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 Oxymoron Advisors Private Limited

... Transferee Company/

Second Petitioner Company

INDEX

SET - III

Sr.	Particulars	Page No.
No.	C	A - B
1.	Synopsis	A - D
2.	List of Dates and Events	C - D
3.	Memo of Parties	E
4.	Memo of Petition	1 - 34
5.	Affidavit verifying the Petition	35 - 38
6.	Vakalatnama	39 - 42
7.	Exhibit "A"	43 - 78
	Copy of Company Master Data as available on the	
	Ministry of Corporate Affairs, Certificate of	
	Incorporation, Memorandum of Association and	
	Articles of Association of the Transferor Company as	
	amended up to date	
8.	Exhibit "B"	79 - 88
	Copy of the Transferor Company Option Schemes	
9.	Exhibit "C"	89 - 140
	Certified true copy of last audited financial	
	statements of the Transferor Company as on	
	31.03.2021.	

10.	Exhibit "D"	141 - 158
	Certified true copy of unaudited financial statements	
	of the Transferor Company as on 31.03.2022	
11.	Exhibit "E"	159
	Certified true copy of list of Shareholders of the	
	Transferor Company as on 31.03.2022	
12.	Exhibit "F"	160 - 163
	Certified true copy of list of the Unsecured Creditors	
	of the Transferor Company as on 27.02.2022	
13.	Exhibit "G"	164 - 197
	Copy of Company Master Data as available on the	
	Website of Ministry of Corporate Affairs, Certificate	
	of Incorporation, Memorandum of Association and	
	Articles of Association of the Transferee Company,	
	as amended up to date	
14.	Exhibit "H"	198 - 213
	Certified true copy of Audited Financial Statements	
	of the Transferee Company as on 31.03.2021	
15.	Exhibit "I"	214 - 222
	Certified true copy of Unaudited financial	
	statements of the Transferee Company as on	
	31.03.2022	
16.	Exhibit "J"	223
	Certified true copy of list of shareholders of the	
	Transferee Company as on 31.03.2022	
17.	Exhibit "K"	224
	Certified true copy of list of the non-convertible	
	debentures holders of the Transferee Company as on	
	27.02.2022	
18.	Exhibit "L"	225
	Certified true copy of List of the unsecured creditors	
	of the Transferee Company as on 27.02.2022	
19.	Exhibit "M"	226 - 255
	Copy of the Scheme of Merger	
20.	Exhibit "N"	256 - 260
	Copy of Board resolution dated 24.11.2021 of the	
	Transferor Company approving the Scheme	
		<u>-</u>

21.	Exhibit "O"	260 - 265
	Copy of Board resolution dated 24.11.2021 of the	
	Transferee Company approving the Scheme	
22.	Exhibit "P"	266 - 267
	Certified true copy of certificate issued by the	
	Statutory Auditor of the Transferor Company	
23.	Exhibit "Q"	268
	Certified true copy of certificate issued by the	
	Statutory Auditor of the Transferee Company	
24.	Exhibit "R"	269 - 315
	Copy of Valuation cum Share Swap Ratio Report	
	dated 10.11.2021 issued by registered Valuer of the	
	Transferor Company and Transferee Company	
25.	Exhibit "S"	316 - 325
	Copy of Order dated 25.02.2022	
26.	Exhibit "T"	326 - 386
	Copies of notice served by the Petitioner Companies	
	to all the Statutory Authorities along with its	
	acknowledgement	
27.	Exhibit "U"	387 - 403
	Copy of Regional Director's letter dated 14.03.2022	
	along with Reply	
28.	Exhibit "V"	404 - 407
	Copy email from BSE Limited 17.03.2022 along with	
	the reply	
29.	Exhibit "W"	408 - 410
	Copy of email from Securities Exchange Board of	
	India dated 30.03.2022 along with reply	
30.	Exhibit "X"	411 - 439
	Copy of affidavit of service filed by the Chairperson	
	along with its Exhibits	
31.	Exhibit "Y"	440 - 450
	Copy of Chairperson's Report of the meeting of the	
	unsecured creditors of the Transferor Company	
32.	Exhibit "Z"	451 - 462
	Copy of Chairperson's Report of the meeting of the	
	secured creditors of the Transferee Company	
·		

33.	Exhibit "AA"	463 - 474
	Copy of Chairperson's Report of the meeting of the	
	unsecured creditors of the Transferee Company	
34.	Exhibit "AB"	475 - 486
	Copy of Chairperson's Affidavit dated 04.04.2022	
	along with the Chairperson's Report dated	
	04.04.2022 of the meeting of the equity shareholders	
	of the Transferor Company	
35.	Exhibit "AC"	487 - 498
	Copy of Chairperson's Affidavit dated 04.04.2022	
	along with the Chairperson's Report dated	
	04.04.2022 of the meeting of the equity shareholders	
	of the Transferee Company	



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.



Lij

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



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

Mr. M.A. Kuvadia,

Kyvaden MA

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.

f

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



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

Time: 11:00 a.m.	<u>.</u>				
Venue/Mode: Office No. 504,	5 th Floor,	Lodha	Supremus,	Lower	Pare

Date: 31 March 2022

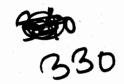
2021.

		T T
	Mode: Office No. 504, 5 th Floor, Lodha Supremus, Lower Parel, Management and voting through physical mode.	wabai 400
Sr. No.	Contents	Page
1.	Notice convening the meeting of the equity shareholders of Nets ribes (India) Private Limited pursuant to the order dated 25 February 202 passed by the Hon'ble National Company Law Tribunal, Mumbal 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.	17 GO
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: 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.	51-56
5.	Annexure 3: Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP, Chartered Accountants.	57-103
6.	Annexure 4: Supplementary Accounting Statements of Netscribes (India) Private Limited for the period ended 31 October 2021.	104- 12
7.	Annexure 5: Supplementary Accounting Statements of NS Oxymoron Advisors Private Limited for the period ended 31 October	125-135



8.	Annexure 6: Post Scheme shareholding of NS Oxymoron Advisors Private Limited.	136
9.	Form of Proxy.	137-138
10.	Attendance Slip.	139
11.	Road map to the venue.	140







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.

Trij



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.

Li



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

yvade MA

Place: Mumbai

Date: 01st March, 2022



Ji)



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.

Li



- 10. Sharcholders 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

Mr. M.A. Kuvadia,

Former Regional Director of Ministry of Corporate Affairs,

Chairperson appointed for the meeting

Place: Mumbai

Date: 01st March, 2022



Li

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 Netscribes (India) Private Limited ("Transferor Company" or "Netscribes" or "NIPL") is being convened at Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra on Thursday, 31 March 2022 from 11:00 a.m. to 11:29 a.m. ("Meeting") 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 ("Transferee Company" or "NS Oxymoron"), 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 from 11:00 a.m. to 11:29 a.m. 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 the country shareholders of the Company, voting in person or be expected the Scheme.

7. The Scheme provides for merger by absorption of the Transferer Company with the Transferee Company in accordance with Section 2(1B) in the income Act, 1961 with effect from the Appointed Date i.e., 06 September 2023

Jus

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 (II	N INR)
Authorised share capital		BY
1,50,00,000 equity shares of INR 10 each	15,00,00,000	10 Oct 1
Total	15,00,00,000	10 13 Karana 10
Issued, subscribed and paid-up capital*		Z Supple Colleges Supple
1,27,88,702 equity shares of INR 10 each fully paid-up	12,78,87,020	* 230
Total	12,78,87,020	GOVT

^{*} 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.

Y-j

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

Juj

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.

fri

- (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 CompanyThere 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 for the following reasons:

Li

- (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 approved unanimously by the directors who attended and voted at the meeting.

Ju,

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.

L

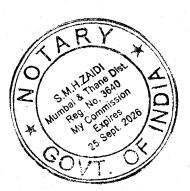
- All Liabilities shall stand vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, without any further act or deed so as to become the Liabilities, of the Transferee Company on the same terms and conditions as were applicable to the Transferor 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

Tri

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.



J-

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.



fus

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

Ti

		2. Yuvraj Gharat	
		(DIN -	(DIN –
		07189616).	07189616).
1			
	Disclosure about effect of th	ne merger on:	· · · · · · · · · · · · · · · · · · ·
	Key Managerial Personnel	No effect	No effect
		whatsoever other	whatsoever other
		than the	than the
		shareholding ·	shareholding
		interest.	interest.
Ì		morest.	interest.
	Directors	No effect	No effect
ı		whatsoever other	whatsoever other
		than the	than the
		shareholding	shareholding
		interest.	interest.
		microst.	microst.
\dashv	Promoters		
	a. Sourav Mukherjee	As equity	Due to the issuance
		shareholder, Sourav	of new equity shares
		Mukherjee will be	of the Transferee
		issued new equity	Company in the ratio
		shares of the	as enumerated above
		Transferee	and in Clause 15.1 of
		Company in the ratio	the Scheme, the
		as enumerated above	present shareholding
		and in Clause 15.1 of	of Sourav
		the Scheme.	Mukherjee in the
		the Scheme.	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	DV
		Transferee	/A A T
		Company, and all	O and
		equity shares held be	12412
		the Transferee	Z 5 1 5 10 36
		Company in the	write and commit
		Transferor Company	WANTE See County
		shall be deemed to	25.5
-		have automatically	WO:TT
		cancelled.	
		Canceriou.	1

Ti

	c. Yuvraj Gharat	As equity	Due to the issuance
	C. Tuviaj Gharat		
		shareholder, Yuvraj	of new equity shares
		Gharat will be issued	of the Transferee
		new equity shares of	Company in the ratio
		the Transferee	as enumerated above
	: '	Company in the ratio	and in Clause 15.1 of
		as enumerated above	the Scheme, Yuvraj
		and in Clause 15.1 of	Gharat present
<u> </u>		the Scheme.	shareholding in the
			Transferee
			Company shall stand
			increased as is set
			out in Annexure to
			l .
			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	Not accepted any
	Depositors	deposits, hence no	deposits, hence no
		effect whatsoever.	
	F	effect whatsoever.	effect whatsoever.
	Employee		
	a. Terms of Employment	The employees shall	No effect
		become employees	whatsoever.
		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	
1 .		Scheme.	
	b. Transferor Company	The options granted	No effect
	Option Schemes	to the eligible	whatsoever.
		employee by the	
		Transferor Company	
		shall automatically	
		stand canceled and	
1 .			i '
		fresh ontions shall	
		fresh options shall	
		be granted by	
			*

Tri

		Clause 16.2 of the Scheme.	
	Creditors	No effect whatsoever.	whatsoever.
	Deposit trustee and debenture trustee		•
	Debenture holders	There are no debenture holders, hence no effect whatsoever.	No effect whatsoever.
4.	Amount due to unsecured c	reditors as on 27th Fe	bruary, 2022
		INR 18,603,174 (81	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 cred	litors as on 27th Febru	uary, 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 me Managerial Personnel and I		rest of Directors, Key
	Nature of effect, if any		
V 1	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	No effect whatsoever other than the
		shareholding interest.	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.

fun)

Copy of the reports adopted by the respective Board of Directors of the Companies are enclosed as <u>Annexure 2</u> 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%



1

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.	Name of Promoter	NS Oxy	moron
No.		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:

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



Lij

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

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

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:

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

frij

2.	Yuvraj	Director	01	0.1	20,000	0.16
	Gharat			1 - 1		

- 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:
 - (a) 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;
 - (b) Copy of the Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;
 - (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;

ASPATATION OF STATE O

my

- (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

Yij

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 MUMBAL

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

Hi

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

Yn'

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

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, LLYODS GARDEN, APPASAHEB MARATHE MARG, PRABHADEVI MUMBAI MH 400025.

CIN: U74110MH2008PTC182827

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

Vi

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, 5th Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra and voting through physical mode. Sr. **Contents** Page Nos. No. Notice convening the meeting of the equity shareholders of NS 1. 1-7 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. Explanatory Statement under Sections 230, 232 and 102 of the 2. 8-26 Companies Act, 2013 read with Rule 6 (3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Annexure 1: Scheme of Merger by Absorption of Netscribes (India) 3. Private Limited with NS Oxymoron Advisors Private Limited under Sections 230 – 232 of the Companies Act, 2013 ("Scheme"). 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. Annexure 3: The Reports adopted by the Board of Directors Netscribes (India) Private Limited and NS Oxymoron Advisors Priv 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

Ti

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

Tri

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 MARAT

PRABHADEVI MUMBAI MH 400025 CIN: U74110MH2008PT 18282

Email: finance@netscribes.com; Website: https://www.oxymoronadvisor

Li

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

Li

For and on behalf of the Directors of NS Oxymoron Advisors 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



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

Hi

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 Carden, 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. CIN: U74110MH2008PTC182827

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

Lini

- 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

Mr. M.A. Kuvadia,

Former Regional Director of Ministry of Corporate Affairs,

Chairperson appointed for the meeting

Klivadia MA

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

Wi

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 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. CIN: U74110MH2008PTC182827

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

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		R
1,50,00,000 equity shares of INR 10 each	15,00,00,000	Z 200 C
Total	15,00,00,000	O 7.08 8 8 8 8
Issued, subscribed and paid-up capital*		S. 20 20 20 20 20 20 20 20 20 20 20 20 20
1,27,88,702 equity shares of INR 10 each fully paid-up	12,78,87,020	GOVE
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

Yi

* 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	T/Datable	
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 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

Jus

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.

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

Tri

- (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	and the second s
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 190,00,000. 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 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.

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

Tri

- 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.

