if so, furnish the name of such Stock Exchange(s).	The equity shares of the Transferor Company and Transferee Company are not listed on any stock exchange. The Transferee Company has issued secured, senior, rated, redeemable, non-convertible debentures, which are listed on the BSE Limited.
8 (b)	Whether the Petitioner Company was investigated u/s 235/237 or inspected u/s 209A of the Companies Act, 1956.	- No
8 (c)	Whether the Petitioner Company was investigated u/s 210,213 or inspected u/s 207 of the Companies Act, 2013.	- No



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8 (d)	Whether similar petition has/have been filed before-the- Hon'ble Tribunal where the registered office of the Transferor/Transferee Company is/are situated and if so, please furnish date of filing CA/CP and as on date development(s) in the matter.	The Transferor Company and the Transferee Company both have their registered offices in Mumbai, Maharashtra and both of them come under the jurisdiction of the Hon'ble National Company Law Tribunal, Mumbai Bench. The Company Scheme Application (CAA) No. 10 of 2022 was filed by the petitioner companies on 29 November 2021 and as per the Order dated 25 February 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench the meetings of the equity shareholders and the creditors of the Transferor Company and the Transferee Company shall be held on 31 March 2022.
8 (e)	Furnish soft copy of the scheme in word format which has been filed in the Hon'ble Tribunal.	The soft copy in word format of the scheme filed by the petitioner companies is e-mailed to the Regional Director (Western Region) at rd.west@mca.gov.in and is also send with this letter in a pen drive. The proof of the service of email is enclosed as Exhibit " M " with this letter.
9	Petitioner Companies have to submit certificate from the Auditor under section 133 of the Companies Act, 2013.	The Certificate from the Auditor under Section 133 of the Companies Act, 2013 filed with the Company Scheme Application (CAA) No. 10 of 2022 on 29 November 2021, is enclosed as Exhibit " N " with this letter.



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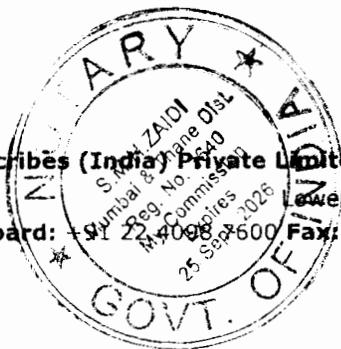
Thanking You!
Yours faithfully,
For Netscribes (India) Private Limited,

Sourav Mukherjee
Name: Sourav Mukherjee
DIN: 00085678



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Netscribes (India) Private Limited, Office No. 504, 5th Floor, Lodha Supremus,
Lower Parel, Mumbai - 400 013, Maharashtra, India.
Board: +91 22 4098 7600 Fax: +91 22 4098 7500 Web: www.netscribes.com
CIN : U72900MH2000PTC126630





Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Re: Scheme of Merger by absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited.

1 message

Finance <finance@netscribes.com>

Tue, Mar 22, 2022 at 3:34 PM

To: Akshay Arolkar <Akshay.Arolkar@bseindia.com>

Cc: finance <finance@netscribes.com>, Debt Listing <debt.listing@bseindia.com>, Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Dear Akshay,

Please see our response to your question below.

1. Whether listed NCDs of NS Oxymoron Advisors Private Limited would be used as a form of consideration or transfer under the instant scheme of arrangement.
 - **Response:** No, the listed NCDs of NS Oxymoron Advisors Private Limited will not be used as a form of consideration nor will the NCDs be transferred under the scheme of arrangement. In consideration of merger of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited, NS Oxymoron Advisors Private Limited will (a) allot its new equity shares to the existing equity shareholders of Netscribes (India) Private Limited and (b) issue its new options to the existing option holders of Netscribes (India) Private Limited, in the share swap ratio mentioned in the Scheme.
2. Whether any modification in the structure of listed debt securities of NS Oxymoron Advisors Private Limited are proposed to be carried out through the instant scheme of arrangement.
 - **Response:** No, there will be no modification in the structure of listed debt securities of NS Oxymoron Advisors Private Limited through the instant scheme of arrangement. The rights of the NCD holders remain unchanged.
3. Whether any material modification in terms of Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the structure of listed debt securities of NS Oxymoron Advisors Private Limited are proposed to be carried out through the instant scheme. If yes, whether requisite approvals have been taken?
 - **Response:** No, there will be no modification (including no modification in terms of Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) in the structure of listed debt securities of NS Oxymoron Advisors Private Limited through the instant scheme of arrangement. The rights of the NCD holders remain unchanged.
4. Details of provisions of the instant scheme affecting the right/ interest of holders of listed debt securities, if any.
 - **Response:** The right/ interest of the NCD holders of NS Oxymoron Advisors Private Limited remain unchanged through the instant scheme of arrangement.
5. Further, you are also advised to confirm that:
 - Whether any approval of BSE is required for giving effect to the said scheme. If yes, whether the companies have taken the approvals, so required.
 - **Response:** The approval of BSE is not required for giving effect to the said scheme as the equity shares of NS Oxymoron Advisors Private Limited and Netscribes (India) Private Limited are not listed on any stock exchanges. Only the NCDs of the NS Oxymoron Advisors Private Limited are listed on BSE and the instant scheme will not modify the structure nor affect the right/interest of the NCD holders.
 - Whether the scheme is in compliance with the provisions of Regulation 11 of SEBI LODR Regulations, 2015.
 - **Response:** Yes, the scheme is in compliance with the provisions of Regulation 11 of SEBI LODR Regulations, 2015.
 - Whether Netscribes (India) private Limited has any listed securities on BSE.
 - **Response:** Netscribes (India) Private Limited does not have any listed securities on BSE or on any other stock exchange.



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Regards,
Compliance Officer

On Tue, Mar 22, 2022 at 2:15 PM 'Akshay Arolkar' via finance <finance@netscribes.com> wrote:

Dear Team,

Kindly provide explanation requested in trail mail on most priority.

Kindly treat this important and urgent.

Thanks & Regards

Akshay Arolkar

Deputy Manager

Listing Operations (Debt)

Phone (Direct) : 022 2272 8352

Mobile : 7045480386

World's Fastest Exchange With A Speed Of 6 Microseconds

This mail is classified as 'BSE - PUBLIC' by Akshay.Arolkar on March 22, 2022 at 14:15:45.

From: Akshay Arolkar

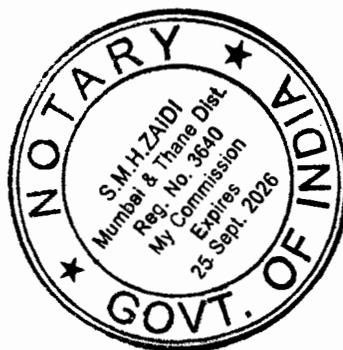
Sent: 17 March 2022 11:22

To: finance <finance@netscribes.com>

Cc: Debt Listing <debt.listing@bseindia.com>

Subject: Scheme of Merger by absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited.

Madam/Sir



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In the matter of proposed Scheme of Merger by absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited.

It has been observed that NCDs of NS Oxymoron Advisors Private Limited are listed on BSE. In this regard, company is required to provide following clarification :

1. Whether listed NCDs of NS Oxymoron Advisors Private Limited would be used as a form of consideration or transfer under the instant scheme of arrangement.
2. Whether any modification in the structure of listed debt securities of NS Oxymoron Advisors Private Limited are proposed to be carried out through the instant scheme of arrangement.
- 33 Whether any material modification in terms of Regulation 59 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the structure of listed debt securities of NS Oxymoron Advisors Private Limited are proposed to be carried out through the instant scheme. If yes, whether requisite approvals have been taken?

Details of provisions of the instant scheme affecting the right/ interest of holders of listed debt securities, if any.

Further, you are also advised to confirm that:

- a. Whether any approval of BSE is required for giving effect to the said scheme. If yes, whether the companies have taken the approvals, so required.
- b. Whether the scheme is in compliance with the provisions of Regulation 11 of SEBI LODR Regulations, 2015.
- c. Whether Netscribes (India) private Limited has any listed securities on BSE.

Reply w.r.t above may be provided latest by **March 21, 2022**.



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Thanks & Regards

Akshay Arolkar

Deputy Manager

Listing Operations (Debt)

Phone (Direct) : 022 2272 8352

Mobile : 7045480386

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This mail is classified as 'BSE - PUBLIC' by Akshay.Arolkar on March 17, 2022 at 11:21:54.

DISCLAIMER : The contents of this message may be legally privileged and confidential and are for the use of the intended recipient(s) only. It should not be read, copied and used by anyone other than the intended recipient(s). If you have received this message in error, please immediately notify the sender, preserve its confidentiality and delete it. Before opening any attachments please check them for viruses and defects. DISCLAIMER : The contents of this message may be legally privileged and confidential and are for the use of the intended recipient(s) only. It should not be read, copied and used by anyone other than the intended recipient(s). If you have received this message in error, please immediately notify the sender, preserve its confidentiality and delete it. Before opening any attachments please check them for viruses and defects.

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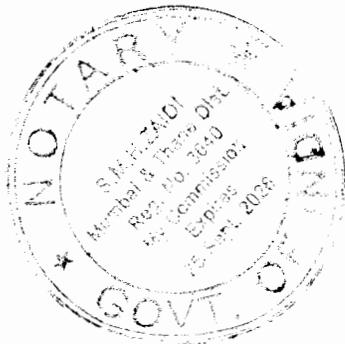


EXHIBIT 'W'

408



Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Re: Urgent-Scheme of Merger by absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited

1 message

Madhuri Jhurani <madhuri.jhurani@netscribes.com>
To: Manoj Kumar Reddy Chetla <manojc@sebi.gov.in>
Cc: ASHOK NIMBEKAR <ashokn@sebi.gov.in>, Yuvraj Gharat <Yuvraj.Gharat@netscribes.com>

Wed, Mar 30, 2022 at 4:51 PM

Respected sir,

Department of Debt and Hybrid Securities
Securities and Exchange Board of India

Kind Attn: Mr. Manoj Kumar Reddy

Sub: Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited and their respective shareholders and creditors

Re: Your email of 30 March 2022

Respected Sir,

1. We refer to your email of 30 March 2022 (appended below) in connection with the proposed Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited ("**Scheme**").
2. We wish to kindly inform you that NS Oxymoron Advisors Private Limited has, on 01 March 2022,

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(a) Issued Notice calling the meeting of the debenture holders holding listed, secured, senior, rated, redeemable, non-convertible debentures ("NCDs") of NS Oxymoron Advisors Private Limited for approval of the Scheme, as per the Order dated 25 February 2022 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench.

(b) Published an advertisement convening the said meeting in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.

3. In terms of the said Notice, meeting of the NCD Holders will be held tomorrow – Thursday, 31 March 2022 at 1:00 p.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra for seeking their approval to the Scheme.

4. We would inform your good self of the result of the said meeting after the results of the meeting are declared by the Chairperson of the meeting.

5. We would be glad to provide any further information you may require from us in this regard.

Thanks and Regards,
Madhuri Jhurani
Company Secretary
Netscribes (India) Private Limited

On Wed, Mar 30, 2022 at 2:50 PM Manoj Kumar Reddy Chetta <manojc@sebi.gov.in> wrote:

Madam

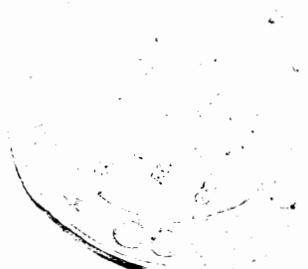
1. This refers to the matter related to proposed Scheme of Merger by absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited.
2. It has been observed that NCDs of NS Oxymoron Advisors Private Limited are listed on BSE and Vistra ITCL (India) Limited has been acting as debenture trustee to the listed NCDs issued by the NS Oxymoron Advisors Private Limited.
3. In view of the same, you are advised to confirm whether the company has taken required approvals/NOCs/consents as per the respective DTDs, if any, from the debenture trustee/debenture holders for its proposed scheme.

Kindly provide the above sought information by 11 am, tomorrow.

Thanks

Manoj Kumar Reddy

Manoj



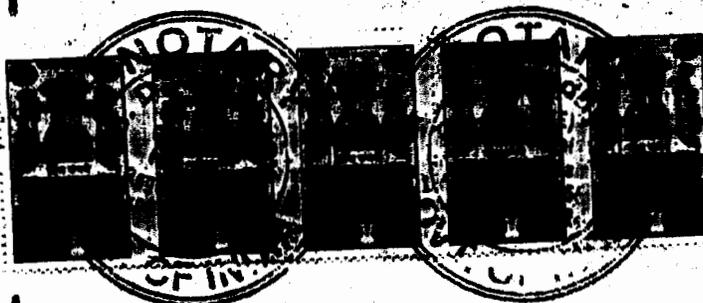


महाराष्ट्र MAHARASHTRA

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प्रधान मुद्रांक कार्यालय, मुंबई
 प.सु.वि.क्र. ८००००९९
 14 SEP 2021
 सक्षम अधिकारी



श्री. दि. क. गवई

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
 COMPANY APPLICATION (CAA) NO. 10 of 2022

In the matter of Sections 230 and 232 and other applicable
 provisions of the Companies Act, 2013

AND

In the matter of Scheme of Merger by Absorption

OF

NETSCRIBES (INDIA) PRIVATE LIMITED
 (Transferor Company)



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AND

NS OXYMORON ADVISORS PRIVATE LIMITED
(Transferee Company)

AND

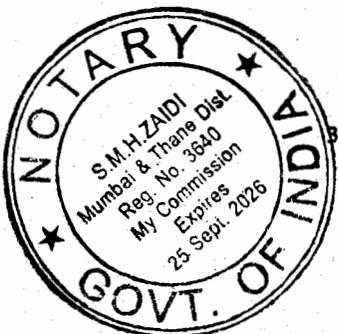
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

AFFIDAVIT

I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, having my address at 402, Arvind Centre, Prabhat colony, Santa Cruz, (East), Mumbai – 400055, do hereby solemnly affirm and state as under;

1. I am appointed as Chairperson for the meetings of the Equity Shareholders and Creditors of the Transferor Company and Transferee Company (collectively, "Applicant Companies") as per the Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, (Coram: Hon'ble Member Mr. Shyam Babu Gautam (Technical) and Hon'ble Member Justice P.N. Deshmukh (Judicial) dated 25.02.2022 in the above-captioned Petition. Hereto annexed and marked as Exhibit "A" is the copy of the Order dated 25.02.2022.
2. As per the directions of this Hon'ble Tribunal vide Order dated 25.02.2022, I am required to file an Affidavit not less than seven days before the date fixed for the holding of the respective meetings of Equity Shareholders and Creditors of the Applicant Companies that the issue of Notices and Advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

I say that in compliance with the directions of this Hon'ble Tribunal, I have caused the Applicant Companies to publish and issue the following -



Kuvadia

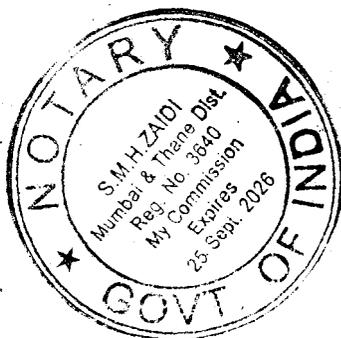
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- (i) Advertisement convening the meetings in Form No. CAA. 2 as per Rule 7 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 published in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
- (ii) Notices convening meetings in Form No. CAA, 2 of the Equity Shareholders and Unsecured Creditors of the Transferor Company, , and of the Equity Shareholders, Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures and Unsecured Creditors of the Transferee Company.

4. I have caused the Applicant Companies to publish advertisement convening the meetings of the Applicant Companies in both newspapers i.e., 'Navshakti' in Marathi and 'Free Press Journal' in English on 01.03.2022. Hereto annexed and marked as Exhibit "B" is the copy of advertisement published in Marathi Newspaper 'Navshakti' dated 01.03.2022. Hereto annexed and marked as Exhibit "C" is the copy of advertisement published in English Newspaper 'Free Press Journal' dated 01.03.2022.

5. I have caused the Transferor Company to serve notice of meeting to all the Equity Shareholders and all Unsecured Creditors of the Transferor Company by email delivery on 01.03.2022. The aforesaid notices are issued along with the following enclosures:



- (i) Notice of NCLT Convened Meeting;
- (ii) Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

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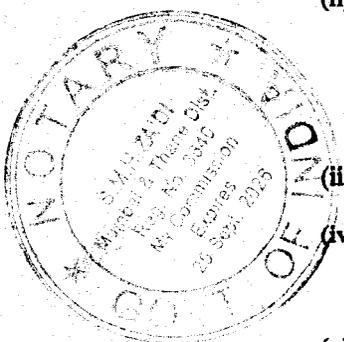
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- (iii) Copy of Scheme of Merger by Absorption;
- (iv) Copy of Report of the Transferor Company under Section 232(2)(c) of Companies Act, 2013;
- (v) Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants;
- (vi) Supplementary Accounting Statements of the Transferor Company for the period ended 31 October 2021;
- (vii) Supplementary Accounting Statements of the Transferee Company for the period ended 31 October 2021;
- (viii) Post Scheme shareholding of the Transferee Company;
- (ix) Proxy Form;
- (x) Attendance Slip; and
- (xi) Road map to the venue.

