

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**BENGALURU BENCH, BENGALURU**

**CA (CAA) No.03/BB/2023**

U/s. 230 to 232 R/w Section 52 &  
66 of the Companies Act, 2013 &  
Companies (CAA) Rules, 2016

**IN THE MATTER OF SCHEME**

**M/s. Manipal Global Education  
Services Private Limited**

R/o: Fifth Floor, Prestige Emerald,  
#4, Madras Bank Road,  
Bangalore – 560 001

... Demerged Company/  
Applicant Company No. 1

**AND**

**M/s. Unext Learning Private Limited**

R/o: 1/1, Swami Vivekananda Road,  
Off MG Road, Near Trinity Circle,  
Halasuru,  
Bengaluru – 560 008

... Resulting Company/  
Applicant Company No.2

**Order delivered on: 17<sup>th</sup> March, 2023**

**Coram:** 1. Hon'ble Justice (Retd.) T. Krishnavalli, Member (Judicial)  
2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

**Present:**

For the Applicant Companies : Shri K. Dushyanth Kumar, PCS

**O R D E R**

**Per: Manoj Kumar Dubey, Member (Technical)**

1. The present first motion application has been jointly filed on 05.01.2023 by the Applicant Companies **M/s. Manipal Global Education Services Private Limited** (described in short as “Applicant Company No. 1/ Demerged Company”) and **M/s. Unext Learning Private Limited** (described in short as “Applicant Company No. 2/ Resulting Company”) under section 230-232 R/w Section 52 & 66 of the Companies Act, 2013 and Companies (Compromise, Arrangements, Amalgamations) Rules, 2016 *inter-alia*, seeking

for convening the meetings of Equity Shareholders, Secured Creditors, Unsecured Creditors of the Applicant Companies and the meeting of Compulsory Preference Shareholders of the Applicant No.2; and for dispensation of the meeting of the Optionally Convertible Debentures of the Resulting of the Applicant No.2. The Scheme of Arrangement is placed on record at Annexure-1 of the Application.

2. The Applicant Company No. 1 was incorporated as a Private Limited Company under the Provisions of the Companies Act, 1956 on 22.10.2001 with CIN: U74140KA2001PTC029678. The Registered office of the Demerged Company is situated at Fifth Floor, Prestige Emerald, #4, Madras Bank Road Bangalore - 560001. The copy of the Certificate of Incorporation, and Articles of Association is found attached as Annexure-3 of the Application. As per the Memorandum of Association, the main objects of Demerged Company *inter-alia* are as follows:

*“To Provide all or any types, descriptions, classifications, kinds, forms and varieties of services, including but not limited to information technology services, communications services, information technology enables services, call center etc.”*

3. The Authorized Share Capital of the Demerged Company is Rs.66,00,00,000/- divided into 11,00,00,000 Equity shares of INR 5/- each, 6,00,000 Preference shares of INR 100/- each and 50,00,000 Optionally Convertible Redeemable Preferences Shares of INR 10/- each and Issued, Subscribed and Paid-up Share Capital of Rs.48,79,98,995/- divided into 9,75,99,799 Equity Shares of Rs.5/- each.
4. The Applicant Company No. 2 was incorporated as a Private Limited Company under the Provisions of the Companies Act, 1956 on 07.09.2009 with CIN: U80302KA2009PTC050865. The Registered Office of the Resulting Company is situated at No.1/1, Swami Vivekananda Road, Off MG Road, Near Trinity Circle, Halasuru, Bangalore - 560008. The Certificate of Incorporation, and Articles of Association of the Resulting Company is attached as Annexure-14 of the Application. As per the Memorandum of Association, the main objects of Resulting Company *inter-alia* are as follows:

*“To act as a benchmark certifying/accrediting body for vocational training programmes and to establish certification programmes accepted globally by*

*students and industry, to carry on the business by imparting, promoting and providing basic-skilled, advanced and post-advanced skills etc.*

- 5.** The Authorized Share Capital of the Resulting Company is Rs.62,50,00,000/- divided into 4,75,00,000 Equity Shares of INR 10/- each and 1,50,00,000 Preferences shares of INR 10/- each and Issued, Subscribed and Paid-up Share Capital of Rs.42,73,42,160/- divided into 4,22,53,087 Equity shares of INR 10/- each and 4,81,129 0.0001% Compulsory Convertible Preference shares of INR 10/- each.
- 6.** The preamble of the proposed Scheme is at Annexure-1 of this Application and the same reads as under:-