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

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 rever it appears in the Memorandum of Association and Articles of Association of 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

This

- 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.
- 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 of statutery purposes or other wise and for all purposes will be reckoned from the date of the respective appointment with the Transferor Company.

FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATY MARCO PRABHADEVI MUMBAI MH 18002

CIN: U74110MH2008PTC182827

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

Tui

- 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, to Transferee Company shall issue stock options to the Eligible Employees their 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.

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

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 of the Scheme not being sanctioned by the Tribunal within such period as may be agreed and 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 a reunder, or as to any rights and / or liabilities which might have arisen or accrued pursual there 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.

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

Vi

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:

r. Particulars	Transferor Company	Transferee Company
Relationship subsisting betw	een Companies:	
Nature of Relationship	Subsidiary company of Transferee Company.	Holding company of Transferor Company.
The date of board meeting board of directors including the resolution, who voted ag participate on such resolutio	the name of directors vainst the resolution and	who voted in favor of
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	Quorum Entire board comprising the following 2 Directors and all directors voted in favor of the resolution approving

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

		and the second s	
		1. Sourav Mukherjee (DIN -00085678).	1. Sourav Mukherjee (DIN -00085678).
		2. Yuvraj Gharat (DIN – 07189616).	2. Yuvraj Gharat (DIN – 07189616).
	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	shareholder, Sourav Mukherjee will be	1
		shares of the Transferee Company in the ratio as enumerated above	the Scheme, the
-		and in Clause 15.1 of the Scheme.	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	10 10 10 10 10 10 10 10 10 10 10 10 10 1
		equity shares held be the Transferee	
		Company in the Transferor Company shall be deemed to	

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

Yuj

		<u> </u>
	have automatically cancelled.	
c. Yuvraj Gharat	As equity	Due to the issuance
C. Tuviaj Gilarat	shareholder, Yuvraj	of new equity shares
	Gharat will be issued	of the Transferee
		-,
	new equity shares of	Company in the ratio
	the Transferee	as enumerated above
	Company in the ratio	and in Clause 15.1 of
	as enumerated above	the Scheme, Yuvraj
	and in Clause 15.1 of	Gharat present
	the Scheme.	shareholding in the
	the seneme.	Transferee Company
	44	shall stand increased
		as is set out in
		Annexure to the
The state of the s		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	Not accepted any
Depositors	deposits, hence no	deposits, hence no
	effect whatsoever.	effect whatsoever.
Employee	effect whatsoever.	Circu Wilatsocver.
Employee		
a. Terms of Employment	The employees shall	No effect
	become employees	whatsoever.
	of the Transferee	
	1	AV
	Company and the	KR!
	terms and conditions	1/2/
	of service will not be	AND OF
	less favorable than	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	those applicable to	Z Strie HO REELE
	them prior to the	Andry See Con Con
	Effective Date of the	X 45 59
	Scheme.	
1 75 6		M. M. J. C.O.Y.
b. Transferor Company	The options granted	No effect
Option Schemes	to the eligible	whatsoever.
	employee by the	
	Transferor Company	
	shall automatically	
	stand canceled and	
	E se	
	fresh options shall be	

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

	<u></u>		
		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		trustee and no effect whatsoever on the
	Debenture holders	There are no debenture holders, hence no effect whatsoever.	
4.	Amount due to unsecured cre	ditors as on 27 th Febru	ıary, 2022
		INR 18,603,174 (81 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 credit	tors as on 27 th Februar	y, 2022
	1,900 listed, secured, senior, rated, redeemable, non-convertible debentures of face value of INR 10,00,000		INR 190,00,00,000.
6.	Disclosure about effect of me Managerial Personnel and De		est of Directors, Key
	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	No effect whatsoever other than the shareholding
		interest.	interest.

FLAT NO 2, A WING, 2ND FLOOR, LLYODS GARDEN, APPASAHEB MARATHE MARG, PRABHADEVI MUMBAI MH 49002557 CIN: U74110MH2008PTC182827

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

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

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

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



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

ti

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	Managing	Flat No 2, A Wing,	AAUPM 4047P	00085678
	Mukherjee	Director	2 nd Floor, Llyods		
			Garden, Appasaheb		1
			Marathe Marg,		
			Prabhadevi,		
			Mumbai 400025,		
			Maharashtra, India		
2.	Yuvraj	Director	B1/404, Prabha,	AOSPG0566R	07189616
	Gharat		Pawan Vatika Chs,		
			Adharwadi Jail		
			Road, Aadharwadi,		
			Near Don Bosco		
			School, Kalyan-		
4 1			421301, Thane.		

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:

1	Name of	Position	NS Oxymo	ron	Netscribes		Netscrib	es
No.	Director		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

 ${\bf Email:} \ \underline{finance@netscribes.com}; \ Website: \ https::www.oxymoronadvisors.com$

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.	Name of	Position	NS Oxymoron		Netscribes	
No.	Director		No. of Equity Shares of INR 10 each	1	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:
 - (a) 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;

(b) 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

Wi

- (c) Copy of the Joint Scheme Application filed by the Transferor Company and the Transferor 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 Transferor 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 Oxymoron Advisors 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

A SON WINDOWS

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

Hi

भू विवाद के स्वाद्य के स्वद्य के स्वाद्य के स्वत्य के स्वाद्य के

	, an Su	laras को का ke out it no बागू आक्तेने	ट विद्या जाए I relevant बोडावे	
and the state of delivery the state of the stat	Addressed the second	F. /No./a, F. Haird	आपि स्वीकृति/ACKNOWLEDGEM राज्ये-पत्रशासंत आप हुवा। Received Registered Letter/	SIRP SAMON
The state of delivery the arthur faring from the college of delivery the arthur faring finance of the first financ		No./ब. क. No./ब. क. का मुख रुपयाँ के Wed for Rupees	आचि स्वीकृति/ACKNOWLEDGEMENT/अभि स्वीकृति राज्यां-पन्नोपासंब आच हुआ। Received Registered Lement	आरव्यीव-54
delivery	Printed Common Transport			
Sign			भारतीय त्याल बाते LEDGEMENT/अभि लोकृति	
Signature and Name)				विश्वान



प्रेषक डाकघर की नान-मोहर Name-stamp of office of p प्रेषक पोस्ट अंकीतचा नावाचा		Figure 1	te Limited Aarathe Marg, 0.025.
प्रेषक डाकबर की नान-चोहर Name-stamp of office of posting प्रेषक पोस्ट अंकीसका नावाचा शिक्का			NS Oxymoron Advisors Private Limited Flat No. 2, A Viving, 2nd Floor, Lyods Gardens, Appasaneb Marathe Marg. Presbhadevi, Murn - MH - 400 025. Perblings
	0 3 5 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3		
NS Oxymoron Advisors Private Limited Flat No. 2, A Wing, 2nd Floor, Livids Gardens Appasaheb Marathe Marg, Prabhadevi, Mum MH - 400 925. Revipin/Rev.			भेषक बाक्ष्यर की नाम-मीहर Name-stamp of office of posting प्रेषक गोस्ट ऑफीतचा नावाचा क्षित्का GMGPN-1917-3DNIKZ2211 - 53.06.000 Loose
ste Limited r; Marathe Ma 90 925.			NAME STANT OF STREET THEY WE STAND OF OFFICE OF DIVINE THEY STAND OF OFFICE OF DIVINES OF OFFICE OF OFFICE OF OFFICE OFFICE OFFICE OFFI

आरं पी-डाति निवास के सारतीय हाक विषास के कार्या के कार्य के कार्य के कार्य के कार्य के कार्य कार्य के कार्य कार्य के क	आरंक्फीट-ठंगार-ठंगार-ठंग मारतीय हाक विभाग DEPARTMENT OF POSTS, NIDA अपरिक्ष द्यार प्राप्ति स्वीकृति /ACKNOWLEDGEMENT/अभि स्वीकृति विभाग प्राप्ति स्वीकृति /ACKNOWLEDGEMENT/अभि स्वीकृति विभाग प्राप्ति स्वीकृति (ACKNOWLEDGEMENT/अभि स्वीकृति विभाग प्राप्ति स्वीकृति वर्णायां स्वाप्ति स
अहटकीर-54/अहरकीर-54 अहटकीर-54/अहरकीर-54 DEPARTMENT OF POSTS, NDA The relevant of releva	अल्को०-54/R.P54/आत्वां के आरतीय डाक विभाग DEPARTMENT OF POSTS, NOM Releved Fellor Received Registered Letter/Parcel of कि. (No./a. क. तारीय/Dated/दिनांक का/of/बा बाते कि. (No./a. क. तारीय/Dated/दिनांक का/of/बा बाते कि. (No./a. क. तारीय/Dated/दिनांक का/of/बा विभाव का चून्य रचयों में - Insured for Rupees विभाव किया किया किया का का/of/बा विभाव किया किया किया किया का/of/बा विभाव किया किया किया का/of/बा प्रित्र क्या किया किया का/of/बा विभाव किया किया किया किया का/of/बा विभाव किया किया किया किया का/of/बा विन्य इस्कार की तारीय-मोहर Date stamp of office of delivery विन्य पाँच अफीतवा दिनांक जिल्हा अक्ता प्रात्म का/विन्य का/of/बा विन्य अफीतवा दिनांक जिल्हा का/of/बा विन्य पाँच अफीतवा दिनांक जिल्हा का/of/बा

rh.	
Particular Control of the Control of	Secretary Name and Secretary Nam
Receipt of files of posting The Marie Receipt of Posting The Marie Marie Receipt of Posting The Marie R	Name stamp of office of posting ways vice are in the splantage.
NS Oxymoron Advisors Private Limited Flat No. 2, A Wing, 2nd Floor, Liyods Gardenc, App. asaheb Margiphuyne	MS Oxymoron Advisors Private Limited Flat No. 2, A Wing, 2nd Floor, Iyods Gardens, Aupasaheb Marathe Marg, Prabhadevi, Mum.: MH - 400 025. Replin/Re
We stear at any alex Name-stampol office of posting by sire are an arrain firear Gagin 1-72 F SDANK 2021 - 23.00,000 Loca	Ware stamp of office of posting it with the stamp of office of posting it will be a stamp of office of posting it will be a stamp of office of the stamp of of

भारत सरकार कारपोरेट कार्य मंत्रालय प्रादेशिक निदेशक, पश्चिम क्षेत्र एवरेस्ट. पांचवी मंजिल, 100, नेताजी सुभाश मार्ग, 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)/ Dated:- 14 MAR 2022

Netscribes (India) Pvt. Ltd.

Office No. 504, 5th Floor, Lodha Supremus, Lower Parel, MUMBAI - 400013.

> 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,

- 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.
- 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.
- 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.



- (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 (02) 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.

Li



- 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 bed 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

Li



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

fuj





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.



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:

from the letter	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

Ji

1 (iii) 1 (iii)	Creditors and Shareholders of both the Companies under section 230(3) of the Companies Act. 2013.	the statements under Section 230(3) of the Companies Act, 2013, are enclosed as Exhibit "B" with this letter. Valuation cum Share Swap Ratio Report dated 10 November 2021 issued by KNAV & Co. LLP. Chartered
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, (i) 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.



•



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







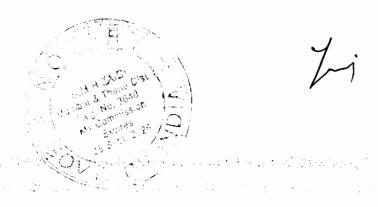
1 (xii)	Details of Unsecured Loans raised from "Others" as shown in the Balance Sheet of the Petitioner Companies and also clarify as to whether how the Petitioner Companies have complied with the provisions of section 2(31) and 73 of the Companies Act 2013.	
1 (xiv)	Specify the specific clause in the 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.	The following clauses of the petitioner companies empower them to amalgamate with each other: Transferor Company: Clause III (B) 30 of the Memorandum of Association. Transferee Company: Clause III (B) 28 of the Memorandum of Association. 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. 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.
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).	into an arrangement of merger and





3		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
(STRIBETED)		

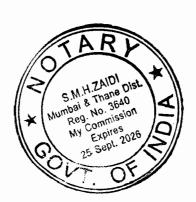




MUNICIPAL STATE OF THE PARTICULAR STATE OF THE PARTY OF T

S(i)	please furnish statement of paid up capital after Amalgamation.	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. 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. 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. The share swap ratio as per clause 15.1
5(i)	Share Exchange Ratio.	of the scheme is, as follows: "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."







		The share swap ratio for the employee stock option as per clause 16.2 of the scheme is, 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."
5(ii)	Total number of shares to be issued to the members of the Transferor Company(ies) pursuant to the Exchange Ratio.	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.
		*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.
5 (iii)	Present paid up capital of all the Companies.	The present paid up capital of both the petitioner companies are, as follows: Transferor Company: INR 12,82,44,010 comprising of 1,28,24,401 equity shares of Rs.10/- each.
		Transferee Company: INR 1,00,000 comprising of 10,000 equity shares of Rs.10/- each.
5 (iv)	Cross holding to be cancelled and nature of cross holdings.	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.





		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.	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.
		*On fully diluted basis, upon the scheme becoming effective, the paid up capital of the Transferee Company shall be INR 2,01,850.
5 (vi)	Amount of shares to be allotted to the members of the Transferor Companies by the transferee company.	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 _10,103*_new equity shares of the Transferee Company amounting to INR 1,01,030*
		*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.
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 Exhibit 'J' with this letter.



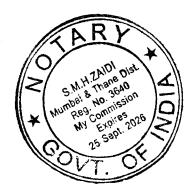


You are requested to file Affidavit (on Rs 100/- stamp paper) affirmed by MD/CS/Director as the case may be on the following points:-

relevant period.