6. I have caused the Transferee Company to serve notice of meeting to all the Equity Shareholders, all Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures, and all Unsecured Creditors of the Transferee Company by email delivery on 01.03.2022. The aforesaid notices are issued along with the following enclosures:

- (i) Notice of NCLT Convened Meeting;
- (ii) Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- (iii) Scheme of Merger by Absorption;
- (iv) Copy of Report of the Transferee Company under Section 232(2)(c) of Companies Act, 2013;
- (v) Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants;



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- (vi) Supplementary Accounting Statements of the Transferee Company for the period ended 31 October 2021;
- (vii) Supplementary Accounting Statements of the Transferee Company for the period ended 31 October 2021;
- (viii) Certificate issued by the Statutory Auditor of the Transferee Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- (ix) Post Scheme shareholding of the Transferee Company;
- (x) Proxy Form;
- (xi) Attendance Slip; and
- (xii) Road map to the venue.

Hereto annexed and marked as Exhibit "D" is copy of the email sent to Equity Shareholders of the Transferor Company i.e. Netscribes (India) Private Limited.

Hereto annexed and marked as Exhibit "E" is copy of the email sent to Unsecured Creditors of the Transferor Company i.e. Netscribes (India) Private Limited.

Hereto annexed and marked as Exhibit "F" is copy of the email sent to Equity Shareholders of the Transferee Company i.e. NS Oxymoron Advisors Private Limited.

Hereto annexed and marked as Exhibit "G" is copy of the email sent to Debenture Holders (Secured Creditors) of the Transferee Company i.e. NS Oxymoron Advisors Private Limited.

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Hereto annexed and marked as Exhibit "H" is copy of the email sent to Unsecured Creditors of the Transferee Company i.e. NS Oxymoron Advisors Private Limited.

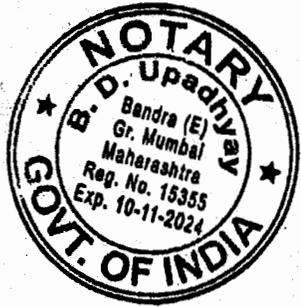
7. I am filling the present Affidavit in compliance with the Order dated 25.02.2022 passed by this Hon'ble Tribunal (Coram: Hon'ble Member Mr. Shyam Babu Gautam (Technical) and Hon'ble Member Justice P.N. Deshmukh (Judicial) read with Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

Solemnly affirmed at Mumbai)

Date: 19 MAR 2022)

Kuvadia MA
Deponent
(Mr. M.A. Kuvadia)

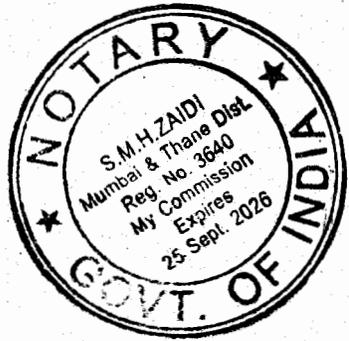
Identified by me:



BEFORE ME
[Signature]
B. D. UPADHYAY
B.A. LL.B.
NOTARY GR. MUMBAI
MAHARASHTRA
(GOVT. OF INDIA)

19 MAR 2022

B.D. UPADHYAY (Notary Govt. of India)
NOTARIAL REGISTER
SR. No. 550 2022



B. D. UPADHYAY
B.A. LL.B.
Advocate & Notary
B/902, Sonam Heights, Phase XV,
New Golden Nest, Bhayandar (E),
Thane - 401105.

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EXHIBIT 'A'

7

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022

In the matter of the Companies Act, 2013;

AND

*In the matter of Section 230 to 232 and other
applicable provisions of the Companies Act, 2013;*

AND

In the matter of Scheme of Amalgamation;

OF

*Netscribes (India) Private Limited
"Transferor Company";*

AND

*NS Oxyoron Advisors Private Limited
"Transferee Company";*

AND

Their respective shareholders and creditors



Netscribes (India) Private Limited ...
[CIN:U72900NH2000PTC126630]

Transferor Company / First
Applicant Company

NS Oxyoron Advisors Private Limited ...
[CIN:U74110MH2008PTC182827]

Transferee Company / Second
Applicant Company

Order delivered on: 25.02.2022

Coram:

Mr. Shyam Babu Gautam
Hon'ble Member (Technical)

Justice P. N. Deshmukh (Retd.)
Hon'ble Member (Judicial)



Verdict MA

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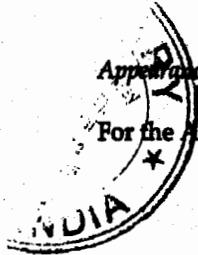
IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022

Appearances (via video conferencing) :

For the Applicant(s)

: Mr. Akshay Petkar, Aniket Malu,
Rinku Ambekar and Piyush Landge
i/b J Sagar Associates



ORDER

Per:- Shyam Babu Gautam, Member Technical

1. This Court convened through video conference.
2. Counsel for the Applicant Companies states that the present Scheme is a Scheme of Merger by Absorption ("Scheme") amongst Netscribes (India) Private Limited ("Transferor Company") and NS Oxymoron Advisors Private Limited ("Transferee Company") and their respective shareholders and creditors.
3. A meeting of the Equity Shareholders of the First Applicant/Transferor Company be convened and held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai - 400 013 on 31st day of March, 2022 at 11:00 AM for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme amongst Netscribes (India) Private Limited, NS Oxymoron Advisors Private Limited and their respective shareholders and creditors.
4. A meeting of the Unsecured Creditors of the First Applicant/Transferor Company be convened and held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai - 400 013 on 31st day of March, 2022 at 11:30 PM for the



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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

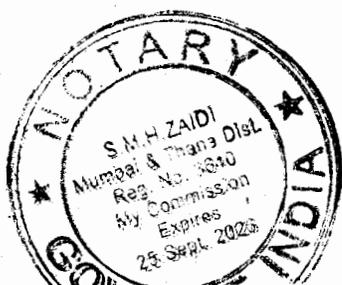
C.A. (CAA)/10/MB /2022

purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme amongst Netscribes (India) Private Limited, NS Oxymoron Advisors Private Limited and their respective shareholders and creditors.

5. A meeting of the Equity Shareholders of the Second Applicant/Transferee Company be convened and held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai - 400 013 on 31st day of March, 2022 at 12:00 AM for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme amongst Netscribes (India) Private Limited, NS Oxymoron Advisors Private Limited and their respective shareholders and creditors.
6. A meeting of the Secured Creditors of the Second Applicant/Transferee Company be convened and held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai - 400 013 on 31st day of March, 2022 at 1:00 PM for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme amongst Netscribes (India) Private Limited, NS Oxymoron Advisors Private Limited and their respective shareholders and creditors.
7. A meeting of the Unsecured Creditors of the Second Applicant/Transferee Company be convened and held at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai - 400 013 on 31st day of March, 2022 at 1:30 PM for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme amongst Netscribes (India) Private Limited, NS Oxymoron Advisors Private Limited and their respective shareholders and creditors.

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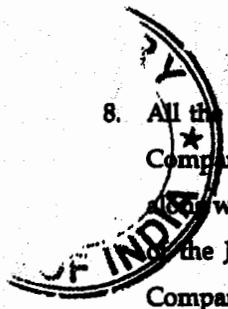


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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

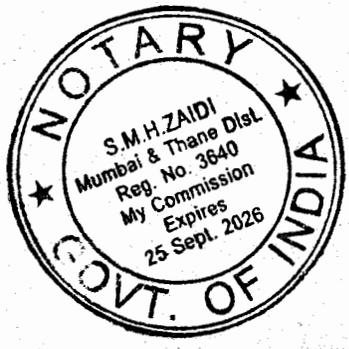
C.A. (CAA)/10/MB /2022



8. All the above said meeting of the Equity Shareholders of the Joint Applicant Companies may be held either in "physical mode" OR in "audio visual mode" along with provision of E-Voting facility" to the respective Equity Shareholders of the Joint Applicant Companies in accordance with the provisions of the Companies Act and related Rules. If meeting held in audio visual mode & by electronic means, then the business of these Convened Meetings shall be transacted through e-Voting Services.
9. All the above said meeting of the Secured and Unsecured Creditors of the Joint Applicant Companies may be held in "physical mode" OR in "audio visual mode along with provision of E-Voting facility" to the respective Secured Debenture Holders in accordance with the provisions of the Companies Act and related Rules. If meeting held in audio visual mode & by electronic means, then the business of these Convened Meetings shall be transacted through e-Voting Services.
10. In case of the above said Convened Meetings held in audio visual mode along with provision of E-Voting facility, then the Equity Shareholders/Secured Creditors/Unsecured Creditors shall be provided with the facility for voting either through electronic voting system or polling paper at these Convened Meetings and Equity Shareholders/Secured Creditors/Unsecured Creditors attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting through ballot paper. Equity Shareholders/Secured Creditors/Unsecured Creditors who have cast their vote by remote e-voting, prior to these Convened Meetings are also eligible to attend the meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting, i.e. either by e-voting or at these Convened Meetings through polling paper.

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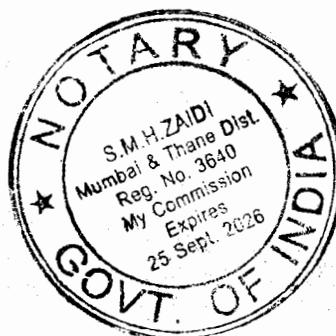
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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022

11. At least 30 clear days before the said meeting of the Equity Shareholders/Secured Creditors/Unsecured Creditors of the Joint Applicant Companies 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 speed post or by courier or by hand delivery to each of the Equity Shareholders/Secured Creditors/Unsecured Creditors of the Joint Applicant Companies at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders/Secured Creditors/Unsecured Creditors as per the records of the respective Joint Applicant Companies.
12. At least 30 clear days before the Meeting of the Equity Shareholders of the Joint Applicant Companies 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 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 respective Applicant Companies, shall be published once each in 'Free Press Journal' in English and 'Navshakti' in Marathi, both circulated in Mumbai.
13. The Applicant Companies is directed to:
- Issue Notice convening meeting of the Equity Shareholders in Form No.CAA.2 as per Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022

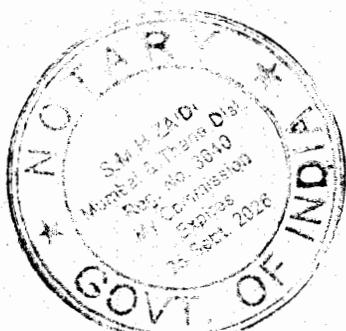
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- ii. Issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. Issue Form of Proxy in Form No.MGT-11 as per Rule 19 of the Companies (Management and Administration) Rules, 2014; and
 - iv. Advertise the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

14. Mr. M.A. Kuvadia, former Regional Director of Ministry of Corporate Affairs, R/o 402, Arvind Centre, Prabhat colony, Santa Cruz, (East), Mumbai - 400055, Mobile No. 9320220229 is appointed as the Chairperson for the meeting of the Equity Shareholders of the Transferor Company. Mr. M.A. Kuvadia, is appointed as the Chairperson for the meeting of the Unsecured Creditors of the Transferor Company. Mr. M.A. Kuvadia, is appointed as the Chairperson for the meeting of the Equity Shareholders of the Transferee Company. Mr. M.A. Kuvadia, is appointed as the Chairperson for the meeting of the Secured Creditors of the Transferee Company. Mr. M.A. Kuvadia, is appointed as the Chairperson for the meeting of the Unsecured Creditors of the Transferee Company. The chairman shall be paid Rs. 3,00,000/- fee for conducting and convening the aforesaid meetings. The Scrutinizer for the above meetings of the above Joint Applicant Companies shall be Mr. Yuvraj Gharat. The Scrutinizer shall be paid fee of Rs. 1,50,000/- for the said meetings.

15. The Chairperson appointed for the aforesaid Meetings to issue the advertisement and send out the notices of the Meetings referred to above. The said Chairperson shall have all powers under the Companies (Compromises,

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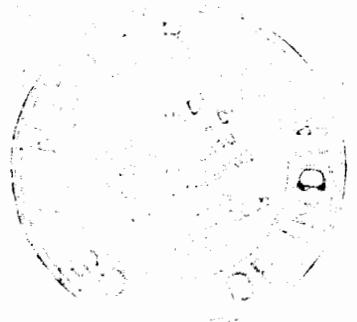
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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022

Arrangements and Amalgamations) Rules, 2016 (or any re-enactment thereof
under the effectiveness of Companies Act, 2013) in relation to the conduct of the
meeting(s), including for deciding procedural questions that may arise at the
meeting 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).

16. The quorum for the aforesaid meetings of the Equity Shareholders/Secured Creditors/Unsecured Creditors shall be as prescribed under Section 103 of the Companies Act, 2013.
17. The voting by proxy or authorized representative in case of body corporate shall be permitted, provided that a proxy in the prescribed form/authorization duly signed by the person entitled to attend and vote at the meetings, is filed with the respective Applicant Company at its Registered Office, not later than, 48 hours before the aforesaid meetings as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
18. The value and number of the shares of each member shall be in accordance with the books/register of the respective Applicant Company or depository records and where the entries in the books register/depository records are disputed, the Chairperson for the respective Meeting shall determine the value for the purpose of the aforesaid meetings and his decision in that behalf would be final.
19. The Chairperson or the respective meeting to file an affidavit not less than seven days before the date fixed for the holding of the respective meeting of Equity Shareholders/Secured Creditors/Unsecured Creditors do report this Tribunal that the direction regarding the issue of notices and the advertisement have



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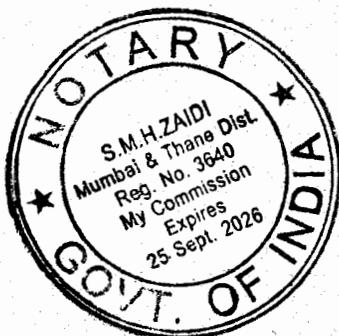
IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022

been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

20. The Chairperson for the respective meeting to report to this Tribunal the result of the aforesaid meetings of equity shareholders within 7 days after the conclusion of the meeting of Equity Shareholders/Secured Creditors/Unsecured Creditors and the said report shall be filed as per Form CAA 4 under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
21. The Applicant Companies to serve the notice upon the concerned Regional Director, Western Region, Mumbai 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 concerned Tribunal from the Regional Director within 30 days of the date of receipt of the notice it will be presumed that Regional Director has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
22. The Applicant Companies 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 concerned 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.

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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022



23. The Applicant Companies to serve the notice on the concerned Income Tax Authority within whose jurisdiction the respective Applicant Company'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 to the following jurisdictional Income Tax Authority.

Sr. No.	Name of the Applicant Companies	Transferor/Transferee Company	PAN No.	Address
1.	Netscribes (India) Private Limited	Transferor Company	AABCN1298F	The Income Tax Authorities / Commissioner of Income Tax Aaykar Bhavan, Marne Lines, Mumbai - 400002.
2.	NS Oxymoron Advisors Private Limited	Transferee Company	AACCN7742F	-do-

If no response is received by the concerned Tribunal from the above said 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.

The Applicant Companies to serve the notice on the GST Authority.



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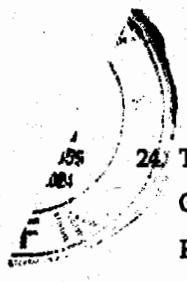
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IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT - II

C.A. (CAA)/10/MB /2022



24. The Applicant Companies to serve the notice upon the concerned office of the Official Liquidator, pursuant to Section 230 (5) of the Companies Act, 2013 a per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the concerned Office of the Official Liquidator within 30 days of the date of the receipt of the notice it will be presumed that Official Liquidator has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

25. The Transferee Company to serve the notice upon the concerned office of the Securities and Exchange Board of India, (SEBI) pursuant to Section 230 (5) of the Companies Act, 2013 a per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the concerned Office of SEBI within 30 days of the date of the receipt of the notice it will be presumed that SEBI has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

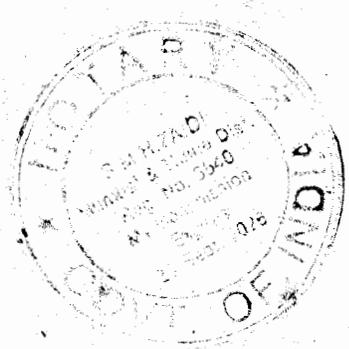
26. The Applicant Companies to file an Affidavit of Service of the directions given by the Tribunal not less than seven days before the date fixed for holding of the meetings and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

Sd/-

SHYAM BABU GAUTAM
MEMBER (TECHNICAL)

Sd/-

JUSTICE P.N. DESHMUKH
MEMBER (JUDICIAL)



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EXHIBIT

WEB INVESTMENT CORPORATION LIMITED
 (Incorporated in India)
NOTICE INVITING TENDERS FOR SUBSCRIPTION OF SHARES

WHEREAS the Board of Directors of the Company has resolved to issue equity shares of Rs. 10/- each of the face value of the Company...