*“This Scheme of Arrangement (“Scheme”, as more particularly defined hereunder) is presented under Sections 230-232 read with Section 52 and Section 66 and other applicable provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements, Amalgamations) Rules, 2016 between Manipal Global Education Services Private Limited (“Demerged Company”), and Unext Learning Private Limited (“Resulting Company”), and their respective shareholders and creditors. The Scheme provides inter-alia for the demerger of the Demerged Undertaking (as defined below) of the Demerged Company to the Resulting Company (“Demerger”).”*

- 7.** It is represented that the rationale for Scheme of Arrangement of the Demerged and Resulting Company are, *inter-alia*, as follows:

- “(i) Attract different set of investors, strategic partners to scale up the size, operations and specialization of the Demerged Undertaking (defined herein after). Therefore, the Demerged Undertaking (defined herein after) of Manipal Global Education Services Private Limited is proposed to be transferred by way of demerger into Unext Learning Private Limited.*
- (ii) Result in improving the financial position of both the companies and create industry leading revenue growth and generating sustainable profits in future. Further, demerger will provide for diverse, strategic options and flexibilities arising from proposed demerger.*
- (iii) Enable the companies to cross-sell and up-sell opportunities as part of single legal entity and achieve higher client penetration, enhance the active client base, create a wider customer base and thereby significantly reduce the risk associated with super specialization and standalone businesses.*

- (iv) *Operational Integration and better facility utilization: Pursuant to demerger in accordance with this Scheme will provide an opportunity for reduction of operations costs are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement, combined sourcing and usage of common resource pool like human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses.*
- (v) *Various other synergies consequential and/or integrally connected therewith.”*

8. The Board of Directors of the Demerged Company and Resulting Company at their respective Board meeting held on 15.12.2022, approved the Scheme, subject to sanctioning of the same by this Tribunal. The appointed date fixed under the Scheme is 01.04.2022. The aforesaid Board Resolution of the Demerged Company and Resulting Company are at Annexures-2 & 13 of the Application.
9. The instant application has been filed with prayer for convening the meetings of Equity Shareholders, Secured Creditors, Unsecured Creditors of the Applicant Companies and the meeting of Compulsory Preference Shareholders of the Applicant No.2; and for dispensation of the meeting of the Optionally Convertible Debentures of the Resulting of the Applicant No.2, and the same read as under:-
- a) *To pass necessary direction/order as it deemed fit for the purpose of convening the meetings of the **Equity Shareholders of the Demerged Company and Resulting Company** to be held physically or through video conferencing (VC) or other Audio Visual Means (OAVM) on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman and Scrutinizer be appointed for that meeting and pass necessary directions with regard to issue of notice through post, courier or e-mail Ids for convening, and conducting of the meetings and that a Chairman and Scrutinizer be appointed for the meeting and pass necessary directions with regard to issue of notice, convening, and conducting of the meeting.*
- b) *To pass necessary direction/order as it deemed fit for the purpose of convening the meetings of the **Compulsory Convertible Preference Shareholders of the Resulting Company** to be held physically or through video conferencing (VC) or other Audio Visual Means (OAVM) on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman and Scrutinizer be appointed for that meeting and pass*

- necessary directions with regard to issue of notice through post, courier or e-mail Ids for convening, and conducting of the meetings and that a Chairman and Scrutinizer be appointed for the meeting and pass necessary directions with regard to issue of notice, convening, and conducting of the meeting.
- c) To pass necessary direction/order as it deemed fit for the purpose of convening the meetings of the **Secured Creditors of the Demerged Company and Resulting Company** to be held physically or through video conferencing (VC) or other Audio Visual Means (OAVM) on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman and Scrutinizer be appointed for that meeting and pass necessary directions with regard to issue of notice through post, courier or e-mail Ids for convening, and conducting of the meetings and that a Chairman and Scrutinizer be appointed for the meeting and pass necessary directions with regard to issue of notice, convening, and conducting of the meeting.
- d) **Dispense with the convening of the meeting of the Optionally Convertible Debentures of the Resulting Company** or alternatively convening the meeting of the Optionally Convertible Debentures of the Resulting Company, to be held physically or through video conferencing (VC) or other Audio Visual Means (OAVM) on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman and Scrutinizer be appointed for that meeting and pass necessary directions with regard to issue of notice through post, courier or e-mail Ids for convening, and conducting of the meetings and that a Chairman and Scrutinizer be appointed for the meeting and pass necessary directions with regard to issue of notice, convening, and conducting of the meeting.
- e) To pass necessary direction/order as it deemed fit for the purpose of convening the meetings of the **Unsecured Creditors of the Demerged Company and separate Unsecured Loan Creditor and Unsecured Trade Creditor of the Resulting Company** to whom INR 5,00,000 or more payable, to be held physically or through video conferencing (VC) or other Audio Visual Means (OAVM) on such date and time as this Hon'ble Tribunal may deem fit and that a Chairman and Scrutinizer be appointed for that meeting and pass necessary directions with regard to issue of notice through post, courier or e-mail Ids for convening, and conducting of the meetings and that a Chairman and Scrutinizer be appointed for the meeting and pass necessary directions with regard to issue of notice, convening, and conducting of the meeting.
- f) To pass direction for paper publication of notice in one English newspaper i.e., the Financial Express Bangalore Edition (English daily) and one vernacular newspaper i.e., Samyukta Karnataka Bangalore Edition (Kannada daily).
- g) Pass such further orders as Hon'ble National Company Law Tribunal Bengaluru Bench shall deem fit.”