- 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
- 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.

You are requested to file Affidavit | Affidavit is enclosed as **Exhibit** 'K (on Rs 100/- stamp paper) affirmed | with this letter.



- 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 "AccountingStandard-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.





7	Furnish acknowledgement of 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).	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





V-j

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.



Y-j





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

Name: Sourav Mukherjee

DIN: 00085678

Netscribes (India) Private United, Office No. 504, 5th Floor, Lodha Supremus,

4098,7600 Fax: +91 22 4098 7500 Web: www.netscribes.com

CIN: U72900MH2000PTC126630

ര് netscribes

Madhuri Jhurani <madhuri.jhurani@netscribes.com>

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

Tue, Mar 22, 2022 at 3:34 PM

Finance <finance@netscribes.com>
To: Akshay Arolkar <Akshay.Arolkar@bseindia.com>
Co: 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:

- 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, 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

- Whether any modification in the structure of isted 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.
 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 NSD before remains unchanged.
- 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.



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 'SSE - PUSLIC' 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



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.



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 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.





Madhuri Jhurani <madhuri.jhurani@netscrlbes.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

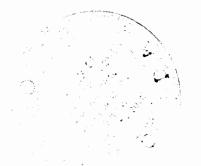
Kind Attn: Mr. Manoj Kumar Reddy

<u>Sub</u>: 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,

L1



- (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 Chetla <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 trustae/debenture holders for its proposed scheme.

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

Thanks

Manoj Kumar Reddy

Mij



महाराष्ट्र MAHARASHTRA

3 2021 0

7B 151621 प्रधान मुद्रांक कार्यालय, मुंबई प.मु.वि.क. ८०००११ ो बे SEP 2021 सक्षम अधिकारी

श्री. दि. क. गवर्

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*)

Kyrado. MA

Ti



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 -

Kyndo MA





- (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 <u>Exhibit "B"</u> is the copy of advertisement published in Marathi Newspaper 'Navshakti' dated 01.03.2022. Hereto annexed and marked as <u>Exhibit "C"</u> 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;

Kyradee MA





- (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;
 - 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;

Kyvader Mr

Jis



- (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 <u>Exhibit "D"</u> is copy of the email sent to Equity Shareholders of the Transferor Company i.e. Netscribes (India) Private Limited.

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

Hereto annexed and marked as <u>Exhibit "F"</u> 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 <u>Exhibit "G"</u> is copy of the email sent to

Debenture Holders (Secured Creditors) of the Transferee Company i.e. NS

Oxymoron Advisors Private Limited.

Kyvadu ma

Ym

155 1926

Hereto annexed and marked as <u>Exhibit "H"</u> 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)

Data

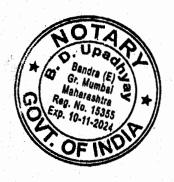
1 9 MAR 2022

Kyradi MA

Deponen

(Mr. M.A. Kuvadia)

Identified by me:





BEFORE ME

B. D. UPADHYAY

MOTARY GR. MUMBAI MAHARASHTRA (SOVT. OF INDIA)

1 9 MAR 2022

B.D.UPADHYAY (Holary Govt. of India)

NOTARIAL REGISTER

SR. No. 550 2012

B. D. UPADHYAY

Advocate & Notary B/902, Sonam Heights, Phase XV, New Golden Nest, Bhayandar (E). There - 401105.

7

EXHIBIT '

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;

In the matter of Scheme of Amalgamation;

OF

Netscribes (India) "Transferor Company";

AND

NS Oxymoron Advisors Private Limited "Transferee Company";

AND

Their respective shareholders and creditors

Netscribes (India) Private Limited ...

[CIN:U72900NH2000PTC126630]

Transferor Company / First

Applicant Company

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

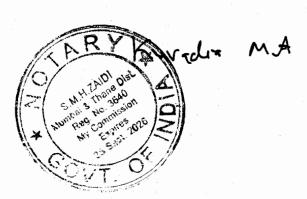
[CIN:U74110MH2008PTC182827]

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)



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.
- 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



Kuredia MA

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

propose of considering and, if thought fit, approving, with or without described of considering and, if thought fit, approving, with or without described considering and, if thought fit, approving, with or without described considering and considering an

- 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.

Kuradua MA

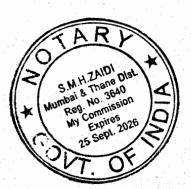


Lij

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

- 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 with provision of E-Voting facility" to the respective Equity Shareholders 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.

Kuradu MA



for

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

At least 30 clear days before the said meeting of the Equity Treholders/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;

Kurdu Mr



for

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

his Statement containing all the particulars as per Section 230 of the inpanies Act, 2013;

- 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,



Kurdu MA

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

Arrangements and Amalgamations) Rules, 2016 (or any re-enactment thereof under 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

Kuredu ma

J-j

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 Engresson 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.

Kurdu MA



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

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

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.

ARY ARY AND DEATH OF SMALL STATE OF

Kurdu Ma

2-1

16

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)



Kursum

	FYHIDI	r 6 a :	्र पुंचा, बंगावास, १ वार्थ १०११ क्वान्त्र ्यति 🔣	114
SIEMENS	LATIDI		(200) Note Deals of Sadle 5	17
minut fire				
which was no provident worship an worsh fields the sale worsh shrine we provide gain or found to sale that sale.	h to note of the Conputer Act, 1945, All to note of Section 20 to 122 of the Computer Act, 1975 and other states			
पाती पुरूप पेनार के उसे के पर कंपीय है पूर्वा प्रात्मीत हाराव्यूत का विकास कर देता तरंतर र विकास प्राप्ता पर प्रश्नावर्धि होंगे का दिवारों की दिवार के प्राप्ता की देता वह की करने प्रशास का प्रश्नावर्धि होंगे के (पाता) की देतिया कुछ पर की प्रश्नात करें पूर्व कीट पर प्रशासक के की की देति की है होंगे हमा प्रश्नावर्धि की है	to the party of the States of States by States and Stat			
distagle women warren Mersele gelt fer	Principles (Address Colons) to the St. St. Colons (Address Colons) Tombre (Add	control of the contro		
	Committee from the later to be a selection of the later to be			
A STATE OF THE PARTY OF THE PAR	Abadeser of opin of the neptup of the Barty Standards, and the biograph Conflict of Aprilland Responses for General Standards Hallow Standards		The state of the s	,
diam's and a second			freit. Str. 1-1, 11 was gift derma van fa termilier entroch, van 4 4 str in 2-1/46, jill jill, forgul serie.	
County of the second second second		#.002, 12. PLAL UP 1-04 of 12. Profession -1/4s/0-01 to/10/0-01 R40	Carry and state of the state of	
No Thus				
			Appendix (S) with with	
The affect of a ser, the fee, (begen du) Howborn is graftett. The series was finde to the first of the series for the series of the series o	The Particle	(, d. (Milesty per logged de with x, long, all will galle, with x, yy, data (4), and horses.	Seal-of states gament of agent assessment and agent agent agent agent assessment and	
A STATE OF THE PARTY OF THE PAR	A STATE OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN C	A der francht, de tot, o er ente.	(T)	4.1
tibe des to stall		ofer till, day to, and years, t. other testings the refe p. veri, the till piles, rate p. 11, days to, and years, t. phile rather the	The state of the s	#
	- Section Control (Section 1981)	THE P. LOW, M. THE PRINT, CO. P. P., Star L., and Young,	The state of the s	1.
The write a receiving placement provide over well the former up to find on some realist fit, when the sales above the real placement was been about only more party. The realists of the party of the real placement of the party of the sales and only only one of the party of the sales of the party one (sales).		Grand & remains of the state of	and has may admine way of minker and a met an dis- man paper by a man days all man separately began men average by a man disman para major oy agmen mellon ga-	
विकास विकास कर्या पहुंचिक करोड़ इसेकार कर क्रियों को, और पुरिश्तामार्थ पूर केर्नुत करे. पार, विकास करोड़, कार्यक्र प प्रथम करीकार की थी, कार्यक्र की पार्ट्स की प्रशास की करा पूर्ण की कर विकास करे हो, जेन्स्कृत, की बीत अस्तर कार्युक्त कुर्वक्रमां कार्यक्रमा कर थी. कार्य पूर्व की कर क्रियों कार्यक्रमा की स्थास		A COLUMN TOWN THE REAL PROPERTY OF THE PERSON THE PERSO	करिया प्रातिका पर-विकास कामा प्रतिको हो। यह प्रतिके प्रतिक प्रतास करेड़ा सामने सामने, प्राति करेड़ा सामि प्रतिकास प्रतास कामा कि की, विभावस्थानको प्रतास करेड़ा की प्रतिकास	
where the state of			The said of spinors and the feet from any of the periods of the spinors and th	•
Secretaria de la calcular con antipara de la como de la calcular con que desarron sobre (1 transport y antipara de la calcular con que del calcular con que de la calcular con que del calcular con que de la calcular con que de la calcular con que de la calcular con que del calcular con que del calcular con que de la calcular con que del calc		2572	manuf. **The state of the stat	
10 programme and 10 programm		Z-137	प्रकार दिवानोरे गर्गक गर्मा प्र. अन्त्र, वित ची, पर प्रकार, प्रमुप कृष प्रतिकारत, पूज प्रकारी के. प्रकार प्रति कित्तु, विद्यानुं	
() de materiale une program de la companya del companya de la companya de la companya del companya de la companya del la companya de la compa	Form Standard Process Regard Strategy of Manager Strategy of Manag		Speine te/ot/tott salege eilend. Spein tere	
(1) the sections was a second of the control of the			wild to Proper mile and	•
T SALE TO SALE OF THE PARTY OF	백		and allowed by a grader.	
where the state that the district on the state of the state on the state of the state on the state of the sta		- dan-triple (parties and	A september 1 to a market grand to a september 2 to a september 3 to a sep	*
And the state of t			Appropriate Spring Appropriate	<u>ကို</u>
- 1/1/1-41 mg pla mad pt gra				
Apple		*******		
would do at also want life up to the cope	The read store on the set probable it is a family deal on a probable in the set of the s			
The last of the last two last		PANTON SEE STAN	A Man Joseph Carlott Ag a terb or passignings his beig als and significant from several box or passignings his beig also from any formation represents how only contract species of large any formation represents how only contract species of the contract of the represents how only contract the large and the contract of the contra	
of the first part of the contract of the contr	Committee Comm	STATE OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TWO IS N		
		LAN HALFHER & BANK	The state of the s	
(i) i. Condition light in. 4. Army d. Link (i) i. Link (ii) i. Link (iii) i. Link (iiii) i. Link (iii) i	THE RESIDENCE OF STREET OF STREET, STR	S. TRANSPORTER STORY STANSPORT PLANSPORT	वहाराष्ट्र सामान स्थानके स्थानक प्राप्त का तिया, (स. च. ति.) पांचे कालंकर	
	4 Street of the Street of the State of the S	Chief Servicial State State	# 10-1100 & 10-1100	
Service 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	The state of the s	- di plantes	1-film man in he he he held to the state of	
Ander or global process and the state of the			union arbite, som us into det species och. 14-14-16-16-16-16-16-16-16-16-16-16-16-16-16-	
	4			
	white the state of		t with gold to the temptode result with the te	
f. die eine d. enrecentent ap er gertet til en ein i gebe breet in gertet til	ALESS DE LE MAN PORTO DE LE MAN DE L		one of from their page our bits profession upon of oil.	
I the same the same and a same and the same	per 10 may 1 miles and 10 miles		y mand to the force of the state of the stat	TAR
L. Alle white beller Mana, apong the control of the first plan years, all the control of the con	artificial de la participa de		12:12:4	
b. Activities is assessment of the party of the party of the filled States of the party of the filled States of the party	de ti vaj Alamando e alamana de la com Alamando e alamana de la com Alamando en com Alamando e	or to the life palation	Towns of plan and the control of the	S.M.H.ZAIDI
C	Action (a) and the course (a) and the course of the course		territory and and and	bai & Thane Disc
e be man of the second state of the case of the second state of the second seco	And the second of the second o		May and all anythin sales and place	Reg. No. 3040
	der helt die gener all die seiner al		The second of th	Expires 2026
whereast is a substituted by the state of th	or the same of a		The state of the s	25 Sept. 2026
eller dilled mar han, brit serade blaven byler glende og år, mit, solt y syn elemparyny ar fyr Mar syn eller dille far det dilly griffer, de skriver er de skriver benege en de skriver er de skriver en de s Far de skriver dilled marrier de leg er er gift gje er gyf vely skriver byle de skriver er de skriver.	The survey of a property of the second state o		on p. pally/file/(t-re) wheat orbits was not from just old under, which orbits to man, just old under, to man, about ore, to man, about ore, to man, about ore,	TOF Y
provide and describe the second state of the second section in the second section of the section will be all the section of th			to make the state.	
galerian orginia utiliza pidario enigritata apa. em el jul/em/si/yl/det	yel dibagon gradie versyn it. milye minyt		\$66-200 00\$, \$66-200 00\$, \$66-200 00\$,	