TERMS AND CONDITIONS:

- The tender should be submitted in the form of a check or demand draft payable to the order of the Company...
- The tender should be submitted by 12:00 PM on 15th March 2022...
- The tender should be accompanied by a copy of the Prospectus...
- The tender should be submitted to the Registrar of Companies...

For further information, please refer to the Prospectus and the Notice Inviting Tenders.

PUBLIC NOTICE

Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

निःष्यक्ष आणि निर्भिड दैनिक

www.newshold.in

निःष्यक्ष आणि निर्भिड दैनिक

www.newshold.in

पब्लिक नोटिस

Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

GOVERNMENT OF MAHARASHTRA
 Office of the Executive Engineer,
 Public Works Department,
 Mumbai.

NOTICE INVITING TENDERS FOR SUPPLY OF

Office to be used for the following work and to be used for the following purpose...

Sl. No.	Particulars	Estimate No.	Value
1	Supply of 10000 Nos. of 100mm x 100mm x 100mm concrete blocks	10000	1000000
2	Supply of 10000 Nos. of 100mm x 100mm x 100mm concrete blocks	10000	1000000

For further information, please refer to the tender notice.

GS MAHANAGAR CO-OP. BANK LTD. (Incorporated Bank)
 (Formerly known as THE MAHARASHTRA CO-OP. BANK LTD.)

NOTICE INVITING TENDERS FOR SUBSCRIPTION OF SHARES

WHEREAS the Board of Directors of the Company has resolved to issue equity shares of Rs. 10/- each of the face value of the Company...

Sl. No.	Particulars	Estimate No.	Value
1	Supply of 10000 Nos. of 100mm x 100mm x 100mm concrete blocks	10000	1000000
2	Supply of 10000 Nos. of 100mm x 100mm x 100mm concrete blocks	10000	1000000

OFFICE OF THE S.E. (S&P), SUPER BOLLAR THERMAL POWER

Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

MUMBAI BUILDING REPAIRS & RECONSTRUCTION BOARD

Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

पब्लिक नोटिस

Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

पब्लिक नोटिस

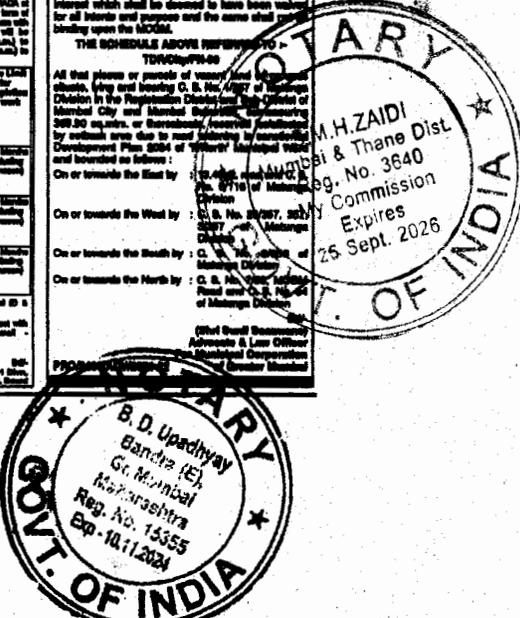
Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

पब्लिक नोटिस

Notice is hereby given to all persons who are entitled to receive the dividend of the Company for the year 2021-22...

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EXHIBIT 'D'

19



Madhurl Jhurani <madhurl.jhurani@netscribes.com>

Notice calling Equity Shareholders Meeting (Netscribes (India) Private Limited

1 message

Tue, Mar 1, 2022 at 6:56 PM

Madhurl Jhurani <madhurl.jhurani@netscribes.com>
To: Yuvraj Ghareat <Yuvraj.Ghareat@netscribes.com>
Bcc: souravns@yahoo.com, gaganika@btbomby.org, Ravi Lakhtha <rvlakhtha@gmail.com>, Netasha Mehta <netashamehta1908@gmail.com>, sanjeeta menon <sanjeetamenon@hotmail.com>, Sunil Joshi <sunil.joshi@gmail.com>, Arun Kumar TM <tmurukumar@gmail.com>, suril_2007_singh@yahoo.co.in, Gishu Prabhu <gishupb@gmail.com>, Rajiv Banerjee <rajiv.banerjee@gmail.com>, Abhijit Basu <abhijitb@hotmail.com>, Deepak Hadipurkar <Deepak.Hadipurkar@netscribes.com>, "Narayanaswamy S.A." <Narayanaswamy.S@netscribes.com>, Yuvraj Ghareat <Yuvraj.Ghareat@netscribes.com>, Mehdi Muslem <Mehdi.Muslem@netscribes.com>, thevick23@gmail.com, Sourav Mukherjee <Sourav.Mukherjee@netscribes.com>

Dear Shareholder,

Greetings from Netscribes!

We would like to brief you that the Company proposes to undertake a "Scheme of Merger by Absorption", providing for the absorption by our wholly owned Indian holding company NS Oxyiron Advisors Private Limited. As per the provisions of the Indian Companies Act, 2013, such a Scheme of Merger by Absorption is required to be approved by the Court and it also requires the approval of the shareholders and creditors of all the companies involved in the merger.

Now, the Court has directed that a meeting of the Unsecured Creditors of Netscribes (India) Private Limited be held on 31st March, 2022 at 11:00 a.m. at Office No. 604, 05th Floor, Lodia Supreme, Lower Panel, Mumbai - 400013, to provide their approval on the Scheme of Merger by Absorption.

Since you were the shareholder of Netscribes (India) Private Limited as on 27th February, 2022, as per our books of accounts (date of date on which the list of creditors was submitted to the court), you must have received a Notice for the meeting asking you to attend the meeting and vote on the matter.

> Requirement from You:

- A. You are required to attend the meeting of the Equity Shareholders to be held on 31st March, 2022 at 11:00 a.m. at Office No. 604, 05th Floor, Lodia Supreme, Lower Panel, Mumbai - 400013
- B. You can authorize any person (employee of your company or any other person) to attend and vote at the meeting on your behalf.
- C. For granting authorization to any person to attend and vote at the meeting, we have attached the below mentioned documents. You are required to complete, sign and submit the documents, and submit to the company latest by 25th March, 2022 by e-mail to finance@netscribes.com and to madhurl.jhurani@netscribes.com, followed by originals at the office addressed to Office No. 604, 05th Floor, Lodia Supreme, Lower Panel, Mumbai - 400013.

List of Documents required -

Category of person	Documents Required

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In case of Firm	1. Signed and stamped Cover Letter, duly signed by a partner / prop. of the firm.
	2. Signed and stamped Authority letter, duly signed by a partner / prop. of the firm.
	3. Signed and stamped specimen signatures of the person attending the meeting, duly signed by a partner / prop. of the firm.
	4. Any valid photo identity proof** of such person attending the meeting.

Category of person	Documents Required
In case of Company	5. Signed and stamped Cover Letter, duly signed by the director of the company.
	6. Signed and stamped Board resolution, duly signed by the director of the company.
	7. Signed and stamped specimen signatures of the person attending the meeting, duly signed by the director of the company.
	8. Any valid photo identity proof** of such person attending the meeting.

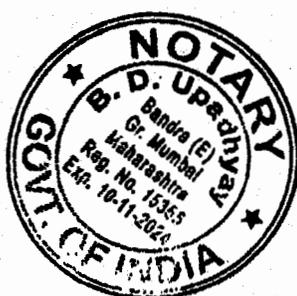
* In case proxy is appointed by the authorized person to attend the meeting, then, the proxy form shall also be submitted to the company along with the above mentioned documents, duly signed by authorized person.

** valid photo identity proof shall mean valid driving license, valid passport, Aadhar Card, PAN card or Voter-Id proof and further, the same should also be carried along on the day of meeting.

For Notarisees (India) Private Limited

Thanks and Regards,
Medhuri Jhurani
Company Secretary

 Notice calling Equity Shareholders Meeting (NIPL).pdf
6928K



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EXHIBIT 'E'

21



Madhuri Jhurant <madhuri.jhurant@netscribe.com>

11:11 AM - Calling Unsecured Creditors Meeting (Netscribe (India) Private Limited)

RECEIVED

Tue, Mar 1, 2022 at 6:49 PM

To: Yuvraj Ghant <Yuvraj.Ghant@netscribe.com>
 Boc: mall2rog@gmail.com, abhay.kumar@telecomnors.com, accounts@hitechroastee.com, esupport@h.aitel.com, Harish@spqrgha.com, appellation@gmail.com, karthik.kumar@spideesolutions.com, saifmulk1984@gmail.com, hema@torngroup.co.in, baljesscourteservise@gmail.com, aniludh.singh@mrindpusa.com, BiplobR@shudat.com, varun.khaligh@gmail.com, support@browsearch.com, Ravindra Datar <rvdatar@bushnessmemeemhd.in>, sachdevyivoda, COE@abco.com, abhay@com/h, hemraj.verma@dshhndia.com, AAY@dstaure.in, yashodha@deepjasa.com, hharishurathia@gmail.com, APACColletores@dojones.com, accounts@zresearch.com, chrislam, harley@silicosresearch.com, team.patel@embee.co.in, service@btm.in, subhash.lahane@saurastorbes.com, freyland.sallee123@gmail.com, sallaabd.co.uk/r.dic.com, sawwell.bag@futurethinkconsulting.com, Andrew P Garvin <andrewgarvin@gmail.com>, ganesha pall <gpaandcompany@gmail.com>, verifypayment@godaddy.com, payments-norply@google.com, roshen@gritabcd.org, zuber.ihem@nsauri.com, harid@medresearch.com, preethi.m@thosreeng.in, noopy007yadav@gmail.com, shyam.makkar@linguaconsultancy.com, taditqury@shikodi.com, no-reply@lunthell.io, Mayank Acharya <mayank@manishacharya.com>, ashharv.singh@merial-ntror.com, sarhadhusant@avta.co.in, Mayur Kapadia <mayurk@avta.com>, anil.kyral@rhdherves.com, vishwanath.purthi@pabstconsulting.com, sameer@ba.co.in, service@progeek.in, Quadrata Mullinguel <quadrata@quadrata.co.in>, royalshah147@gmail.com, vg2024@gmail.com, ewj@ruleconsults.com, rmlabernwal@yashoo.co.in, jeehu@seams.in, SEENEMU@yohmail.com, dipanhar@vaypackers@gmail.com, mamta.lad@spectra.co, info@smesh@gritaba.com, dilipkhatke@gmail.com, Chetan Vyas <chetan.vyas@stop-not.com>, saheer@sheshaudis3.com, bilal@jaskwaker.com, moulish@jashveevn.com, Vikram Madhur <vikram.madhur@sheshaudis3.com>, prithvi.h@nml.com, anupam.sen@shrestha.com, vikram@qurmeffc.com, vidyotsingher11@gmail.com, zabin.entshrise@gmail.com, Gajanan Rudra <gajanan.rudra@hondendia.com>

Dear Partner,

Greetings from Netscribe!

We would like to brief you that the Company proposes to undertake a "Scheme of Merger by Absorption", providing for the absorption by our wholly owned Indian holding company NS Oxygorn Advisors Private Limited. As per the provisions of the Indian Companies Act, 2013, such a Scheme of Merger by Absorption is required to be approved by the Court and it also requires the approval of the shareholders and creditors of all the companies involved in the merger.

Now, the Court has directed that a meeting of the Unsecured Creditors of Netscribe (India) Private Limited be held on 31st March, 2022 at 11:30 p.m. at Office No. 504, 09th Floor, Lodha Supremus, Lower Panel, Mumbai - 400013, to provide their approval on the Scheme of Merger by Absorption.

Since, you were an Unsecured Creditor of Netscribe (India) Private Limited on 27th February, 2022, as per our books of accounts (asked data on which the list of creditors was submitted to the court), you must have received a Notice for the meeting asking you to attend the meeting and vote on the matter.

It may happen that your dues have been paid off after 27th February, 2022 but since you were an Unsecured Creditor of the Company, you are eligible to attend the meeting and vote.

> Resubscribed from You:

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You are required to attend the meeting of the Unsecured Creditors to be held on 31st March, 2022 at 11:30 a.m. at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013

You can authorize any person (employee of your company or any other person) to attend and vote at the meeting on your behalf.

C. For granting authorization to any person to attend and vote at the meeting, we have attached the below mentioned documents. You are required to complete, sign and submit the documents, and submit to the company latest by 2PM, 28th March, 2022 by e-mail to finance@netscribes.com and to madhuri.jhurani@netscribes.com, followed by originals at the office addressed to Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013.

List of Documents required -

Category of person	Documents Required
In case of Firm	1. Signed and stamped Cover Letter, duly signed by a partner / prop. of the firm.
	2. Signed and stamped Authority letter, duly signed by a partner / prop. of the firm.
	3. Signed and stamped specimen signatures of the person attending the meeting, duly signed by a partner / prop. of the firm.
	4. Any valid photo identity proof** of such person attending the meeting.

Category of person	Documents Required
In case of Company	5. Signed and stamped Cover Letter, duly signed by the director of the company.
	6. Signed and stamped Board resolution, duly signed by the director of the company.
	7. Signed and stamped specimen signatures of the person attending the meeting, duly signed by the director of the company.
	8. Any valid photo identity proof** of such person attending the meeting.

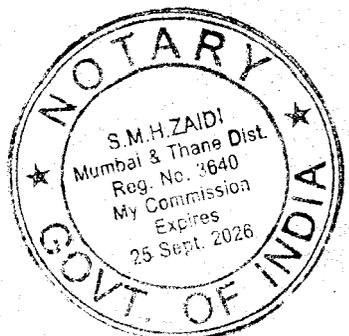
* In case proxy is appointed by the authorized person to attend the meeting, then, the proxy form shall also be submitted to the company along with the above mentioned documents, duly signed by authorized person.

** 'valid photo identity proof' shall mean valid driving license, valid passport, Aadhar Card, PAN card or Voter-id proof and further, the same should also be carried along on the day of meeting.

For Netscribes (India) Private Limited

Thanks and Regards,
Madhuri Jhurani
Company Secretary

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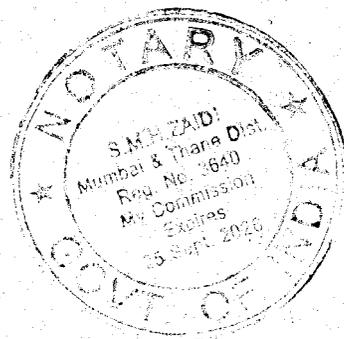
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Notice calling Unsecured Creditors Meeting (NIPL).pdf

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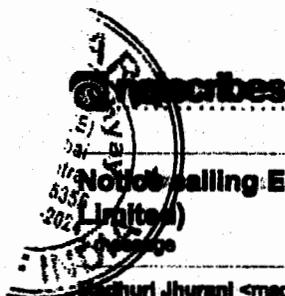


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EXHIBIT ' F '

24



Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Notice calling Equity Shareholders Meeting (NS Oxymoron Advisors Private Limited)

Madhuri Jhurani <madhuri.jhurani@netscribes.com>
To: Yuvraj Gharat <Yuvraj.Gharat@netscribes.com>
Cc: souravns@yahoo.com, "yuvrajgharat@gmail.com" <yuvrajgharat@gmail.com>

Tue, Mar 1, 2022 at 7:07 PM

Dear Shareholder,

Greetings from NS Oxymoron Advisors Private Limited

We would like to brief you that the Company proposes to undertake a "Scheme of Merger by Absorption", providing for the absorption of our wholly owned Indian subsidiary company NetScribes (India) Private Limited. As per the provisions of the Indian Companies Act, 2013, such a Scheme of Merger by Absorption is required to be approved by the Court and it also requires the approval of the shareholders and creditors of all the companies involved in the merger.

Now, the Court has directed that a meeting of the Equity Shareholders of NS Oxymoron Advisors Private Limited be held on 31st March, 2022 at 12.00 Noon at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013, to provide their approval on the Scheme of Merger by Absorption.

Since you were the Equity Shareholder of NS Oxymoron Advisors Private Limited as on 27th February, 2022, as per our books of accounts (cut-off date on which the list of creditors was submitted to the court), you must have received a Notice for the meeting asking you to attend the meeting and vote on the matter.

> Requirement from You:

- A. You are required to attend the meeting of the Unsecured Creditors to be held on 31st March, 2022 at 12.00 Noon at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013
- B. You can authorize any person (employee of your company or any other person) to attend and vote at the meeting on your behalf.
- C. For granting authorization to any person to attend and vote at the meeting, we have attached the below mentioned documents. You are required to complete, sign and submit the documents, and submit to the company latest by 2PM, 28th March, 2022 by e-mail to finance@netscribes.com and to madhuri.jhurani@netscribes.com, followed by originals at the office addressed to Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013.

List of Documents required -

Category of person	Documents Required
In case of Firm	1. Signed and stamped Cover Letter, duly signed by a partner / prop. of the firm.
	2. Signed and stamped Authority letter, duly signed by a partner / prop. of the firm.

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3. Signed and stamped specimen signatures of the person attending the meeting, duly signed by a partner / prop. of the firm.
4. Any valid photo identity proof** of such person attending the meeting.