However, the learned PCS for the Applicant Companies has filed consent affidavits vide Diary No. 542 dated 27.01.2023, thereby requesting for dispensation of meetings of the Equity Shareholders of the Applicant Companies, Compulsorily Convertible Preference Shareholders of the Resulting Company, Optionally Convertible Debenture Holder of the

Resulting Company and Unsecured Loan Creditors of the Resulting Company.

- 10.** The learned Counsel for the Demerged Company have submitted that as per the Certificate dated 22.12.2022 (Annexure-6) of M/s. Adityakumar & Associates, Chartered Accountants, there are 10 (Ten) Equity Shareholders in the Demerged Company as on 30.11.2022. The details are given below:-

<b>Sl. No.</b>	<b>Name of Shareholder</b>	<b>Nos of Shares</b>	<b>Amount (Rs.)</b>
1.	Manipal Academic Services International, Mauritius	8,23,18,135	41,15,90,675
2.	Manipal Research and Management Services International, Mauritius	33,31,779	1,66,58,895
3.	MEMG International Ltd, Mauritius	30,000	1,50,000
4.	Manipal Education and Medical Group India Private Limited	7,78,868	38,94,340
5.	MEMG Family Office LLP	2,45,541	12,27,705
6.	Manipal Healthcare Private Limited	1,37,932	6,89,660
7.	Manipal Global Employees and Associates Welfare Trust	1,00,000	5,00,000
8.	Hasham Traders-represented by its partner Apex Trust	27,34,047	1,36,70,235
9.	Zash Traders – represented by its partner Apex Trust	39,61,748	1,98,08,740
10.	Prazim Traders – represented by its partner Apex Trust	39,61,749	1,98,08,745
	<b>Total</b>	<b>9,75,99,799</b>	<b>48,79,98,995</b>

All the Equity Shareholders of the Demerged Company have given their consents by way of affidavits to the Scheme. The Consent affidavits are enclosed along with the memo filed vide Diary No. 542 dated 27.01.2023.

- 11.** The learned Counsel for the Demerged Company have submitted that as per the Certificate dated 22.12.2022 of M/s. Adityakumar & Associates, Chartered Accountants, there are 02 (Two) Secured Loan Creditors in the Demerged Company as on 30.11.2022 and there are 211 (Two Hundred and Eleven) Unsecured Trade Creditors in the Demerged Company as on 30.11.2022. List of Secured Loan Creditors and Unsecured Trade Creditors are attached as Annexure-7 & 8 to the Application.
- 12.** The learned Counsel for the Resulting Company have submitted that as per the Certificate dated 22.12.2022 (Annexure-17) of M/s. Adityakumar & Associates, Chartered Accountants, there are 03 (Three) Equity

Shareholders in the Resulting Company as on 30.11.2022. The details are given below:-

<b>Sl. No.</b>	<b>Name of Shareholder</b>	<b>Nos of Shares</b>	<b>Amount (Rs.)</b>
1.	M/s. MEMG Family Office LLP	3,67,82,816	36,78,28,160
2.	M/s. Manipal Education and Medical Group India Private Limited	42,03,861	4,20,38,610
3.	Manipal Academic Services International, Mauritius	12,66,410	1,26,64,100
	Total	4,22,53,087	42,25,30,870

All the Equity Shareholders of the Resulting Company have given their consents by way of affidavits to the Scheme. The Consent affidavits are enclosed along with the memo filed vide Diary No. 542 dated 27.01.2023.