Kurega a

Ty

	[왕] - 1 - 1 <u>- 1</u> - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1			*	
	EXHIBIT 5	1C THE PRES	PRESS JOURNAL T	MARKET MARKET TURBOW (MARKET, SEE	
		- PUBLIC NOTICE	निःष्पक्ष	Property Series (1975) of Computer (1975) of Comput	12.
	THE A STREET CONTROL LIMITED	PUBLIC NOTICE The based of the state of the	ामः व्यक्त	Promise beauty of the control of the	,,,
	POSTEL BALLEY HOTEL AND S-VOTERS REPORTED. NETTEE IS basely along in according with the providing of facility 110 and 100 of the Companies.	No. No. (EDF)	आणि	is to make of the Companies Art. 1970; And the maker of Studies 1970 is 1972 of the Companies Art. 1970 and other submark	
	Act, 2015 the Test's and with finite 32 and 30 of the Companior Stringsment and Administration). State, 2014 the "Namagement Index"; as assembled, Securited Structures on Security Structures. 1. The Company of the C	1 Sept - 1 S	निर्भिड	problem of the Companies Ad. 1972; In Sq. natural to Cologon of House by Househood Halpanino (India) Along Lindon The Cologon of the Cologon of House by Househood (India)	
	Citationers Sentimental Regulatory, 2015 lifes TRE Litting Sequentions's Including any electrony medical and a second sec	property, first them very used all assemblements and deviate to my district and are deviated of computing results deviate and deviated in	दैनिक	March State State United State 1	
	Adding parameters who General Condex Stat. 147900 dated 6° April 2018, 177900 dated 1° April 2018, 227000 dated 1° April 2018, 227000 dated 7° April 2018, 227000 dated 7° April 2018, 227000 dated	Any parter having or claiming to hore may right, this, claim or intend by very operation of also, upday arrangement or by very	417147	Complement Contract management designal	
• 1	POPULATION TO THE PARTY OF THE	effects of an electron of bounding results duck and devention. For the purpose, and the proposed of the proposed of the purposed of the proposed of the propo	和神神	The second section of the section	
		ing agreements or arranginates into or upon the sold hands or any part thereof on harsby required to give native thereof sold (the their explorations if one in writing with decommentary percof	www.nevehold.co.in	The Section Street, and the Land Market State Street Control of the Section Street Control of th	
		popies delly certified) to the understand or the inferen- mentioned jurish below within fifteen days from the date of publication jurish. Selfies which are offent would present on	PARKE AMERICAN		
	The Part Plant State Control of the	the basis that there are an Chains and the Claims If any shall be domined to have been welved and for abundance. Date 1 26/20/2022			
	the garden and the state of the second of the Point State States through the	Dob 2015/2022 Add-Reinsh Complex, T Mark to Sam, Apr. Amil S. Kronedo Real Later (1781) (C), 160 - 182732165 (Advento)			
	differency Stiffmant thought on 30° Elevery, 2022, to the Monitors of the Company holding shares as an Program, 30° february, 1838°C Lt off Early often have registered finds small soldwares. Nath Annies Company Committee Professions, The seating facility of the European shall have been carried to the Committee of Committee Professions. The seating facility of the European shall be supported to the Committee of Committee of Committee of the Committee of the European shall be supported to the Committee of th	GOVERNMENT OF MAHARASHTRA	1, 1, 1, 1		
á		Ottos of the Expendive Brahmer Produces (PRE) Chinks, Bambal Brad : produces are the produces			
~	Assessment of the Assessment of States and Control of the Control	PLATEMENT HOUSENING NO. 75 FOR MALANCE	The same of the sa		
•	The second of particular and the particular and the second of the second	Output 5- Territors in \$14 Feyrs, For the Publishing Which are invited by the Streether England, Francherry Streeth, FWD, Land Flave, Barnelmann, Blanch, and Martine, Flave, Fey. Residence of France, and Martine, Flave, Fey. Residence France, Fey. Residence of the Publish White Department, Regid to represent a date of the Publish White Department, Regid to registrationaps of all or was barnely to succeed by the underlayed.		The Park of the Pa	
	Description of the provide voting by statistical court (in voting) that they are it is filterature. In courts there are that voting and the filterature are the filterature.		10.AMS,1886 OF 8010		
	on Washenday, 30° March, 2003. During this pasted, Marriages helding phases often in physical from or in dominal-bland flore, so on Marchy, 30° February, 2022, Lo. 144-07 date, may cast their	The state of the s	STATES AND LINE AND LINES	Eer - Eff	
	water on a restriction to cost by the identities, healther shall not be effected to observe it subsequently or east voto alpide.	T Joseph Rights and Hallmann to Public Wall Commission Com. A. S Balling & C Balling & 4 C Sandra & 4 C Sandra & 4 C Sandra & 4 C Sandra		I Company to the Park Street of	
	For death relating to evering places rate to the Pental Bellet Helias. In case of any quarter, you may raft to the Prognant, which Quantizes 1970by for Standardson and a vesting other natural for Manufactures probable in the deathered section of summership and Linear coll for real 1980-22-990 or 1984 required an individual section of summership and Linear coll for real 1980-22-990 or 1984 required an individual section of summership and Linear collection.	To compare the property of the compare the	THE PARTY OF THE		
		the time on h desired the	TATELY W		
	Processed to flade 2000, of the Salan, the Second of Dissection of yeary Company has appointed tits. It is, flowful Schemberder No. FCS, SEP OF 1220 or foliating bein in the Schemberder Schemberder in the SERIT OF SCHIP or SERIES, in Second State Schemberder in Company for SERIES, SERIES OF SCHIPT, or Feeling Advantage on the SERIES OF SCHIPT, or Feeling Advantage in the SERIES OF SCHIPT, or Feeling SCHIPT, or the SERIES OF SCHIPT, or SERIES OF	1 Will a similar findences und br Statel, Sauff & St.M. Millerton (Sauffag &) House large, Married. 2 American Physics are in Millerton of Millerton of Married Sauffag & St.M. Instituted Phys. Spiral State Rep. of Millerton.			
	أ علا أو وليت ليها علا من مو يونين ليمومين من ألب والماس والشوي بنا أسبب أ	State States and of New Administra State	Andre Brillians Dam		
	vetting partied by Wednesday, 30 th Merch, 2005. The country of the Festil Delict and avesting shall be announced on ay beginn Fishing, 1 th April, 2005.	Form Management of the Administration SEAT Conference of the American SEAT CONFERENCE OF THE A		The chiefe Anne April Space (Mary Character)	
	The mappins of the house believe and eventing that the second or an include history of Arch, 2015. The mappins of the house believe and eventing that the believe the control of the property of the control of the cont	7 Jornal Independe Control for Equ Harial of B 11,81 and Charlents, Mandel.	Table andrew Very the St.A. Its.	Part Hatel Area Agrical Street of Street Str	
• .	The Specializary decision on the validay of the Point Suite shall be facil. For Substances Composition Limited	immo Dato : MLE EGG to 14.E.EGG Opening Easts :-NE.E.EGG All the diseases portain to realise will not published in recompanion All the diseases for making ill-region process.	The Control of the Late of the Control of the Contr	3	
	Phone Mundal Mathematical Color Proceed Officer and Company Seatons	All the detail information to angulate on belowing verteiller 2 STEEL AND COMMISSION CO	Sand Manager or by her	PUBLIC NOTICE	
	GE MAHAMAGAR CO-OP. BANK LTD. (Second Burk)	Ball (A. Fairteine) Baseline Engineer	The First Country Coun	Nutice is hereby given that Mill. The Tata Preser Connects Mill. the preser of the least baselon C. S. He.	
	Chickensky Drawn on THE SEASONAN COOCH, DATE LTD. Protein older - Planted these Market SEASONAN Lidway, Newton Hardet, Bit No Date Seasonan Association Seasonan Conference on Confe	Providency Stricton Manhal No. PETCHAST Department	TRANSPORT AT THE AL	1/867 of Makinga Christian flux come forward for surranduring the land free of cost and free of	
	This is a particular of instances. On the conserved material principles of the conserved material principles of the conserved materials and the conserved materials and the conserved materials.	St. Participation of the Empirical Section of	to parent. One water my band and the find of the Tabaset on the 30 key of	Municipal (ACCIN), more particularly described in the schoolshe horounder writer which is received by	
	(For Innovate Property)	Date: 21.05.01 Date: 21.05.01 Date: anni-anni-anni	- Yma	Published SHUTHERS Holice is Investig plann that Mile, The Main Preser Company Lad, the senser of the land Interfog C. B. Ric. 1987 of Malayan Diffusion for a cares forward for commissing the land free of cost and fines of Martinel (SCOLIG), many partitioning distributed by the extension of the Control of the Control of the cathodo American refers which is recovered for subsorted by control of the Control of the Control of the Control of the Control of Control of the cathodo American Fine SHO Control of the interest great of the Teaster of Control of Control (TLDL) in form of Control of Control of Control (TLDL).	
		OPPIOR OF THE S.E. (PASH, SHIRES MAY PROJECT, IMPROD	AN THERMAL POWER	(T.D.R.) in form of Development Flight Confliction on per the provision of regulation on. It of Development	
	The purpose temporal for the native willing the days have the date of months of the cells reader. The purpose temporal temporal temporal temporal is the days of the cells reader.	A PERSONAL PROPERTY.	Table San Barrion	Marchal, 2004.	
	The property of poster contrast on the law party and contrast of offenders to of Act and with the			Any persons or passions (which manus and installar habitation, Firms, Companies, Assemblins of persons attempts between the control of the control between the control of the control, this, showed or playmon in respect of the cold between the time displayed in respect of the cold between the time of passion in respect of the cold passion of the cold passion in respect of the cold passion to the cold passion in respect, the cold passion of the cold passion of the cold passion of the cold passion of the manuscript of the cold passion of the cold passion of the passion of the cold passion of the cold passion of the cold passion of the cold passion of the cold passion of the cold passion of the cold passion of the cold pa	
	our deadings with the property will be added to the charge of the till bidgessiger the Up, there (A) is the surround conditional believe is believe in the charge of the condition (I) of markers 10 of the Ani, in request of the property of the Ani, in request of		14 74 PHIL	objection in respect of the cold land resoluted in the Schedule horsunder witten or any part thereof, so and	
		Charles (1981) service services	W 120 2002	by very of demonstrate, and, employer, because, bears, and-lease, mortgages, plft, terratory, bears and Bearses, brush, procession, maintenance, bearses, procession, maintenance,	
	I have the second secon			hypotheredien, etwaje, lien, economent, Migration, disputes of Whatesoure realize use or otherwise or any	
	Utilizate in a back to the state of the stat			diputes of whitecome retire are or otherwise or any other sight or latered of whitecome retire, are burstly called upon to eath the auron leaves in writing to the understigned at the office of the Law Other, Layel Capertines, Marketylled Hand other (Amenia Stating), but Place Mateurillan Mary, Port, Novembri	
*		SAME DESCRIPTION	W P44	Sublings, and Place, Mahapatha Mary, Part, Municipi- 400 001, within 16 (Blace) days from the date of publication harms with decompany panel coldings or	
		MUMBAI BUILDING REPAIRS & RECONSTRUCTION BOARD	*BIST	Court Orders thereof for any each purported election objects object objects.	
	The American Study Products of Read Study	A MANUFACTOR OF COMMENTS AND AREA TO COMMENTS AND A	HEXADA COM	decement to have been united to all intente and purposes.	
	S.M. Protop Guyattan Breste State of St	enTERCHA MONCE		If no claim or chipetion is reacted as moretoned horstrations, MOSHI will complete the presenting of grant T.D.R. on its own media without making any	4
	Date of Command Annie US State 1970 State of Command Annie State of	Secretor Septem "3-1 On Marchai Building Propins in Fac- ation of Propins Marcha, Sudian Facad, Marchail-Str. 60%, by conting on the 3-1 Processing March for the Marchail guide from the continuous real No. O Processing Continuous C	mateuris Beard, until of Miller at digitary digitari seratas in term of application personali (Class of A (1977) (In Charles of In	interest which stull to say onth perpented chilm or interest which stull to deceased to have been undergo for all bearing suppose and the assess shall called binding upon the MODEL.	
	## Committee - I program from the PT WET & Down in. The committee - I program from the Committee - I be the com			THE SCHEDULE MOST SECRETARY > 3	AR
	His Agreement Standard & Marghanth Prince Prince in State of marter. In State - Practice Standard Agree with the Standard Standar	The state of states and states and the state of the state		All that pricess or purcels of years and the	
	Mildfeld Adam Prophilisms Labour Tradad	District Control of Co	- SE	All that pissess or parable of vacanty fixed to the state of the state	M.H.ZAIDI DISL
	China C Annual Radio US Sept 191 (1922) China C Roman Radio US Sept 191 (1922) China C Roman Radio (1922) China	1 Drawn Reply to MARCH MARCH MARCH		by estude area due to read patents; by conduction to construct of the state of different landanted white and bounded so fellows:	M.H.ZAIDI BI & Thane Dist
	A SECRETARY A MANY MANY MANY MANY A COMMAN AND A COMMAN A	The County of th		On or towards the East by 10.4864, and block it.	si & Thaneson
	Secure of Angelium (Section (A. Lin)) and an Al-Victoria, policies in 1997-14. Secure 1996, Andread (Section (A. Section (A.	L Martin Land Barrier Land Barrier Barrier Co.			1 Curing 1
	S. Minds Mand Stone Proprietables on control Distriction and and and of Bridge	Sherifed 400 004 Greet Fand Stell	1	1	25 Sept. 2026
	S. Since Manual Propolationary results (S. Sin	of a disco-		On or towards the South by : C. W. No., settling of Metalogic Difference Co. C. a. No. other halfons and our C. S. No. other halfons of Metalogic Co. S. No. other halfons of Metalogic Co. S. No. other halfons are considered to the constant of the constan	
	Land Co. Service March 12 concess	I second has to show such.			r. 04/
	Code of Security Residence (19 Cappe 1997) Security Secur	For my bromation and help for the up brother & developed import team on jab. No. 1609 2000 20001 obt-150000 upon any polyment of the control of the control on all all information remarks of traderies to control on all	Total Charton Const.	Advento & Law Officer	
	Anie 1 Mariento De Carlo	All Internation regarding refreshring in annihilate on street INTERNATION Throwing Australia in the Mades OPTIONATES	potal Emerative September S-1 Stive, R. S. H. & R. Desert	Page of Charles Server State	
		,4.		* 80	13.16
		• • • • • • • • • • • • • • • • • • •			
		Kurchena	9	Regulation	
		Kurduma			
		4:	//*	A 1555	
		11	- 1	100	

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

Tue, Mar 1, 2022 at 6:56 PM

o.co.in, Girish Prabhu sell.com>, Deepak a@netecribes.com>,

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. 504, 05th Floor, Lodha Supremus, Lower Perel, Mumbal - 400013, to provide their approval on the Scheme of Merger by Absorption.

ak from You:

You are required to attend the meeting of the Equity Shareholders to be held on 31st a.m. st Office No. 504, 05th Floor, Lodha Supremus, Lower Perel, Mumbal - 400013

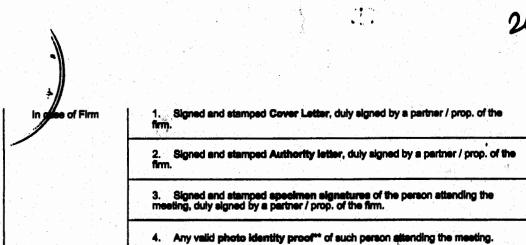
S.M.H. ZAID!