Category of person	Documents Required
In case of Company	5. Signed and stamped Cover Letter, duly signed by the director of the company.
	6. Signed and stamped Board resolution, duly signed by the director of the company.
	7. Signed and stamped specimen signatures of the person attending the meeting, duly signed by the director of the company.
	8. Any valid photo identity proof** of such person attending the meeting.

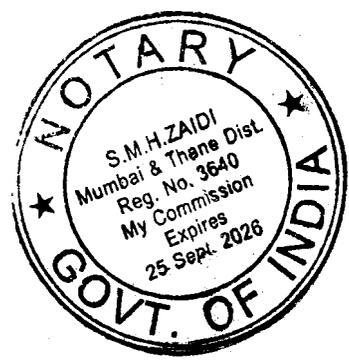
* In case proxy is appointed by the authorized person to attend the meeting, then, the proxy form shall also be submitted to the company along with the above mentioned documents, duly signed by authorized person.

** valid photo identity proof shall mean valid driving license, valid passport, Aadhar Card, PAN card or Voter-Id proof and further, the same should also be carried along on the day of meeting.

For NS Oxymoron Advisors Private Limited

Thanks and Regards,
 Madhuri Jhurani
 Compliance Officer

Notice calling Equity Shareholders Meeting (NSO.pdf)
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EXHIBIT 'G'

26



Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Notice calling NCD Holders Meeting (NS Oxymoron Advisors Private Limited)

1 message

Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Tue, Mar 1, 2022 at 7:01 PM

To: Yuvraj Gharat <Yuvraj.Gharat@netscribes.com>

Bcc: INDIAPRIVATECREDITOPERATIONS@investec.co.in, custody.corpact.in@hsbc.co.in, Kalyani Karande <kalyani.karande@vistra.com>, Khushboo Shah <Khushboo.Shah@vistra.com>, Vihang Chavan <Vihang.Chavan@vistra.com>, Namrata Pal <namrata.pal@investec.com>, Anand Chaturvedi <anand.chaturvedi@investec.co.in>

Dear Partner,

Greetings from NS Oxymoron Advisors Private Limited

We would like to brief you that the Company proposes to undertake a "Scheme of Merger by Absorption", providing for the absorption of our wholly owned Indian subsidiary company Netscribes (India) Private Limited. As per the provisions of the Indian Companies Act, 2013, such a Scheme of Merger by Absorption is required to be approved by the Court and it also requires the approval of the shareholders and creditors of all the companies involved in the merger.

Now, the Court has directed that a Meeting of The Debenture Holders Holding Listed, Secured, Senior, Rated, Redeemable, Non-Convertible Debentures of the of NS Oxymoron Advisors Private Limited be held on 31st March, 2022 at 01:00 p.m. at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013, to provide their approval on the Scheme of Merger by Absorption.

Since you were a NCD holder of NS Oxymoron Advisors Private Limited as on 27th February, 2022, as per our books of accounts (cut-off date on which the list of creditors was submitted to the court), you must have received a Notice for the meeting asking you to attend the meeting and vote on the matter.

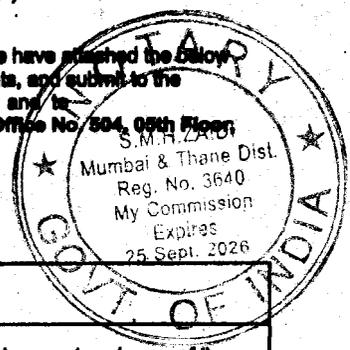
It may happen that your dues have been paid off after 27th February, 2022 but since as on that date you were an NCD of the Company, you are eligible to attend the meeting and vote.

> Requirement from You:

- A. You are required to attend the meeting of the Unsecured Creditors to be held on 31st March, 2022 at 01.00 p.m. at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013
- B. You can authorize any person (employee of your company or any other person) to attend and vote at the meeting on your behalf.
- C. For granting authorization to any person to attend and vote at the meeting, we have attached the below mentioned documents. You are required to complete, sign and submit the documents, and submit to the company latest by 2PM, 28th March, 2022 by e-mail to finance@netscribes.com and to madhuri.jhurani@netscribes.com, followed by originals at the office addressed to Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013.

List of Documents required -

Category of person	Documents Required
In case of Firm	1. Signed and stamped Cover Letter, duly signed by a partner / prop. of the



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firm.
2. Signed and stamped Authority letter, duly signed by a partner / prop. of the firm.
3. Signed and stamped specimen signatures of the person attending the meeting, duly signed by a partner / prop. of the firm.
4. Any valid photo identity proof** of such person attending the meeting.

Category of person	Documents Required
In case of Company	5. Signed and stamped Cover Letter, duly signed by the director of the company.
	6. Signed and stamped Board resolution, duly signed by the director of the company.
	7. Signed and stamped specimen signatures of the person attending the meeting, duly signed by the director of the company.
	8. Any valid photo identity proof** of such person attending the meeting.

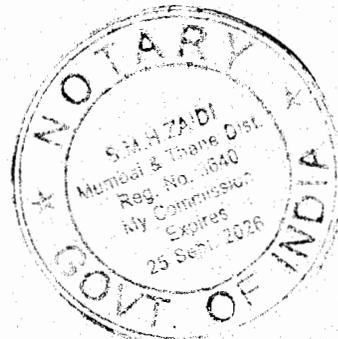
* In case proxy is appointed by the authorised person to attend the meeting, then, the proxy form shall also be submitted to the company along with the above mentioned documents, duly signed by authorized person.

** valid photo identity proof shall mean valid driving license, valid passport, Aadhar Card, PAN card or Voter-Id proof and further, the same should also be carried along on the day of meeting.

For NS Oxymoron Advisors Private Limited

Thanks and Regards,
Madhuri Jhurani
Compliance Officer

 Notice calling NCD Holders Meeting (NBO).pdf
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EXHIBIT ' H '

28



Madhuri Jhurani <madhuri.jhurani@netscribes.com>

Notice calling Unsecured Creditors Meeting (NS Oxymoron Advisors Private Limited)

1 message

Madhuri Jhurani <madhuri.jhurani@netscribes.com>
To: Yuvraj Gharat <Yuvraj.Gharat@netscribes.com>
Bcc: Lekhi Kalani <lekhi.kalani@gmail.com>, finance <finance@netscribes.com>

Tue, Mar 1, 2022 at 7:04 PM

Dear Partner,

Greetings from NS Oxymoron Advisors Private Limited

We would like to brief you that the Company proposes to undertake a "Scheme of Merger by Absorption", providing for the absorption of our wholly owned Indian subsidiary company Netscribes (India) Private Limited. As per the provisions of the Indian Companies Act, 2013, such a Scheme of Merger by Absorption is required to be approved by the Court and it also requires the approval of the shareholders and creditors of all the companies involved in the merger.

Now, the Court has directed that a meeting of the Unsecured Creditors of NS Oxymoron Advisors Private Limited be held on 31st March, 2022 at 01:30 p.m. at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013, to provide their approval on the Scheme of Merger by Absorption.

Since you were an Unsecured Creditor of NS Oxymoron Advisors Private Limited as on 27th February, 2022, as per our books of accounts (cut-off date on which the list of creditors was submitted to the court), you must have received a Notice for the meeting asking you to attend the meeting and vote on the matter.

It may happen that your dues have been paid off after 27th February, 2022 but since as on that date you were an Unsecured Creditor of the Company, you are eligible to attend the meeting and vote.

> Requirement from You:

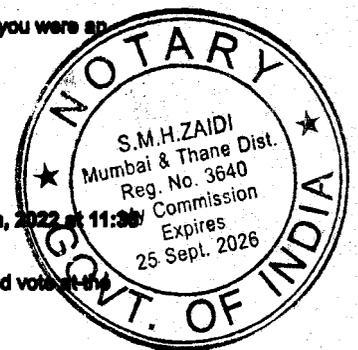
A. You are required to attend the meeting of the Unsecured Creditors to be held on 31st March, 2022 at 11:30 p.m. at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013

B. You can authorize any person (employee of your company or any other person) to attend and vote at the meeting on your behalf.

C. For granting authorization to any person to attend and vote at the meeting, we have attached the below mentioned documents. You are required to complete, sign and submit the documents, and submit to the company latest by 27th March, 2022 by e-mail to finance@netscribes.com and to madhuri.jhurani@netscribes.com, followed by originals at the office addressed to Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbai - 400013.

List of Documents required -

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Category of person	Documents Required
In case of Firm	1. Signed and stamped Cover Letter, duly signed by a partner / prop. of the firm.
	2. Signed and stamped Authority letter, duly signed by a partner / prop. of the firm.
	3. Signed and stamped specimen signatures of the person attending the meeting, duly signed by a partner / prop. of the firm.
	4. Any valid photo identity proof** of such person attending the meeting.

Category of person	Documents Required
In case of Company	5. Signed and stamped Cover Letter, duly signed by the director of the company.
	6. Signed and stamped Board resolution, duly signed by the director of the company.
	7. Signed and stamped specimen signatures of the person attending the meeting, duly signed by the director of the company.
	8. Any valid photo identity proof** of such person attending the meeting.

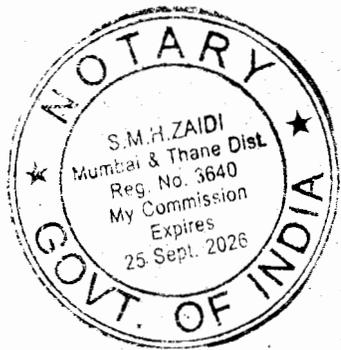
* In case proxy is appointed by the authorised person to attend the meeting, then, the proxy form shall also be submitted to the company along with the above mentioned documents, duly signed by authorized person.

** "valid photo identity proof" shall mean valid driving license, valid passport, Aadhar Card, PAN card or Voter-Id proof and further, the same should also be carried along on the day of meeting.

For NB Oxymeron Advisors Private Limited

Thanks and Regards,
 Madhuri Jhurani
 Compliance Officer

 Notice calling Unsecured Creditors Meeting (NSO).pdf
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FORM NO. CAA. 4

[Pursuant to rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION (CAA) NO. 10 of 2022**

In the matter of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Merger by Absorption

OF

NETSCRIBES (INDIA) PRIVATE LIMITED
(Transferor Company)

AND

NS OXYMORON ADVISORS PRIVATE LIMITED
(Transferee Company)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NETSCRIBES (INDIA) PRIVATE LIMITED

Registered Office: Office No. 504,
5th Floor, Lodha Supremus, Lower Parel,
Mumbai 400013, Maharashtra, India.

... Transferor Company

K. K. Kulkarni



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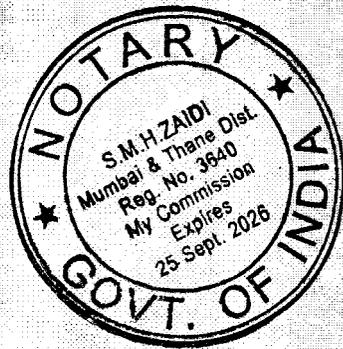
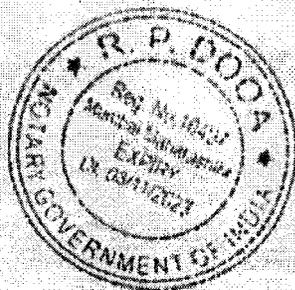
REPORT OF RESULT OF THE MEETING OF THE UNSECURED CREDITORS OF NETSCRIBES (INDIA) PRIVATE LIMITED ("NIPL" OR "COMPANY") CONVENED PURSUANT TO THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") BY THE CHAIRPERSON OF MEETING

I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, am the person appointed by this Hon'ble Tribunal vide Order dated 25 February 2022 to act as the Chairperson of the meeting of the Unsecured Creditors of the Company. The Unsecured Creditors of the Company were summoned by notice issued individually upon them by e-mail and by advertisement dated 01 March 2022 published in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2019 in the English Daily, "Free Press Journal" and in Marathi Daily "Navshakti". The meeting of the Unsecured Creditors was held on 31 March, 2022 at 11:30 A.M. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra. Accordingly, I hereby report to this Hon'ble Tribunal as follows:

Meeting of the Unsecured Creditors

1. Out of 81 Unsecured Creditors, the Unsecured Creditors meeting was attended by 4 Unsecured Creditors either in person or through proxy. Out of the said 4 Unsecured Creditors, 2 Unsecured Creditors appeared in person, 2 Unsecured Creditors appeared through proxy. Thus, totally 4 Unsecured Creditors representing 18.51% amounting to INR 3,443,580 of the total outstanding unsecured debt of the Company voted in person and by proxy at the meeting.
2. The Scheme of Merger by Absorption of the Company with NS Oxymoron Advisors Private Limited ("Scheme") was read out and explained by me in detail the rationale behind the Scheme in the meeting and their views, quarrels and question submitted in the said meeting was discussed.
3. The Unsecured Creditors were of the opinion that the Scheme as laid before the meeting was approved and agreed to unanimously and passed the following resolution at the meeting:

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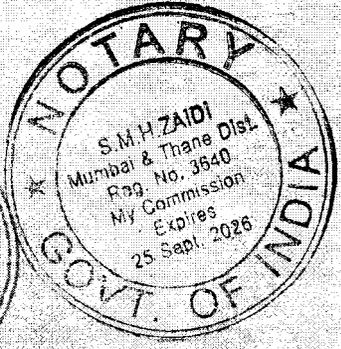
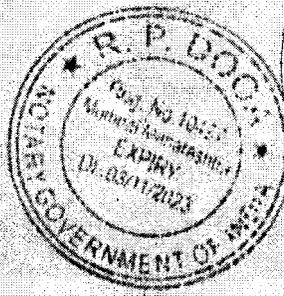


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"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise

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including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

- 4. Out of the present Unsecured Creditors, majority in number of Unsecured Creditors representing more than three-fourths in value of the Unsecured Creditors of the Company are of the opinion that the said Scheme should be approved.
- 5. Copy of the Scrutinizer's report on voting at the meeting of the Unsecured Creditors is annexed herewith and marked as Exhibit "A", giving necessary details.
- 6. The copy of Scheme of Merger by Absorption as approved by the Unsecured Creditors of the Company is annexed herewith and marked as Exhibit "B".
- 7. Based on the report of the Scrutinizer, resolutions as set in the notice of the Hon'ble NCLT convened unsecured creditors meeting have been duly approved unanimously by the unsecured creditors of the applicant company.

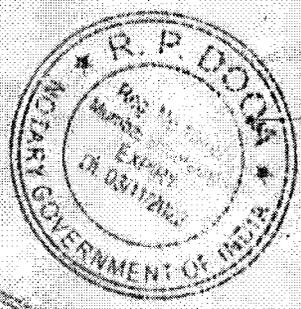
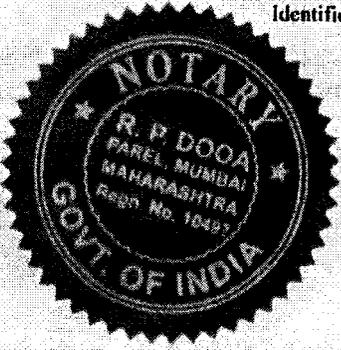
Dated this 04th day of April, 2022

Place: Mumbai

Kuvadia

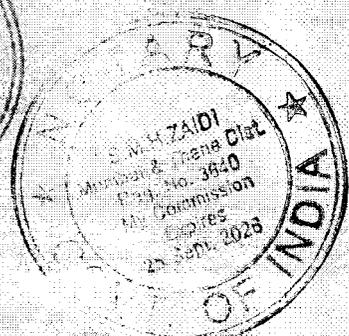
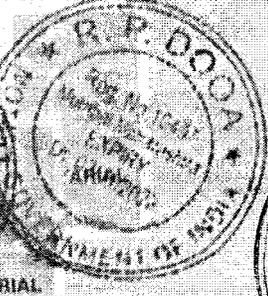
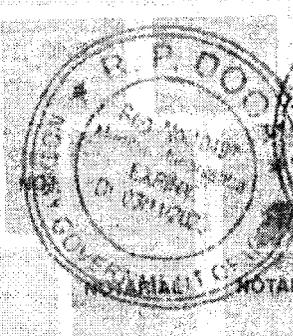
Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs
Chairperson
402, Arvind Center, Prabhat Colony, Santacruz East
Mumbai 400055

Identified by me:



Before Me

slr
RAKESH P DOOA
B. Com., LL.B.
Advocate High Court,
Notary Government Of India
5, Kondaji Bldg. No. 3
Bhamburda Tala Hospital, Parel
MUMBAI 400012.



Yes

Exhibit A

**FORM No. MGT-13
SCRUTINIZER'S REPORT**

[Pursuant to section 109 and in accordance with NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022]

To,

**Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Unsecured Creditors of Netscribes (India) Private Limited ("First Applicant Company")**

Sub: Scrutinizer's Report on polling/voting conducted pursuant to the NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022.

Ref: NCLT convened Meeting of the Unsecured Creditors of the First Applicant Company, held on Thursday, 31 March 2022 at 11:30 a.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

I, Mr. Yuvraj Gharat, Director of the First Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process in respect of the hereinbelow resolution passed in the NCLT convened meeting of the Unsecured Creditors of the First Applicant Company, held on Thursday, 31 March 2022 at 11:30 a.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra.