Catagory of person	
	-
Documen	
rts Require	
8	
	*
*	

Ky redu

1

*



Category of person	Documents Required	
in case of Company	Signed and stamped Cover Letter, duly signed by the director of the company.	
	Signed and stamped Board resolution, duly signed by the director of the company.	
	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, Aadher 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

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



Knikdu MA



*

EXHIBIT · E

12



ladhuri Jhurani <madhuri,ihurani**@nets**orib**e**e.c

ditors Meeting (Nets cribes (India) Private Limited)

to: Yuvraj Gharat <Yuvraj Gharat@netoribes.com>

Tue, Mar 1, 2022 at 6:49 PM

port@in.eirtel.com, ik:1984@gmail.com, i@bluedart.com, om, Punit Shah erch.com

Dear Partner

Greetings from Netscribes!

It may happen that your dues have been paid off after 27th February, 2022 but si Unescured Creditor of the Company, you are eligible to attend the meeting and v

> Requirement from You

Kuredo as



1

pu are required to attend the meeting of the Unescured Creditors to be held on 31st March, 2022 at 11:30 at 10ffice 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 ting 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 <u>latest by 2PM_28th March</u>, 2022 by e-mail to finance@netecribes.com and to medituri.jhusuni@netecribes.com , followed by originals at the office addressed to Office No. 504, 05th Floor, Lodina Supremus, Lower Parel, Mumbel - 400013.

List of Documents required -

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

Catagory of person	Documents Required
In case of Company	Signed and stamped Cover Letter, duly signed by the director of the company.
	Signed and stamped Board resolution, duly signed by the director of the company.
	Signed and stamped specimen algoratures 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.

** 'yelid photo identity proof' shell meen velid driving license, velid passport, Aedher Cerd, PAN cerd or Voter-Id proof and further; the same should also be certied along on the day of meeting.

For Netscribes (India) Private Limited

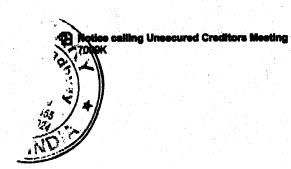
Thanks and Regards, Madhuri Jhurani Company Secretary

Kyrader Mr

S.M.H ZAIDI
S.M.H

7

*



Kyrada Mo



Ž-j

EXHIBIT 'F'



Madhuri Jhurani <madhuri.jhurani@no

v.2

illing:Equity-Shareholders-Meeting (NS Oxymoron Advisors Private

inathuri Jhurani <medhuri.jhurani@netsoribes.com> To: Yuvraj Gharat <Yuvraj.Gharat@netsoribes.com>

Tue, Mar 1, 2022 at 7:07 PM

Bcc: souravne@yahoo.com, "yuvrajgherat@gmail.com" <yuvrajgherat@gmail.com>

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

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, Lodine Supremus, Lower Parel, Mumbel - 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 saking 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, Mumbel 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 lettest by 2PM_28th Merch, 2022 by e-mail to finance@netscribes.com and to readfairi.jtususi@netscribes.com, followed by originals at the office addressed to Office No. 504, 05th Floor, Lodha Supremus, Lower Perel, Mumbel 400013.

List of Documents required -

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

Kyvide m



- 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.

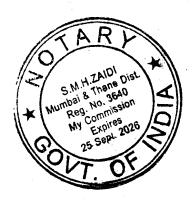
Category of person	Documents Required
in case of Company	Signed and stamped Cover Letter, duly signed by the director of the company.
	Signed and stamped Board resolution, duly signed by the director of the company.
	Signed and stamped epocimen eignatures of the person attending the meeting, duly eigned 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 authorized to the company along with the above mentioned documents, duly aigned by authorized person.

For NS Oxymoron Advisors Private Limited

Thanks and Regards, Madhuri Jhurani Compliance Officer

Notice calling Equity Shareholders Meeting (NSO.pdf 7632K



Ky vedu ma

71

^{** &#}x27;<u>valid photo identity proof'</u> shall mean valid driving license, valid passport, Aedher Card, PAN card or Voter-Id proof and further; the same should also be carried along on the day of meeting.

EXHIBIT ' **G** '



Medhuri Jhurani <medhuri.jhurani@ne

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

Tue, Mar 1, 2022 at 7:01 PM

Medhuri Jhurani http://www.jhurani@netacribes.com
Tue, Mar 1, 202
To: Yuvraj Gharat yuvraj.gharat@netacribes.com
Bcc: INDIAPRIVATECREDITOPERATIONS@investec.co.in, cuetody.corpact.in@hebc.co.in, Kalyani Karande kalyani.karande@vistra.com, Khushboo Shah kalyani.karande@vistra.com, Khushboo Shah kalyani.karande@vistra.com, Namrata Pal kalyani.karande@vistra.com, Namrata kalyani.karande@vistra.co

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 Netsoribes (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, Mumbel - 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 saking 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.

- 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 intent by 2PM_28th Merch, 2022 by e-meil to finance@netscribes.com any to medituri.finance@netscribes.com, followed by originals at the office addressed to Office No 504, 95th Floer, Lodina Supremus, Lower Parel, Mumbel 400013. Mumbai & Thane Dist Reg. No. 3640 My Commission

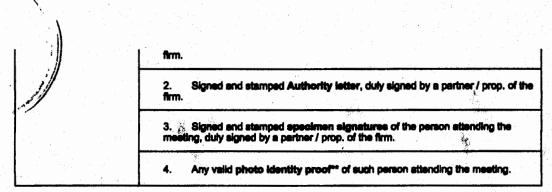
List of Documents required -

Sept. 2026 Category of person **Documents Require** Signed and stamped Cover Letter, duly signed by a partner / prop. of the In case of Firm

Ky vade M

Expires

**



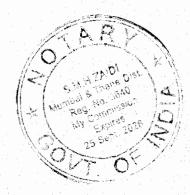
Category of person	Documents Required
In case of Company	Signed and stamped Cover Letter, duly signed by the director of the company.
	Signed and stamped Board resolution, duly signed by the director of the company.
	Signed and stamped specimen signatures of the person attending the meeting, duly signed 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.

For NS Oxymoron Advisors Private Limited

Thanks and Regards, Madhuri Jhurani Compliance Officer

Notice calling NCD Holders Meeting (NSO).pdf 7410K



Kyvadum

Li

^{** &#}x27;yelid photo identity proof' shell mean valid driving license, valid passport, Aedhar Card, PAN card or Voter-Id proof and further; the same should also be carried along on the day of meeting.

EXHIBIT

28



Madhuri Jhurani <madhuri.jhurani@netscribes.com>

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

1 message

Tue, Mar 1, 2022 at 7:04 PM

Madhuri Jhurani <madhuri,|hurani@netsoribes.com> To: Yuvraj Gharat <Yuvraj.Gharat@netsoribes.com> Bcc: Laithi Kalani <lakhi.kalani@gmail.com>, finance <finance@netscribes.com>

Deer Pertner.

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, Mumbel - 400013, to provide their approval on the Scheme of Merger by Absorption.

Since, you were an Unaccured 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 graditors was submitted to the count), 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 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, p.m. at Office No. 504, 05th Floor, Lodha Supremus, Lower Parel, Mumbel - 400013

B. You can authorize any person (employee of your company or any other person) to attend and vol 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 <u>latest by 2PM_28th March</u>, 2022 by e-mail to finance@natacribes.com and to madium.@natacribes.com , followed by originals at the office addressed to Office No. 504, 08th Floor, Lodine Supremus, Lower Parel, Mumbal - 400013.

List of Documents required -

Kyvaolo MA

S.M.H.ZAIDI 5.M.H. ZAIUI Mumbai & Thane Dist. Reg. No. 3640 Reg. No. 3640

Expires 25 Sept. 2026

G

Geogory of person	Documents Required
	Signed and stamped Cover Letter, duly signed by a partner / prop. of the firm.
In case of Firm	2. Signed and stamped Authority letter, duly signed by a partner / prop. of the firm.
III CARD OF FAIT	Signed and stamped specimen eignatures of the person attending the meeting, duly aigned by a partner / prop. of the firm.
	4. Any valid photo identity proof ²⁰ of such person attending the meeting.

Category of person	Documents Required
In case of Company	Signed and stamped Cover Letter, duly signed by the director of the company.
	Signed and stamped Board resolution, duly signed by the director of the company.
	Signed and stamped specimen eignatures 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.

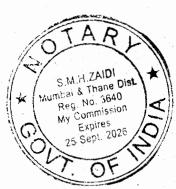
^{*} In case proxy is appointed by the authorised person to attend the meeting, then, the proxy form shall also be submitted to the company along with the above mentioned documents, duly signed by authorized person.

" 'mild photo identity proof' shall meen valid driving license, valid passport, Aadher Card, PAN card or Voter-Id proof and further, the same should also be cerried along on the day of meeting.

For NS Oxymoron Advisors Private Limited

Thanks and Regards, Madhuri Jhurani Compliance Officer

Notice calling Unsecured Creditors Meeting (NSO).pdf 7282K



Kyvada MA

Ty

FORM NO. CAA: 4

[Pursuant to rule 13(2) and Rule 14 of Companies (Compromises, Arrangements and Amalgamutions) 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 OXYMORÓN ADVISORS PRIVATE LIMITED (Transferee Company)

AND

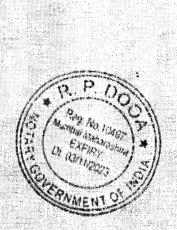
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NETSCRIBES (INDIA) PRIVATE LIMITED Registered Office: Office No. 504. 5th Floor, Lodha Supremus, Lower Parel,

Mumbai 400013, Maharashtra, India.

..Transferor Company

Kiredian





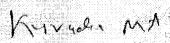
 \mathcal{V}^{-}

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

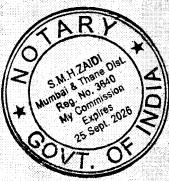
I, Mr. M.A. Kuvadia, Former Regional Director of Ministry of Corporate Affairs, am the person appointed by this Hon'ble Tribunal vide Order dated 25 February 2022 to act as the Chairperson of the meeting of the Unsecured Creditors of the Company. The Unsecured Creditors of the Company were summoned by 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, Lhereby report to this Hon'ble Tribunal as follows:

Meeting of the Unsecured Creditors

- 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.
- 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.
- The Unsecured Creditors were of the opinion that the Scheme as laid before the
 meeting was be approved and agreed to unanimously and passed the following
 resolution at the meeting:





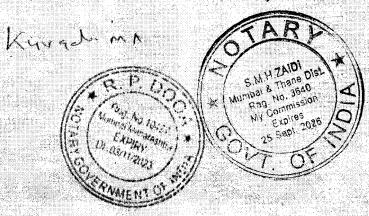


Wi

45

"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 reenactment 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



4

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.

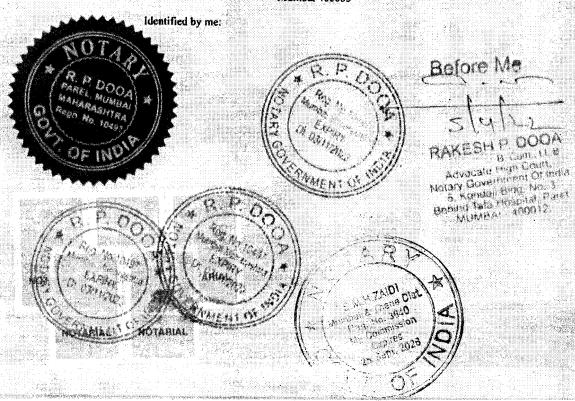
- 4. Out of the present Unsecured Creditors, majority in number of Unsecured Creditors representing more than three-fourths in value of the Unsecured Creditors of the Company are of the opinion that the said Scheme should be approved.
- Copy of the Scrutinizer's report on voting at the meeting of the Unsecured Creditors
 is annexed herewith and marked as <u>Exhibit "A"</u>, giving necessary details.
- The copy of Scheme of Merger by Absorption as approved by the Unsecured
 Creditors of the Company is annexed herewith and marked as <u>Exhibit</u> "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

Kyvadama

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



اسرًا

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.