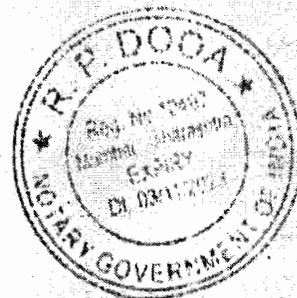
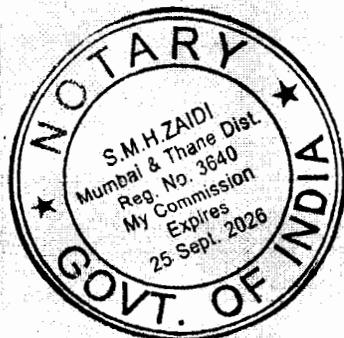
AGENDA ITEM

To approve the Scheme of Merger by Absorption of the First Applicant Company with NS Oxymuron Advisors Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The notice of the said NCLT convened meeting along with a copy of the said Scheme, the Explanatory Statement under Section 102 read with Section 230 of the Companies Act, 2013, Form of Proxy and other annexures were sent to all the Unsecured Creditors of the First Applicant Company in respect of the below mentioned resolution(s), proposed to be passed at the said meeting of the First Applicant Company on Thursday, 31 March 2022:-

1. The voting period commenced on 31 March 2022 at 11.40 AM and ended on 31 March 2022 at 11.50 AM.

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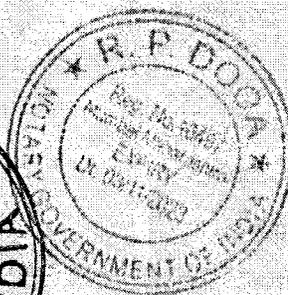
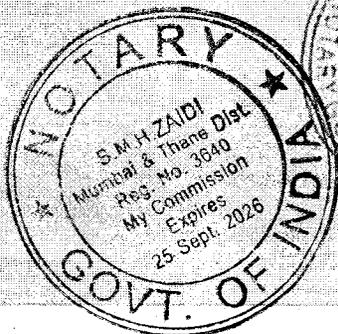
2. After the time fixed for closing of the poll by the Chairperson, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the First Applicant Company and the authorizations / proxies lodged with the First Applicant Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The poll papers and all other relevant records were sealed and handed over to the Company for safe keeping.

Following is the detail of total voting received through poll:-

(a) Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Neiscribe's (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

(b) Present at the meeting:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them
4	4

(c) Voted in favour of the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of value of Unsecured Creditors
4	4	100%

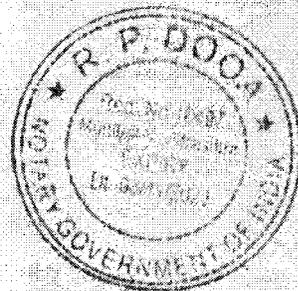
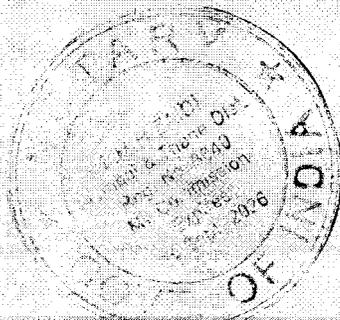
(d) Voted against the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of value of Unsecured Creditors
Nil	Nil	Nil

(e) Invalid votes:

Number of Unsecured Creditors present whose votes were invalid (in person or by proxy)	Number of votes cast by them
Nil	Nil

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Now I submit my Report as under on the result of the voting by poll in fair and transparent manner in respect of the abovesaid Resolution.

Result:

Considering the valid votes on the resolution, it is found that the votes casted in favour exceeds the votes casted against the resolution, so the resolution is considered as passed with absolute majority. A list Unsecured Creditors containing details of Unsecured Creditors who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting

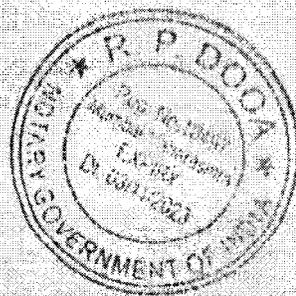
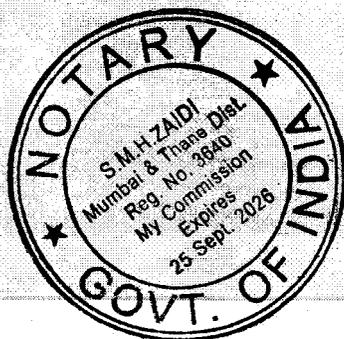
Date: 31st March, 2022

Place: Mumbai

Enclosures:

1. Proof of witness of locking the empty ballot box is attached as an Exhibit-1.
2. Proof of witness of opening the ballot box is attached as an Exhibit-2.
3. List of the Unsecured Creditors who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

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Exhibit-1

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Unsecured Creditors of Netscribes
(India) Private Limited ("First Applicant Company")

Sub: Proof of witness of locking the empty Ballot Box

Ref: NCLT convened Meeting of the Unsecured Creditors of the First Applicant
Company held on Thursday, 31 March 2022 at 11:30 a.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parcel, Mumbai 400013, Maharashtra.

Dear Sir,

The ballot box was locked in presence of the following two witnesses.

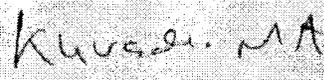
Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prerna Tower Diva Shil Road, Div East, Thane - 400612	Address: Near Cancer Society Parcel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting



Date: 31st March, 2022

Place: Mumbai

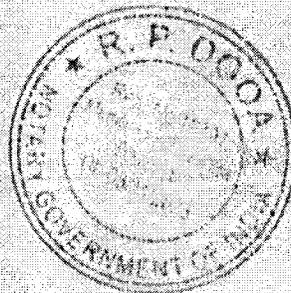
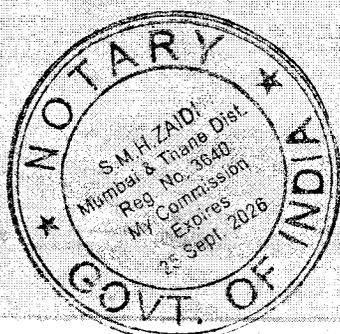


Exhibit-2

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Unsecured Creditors of Netscribes
(India) Private Limited ("First Applicant Company")

Sub: Proof of witness of opening the Ballot Box after the voting process is over

Ref: NCLT convened Meeting of the Unsecured Creditors of the First Applicant
Company held on Thursday, 31 March 2022 at 11:30 a.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

The ballot box was opened after the voting process was over in presence of the following two
witnesses.

Witness-1 Signature 	Witness-2 Signature 
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prerna Tower Diva Shil Road, Diva East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting



Date: 31st March, 2022

Place: Mumbai

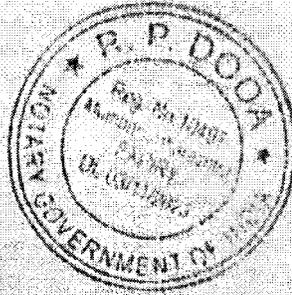
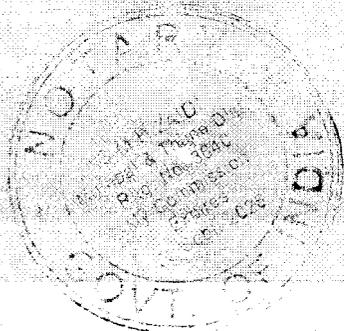


Exhibit-3Details of Unsecured Creditors:

Sr. No.	Name of Unsecured Creditor/Proxy	Value of Debt	Voted in favour/against/did not participate
1	Apple Stationers	7130	In favour
2	M.G.Ved & Co	33150	In favour
3	Shaparia Mehta & Associates LLP	10800	In favour
4	Shree Info System Solutions Private Limited	3392500	In favour
	TOTAL	3,443,580	

Yours sincerely,

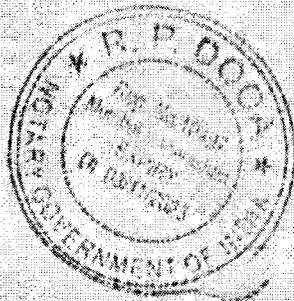


Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

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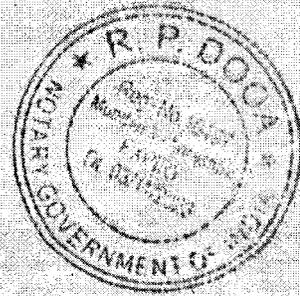
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Attendance at NCTI convened Meeting of the Unsecured Creditors of Netcribes (India) Private Limited held on Thursday, 31 March 2022 at 11:30 a.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra

Sr. No.	Name of persons present	Designation	Signature
1	M. S. VEDCO	PROPRIETOR	<i>[Signature]</i>
2	Shapori c Mental A soc and	CAST HORN	<i>[Signature]</i>
3	Apple Stationers	Proprietor	<i>[Signature]</i>
4	Shree Info System Solution Pvt Ltd	Proprietor	<i>[Signature]</i>

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FORM NO. CAA. 4

[Pursuant to rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION (CAA) NO. 10 of 2022

In the matter of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Merger by Absorption

OF

NETSCRIBES (INDIA) PRIVATE LIMITED
(Transferor Company)

AND

NS OXYMORON ADVISORS PRIVATE LIMITED
(Transferee Company)

AND

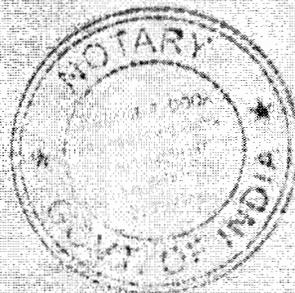
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NS OXYMORON ADVISORS PRIVATE LIMITED

Registered Office: Flat No 2, A Wing,
2nd Floor, Llyods Garden,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400025, Maharashtra, India.

...Transferee Company

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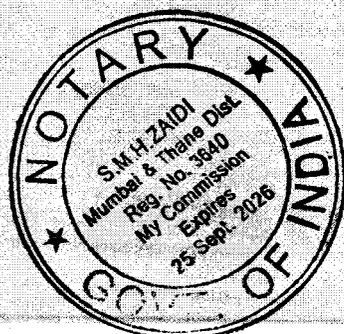
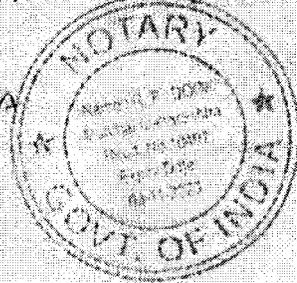
REPORT OF RESULT OF THE MEETING OF THE DEBENTURE HOLDERS HOLDING LISTED, SECURED, SENIOR, RATED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF NS OXYMORON ADVISORS PRIVATE LIMITED ("NS OXYMORON" OR "COMPANY") CONVENED PURSUANT TO THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") BY THE CHAIRPERSON OF MEETING

I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, am the person appointed by this Hon'ble Tribunal vide Order dated 25 February 2022 to act as the Chairperson of the meeting of the debenture holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of the Company. The said debenture holders of the Company were summoned by notice issued individually upon them by e-mail and by advertisement dated 01 March 2022 published in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2019 in the English Daily, "Free Press Journal" and in Marathi Daily "Navshakti". The meeting of the said debenture holders was held on 31 March, 2022 at 01:00 P.M. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra. Accordingly, I hereby report to this Hon'ble Tribunal as follows:

Meeting of the Debenture Holders

1. Out of 2 the said debenture holders, the debenture holders meeting was attended by 2 debenture holders either in person or through proxy. Out of the said 2 debenture holders, 0 debenture holders appeared in person and 2 debenture holders appeared through proxy. Thus, totally 2 debenture holders holding debentures of INR. 10,00,000 each representing 100% of the total outstanding debt of the Company unanimously voted in person and by proxy at the meeting.
2. The Scheme of Merger by Absorption of Netscribes (India) Private Limited with the Company ("Scheme") was read out and explained by me in detail the rationale behind the Scheme in the meeting and the ir views, quarrels and question submitted in the said meeting was discussed.
3. The debenture holders were of the opinion that the Scheme as laid before the meeting was be approved and agreed to and unanimously passed the following resolution at the meeting:

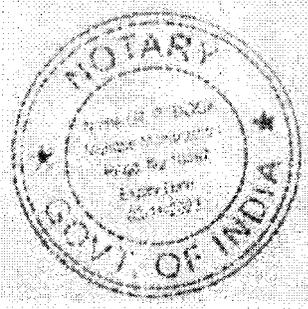
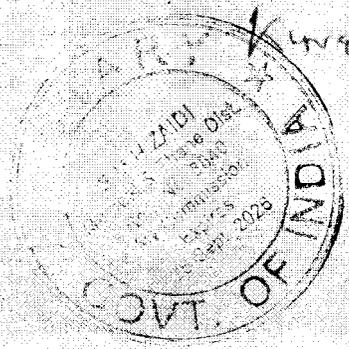
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"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of



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accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

4. Out of the present debenture holders, majority in number of the debenture holders representing more than three-fourths in value of the total debenture holders of the Company, are of the opinion that the said Scheme should be approved.
5. Copy of the Scrutinizer's report on voting at the meeting of the debenture holders is annexed herewith and marked as **Exhibit "A"** giving necessary details.
6. The copy of Scheme of Merger by Absorption as approved by the debenture holders of the Company is annexed herewith and marked as **Exhibit "B"**.
7. Based on the report of the Scrutinizer, resolutions as set in the notice of the Hon'ble NCLT convened debenture holders meeting have been duly approved unanimously by the debenture holders of the applicant company

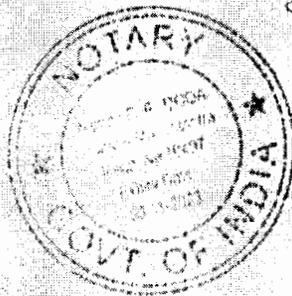
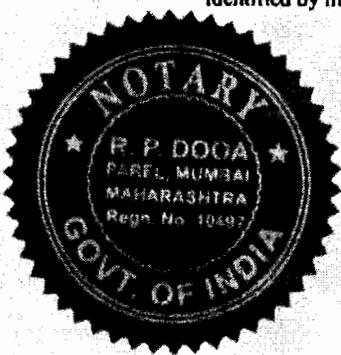
Dated this 04th day of April, 2022

Place: Mumbai

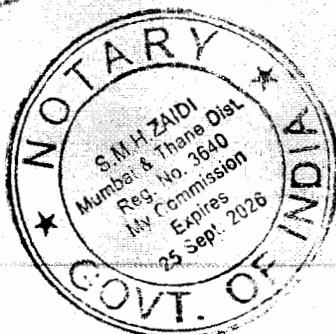
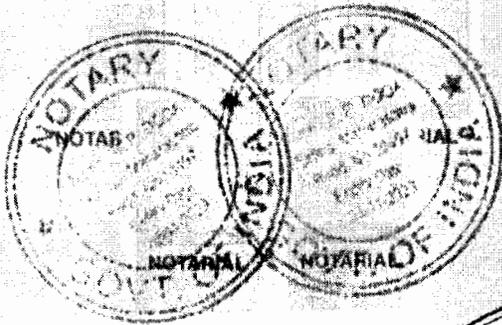
M.A. Kuvadia

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs
Chairperson
402, Arvind Center Prabhat Colony Santacruz East Mumbai
400055.

Identified by me:



Before Me
[Signature]
RAKESH P. DOGA
B. Com., LL.B.
Advocate High Court,
Notary Government of India
& Kondaji Bldg. No. 3,
Behind Tata Hospital, Parul,
MUMBAI-400 012.



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Exhibit A

**FORM No. MGT-13
SCRUTINIZER'S REPORT**

[Pursuant to section 109 and in accordance with NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022]

To,
Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of NS Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Scrutinizer's Report on polling/voting conducted pursuant to the NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022.

Ref: NCLT convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of the Second Applicant Company, held on Thursday, 31 March 2022 at 1:00 p.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

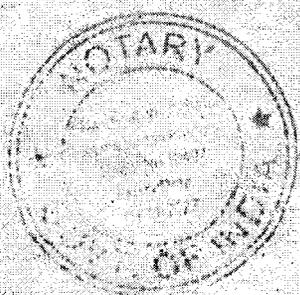
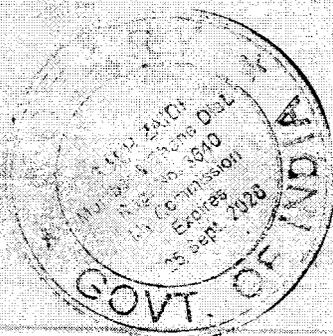
I, Mr. Yuvraj Gharat, Director of the Second Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process in respect of the hereinbelow resolution passed in the NCLT convened meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of the Second Applicant Company, held on Thursday, 31 March 2022 at 1:00 p.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra.