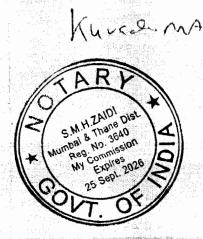
I. Mr. Yuvraj Gharat, Director of the First Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"). Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process 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 Oxymoron 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.





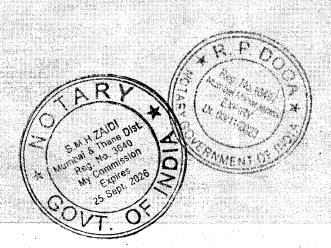
- After the time fixed for closing of the poll by the Chairperson. I ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)
- 3. The locked ballot boxes were subsequently 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.
- 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 Bourd 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 Neiscribes (India) Private Limited with NS Oxymoron Advisors Private Limited on a going concern basis, placed before this meeting und initialled by the Chairperson of the meeting for the purpose of identification, be and is hereby approved.

Krischipu



J-3

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:

					Cre									
					on									

(c) Voted in favour of the resolution:

547.58	Ascretic and the second	CAS #4 10 20000 CONSCIENCE CONTROL OF CONTRO	
	The second section of the second section is the second section of the second section in the second section is a second section of the second section in the second section is a second section of the second section in the second section is a second section of the second section in the second section is a second section of the second section of the second section is a second section of the second section of the second section of the second section of the	Approximately and the second s	
	日本 美	Number of votes cast by % of value of Unsecured	
- 1	Altimorphism of I improve that		١.
12.4	TAMES OF THE PARTY	FIGURE INTERPRETATION FOR THE WAR WE WANTED	
-81		righted of votes that of the of value of the corporation	43
	 Lagrange College (1997) Lagrange College (1997) 		e.
100	Comment of the control of the contro		
	TPOTTER NEGRONT ONA	To a series of the contract of	
₹	Creditors present and	them Creditors	
	我看不是一个,你们就会有一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个		
. 1	voting (in person or by	**** C.	
	Treatest or Took wastermann man face.	**************************************	
- 1	VINITE IN THE CAST OF DV	the state of the s	85
	A seed of the harmon of Al		v
			10
. 1	Contract to the second		
	proxy)	\$ 1.5 Color -	
		# 1 The control of th	
	The second secon	L maximized backgrounds on the constant p_{ij} and	٠,
x: ₹			÷
- 4	a sette to sette to set a since a contration in the set of the set		
- 1	The control of the co	1 4 Thirty recommendation and the second of	
	Make a record to the control of the	127 - 2 - 4 - 10070	

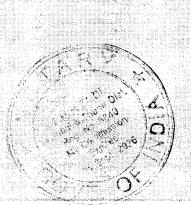
(d) Voted against the resolution:

ा	Number of Unsecured Number of votes cast by % of value of Unsecured
- 1	l filler part i de la lacalitació de l
ា	I INHIHAL III THECHTEL INHITITET OF VOICE PACE BY "A AT VAILABLE BARAGGALI
- 4	I TO THE THE PARTY OF THE PARTY
× 1	I Constitute managed the Property of the constitution of the const
2	I CICUIUIN DIESEIH ANG VOUDO LIDAM
ા	Creditors present and voting them Creditors
	LIB DESCIP OF BY BROWN
	(in person or by proxy)
. 1	NUMBER OF THE PROPERTY OF THE
E	
- 1	

(e) Invalid votes:

																													lh			
						lic																										

Kyvaduna





J.;

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

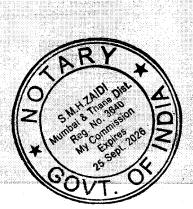
Enclosures:

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.

Kuradana





To,

Mr. M.A. Kuyadia,

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 Parel, Mumbai 400013, Maharashtra.

Dear Sir.

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

Witness-I Signature	Witness-2 Signature
Aule .	and
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar
Pather's Name: Sadashiv Gaikwad	Father's Name: M. Gandhi Smruthi Vasahat
Address: 305, Prema Tower Diva Shil Road, Diva East, Thanc - 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.

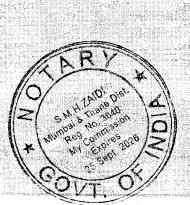
Yours sincerely,

Mr. Yuvraj Gharat, Scrutinizer of the meeting

Date; 31st March, 2022

Place: Mumbai

Kurasi MA





Yii

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			
faith .	Carl			
Name: Gorakh Sadashiv Gaikwad	Name: Rajesh Ganesh Mahindrakar			
Father's Name: Sadashiv Galkwad	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.

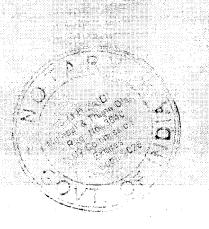
Yours sincerely.

Mr. Yuyraj Gharat. Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kyvida ma





J.

Exhibit-3 Details of Unsecured Creditors:

Sr:	Name of Unsecured Creditor/Proxy	Value of Debt	Voted in
No.			favour/against/did not participate
	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,

Aplit

Mr. Yuvraj Gharat. Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kuroslina



J~)

Attendance at NCLT convened Meeting of the Unsecured Creditors of Netscribes (India) Private I imited held on Thursday, 31 March 2022 at 11:30 a.m. at Office No. 504, 5% Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtru.

F. C. Vallestine (C. C.

Sr. Name of persons present	Designation	Signaturo
. M. S. VEDECO	PROPRIETOR	Contract of the second
3 Peple Stationers 4 Share take System Seet	Tespoict of	Character C. D. C.







Y_

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 (Transferec Company)

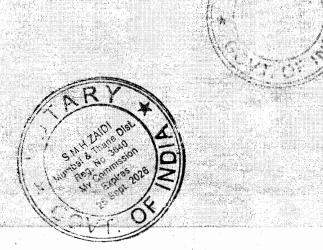
AND

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

-Kurada ma



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, and 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

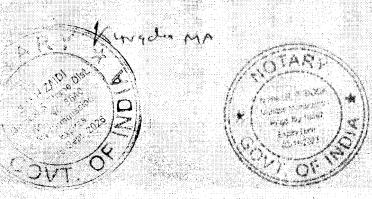
- 1. Out of 2 the said debenture holders, the debenture holders meeting was attended by 2debenture holders either in person or through proxy. Out of the said 2 debenture holders, 0 debenture holders appeared in person and 2 debenture holders appeared through proxy. Thus, totally 2 debenture holders holding 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:



4i

"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 reenactment 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 doem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, timitations 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



Y~1

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.
- Copy of the Scrutinizer's report on voting at the meeting of the debenture holders is annexed herewith and marked as <u>Exhibit "A"</u> giving necessary details.
- The copy of Scheme of Merger by Absorption as approved by the debenture holders
 of the Company is annexed herewith and marked as <u>Exhibit "B"</u>.
- 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

Kyvidina

Mr. M.A. Kuvadia

Former Regional Director of Ministry of Corporate Affairs Chairperson

402, Árvind Center Prabhat Colony Santacruz East Mumbai 400055.

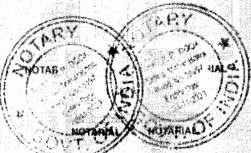
Identified by mc:

R P DOGA *
PARTE, MUMBAI
MAHARASHIRA
Regn. No. 10492

Before Me

RAKESH P. DOOA

Advocate High Court,
Notary Gevernment of India
8, Kondaji Bidg, No. 3,
Bahind Tata Hospital, Parsi,
BUMSAI-400 012.





V-1

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 hercinbelow 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:

Khusann





V1

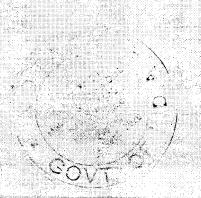
- The voting period commenced on 31 March 2022 at 01.10 PM and ended on 31 March 2022 at 01.20 PM.
- 2. After the time fixed for closing of the poll by the Chairperson. I ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of 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.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 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 Compunics 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 Committeets) 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.

Kingdon





Ti

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:

41	#4000# aktor and an analysis and a second an	Land State and Gold State and Gold State State and State	TOLO POTAT SECTION AND A ROBERT CONTROL OF THE PROPERTY OF THE SECTION OF THE CONTROL OF THE PROPERTY OF THE P
		And the same of th	Number of votes cast by them
	I - No. Se a serie Language and the Cold Thompson and the contract of the Cold	보통하다 하나 있는 1995 STEP UP I I I I I I I I I I I I I I I I I I	
	i Number of Empending stat	nere necest and unties.	Nitton have of worker and law election
852	1	usis mostin dila tuning	* INCHEST OF VEHICLE CARE SECTIONS
	 If a virtual is a contract to a contract of the c		The second secon
3/9	 A bit is a finite of the first of the first	a) to go depart to the contract of the contrac	
	I fill receives our less managed		
100	I LIN LAGINANI LA LIVINCIA VI		b
	(in person or by proxy)	**************************************	
200			
-15		>0.000000000000000000000000000000000	 delicates (i.e. are the control of the
.23	1	77 (- 78) - 78 7 (- 73) (
	 1. J. J. J. J. J. V. C. L. DE SON, EDGES SSENSON SERVICE AND PROPERTY AND PROPERTY	BONG CANADA AND CANADA CAN	 See Supplied to the control of the property of th
	Control Contro		LA COMO LOS POR REGIONAL DE LA COMPANIA LA CIENCE DE LA CIENCE DE CONTRA DE LA COMPANIA DE CONTRA DE LA COMPANIA DEL COMPANIA DE LA COMPANIA DEL COMPANIA DEL COMPANIA DEL COMPANIA DEL COMPANIA DE LA COMPANIA DEL
1.50			The same of the sa
11.		HEROSTOP OF THE A MARKET BUILDING TO A TOTAL OF THE CONTROL OF THE ANALYSIS OF THE PARTY OF THE	
	💶 n 🚉 jega, jaga jeganja kang pangangan na matang arta 6000 na kang bahara tahu	Control of the second of the s	1900
	Section of the sectio	Mile Committee C	

(c) Voted in favour of the resolution:

	umt							tota				
				east b								
								. 0				
			otini				id					
								vote				
			or by									
						cas						
	OXV											

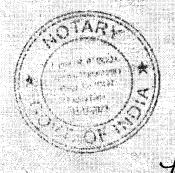
(d) Voted against the resolution:

٠,	principal contract and appropriate the second secon		and the following the state of	
	Number of Debenture	Number of votes	94 of Intal	Wasteni washan as
		1.10.000	, o o wai	TO OF WHAT HUMBOCK OF
i	Holders present and	cast by them	number of	Debenture Holders
Ì				
	voting (in person or by		valid votes	present and voting
	nrovvi			
	1,000		cast	
9	proxy) Nil	Nil	NII	NII

(e) Invalid votes:

Number of D				
were invalid				
Nil				

Kyushana



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 Gharat, Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

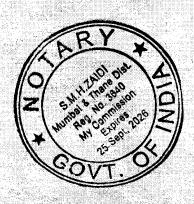
Enclosures:

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.

 List of the Debenture Holders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Kyvedo NA





W

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. af 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, Mumbal - 400012.
DPID/Client ID/L.F.: Not applicable	DPID/Client ID/L.F.: Not applicable

You are requested to take note of the same.

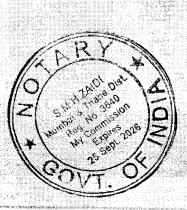
Yours sincerely,

Mr. Yuvraj Gharat. Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kurgala MA





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, 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.

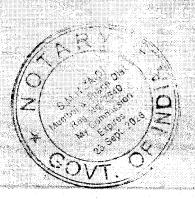
Pel t

Mr. Yuvraj Gharat, Scrutinizer of the meeting

Date: 31* March, 2022

Place: Mumbai

Kyvelina





Y-j

Details of Debenture Holders:

1 ~	The second second			1.00
Sr.	Name of Debenture Holder/Proxy	Value of Debt	Voted in	A
No.			favour/against/d	id not
L			participate	
11	INVESTEC BANK PLC	718	In favour	
2	EMERGING INDIA CREDIT	1185		
	OPPORTUNITIES FUND I	1100	In favour	
	TOTAL	1900		
· L	[IQIAL]	1900		

Yours sincerely.

Och.

Mr. Yuvraj Gharat, Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kyvadiana

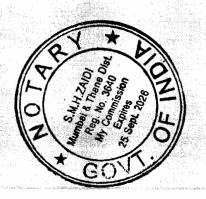


J

Attendance at No. 1.1 convened Meeting of the Debenture Holders holding listed, secured, senior, rated, redeemable, non-convenible debentures of NS Oxymonon Advisors) Private Limited held on Thursday, 31 March 2022 at 130 p.m. at Office No. 504, 5° Floor, 1 oilita Supremus, I over Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons present	Designation	Signature
1	EMERGING INDIA CREI OPPORTUNITIES FUND I INVESTEC BANK PLC	Denning nader	Survey .
<u> </u>			

Kuvalina





Y~

2.7

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)

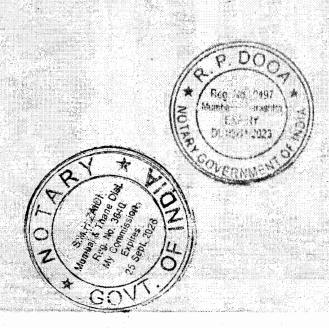
AND :

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

NS OXYMORON ADVISORS PRIVATE LIMITED
Registered Office: Flat No 2, A Wing,
2nd Floor, Llyods Garden,
Appasahcb Marathe Marg, Prabhadevi,
Mumbai 400025, Maharashtra, India.

.Transferee Company

Kyrgolinns



Yi

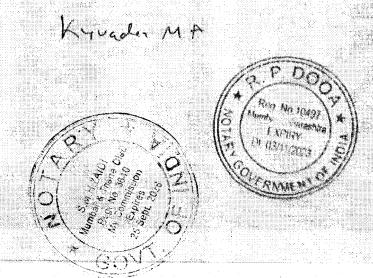
7 8

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

L. 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 2023 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, Maharusbtra. Accordingly, I hereby report to this Hon'ble Tribunal as follows:

Meeting of the Unsecured Creditors

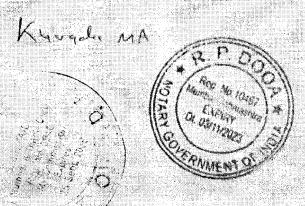
- 1. Out of 2 Unsecured Creditors, the Unsecured Creditors meeting was attended by 2 Unsecured Creditors either in person or through proxy. Out of the said 2 Unsecured Creditors, 1 Unsecured Creditors appeared in person, 1 Unsecured Creditors appeared through proxy. Thus, totally 2 Unsecured Creditors 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.
- 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:



سر

"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 reenactment 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



Y.

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.
- Copy of the Scrutinizer's report on voting at the meeting of the Unsecured Creditors
 is annexed herewith and marked as <u>Exhibit "A"</u>, giving necessary details.
- The copy of Scheme of Merger by Absorption as approved by the Unsecured
 Creditors of the Company is annexed herewith and marked as <u>Exhibit "B"</u>.
- 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

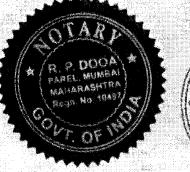
Mr. M.A. Kuvadia,

Former Regional Director of Ministry of Corporate Affairs Chairperson

402, Arvind Center Prabhat Colony Santacruz East Mumbai 400055.

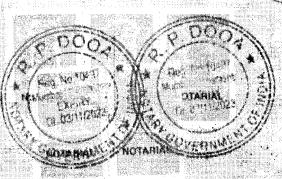
Identified by me:

Refore Ma





RAKESH P. DOOA B. Com. Lt. B Advecate High Court Notary Government Of India 6, Kondai Midg. No. 3 Bensid Tata Hospital, Parel MUMBAL HOOD12



خرا

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,

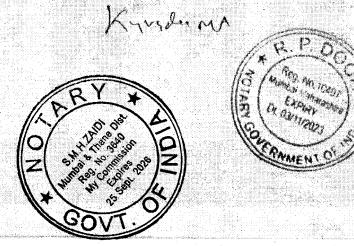
I, Mr. Yuvraj Gharat, Director of the Second Applicant Company, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal ("NCLT"). Mumbai Bench pursuant to the NCLT Order dated 25 February 2022 in the Company Scheme Application (CAA) No. 10 of 2022 to conduct the voting process 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.



J-

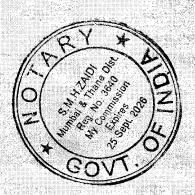
- After the time fixed for closing of the poll by the Chairperson. I ballot box kept for polling were locked in my presence with due identification marks placed by me. (Duly signed proof of witness of locking of empty ballot box is attached as an Exhibit - 1)
- 3. The locked ballot boxes were subsequently 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.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 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 Memorandian 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.

Knuadema





زسها

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 hooks 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:

				cure									
				(in j									

(c) Voted in favour of the resolution:

1307	photograph has been been been been been been been bee	
1000	I amount to the second	Number of votes cast by % of value of Unsecured
200	Fig. 7. Lag 11 226 C. P. T. Landersky I. A. Chris	
	Creditors present and	Creditors
	voting (in person or by	
	proxy)	
100		Formal Management (BAS) - 1 - 1 - 2 - 1 - 1 - 1 - 1 - 1 - 1 - 1
	production and the state of the	Fig. 10 - 12 - 12 - 12 - 12 - 12 - 12 - 12 -
		the state of the s
10.5	4.7 Mar - 2011 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	A CONTRACTOR OF THE CONTRACTOR
6	£ru∰an'istèroccommuni i distributione di mili	
)	Andrewson to the second	

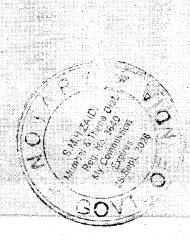
(d) Voted against the resolution:

3			· · · · · · · · · · · · · · · · · · ·			Andrea in the control of the		SECRETARIO LA	- Childing on an Late	
	Nun	nber	of L	nsecured	Number of	Votes cost	hu 0/- a	Combinant	I I a constitute of	ľ
		T. 108 T. T. 100 S. 10 S. 10			1 TONIOGE C	TUILS CASI	uy 70 U	i vaine of	Unsecured	l
à	Lice	aitors pr	esent an	d voting	them		Cre	ditore		l
	l'in .	erson or	hu neav					7, 1747		ľ
	1	MISON OF	DY DION	ΣΙ	32	2000000				Ď
	Nil				Nil		NII	14. M. S. S.		į.

(e) Invalid votes:

		ber of votes cast by	
votes were in			

Kywada Mana







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 easted in favour exceeds the votes easted 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,

and

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.

Proof of witness of opening the ballot box is attached as an Exhibit-2.

 List of the Unsecured Creditors who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Kuvedonin



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 Şignature	Witness-2 Signature
Laule	
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.P.: 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

Kyundina



7~

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							
Parte .								
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.

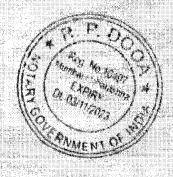
Yours sincerely.

Mr. Yuvraj Charat, Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Knuedoma



Jui,

Exhibit-3 Details of Unsecured Creditors:

11.5	an Sell Kerryin.		TOWNS COME TO SERVICE						
- 3		- 100 State of State	were many military and	and the second second second	Services, Con.	12 18 18 18 18 18 18 18 18 18 18 18 18 18			12311-141
- 3	The Carry	A come at 1	Company and Pro			4-4	melonia, on the state of	196.8100 year 196.400 and 196.	more resident a factor of the second
- 3	3.74	vanic (ii t	insecured Ci	eamarpus:	V Val	ue of Debt		Voted in	
3		7 0		*****		ac an except		v cicu III	Pachilla III
	10	F104			ancie of distant		gent is much called	Perdus an Study	
100		An elit 12 d'Elitabellier		00.14°C			ficilia - 1111 - 138-1	avour/ag	nines/did
m ý	ir a cyliidad					**		TO A FACILIA CINE	amanaid
					11 11 11 11 11 11 11 11	23.5			 10.2.
*	the many and the second	and the second second second				252 / 9054.00	- 1 T	not partie	inate
100		A manufacture	(India) Priv		********				7722
: \$	il∎ i Subbook	Actions	Indial Priv	hatieni late	1145	.000.000		A distriction	
	Section of the second	militario de la compania de la comp		ma runnida	1 179	,vvv.vvv		n favour	
	7	L.N.Kalan	t 0. ~_				territoria de la constitución de	and the second comments of the second comment	Annual Control of Asserting the Control of the Cont
	.		100 -	N 24 9 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	1 5.90	MY SOURCE STREET	8	n favour	
						A CONTRACTOR OF THE STATE OF		n ravour	
o p	1000	TOTAL			1 4 4 4	000 000		A MARKET AND THE PARTY OF THE	to the second second second second
1	المستعدد					.005.900		11000000000000000000000000000000000000	and the south territor because of the SER

Yours sincerely,

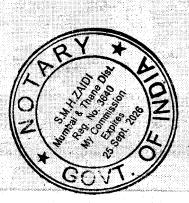
Alex

Mr. Yuvraj Gharat. Scrutinizer of the meeting

Date: 31st March. 2022

Place: Mumbai

Khurada mil





ym)

38

Attendance at NC11 convened Meeting of the Unsecured Creditors of NS Oxymoron Advisors) Private Limited held on Thursday, 31 March 2022 at 1:30 p.m. at Office No. 504, 5" Floor, Lodhe Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons		Designation	Signature
<u>1</u> 2	Netscribes (India) L.N.Kalani & Co	Private Limited	Bahardegalog.	(lekalaun
				
······································				

Kyvediems





Y;

EXHIBIT 'AB'

绀

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)

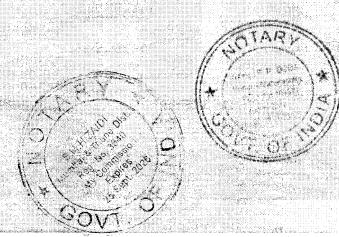
AND

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

Kyvada mn



Y.;

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.
- 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 wasbe approved and agreed to and unanimously passed the following resolution at the meeting:

Kyval. mo





J.

"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 reenactment 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





Yvi

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.
- 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

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:



FORM No. MGT-13

SCRUTINIZER'S REPORT

[Pursuant to section 109 and in accordance with NCLT Order dated 23 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 Oxymoron 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, I 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)

Kuvada M





y ;

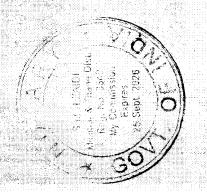
- 3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the First Applicant Company and the authorizations / proxies lodged with the First Applicant Company.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 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 polli-

(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 Securites 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, Mumbal 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 us "Bourd", 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, he and is hereby approved.

Kyunda MA





This

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 vote	
	person or by		
proxy)			
		12643138	

(c) Voted in favour of the resolution:

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

(d) Voted against the resolution:

Number of Equity	Number of votes	% of total number of	% of total number of
Shareholders	cast by them	valid votes cast	members present and
present and voting			voting
(in person or by	Assessment of the second of th		
proxy)	Section 1		
NII		Nil	

(e) Invalid votes:

	Nun	2	10000	2- 111							***		22 miles	As-	-	-			A	de automas	10 May 100 May 1		1,54300000	
. 1	Tal stee		1.10.00		. 187 244	4 Sec. 2		8	a de como	1.00		40.	2 · 📦	minima di C	10.000	10 m 10 m 10 m					and the second		*********	12
		H	C 3.7 W 1	11 / 2	24 / 31			ra na ra		74 40 2		74.14	444		4 4 6 1		- W. A. M.	100.00	A Comment	A 100 CO	gr. M. Artika	SOUTH TO SHARE	- No 745-3	-00
100	3.0							HOLE	2111431	wei	100	4.V.L		25.1	91861		4.34.5		TO S		# CONT.		100000	33
× 5	3 * 3 *			1.00	arrent to the		Strike South Sec.	C. 7 MAY 8	200	1000	7	A					-						100	20
1.8	والمراجع بالمناب		2011	E make a	10 1 10 W	1.00	2000400	81.6 N S		200 202	~ 3 3 0	130	~ : ~ : : : : :	X 00000 X	Consequence of		XALOGIKA	33 m g 600	A	S Co				- 8
	77776		127774	100		100 mg	\$ 000 March 186	* * * * * * * * * * * * * * * * * * *		300	en contra	· Ginni	11-12-11-12			N. 200.200			* · · · · · · · · ·					33.
5 B	pres	•	77 113	73 U	YUU	- Marie	TELE C		21111	1 1 1 1	8.10	200000				,	31 Similar	41.5 Table						36
							Carlotte Santa	0.000		2522		•		1 111 11 100					·					. 2
0.8	200	Sec. Sec.			0.42.2004	y 100 min 7	CONTRACTOR.			20.12.30								10000000000					00000 V V V V V V V V V V V V V V V V V	8
0.0	***************				100001-12	\$41X,000 (30)	0.300 . 1300		36-2753	7X: 1: 0X:							E		eri te destite.				01/10/11/2003	
108	pers	UHL	M 1977			200,000		CCC , 574	20,000	13011117011				1000		5 XY003		No.					11120-111016	4
ಾ	CONTROL THE WORLD	- San		and their	30 May 2000	Sec. 25.	Service Print	26	A00 120 100 W	St. Harrist &		* W.O.	C 2 2 1 4	200 A.	C. 95 (50)	03.75000	91.2.70.3	maxe	(if apprend			OUTS AND ADDRESS OF THE		
	Array Salaria	W. C. C.						****	****	entra que a como	or complete		- CO	Marie Marie	and the same of the same of	Charles Completed	Ministra	diam'r.	and the same		200000	400 Apr 2020	Secretary Comment	
1.2	Nil	4.620		(J. 31	x 40,000 (A)	X11100.00	A. 7.40 A.N.	ecoponia.	0.5800000	econser	200 PQ				3.2 2.43A		Value Core	2				(6.16aa.		10
194	LUII	1605				19.17.19	agreement and the	9,55 July 20	13° X100			76.15	100 5111	- CQ.	100000000000000000000000000000000000000				4. A. G	Sec. 15. 17.	gar basson	Maria de Caractería (Maria de Caractería de		- 3
୍ଷ		8 5 34 4 5			4. 9. 95.49	market Sta	4 2 TA	111 CE 1 740	4000000			Ni				N WY				**C: ***		9000000000		4
	*****	weller the serve		***********	20.00			a positive and		202 (4.)	2 20 30 4	0.00	اد قىيدىيى			and the sales	332 338 33		423344	2 34 686				2
uz.	234464 366	: W			1. 10. 10. 10.					2.5					****	-	طرن بينده دور	remember of	-	PROPERTY AND		تنخب خننت	200000000000000000000000000000000000000	æ

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.