AGENDA ITEM

To approve the Scheme of Merger by Absorption of Netseribes (India) Private Limited with the Second Applicant Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The notice of the said NCLT convened meeting along with a copy of the said Scheme, the Explanatory Statement under Section 102 read with Section 230 of the Companies Act, 2013, Form of Proxy and other annexures were sent to all the Debenture Holders of the Second Applicant Company in respect of the below mentioned resolution(s), proposed to be passed at the said meeting of the Second Applicant Company on Thursday, 31 March 2022: -

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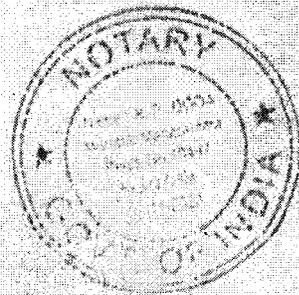
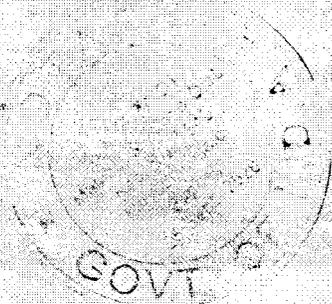
1. The voting period commenced on 31 March 2022 at 01.10 PM and ended on 31 March 2022 at 01.20 PM.
2. After the time fixed for closing of the poll by the Chairperson, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Second Applicant Company and the authorizations / proxies lodged with the Second Applicant Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The poll papers and all other relevant records were sealed and handed over to the Company for safe keeping.

Following is the detail of total voting received through poll:-

(a) **Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval.

(b) Present at the meeting:

Number of Debenture Holders present and voting (in person or by proxy)	Number of votes cast by them
2	1900

(c) Voted in favour of the resolution:

Number of Debenture Holders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of Debenture Holders present and voting
2	1900	100	100

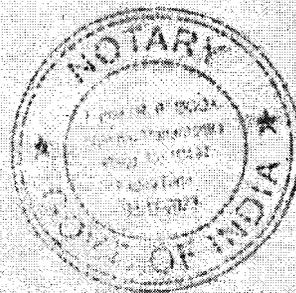
(d) Voted against the resolution:

Number of Debenture Holders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of Debenture Holders present and voting
Nil	Nil	Nil	Nil

(e) Invalid votes:

Number of Debenture Holders present whose votes were invalid (in person or by proxy)	Number of votes cast by them
Nil	Nil

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Now I submit my Report as under on the result of the voting by poll in fair and transparent manner in respect of the abovesaid Resolution.

Result:

Considering the valid votes on the resolution, it is found that the votes casted in favour exceeds the votes casted against the resolution, so the resolution is considered as passed with absolute majority. A list of Debenture Holders containing details of Debenture Holders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Yours sincerely,

Mr. Yuvraj Charat,
Scrutinizer of the meeting

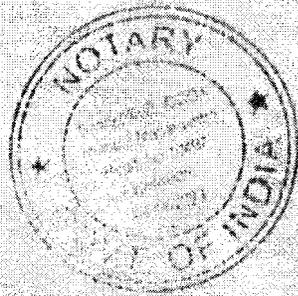
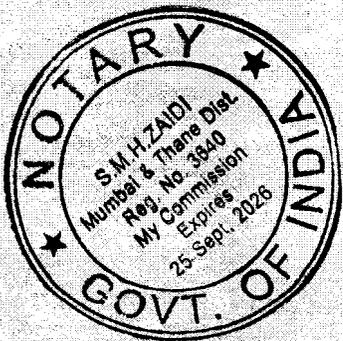
Date: 31st March, 2022

Place: Mumbai

Enclosures:

1. Proof of witness of locking the empty ballot box is attached as an Exhibit-1.
2. Proof of witness of opening the ballot box is attached as an Exhibit-2.
3. List of the Debenture Holders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

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Exhibit-1

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of NS Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Proof of witness of locking the empty Ballot Box

Ref: NCLT convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of the Second Applicant Company held on Thursday, 31 March 2022 at 1:00 p.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

The ballot box was locked in presence of the following two witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prema Tower Diva Shil Road, Diva East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting



Date: 31st March, 2022

Place: Mumbai

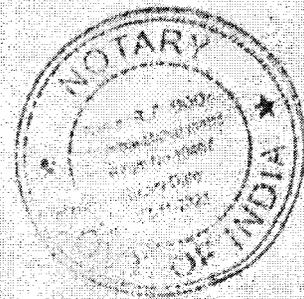


Exhibit-2

To,

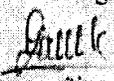
Mr. M.A. Kuvadia,
 Chairperson of the NCLT convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of NS Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Proof of witness of opening the Ballot Box after the voting process is over

Ref: NCLT convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of the Second Applicant Company held on Thursday, 31 March 2022 at 1:00 p.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

The ballot box was opened after the voting process was over in presence of the following two witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prerna Tower Diva Shil Road, Diva East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,


 Mr. Yuvraj Gharat,
 Scrutinizer of the meeting



Date: 31st March, 2022

Place: Mumbai

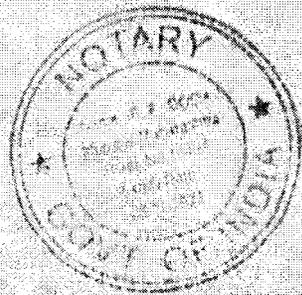
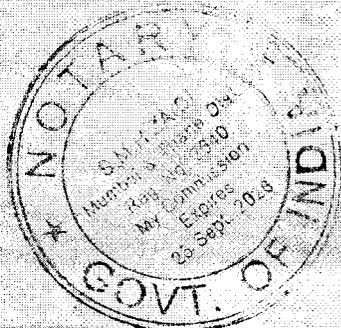


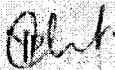


Exhibit-3

Details of Debenture Holders:

Sr. No.	Name of Debenture Holder/Proxy	Value of Debt	Voted in favour/against/did not participate
1	INVESTEC BANK PLC	718	In favour
2	EMERGING INDIA CREDIT OPPORTUNITIES FUND I	1185	In favour
	TOTAL	1900	

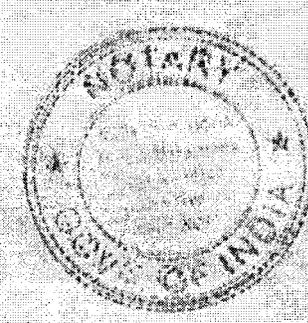
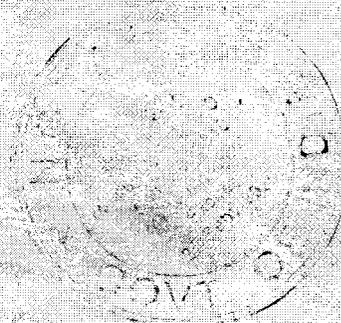
Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

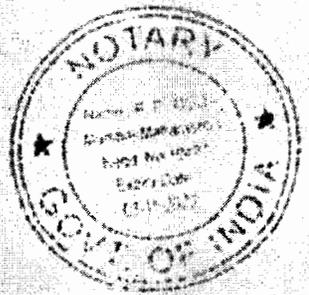
Place: Mumbai



Attendance at NCI convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convertible debentures of NS Oxymeron Advisory Private Limited held on Thursday, 31 March 2022 at 1:00 p.m. at Office No. 504, 5th Floor, Latha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons present	Designation	Signature
1	EMERGING INDIA CREDIT OPPORTUNITIES FUND I	Debenture Holder	<i>[Signature]</i>
2	INVESTEC BANK PLC	Debenture Holder	<i>[Signature]</i>

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FORM NO. CAA. 4

[Pursuant to rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION (CAA) NO. 10 of 2022

In the matter of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Merger by Absorption

OF

NETSCRIBES (INDIA) PRIVATE LIMITED
(Transferor Company)

AND

NS OXYMORON ADVISORS PRIVATE LIMITED
(Transferee Company)

AND

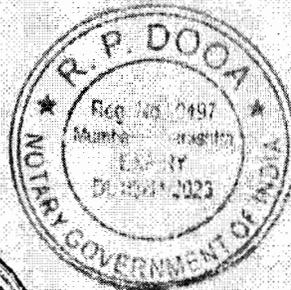
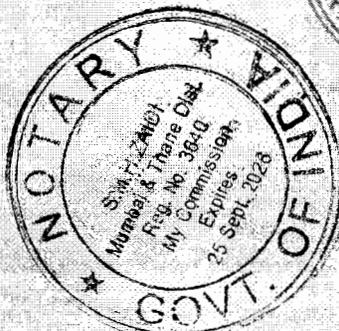
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NS OXYMORON ADVISORS PRIVATE LIMITED

Registered Office: Flat No 2, A Wing,
2nd Floor, Llyods Garden,
Appasahb Marathe Marg, Prabhadevi,
Mumbai 400025, Maharashtra, India.

...Transferee Company

K. V. Gole MA



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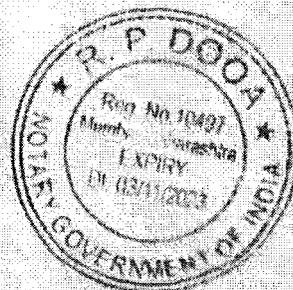
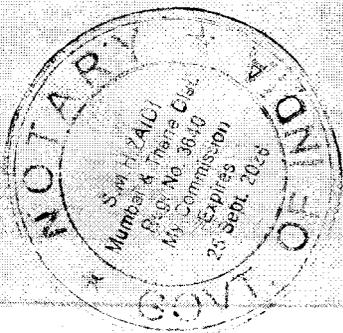
REPORT OF RESULT OF THE MEETING OF THE UNSECURED CREDITORS OF NS OXYMORON ADVISORS PRIVATE LIMITED ("NS OXYMORON" OR "COMPANY") CONVENED PURSUANT TO THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") BY THE CHAIRPERSON OF MEETING

I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, am the person appointed by this Hon'ble Tribunal vide Order dated 25 February 2022 to act as the Chairperson of the meeting of the Unsecured Creditors of the Company. The Unsecured Creditors of the Company were summoned by notice issued individually upon them by e-mail and by advertisement dated 01 March 2022 published in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2019 in the English Daily, "Free Press Journal " and in Marathi Daily "Navshakti". The meeting of the Unsecured Creditors was held on 31 March, 2022 at 01:30 P.M. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra. Accordingly, I hereby report to this Hon'ble Tribunal as follows:

Meeting of the Unsecured Creditors

1. Out of 2 Unsecured Creditors, the Unsecured Creditors meeting was attended by 2 Unsecured Creditors either in person or through proxy. Out of the said 2 Unsecured Creditors, 1 Unsecured Creditors appeared in person, 1 Unsecured Creditors appeared through proxy. Thus, totally 2 Unsecured Creditors holding amount of INR 145,005,900 representing 100% of the total outstanding unsecured debt of the Company voted in person and by proxy at the meeting.
2. The Scheme of Merger by Absorption of Netscribes (India) Private Limited with the Company ("Scheme") was read out and explained by me in detail the rationale behind the Scheme in the meeting and the ir views, quarrels and question submitted in the said meeting was discussed.
3. The Unsecured Creditors were of the opinion that the Scheme as laid before the meeting was approved and agreed to and unanimously passed the following resolution at the meeting:

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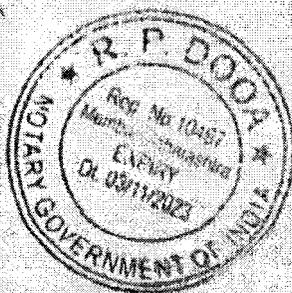


Yes

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise

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including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

- 4. Out of the present Unsecured Creditors, majority in number of Unsecured Creditors representing more than three-fourths in value of the Unsecured Creditors of the Company are of the opinion that the said Scheme should be approved.
- 5. Copy of the Scrutinizer's report on voting at the meeting of the Unsecured Creditors is annexed herewith and marked as Exhibit "A", giving necessary details.
- 6. The copy of Scheme of Merger by Absorption as approved by the Unsecured Creditors of the Company is annexed herewith and marked as Exhibit "B".
- 7. Based on the report of the Scrutinizer, resolutions as set in the notice of the Hon'ble NCLT convened Unsecured Creditors meeting have been duly approved unanimously by the Unsecured Creditors of the applicant company.

Dated this 04th day of April, 2022

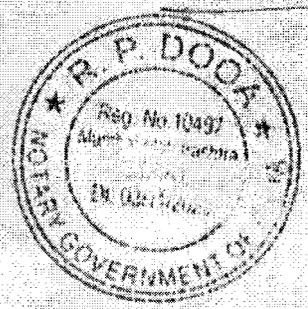
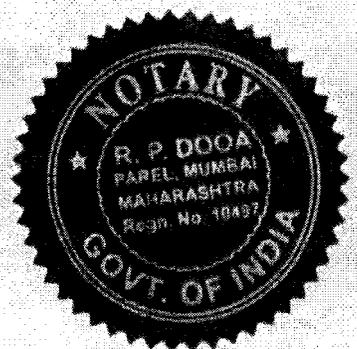
Place: Mumbai

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Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs
Chairperson
402, Arvind Center Prabhat Colony Santacruz East
Mumbai 400055.

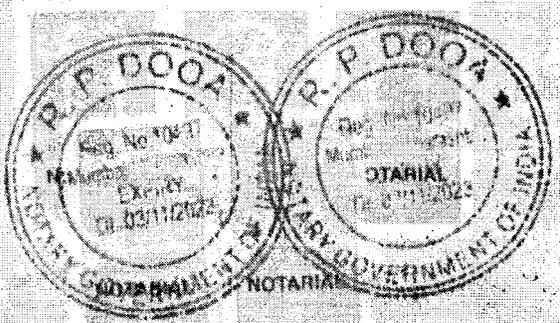
Identified by me:

Before Me



[Signature]

RAKESH P. DOOA
B. Com., LL.B
Advocate High Court,
Notary Government Of India
6, Kondal Bldg. No. 3
Behind Tata Hospital, Parel
MUMBAI - 400012



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**FORM No. MGT-13
SCRUTINIZER'S REPORT**

[Pursuant to section 109 and in accordance with NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022]

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Unsecured Creditors of NS
Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Scrutinizer's Report on polling/voting conducted pursuant to the NCLT Order
dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022

Ref: NCLT convened Meeting of the Unsecured Creditors of the Second Applicant
Company, held on Thursday, 31 March 2022 at 1:30 p.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

I, Mr. Yuvraj Gharat, Director of the Second Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process in respect of the hereinbelow resolution passed in the NCLT convened meeting of the Unsecured Creditors of the Second Applicant Company, held on Thursday, 31 March 2022 at 1:30 p.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra.

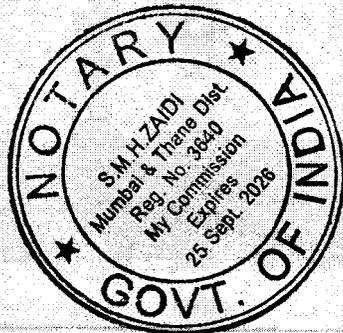
AGENDA ITEM

To approve the Scheme of Merger by Absorption of Netscribes (India) Private Limited with the Second Applicant Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The notice of the said NCLT convened meeting along with a copy of the said Scheme, the Explanatory Statement under Section 102 read with Section 230 of the Companies Act, 2013, Form of Proxy and other annexures were sent to all the Unsecured Creditors of the Second Applicant Company in respect of the below mentioned resolution(s), proposed to be passed at the said meeting of the Second Applicant Company on Thursday, 31 March 2022:-

1. The voting period commenced on 31 March 2022 at 01.40 PM and ended on 31 March 2022 at 01.50 PM.

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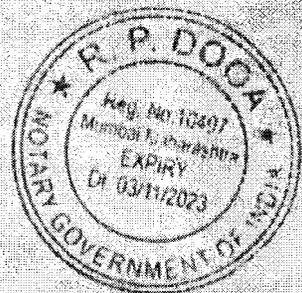
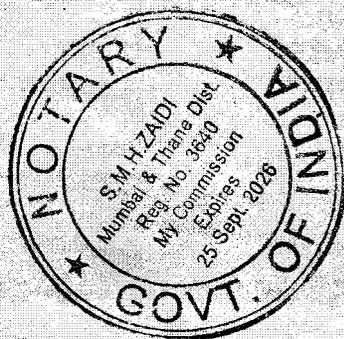
2. After the time fixed for closing of the poll by the Chairperson, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Second Applicant Company and the authorizations / proxies lodged with the Second Applicant Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The poll papers and all other relevant records were sealed and handed over to the Company for safe keeping.

Following is the detail of total voting received through poll:-

(a) Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribex (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

(b) Present at the meeting:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them
2	2

(c) Voted in favour of the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of value of Unsecured Creditors
2	2	100

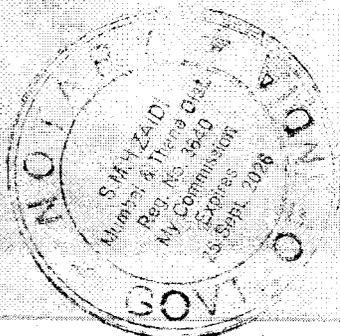
(d) Voted against the resolution:

Number of Unsecured Creditors present and voting (in person or by proxy)	Number of votes cast by them	% of value of Unsecured Creditors
Nil	Nil	Nil

(e) Invalid votes:

Number of Unsecured Creditors present whose votes were invalid (in person or by proxy)	Number of votes cast by them
Nil	Nil

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Now I submit my Report as under on the result of the voting by poll in fair and transparent manner in respect of the abovesaid Resolution.

Result:

Considering the valid votes on the resolution, it is found that the votes casted in favour exceeds the votes casted against the resolution, so the resolution is considered as passed with absolute majority. A list of Unsecured Creditors containing details of Unsecured Creditors who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting

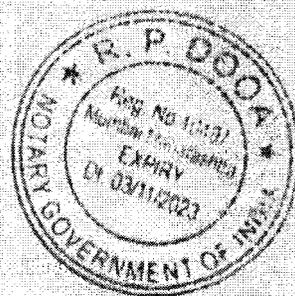
Date: 31st March, 2022

Place: Mumbai

Enclosures:

1. Proof of witness of locking the empty ballot box is attached as an Exhibit-1.
2. Proof of witness of opening the ballot box is attached as an Exhibit-2.
3. List of the Unsecured Creditors who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

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Exhibit-1

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Unsecured Creditors of NS
Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Proof of witness of locking the empty Ballot Box

Ref: NCLT convened Meeting of the Unsecured Creditors of the Second Applicant
Company held on Thursday, 31 March 2022 at 1:30 p.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

The ballot box was locked in presence of the following two witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prema Tower Diva Shil Road, Divia East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai





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Exhibit-2

To,

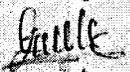
Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Unsecured Creditors of NS
Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Proof of witness of opening the Ballot Box after the voting process is over

**Ref: NCLT convened Meeting of the Unsecured Creditors of the Second Applicant
Company held on Thursday, 31 March 2022 at 1:30 p.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.**

Dear Sir,

The ballot box was opened after the voting process was over in presence of the following two
witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prerna Tower Diva Shil Road, Diva East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,

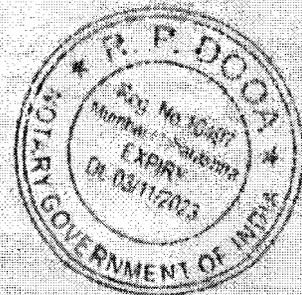
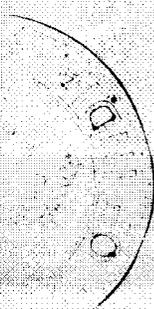


Mr. Yuvraj Gharat,
Scrutinizer of the meeting

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Date: 31st March, 2022

Place: Mumbai



Yuvraj

Exhibit-3
Details of Unsecured Creditors:

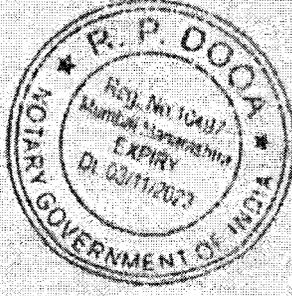
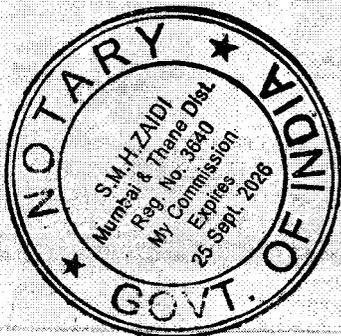
Sr. No.	Name of Unsecured Creditor/Proxy	Value of Debt	Voted in favour/against/did not participate
1	Netscribes (India) Private Limited	145,000,000	In favour
2	I. N. Kalani & Co	5,900	In favour
	TOTAL	145,005,900	

Yours sincerely,

Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai



Attendance at NCI convened Meeting of the Unsecured Creditors of NS Oxymiron
Advisors) Private Limited held on Thursday, 31 March 2022 at 1:30 p.m. in Office No. 504,
5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons present	Designation	Signature
1	Netscribes (India) Private Limited	MSDhasan	[Signature]
2	L.N.Kalani & Co	Proprietor	[Signature]

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[Handwritten mark]

EXHIBIT 'AB'

475

FORM NO. CAA-4

[Pursuant to rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION (CAA) NO. 10 of 2022

In the matter of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Merger by Absorption

OF

NETSCRIBES (INDIA) PRIVATE LIMITED
(Transferor Company)

AND

NS OXYMORON ADVISORS PRIVATE LIMITED
(Transferee Company)

AND

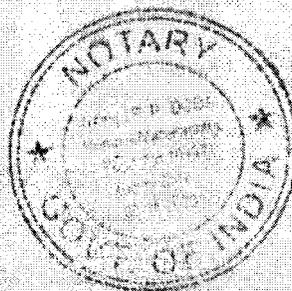
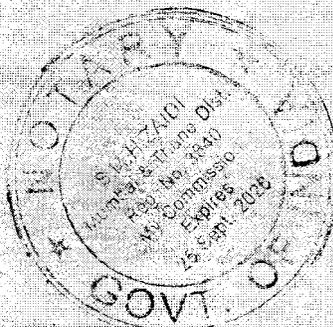
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NETSCRIBES (INDIA) PRIVATE LIMITED

Registered Office: Office No. 504,
5th Floor, Lodha Supremus, Lower Parel,
Mumbai 400013, Maharashtra, India.

...Transferor Company

Khusroo MN



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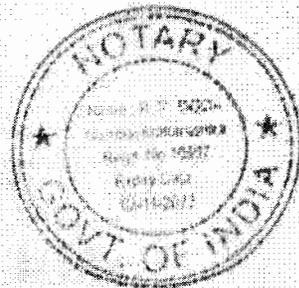
REPORT OF RESULT OF THE MEETING OF THE EQUITY SHAREHOLDERS OF NETSCRIBES (INDIA) PRIVATE LIMITED ("NIPL" OR "COMPANY") CONVENED PURSUANT TO THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") BY THE CHAIRPERSON OF MEETING

I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, am the person appointed by this Hon'ble Tribunal vide Order dated 25 February 2022 to act as the Chairperson of the meeting of the Equity Shareholders of the Company. The Equity Shareholders of the Company were summoned by notice issued individually upon them by e-mail and by advertisement dated 01 March 2022 published in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2019 in the English Daily, "Free Press Journal" and in Marathi Daily "Navshakti". The meeting of the Equity Shareholders was held on 31 March, 2022 at 11:00 A.M. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra. Accordingly, I hereby report to this Hon'ble Tribunal as follows:

Meeting of the Equity Shareholders

1. Out of 17 Equity Shareholders, the Equity Shareholders meeting was attended by 4 Equity Shareholders either in person or through proxy. Out of the said 4 Equity Shareholders, 3 Equity Shareholders appeared in person, 1 Equity Shareholders appeared through proxy. Thus, totally 4 Equity Shareholders holding Equity Shares of Rs. 10 each constituting 98.59% of the total number of Equity Shares of the Company voted in person and by proxy at the meeting.
2. The Scheme of Merger by Absorption of the Company with NS Oxymoron Advisors Private Limited ("Scheme") was read out and explained in detail the rationale behind the Scheme by me in the meeting and their views and question submitted in the said meeting was discussed.
3. The Equity Shareholders were of the opinion that the Scheme as laid before the meeting was approved and agreed to and unanimously passed the following resolution at the meeting:

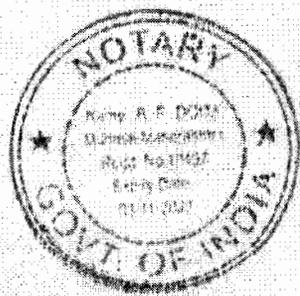
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"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise



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- including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".
4. Out of the present Equity Shareholders, majority in number of the Equity Shareholders representing more than three-fourths in value of the equity shares of the Company are of the opinion that the said Scheme should be approved.
 5. Copy of the Scrutinizer's report on voting at the meeting of the Equity Shareholders is annexed herewith and marked as Exhibit "A", giving necessary details.
 6. The copy of the Scheme of Merger by Absorption as approved by the Equity Shareholders of the Company is annexed herewith and marked as Exhibit "B".

Based on the report of the Scrutinizer, resolutions as set in the notice of the Hon'ble NCLT convened equity shareholders meeting have been duly approved unanimously by the Equity Shareholders of the applicant company.

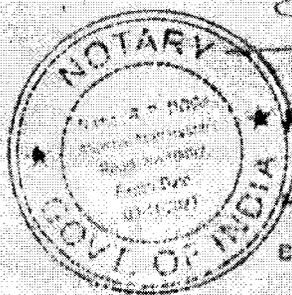
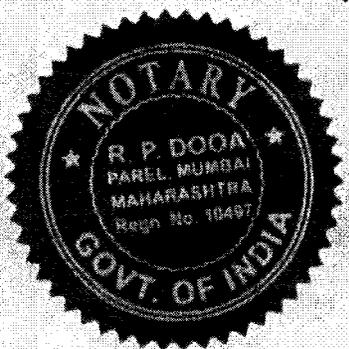
Dated this 04th day of April 2022

Place: Mumbai

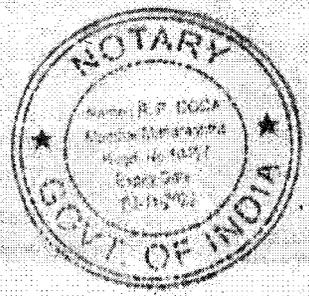
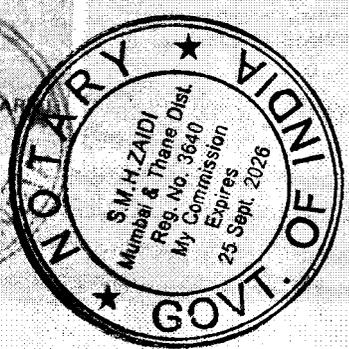
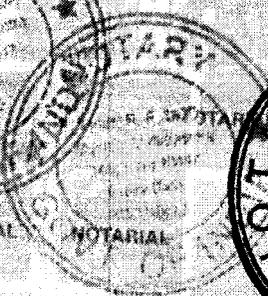
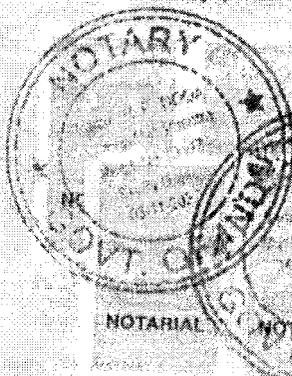
M.A. Kuvadia

Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs
Chairperson
402, Arvind Center Prabhat Colony Santacruz East
Mumbai 400055

Identified by me:



Before Me
[Signature]
RAKESH P. DOOA
B. Com., LL.B.
Advocate High Court,
Notary Government of India
8, Kundaji Bldg. No. 3,
Behind Tata Hospital, Parel,
MUMBAI-400 012.



[Handwritten signature]

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Exhibit A

FORM No. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to section 109 and in accordance with NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022]

To,

**Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Equity Shareholders of Netscribes
(India) Private Limited ("First Applicant Company")**

Sub: Scrutinizer's Report on polling/voting conducted pursuant to the NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022

Ref: NCLT convened Meeting of the Equity Shareholders of the First Applicant Company, held on Thursday, 31 March 2022 at 11:00 a.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

1. Mr. Yuvraj Gharat, Director of the First Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process in respect of the hereinbelow resolution passed in the NCLT convened meeting of the Equity Shareholders of the First Applicant Company, held on Thursday, 31 March 2022 at 11:00 a.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra.

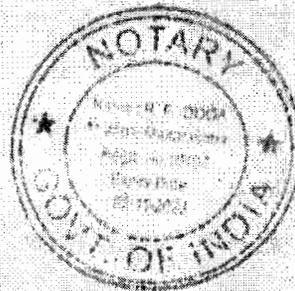
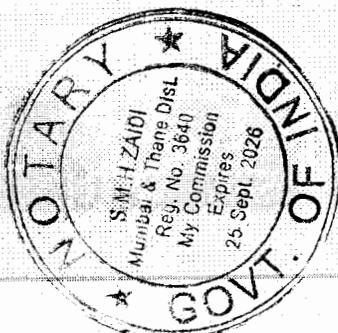
AGENDA ITEM

To approve the Scheme of Merger by Absorption of the First Applicant Company with NS Oxymeron Advisors Private Limited and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The notice of the said NCLT convened meeting along with a copy of the said Scheme, the Explanatory Statement under Section 102 read with Section 230 of the Companies Act, 2013, Form of Proxy and other annexures were sent to all the Equity Shareholders of the First Applicant Company in respect of the below mentioned resolution(s), proposed to be passed at the said meeting of the First Applicant Company on Thursday, 31 March 2022:-

1. The voting period commenced on 31 March 2022 at 11.10 AM and ended on 31 March 2022 at 11.20 AM.
2. After the time fixed for closing of the poll by the Chairperson, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)

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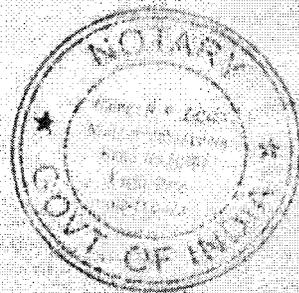
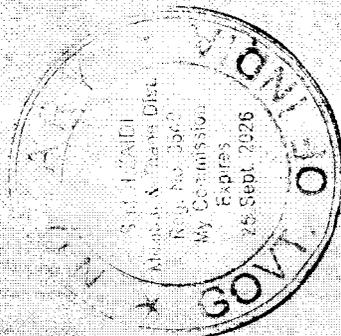
- 3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the First Applicant Company and the authorizations / proxies lodged with the First Applicant Company.
- 4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 5. The poll papers and all other relevant records were sealed and handed over to the Company for safe keeping.

Following is the detail of total voting received through poll:-

(a) Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval.

(b) Present at the meeting:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them
4	12643138

(c) Voted in favour of the resolution:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of members present and voting
4	12643138	100	100

(d) Voted against the resolution:

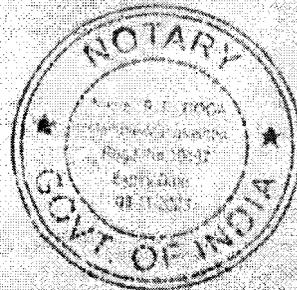
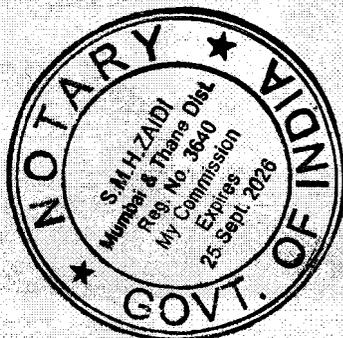
Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of members present and voting
Nil	Nil	Nil	Nil

(e) Invalid votes:

Number of Equity Shareholders present whose votes were invalid (in person or by proxy)	Number of votes cast by them
Nil	Nil

Now I submit my Report as under on the result of the voting by poll in fair and transparent manner in respect of the abovesaid Resolution.

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Result:

Considering the valid votes on the resolution, it is found that the votes casted in favour exceeds the votes casted against the resolution, so the resolution is considered as passed with absolute majority. A list of Members containing details of Equity Shareholders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting

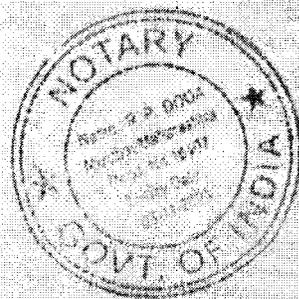
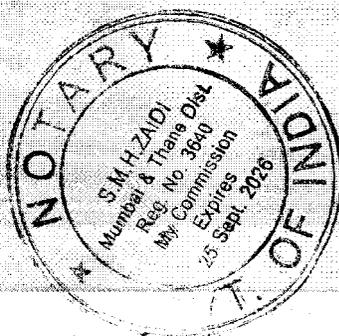
Date: 31st March, 2022

Place: Mumbai

Enclosures:

1. Proof of witness of locking the empty ballot box is attached as an Exhibit-1.
2. Proof of witness of opening the ballot box is attached as an Exhibit-2.
3. List of the Equity Shareholders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

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Exhibit-1

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Equity Shareholders of Netscribes
(India) Private Limited ("First Applicant Company")

Sub: Proof of witness of locking the empty Ballot Box

Ref: NCLT convened Meeting of the Equity Shareholders of the First Applicant
Company held on Thursday, 31 March 2022 at 11:00 a.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra

Dear Sir,

The ballot box was locked in presence of the following two witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prerna Tower Diva Shil Road, Divya East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting
Date: 31st March, 2022

Place: Mumbai

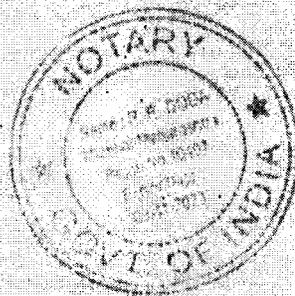
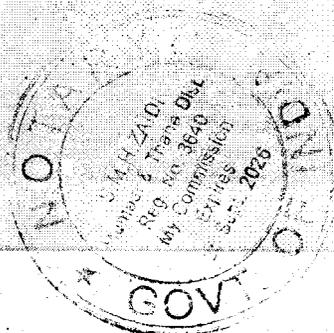




Exhibit-2

To,

**Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Equity Shareholders of Netscribes
(India) Private Limited ("First Applicant Company")**

Sub: Proof of witness of opening the Ballot Box after the voting process is over

**Ref: NCLT convened Meeting of the Equity Shareholders of the First Applicant
Company held on Thursday, 31 March 2022 at 11:00 a.m. at Office No. 504, 5th
Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.**

Dear Sir,

The ballot box was opened after the voting process was over in presence of the following two witnesses.