Kurada MA





Yis

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,

APLA

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.

 List of the Equity Shareholders who voted "For/Against" for aforementioned resolution personally/through proxy is enclosed and marked as an Exhibit-3.

Kyvidums





J.,

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. 304, 50 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
fault	a ord
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

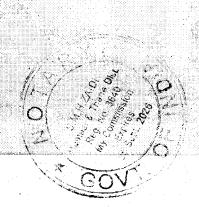
You are requested to take note of the same.

Yours sincerely.

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

Place: Mumbai

Kincelean



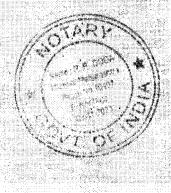


Exhibit-2

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							
Authorities 22 22 25 25 25 25 25 25 25 25 25 25 25								
Name: Gorakh Sadashiv Galkwad	Name: Rajesh Ganesh Mahindrakar							
Father's Name: Sadashiy 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.

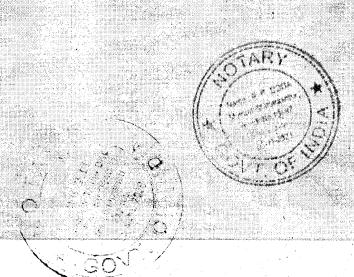
Yours sincerely,

(PL)

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

Place: Mumbai

Kr. yed. MA



J

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	Souray Mukherjee	2352246	In favour
3	Yuvraj Gharat	20000	In favour
4	Deepak Halidpurkar	2980	In favour
ali jajeste Valendari	TOTAL	12643138	

Yours sincerely

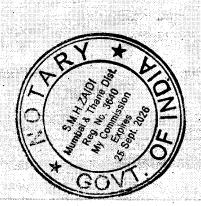
W C

Mr. Yuvraj Gharat, Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kureduna





Y,

Attendance at NCLT convened Meeting of the Equity Shareholders of Netscribes (India) Private Limited held on Thursday, 31 March 2022 at 11:00 a.m. at Office No. 504, 58 Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

Sr. No.	Name of persons present	Designation	Signature
	NS Oxymoron Advisors Private Limited	chareholder	Palosur.
2 3	Souray Mukherjee Yuvraj Charat	Shoreholder	Mary Land
4	Deepak Halidpurkar	Domest older	Childhule-
			

Ku. d. m



4

851

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

Kyvyema





Ji

9⁷6

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 Ploor, 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.
- 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.
- 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:



Lin

87

"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 reenactment 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

Kurada MA





Y-7

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.
- Copy of the Scrutinizer's report on voting at the meeting of the Equity Shareholders
 is annexed herewith and marked as <u>Exhibit "A"</u>, giving necessary details.
- The copy of the Scheme of Merger by Absorption as approved by the Equity
 Shareholders of the Company is annexed herewith and marked as <u>Exhibit "B"</u>.
- 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

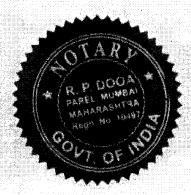
Muradama

Mr. M.A. Kuvadia,

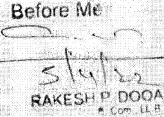
Former Regional Director of Ministry of Corporate Affairs Chairperson

402, Arvind Center Prabhat Colony Santacruz East Mumbai 400055.

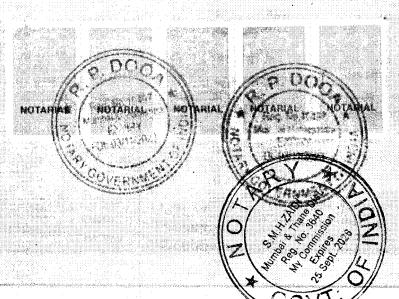
Identified by me:







Advocate reph Druit.
Notary Government Of India
6, Kondair Bidg, No. 3
Behind Tata Hospital Paret
MUMBAL - 400012.





(f)

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:-

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

Kurdoma





- 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)
- 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.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 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, Mumbal 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 he 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 und 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

MAUGGAMA





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:

	-		والخصفة	عممت	44316					32.500	If the	ത.തം	1000	10.6.25		06442 4	- mari	March	20.00		Sec. 24	i mili	. 900	A 3.5	2000				 3.00 			1000							100	
. YG		12.7	-						,,,,,,,,,			*****		100.00	****		200	mini		ann.	****	-	****	****	-	-	***	-			*******	*****	-	NAME OF STREET	and dealer	AND DESCRIPTION OF	****	- investment	Proprieta de la companya del la companya de la comp	46
]		. 3 a .		1		Sec.	•	25			12.31		2.00		2600		13.46E	.4	and a	363	* *		10	Sec. As		. 0.23	10.1		cas		, 000	V .					91 7			. 37 %
111	ľ	4411	m	no		- 0	200	4992.3	40	1111	ar v	2000	3793	u Pr	CLT.	44 F 1	74.	110		100	100		* P4	44	~			20.2		4 I		414	400							300
				\sim			- C	200.0		4.944	54:S	0.00			ш				11.00	100	4.7	un	312	100	144	villa et		45-1-2			1.00	111		20.00			rer :	1		
43	t .		grant in	12.7	40.79		65a G0	2Q: 17						and the second		737.7	1. T.		7.575	- 2			-	7.30	300		11/11/2	. T			96 · `	7.		20.00			100			4
	Ŀ						1 670	2				16.6				5:25		200												637 (14)	1000			2000	133" ***		1.7		1 1 2 2 2 2	
X :	10.0			****	- 13	***	666		144	100	200			~ =					45.6	330								70.040		1.00		100						27.7		٠,
10.0	1 L	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		43.S.L	u	11.11		U		м.	×200		- 13		316.1	11.	20.00			1. 3 00						40.00										1				4
A-		7.75		nt		3	6.00			•					100	500 S		1.14	2.27	3																	·		100000	Okal.
	•									alita i		18880			<0000				A Section			1100 41							- 2					11						1
9		نوخوي																	: / `.	. 80																				200
23	100	111 %	X.																2 7414	:: 8:		11.75	12. 25		V		. 14 1111												1111161	4
-43				f .: 2							400			71.7						1.6		1.75				10.00			f 22.00								e 1 .	100		40.11
. 3	•							3 40 3	S S .														1751							17				0.787.0		S. 111.143	0.75	27.77	1. 1	2. 4.
	2																			. 1306	"I. 1"																			38.00
	.			199		40.19												500 5	4.00	160					48.00			1.0	4.00	100				A *****			100			4
- 1	1		1. 254	11.000						J (*)	2 0	0.2.33							626	250.5			14.00							5	100									79.00
	•	~~~	commerce.		-	Acres (ex	-	-	***	-	-	-		-	-		200	100	Lucia.	A 6	KK WA				144	2.377.3	بتعطفت	March 1		20.00	2220		40. 440	20.12	Second :	24.00	التنسيف		والكاكية والسم	300
41				100		1			2.5	·			75.					17.76	. 6.4	· 3	4 -		نقه ط	3,750	*	7. "	29:1		77	77.77	2.5%		des Marie	V	200	- diminor	*****	*****	*****	
1.3	2 7									/2 *				·				1 757		4	1.4	m	m		10.00	200	130 0				1000	. no.,								19 .
			1200	117 11								21.4	411344		115					75	11	e e FE	518	2,193				20.000								2.1 .5			10.00	a

(c) Voted in favour of the resolution:

						Samuelella and the or	
1	Number of Equity	Number of votes	% of to	ital number of	% of tot	al number o	ſ
	227.0 a 250 has a property of an appropriate	See See county, a reference to be about the see of the sea			2. A. A.A. Problem 2008.	AND THE PARTY OF T	1111
	Shareholders	cast by them	valid v	otes cast	member	s present and	d :
1	present and voting				voting		
					1 / 1 6		
1	(in person or by						-13
1	proxy)						
r	🕇 a ja Tara naueraanin maaa	10000	100		1100	a an mai (a a n mai), in _{sec}	en a
L	<u>*</u>	10000	UVV		1100		000

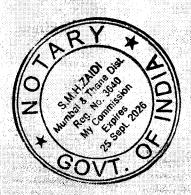
(d) Voted against the resolution:

Number of Equity	Number of votes	% of total number	rof % of	total number of
			in liter yr∰gydyddingi	: 200 ma (2011) (1. 11 12 14 14 14 14 14 14 14 14 14 14 14 14 14
Shareholders	cast by them	valid votes cast	mem	bers present and
present and voting			votin	o ·
			,,,,,,,	5
(in person or by				
proxy)				
	1111		4.111	
Nil	INII		I NII	Course and the second

(c) Invalid votes:

		e mandre de la companya de la compa
	Number of Equity Shareholders N	transferring Constant would be a standard
	TRUMPET OF FAMILY SUBREMOURTS N	uniter of voies east ov mem
		a, la Norta de Calabra de Calabrago Calabra Maria de La Albra de La como como como como como como como de Albr
٠.,	i more ment endemness contain serina incomitat /in-	managaman ng managang mga ng kalang ang ang managang ng panggang ng panggang ng panggang ng panggang ng panggan
: · /	present whose votes were invalid (in	00000 TNL 776 1 275. aksakt" 1 40 c.c. TWP TR - 7 5 7 6 700000000000000000000000000000000
11.5	보이는 그렇게 하고 그리고 얼마면 가게 하고 하는데 하고 있다. 그리고 그 그런 사람들은 그런 그리고 있다고 한 점점을 하는데 그리고 있다. 그리고 있다.	s melaki di Malaki sa 7 miliya. O mili sa salimanya mana ti sa angan manangan sali
34.4	A CONTRACTOR OF THE STATE OF TH	
	I person or by movy)	::::::::::::::::::::::::::::::::::::::
	person or by proxy)	. Start, 19. julius 19. starti 19. villa 19. villa villa pri alta uta di Liudio del Storia della di Marca, a Li Pagi
		the same of the first terms of the same of
٠. :		 Interpretation of the second of
	1.321	1 1 -
	ALL III COMPANY OF THE PROPERTY OF THE PROPERT	

Kurdina





M

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.

Kyvada MA





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

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	Namet Rajesh Ganesh Mahindrakur
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.

Old

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

Place: Mumbai

Kyvasha ma





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
fault,	ank h
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.

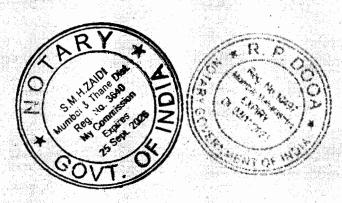
Yours sincerely.

Mr. Yuvraj Gharat, Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kyvada MA



Los

Exhibit-3 Details of Equity Shareholders

6 To.	7 64 7 44 60	Vitalian State	- Alle Alle Services	000 million a 2008 (100 m)	Properties and a second contraction.	6/10/1000	90a 95.1-100 0.00	(0.000) 10 00 10 00 10 00 00 00 00 00 00 00 00	
100			The second of the second second	era a de Americani, actu	Acres de la companione	was seed to be able to	660 W. 60 C.	mercal and the control of the contro	6S
	Sr.	Nimmer at	Equity Shareh	and of the original and	2 X 1 2	F 204	1. 4 *		Carry March 1997
Plan		TABLE UL	CUUII V AIMTER	CHARLET PRESEN	NO	. of Share	c heid	Voted in	sich Pale dan auf er bandeliß
	1.000	NA THE SECTION OF THE SECTION				A CAL PARTON OF	9 11010 1	A MAN III	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
100	No.		-1-14-0-5-14-0-00		geralian ≱erturida	1.1 Put (49000000 med. 4 m)			
30.00	NU.		 1. Lagratini R. et 7, 67, 111683 			Tarrier Bright Torriganish	7	favour/aga	account of the
					Same of the same of the			iatuui/aga	anisvulu
	94 51 16 19				5				A THE P. LEWIS CO., LANSING
		 Seletina temperatura 		Carlo Chan Marchadolic				not partici	PN/94/44
	per construction	And the fall of the contract o	Contract Con	Mental Comment	College and English to the college	daniak orani sotos os	District Color	nor barrier	Trace
19.03	Parito Silva	Sourav M	A . Take was to make the second	200	2 44		Anger system interval		The state of the s
	1.67 (00)	SOUTHY IV	Iliknerien		1 99	uu	1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -	In favour	
100,94					33 (5) (8) (1)		5080k840 B.L.R. a 16.≹	III IOVUUI	Sec. Williams
		**	L			**************************************	enermonation and their		Commence of the second
	**Z	Yuvrai G	narat		on the sale of the sale in			In favour	
11100		3. 4. 1. 4	11001 100	Secretary Company	re and the Local Co	.E.G. (C. A. 8888)	888 Salar (1967) 1968	III IUVQUI	572800 Tel-3080000
		-	Extraction of the second		·		····		The second second
PET.		TOTAL			110	000			
	20 V 10 (AV)	R 10 1 6 1 1	10.50.000.000.000		1 10	vuv.			ina i Alavaren, a jiri Kilili 🐒

Yours sincerely,

Och.

Mr. Yuvraj Gharat, Scrutinizer of the meeting

Date: 31st March, 2022

Place: Mumbai

Kyvisa MA





J~1

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, 5" Floor, Lodha Supremus, Lower Parel, Mumbai 400013, Maharashtra.

r. Name of person o.		gnation		Signature A	
Sourav Mukher Yuvraj Gharat		nach	orde.	ofer	
J WYAI QUATAL	 		de/	(As Cm	F'
			,		
	 	-		<u> </u>	د پارتونست
		man and the great state of	- 140% - 140%		
			لليال		3/m3 -
	Ku				





J~j