Witness-1 Signature 	Witness-2 Signature 
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prerna Tower Diva Shil Road, Diva East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,


Mr. Yuvraj Gharat,
Scrutinizer of the meeting
Date: 31st March, 2022

Place: Mumbai



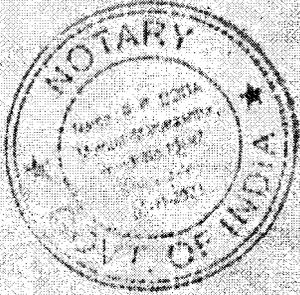
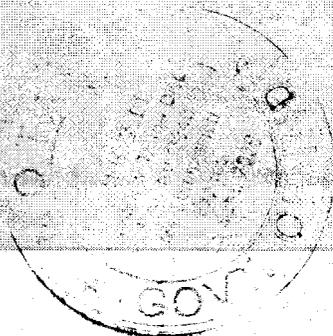




Exhibit-3
Details of Equity Shareholders

Sr. No.	Name of Equity Shareholder/Proxy	No. of Shares held	Voted in favour/against/did not participate
1	NS Oxymoron Advisors Private Limited	10267912	In favour
2	Sourav Mukherjee	2352246	In favour
3	Yuvraj Gharat	20000	In favour
4	Deepak Halidpurkar	2980	In favour
	TOTAL	12643138	

Yours sincerely,

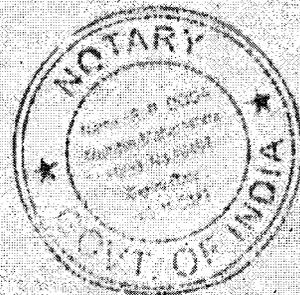


Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

K. K. Kulkarni

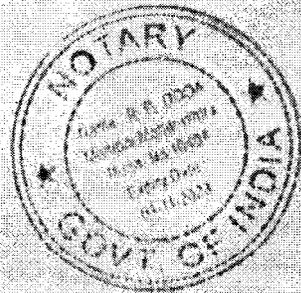


Yusuf

Attendance at NCTI convened Meeting of the Equity Shareholders of Neiscribes (India) Private Limited held on Thursday, 31 March 2022 at 11:00 a.m. at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons present	Designation	Signature
1	NS Oxymeron Advisors Private Limited	shareholder	<i>[Signature]</i>
2	Sourav Mukherjee	shareholder	<i>[Signature]</i>
3	Yuvraj Ghara	shareholder	<i>[Signature]</i>
4	Deepak Halidpurkar	shareholder	<i>[Signature]</i>

K. V. J. J.



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FORM NO. CAA. 4

[Pursuant to rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION (CAA) NO. 10 of 2022

In the matter of Sections 230 and 232 and other applicable provisions of the Companies Act, 2013

AND

In the matter of Scheme of Merger by Absorption

OF

NETSCRIBES (INDIA) PRIVATE LIMITED
(Transferor Company)

AND

NS OXYMORON ADVISORS PRIVATE LIMITED
(Transferee Company)

AND

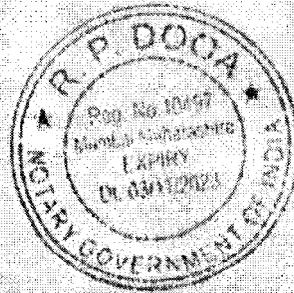
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NS OXYMORON ADVISORS PRIVATE LIMITED

Registered Office: Flat No 2, A Wing,
2nd Floor, Llyods Garden,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400025, Maharashtra, India.

...Transferee Company

K. V. Madhava



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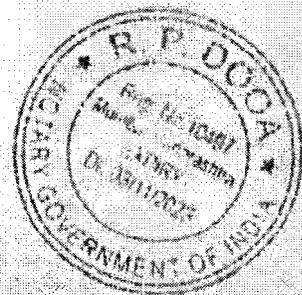
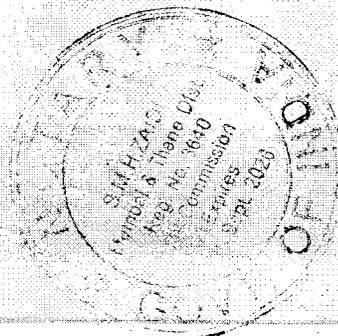
REPORT OF RESULT OF THE MEETING OF THE EQUITY SHAREHOLDERS OF NS OXYMORON ADVISORS PRIVATE LIMITED ("NS OXYMORON" OR "COMPANY") CONVENED PURSUANT TO THE ORDER OF NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("TRIBUNAL") BY THE CHAIRPERSON OF MEETING

I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, am the person appointed by this Hon'ble Tribunal vide Order dated 25 February 2022 to act as the Chairperson of the meeting of the Equity Shareholders of the Company. The Equity Shareholders of the Company were summoned by notice issued individually upon them by e-mail and by advertisement dated 01 March 2022 published in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2019 in the English Daily, "Free Press Journal" and in Marathi Daily "Navshakti". The meeting of the Equity Shareholders was held on 31 March, 2022 at 12 Noon, at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra. Accordingly, I hereby report to this Hon'ble Tribunal as follows:

Meeting of the Equity Shareholders

1. Out of 02 Equity Shareholders, the Equity Shareholders meeting was attended by 02 Equity Shareholders either in person or through proxy. Out of the said 02 Equity Shareholders, 02 Equity Shareholders appeared in person, Equity Shareholder appeared through proxy NIL. Thus, totally 02 Equity Shareholders holding Equity Shares of Rs. 10 each constituting 100% of the total number of Equity Shares of the Company voted in person at the meeting.
2. The Scheme of Merger by Absorption of Netscribes (India) Private Limited with the Company ("Scheme") was read out and explained by me in detail the rationale behind the Scheme in the meeting and their views, quarrels and question submitted in the said meeting was discussed.
3. The Equity Shareholders were of the opinion that the Scheme as laid before the meeting swas be approved and agreed to and unanimously passed the following resolution at the meeting:

Kuvadia MA



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"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of

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accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

- 4. Out of the present Equity Shareholders, majority in number of the Equity Shareholders representing more than three-fourths in value of the equity shares of the Company are of the opinion that the said Scheme should be approved.
- 5. Copy of the Scrutinizer's report on voting at the meeting of the Equity Shareholders is annexed herewith and marked as Exhibit "A", giving necessary details.
- 6. The copy of the Scheme of Merger by Absorption as approved by the Equity Shareholders of the Company is annexed herewith and marked as Exhibit "B".
- 7. Based on the report of the Scrutinizer, resolutions as set in the notice of the Hon'ble NCLT convened Equity Shareholders meeting have been duly approved unanimously by the Equity Shareholders of the applicant company.

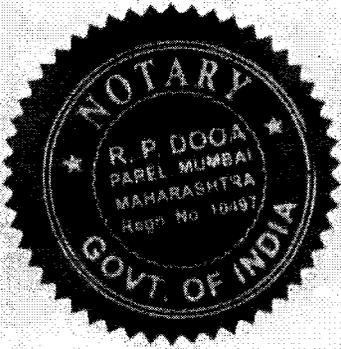
Dated this 04th day of April, 2022

Place: Mumbai

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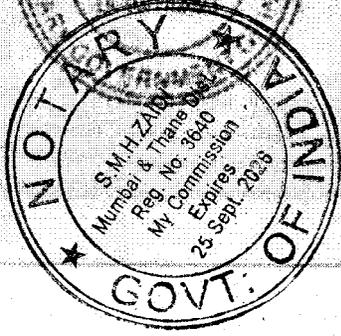
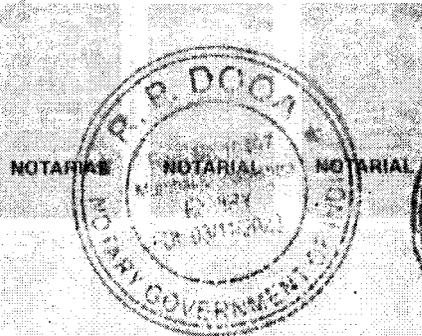
Mr. M.A. Kuvadia,
Former Regional Director of Ministry of Corporate Affairs
Chairperson
402, Arvind Center Prabhat Colony Santacruz East Mumbai
400055.

Identified by me:



Before Me

[Signature]
RAKESH P. DOOA
* Com. LL.B
Advocate High Court,
Notary Government Of India
6, Kondaj Bldg. No. 3
Behind Tata Hospital, Parel
MUMBAI - 400012.



[Signature]

FORM No. MGT-13
SCRUTINIZER'S REPORT

[Pursuant to section 109 and in accordance with NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022]

To,

Mr. M.A. Kuvadia.

Chairperson of the NCLT convened Meeting of the Equity Shareholders of NS Oxymoron Advisors Private Limited ("Second Applicant Company")

Sub: Scrutinizer's Report on polling/voting conducted pursuant to the NCLT Order dated 25 February 2022 in Company Scheme Application (CAA) No. 10 of 2022

Ref: NCLT convened Meeting of the Equity Shareholders of the Second Applicant Company, held on Thursday, 31 March 2022, Thursday at 12:00 Noon (afternoon), at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

I, Mr. Yuvraj Gharat, Director of the Second Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process in respect of the hereinbelow resolution passed in the NCLT convened meeting of the Equity Shareholders of the Second Applicant Company, held on Thursday, 31 March 2022 at 12:00 a.m. (afternoon) at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400 013, Maharashtra.

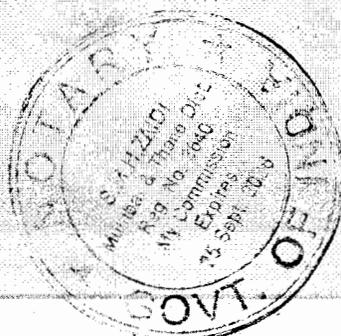
AGENDA ITEM

To approve the Scheme of Merger by Absorption of Netscribes (India) Private Limited with the Second Applicant Company and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013.

The notice of the said NCLT convened Meeting along with a copy of the said Scheme, the Explanatory Statement under Section 102 read with Section 230 of the Companies Act, 2013, Form of Proxy and other annexures were sent to all the Equity Shareholders of the Second Applicant Company in respect of the below mentioned resolution(s), proposed to be passed at the said meeting of the Second Applicant Company on Thursday, 31 March 2022:-

1. The voting period commenced on 31 March 2022 at 12.10 PM and ended on 31 March 2022 at 12.20 PM.

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Yes

2. After the time fixed for closing of the poll by the Chairperson, 1 ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Second Applicant Company and the authorizations / proxies lodged with the Second Applicant Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The poll papers and all other relevant records were sealed and handed over to the Company for safe keeping.

Following is the detail of total voting received through poll:-

(a) Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with related rules, circulars and notifications thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof) and subject to the relevant provisions of any other applicable laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, as applicable and Reserve Bank of India, as applicable from time to time, and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (hereinafter referred to as "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to mean and include one or more Committee(s) constituted to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Scheme of Merger by Absorption of Netscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting and initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the

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Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper without being required to seek any further approval".

(b) Present at the meeting:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them
2	10000

(c) Voted in favour of the resolution:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of members present and voting
2	10000	100	100

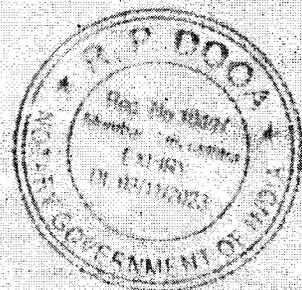
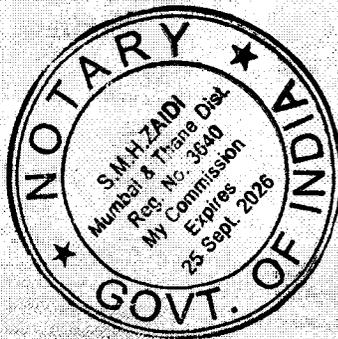
(d) Voted against the resolution:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	% of total number of members present and voting
Nil	Nil	Nil	Nil

(e) Invalid votes:

Number of Equity Shareholders present whose votes were invalid (in person or by proxy)	Number of votes cast by them
Nil	Nil

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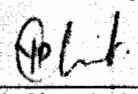
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Now I submit my Report as under on the result of the voting by poll in fair and transparent manner in respect of the abovesaid Resolution.

Result:

Considering the valid votes on the resolution, it is found that the votes casted in favour exceeds the votes casted against the resolution, so the resolution is considered as passed with absolute majority. A list of Members containing details of Equity Shareholders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Enclosures:

1. Proof of witness of locking the empty ballot box is attached as an Exhibit-1.
2. Proof of witness of opening the ballot box is attached as an Exhibit-2.
3. List of the Equity Shareholders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

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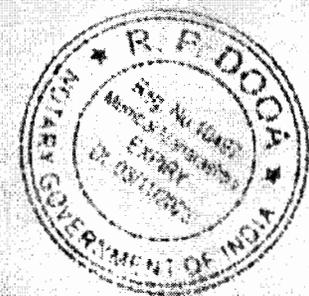


Exhibit-1

To,

Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Equity Shareholders NS Oxymoron
Advisors Private Limited ("Second Applicant Company")

Sub: Proof of witness of locking the empty Ballot Box

**Ref: NCLT convened Meeting of the Equity Shareholders of the Second Applicant
Company held on Thursday, 31 March 2022 at 12:00 a.m. (afternoon), at Office
No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra**

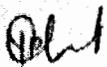
Dear Sir,

The ballot box was locked in presence of the following two witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prema Tower Diva Shil Road, Diva East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,



Mr. Yuvraj Gharat,
Scrutinizer of the meeting
Date: 31st March, 2022



Place: Mumbai

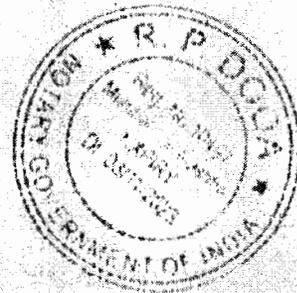
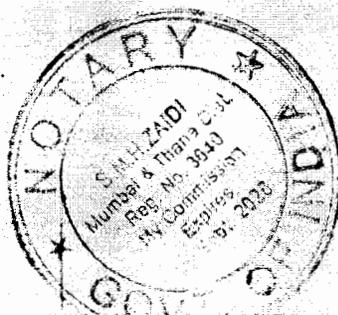


Exhibit-2

To,

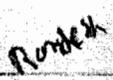
Mr. M.A. Kuvadia,
Chairperson of the NCLT convened Meeting of the Equity Shareholders of NS Oxymoron
Advisors Private Limited ("Second Applicant Company")

Sub: Proof of witness of opening the Ballot Box after the voting process is over.

Ref: NCLT convened Meeting of the Equity Shareholders of the Second Applicant
Company held on Thursday, 31 March 2022 at 12:00 a.m. (afternoon), at Office
No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Dear Sir,

The ballot box was opened after the voting process was over in presence of the following two witnesses.

Witness-1 Signature	Witness-2 Signature
	
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Father's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prema Tower Diva Shil Road, Divia East, Thane - 400612	Address: Near Cancer Society Parel, Bhoiwada, Mumbai - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

Yours sincerely,

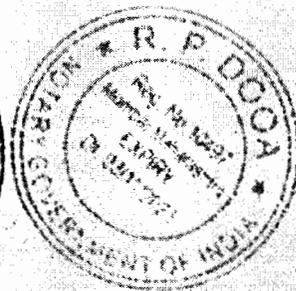


Mr. Yuvraj Gharat,
Scrutinizer of the meeting



Date: 31st March, 2022

Place: Mumbai




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Exhibit-3
Details of Equity Shareholders

Sr. No.	Name of Equity Shareholder/Proxy	No. of Shares held	Voted in favour/against/did not participate
1	Sourav Mukherjee	9999	In favour
2	Yuvraj Gharat	1	In favour
	TOTAL	10000	

Yours sincerely,

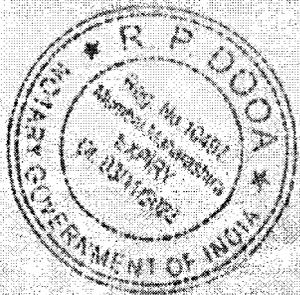
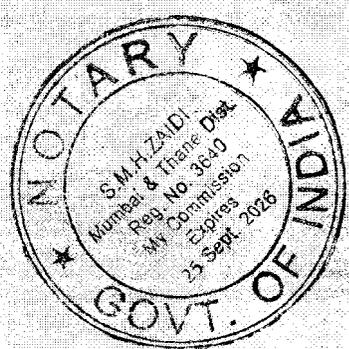


Mr. Yuvraj Gharat,
Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

K. V. S. Chaudhary



Jus

Attendance at NCLT convened Meeting of the Equity Shareholders of NS Oxymoron Advisors Private Limited held on Thursday, 31 March 2022 at 12:00 a.m. (afternoon), at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons present	Designation	Signature
1	Sourav Mukherjee	Chairman	[Signature]
2	Yuvraj Ghara	Shareholder	[Signature]

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