- 13.** The learned Counsel for the Resulting Company have submitted that as per the Certificate dated 22.12.2022 (Annexure-17) of M/s. Adityakumar & Associates, Chartered Accountants, there are 08 (Eight) Compulsorily Convertible Preference Shareholders in the Resulting Company as on 30.11.2022. The details are given below:-

<b>Sl. No.</b>	<b>Name of Shareholder</b>	<b>Nos of Shares</b>	<b>Amount (Rs.)</b>
1.	M/s. Global Calcium Private Limited	1,25,786	12,57,860
2.	Mr. Karan Singh	78,616	7,86,160
3.	Mr. Bhupinder Singh	62,893	6,28,930
4.	Mr. Ashish Ravi Puravankara	31,446	3,14,460
5.	Mr. Mukund Narasimhan	62,893	6,28,930
6.	Mr. Shuva Mandal & Other Partners (Representing Anagram Partners)	9,433	94,330
7.	M/s. Fastspeed Vanijya LLP	94,339	9,43,390
8.	Mr. Manohar Balu Narasimhan	15,723	1,57,230
	Total	4,81,129	48,11,290

All the Compulsorily Convertible Preference Shareholders of the Resulting Company have given their consents by way of affidavits to the Scheme. The Consent affidavits are enclosed along with the memo filed vide Diary No. 542 dated 27.01.2023.

- 14.** The learned Counsel for the Resulting Company have submitted that as per the Certificate dated 22.12.2022 (Annexure-19) of M/s. Adityakumar & Associates, Chartered Accountants, there is One Optionally Convertible Debenture Holder in the Resulting Company as on 30.11.2022 viz., M/s. Manipal Global Education Services Private Limited holding 9, 85,00,000

Optionally Convertible Debentures of Rs.10/- each amounting to Rs.98,50,00,000/-. The Optionally Convertible Debentures holder has filed its consent by way of affidavit to the Scheme and the same is attached at Page No. 472 of the Application.

- 15.** The learned Counsel for the Resulting Company have submitted that as per the Certificate dated 22.12.2022 of M/s. Adityakumar & Associates, Chartered Accountants, there are 02 (Two) Secured Loan Creditors in the Resulting Company as on 30.11.2022 and there are 152 (One Hundred and Fifty Two) Unsecured Trade Creditors in the Resulting Company as on 30.11.2022. List of Secured Loan Creditors and Unsecured Trade Creditors are attached as Annexure-18 & 20 (Colly) to the Application.
- 16.** The learned Counsel for the Resulting Company have submitted that as per the Certificate dated 22.12.2022 of M/s. Adityakumar & Associates, Chartered Accountants, there are 03 (Three) Unsecured Loan Creditors in the Resulting Company as on 30.11.2022. The Unsecured Loan Creditors constituting 100% in value have given their consents for no objection for the proposed Scheme by way of affidavit. List of Unsecured Loan Creditors are attached as Annexure-20 (Colly) of the Application and the consent affidavits are enclosed along with the memo filed vide Diary No. 542 dated 27.01.2023.
- 17.** The learned Counsel for the Applicant Companies also submitted that the Affidavits dated 30.12.2022 have been filed stating that the Applicant Companies are not regulated by any sectorial regulators and under Section 232 of the Companies Act, 2013, the Regulatory Authorities which are applicable to the Applicant Companies are the Regional Director, South East Region, the Registrar of Companies (Bangalore), Income Tax Department and Reserve Bank of India and further stated that the Applicant Companies are not required to issue notice to CCI; that the Scheme of Arrangement does not envisage for Reduction of Share Capital of the Applicant Companies; and that no pending investigations or proceedings of any manner whatsoever before nay authority in accordance with laws prevailing in India and the Applicant Companies are not subjected to any kind of legal prosecutions or proceedings thereof.



- 18.** The learned Counsel for the Applicant Companies have filed Certificate dated 29.12.2022 (Annexures-9 & 21) of M/s. B S R & Co. LLP, Chartered Accountants stating that the proposed accounting treatment in paragraph 12 of the Part B of the Proposed Scheme and reproduced in Annexure I to this certificate, stamped by us for the purpose of identification only, is in conformity with Ind As 103 'Business Combinations' i.e. the Applicable Accounting Standards prescribed under Section 133 of the Act and Other Generally Accepted Accounting Principles in India.
- 19.** The learned Counsel for the Applicant Companies submitted that the Applicant Companies have filed their Audited Financial Statements for the year ending 31.03.2022 and also filed Unaudited Financial Statements for the period 01.04.2022 to 30.09.2022 as Annexure-5 (Colly) and Annexure16 (Colly) to the Application.
- 20.** Clause 6.1 of the Scheme stated that on the Scheme becoming effective, all staff, workmen and employees of the Demerged Undertaking of MaGE in service on the Effective Date shall be deemed to have become staff, workmen and employees of Unext with effect from later of the Appointed Date or the actual date of joining without any break or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with Unext (i.e. Cost of Company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with Demerged Undertaking of MaGE on the Effective date and in compliance with Applicable Law.
- 21.** We have heard the learned Counsel for the Applicant Companies and have perused the records and the supporting documents/papers filed along with the "Scheme" contemplated between the Applicant Companies with the assistance of learned Counsel for the Applicant Companies.
- 22.** In view of the above, following directions are issued with respect to dispensation or calling and convening various meetings, as well as issuance of notices including by way of publication in newspaper:

  - a) Since the Equity Shareholders of both the Applicant Companies, constituting 100% in value have given consent to the Scheme, the

meeting of the Equity Shareholders of the Applicant Companies is dispensed with;

- b) Since Eight Compulsorily Convertible Preference Shareholders of the Resulting Company, constituting 100% in value have given consent to the Scheme, the meeting of the Compulsorily Convertible Preference Shareholders of the Resulting Company is dispensed with;
- c) Since One Optionally Convertible Debenture Holder of the Resulting Company haven given consent to the Scheme, the meeting of the Optionally Convertible Debenture Holder of the Resulting Company is dispensed with;
- d) Since three Unsecured Loan Creditors of the Resulting Company, constituting 100% in value have given consent to the Scheme, the meeting of the Unsecured Loan Creditors of the Resulting Company is dispensed with;
- e) Meeting of the Secured Loan Creditors of the Demerged Company is to be convened on **22.05.2023**, At **10:30 AM** through Video Conferencing or Other Audio Visual Means (OAVM) as per the guidelines issued by MCA or physical meeting at the registered office of the Demerged Company, subject to the notice of the meeting being issued through post or electronic mode. The quorum of the meeting of the Secured Loan Creditors, shall be 40% in total value either personally present or through proxy.
- f) In case the required quorum as noted above for the meetings of the Secured Loan Creditors of the Demerged Company is not present at the commencement of the meetings, the respective meetings shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. For the purpose of completing the quorum, the valid proxies and Authorized Representatives shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed through email or otherwise at the respective registered office of the Demerged Company. The Chairperson along with Scrutinizer shall ensure that the proxy register is properly maintained. The Scrutinizer is also duty bound to record all proceedings of the meeting conducted through Video Conference.

- g) Meeting of the Secured Loan Creditors of the Resulting Company is to be convened on **22.05.2023**, At **11:00 AM** through Video Conferencing or Other Audio Visual Means (OAVM) as per the guidelines issued by MCA or physical meeting at the registered office of the Resulting Company, subject to the notice of the meeting being issued through post or electronic mode. The quorum of the meeting of the Secured Loan Creditors, shall be 40% in total value either personally present or through proxy.
- h) In case the required quorum as noted above for the meetings of the Secured Loan Creditors of the Resulting Company is not present at the commencement of the meetings, the respective meetings shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. For the purpose of completing the quorum, the valid proxies and Authorized Representatives shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed through email or otherwise at the respective registered office of the Resulting Company. The Chairperson along with Scrutinizer shall ensure that the proxy register is properly maintained. The Scrutinizer is also duty bound to record all proceedings of the meeting conducted through Video Conference.
- i) Meeting of the Unsecured Trade Creditors each amounting to more than Rs.5,00,000/- of debt of the Demerged Company is to be convened on **22.05.2023**, At **11:30 AM** through Video Conferencing or Other Audio Visual Means (OAVM) as per the guidelines issued by MCA or physical meeting at the registered office of the Demerged Company, subject to the notice of the meeting being issued through post or electronic mode. The quorum of the meeting of the Unsecured Trade Creditors, shall be 40% in total value either personally present or through proxy.
- j) In case the required quorum as noted above for the meetings of the Unsecured Trade Creditors of the Demerged Company is not present at the commencement of the meetings, the respective meetings shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. For the purpose of completing the quorum, the valid proxies and Authorized

Representatives shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed through email or otherwise at the respective registered office of the Demerged Company. The Chairperson along with Scrutinizer shall ensure that the proxy register is properly maintained. The Scrutinizer is also duty bound to record all proceedings of the meeting conducted through Video Conference.

- k) Meeting of the Unsecured Trade Creditors each amounting to more than Rs.5,00,000/- of debt of the Resulting Company is to be convened on **22.05.2023**, At **12:30 PM** through Video Conferencing or Other Audio Visual Means (OAVM) as per the guidelines issued by MCA or physical meeting at the registered office of the Resulting Company, subject to the notice of the meeting being issued through post or electronic mode. The quorum of the meeting of the Secured Loan Creditors, shall be 40% in total value either personally present or through proxy.
- l) In case the required quorum as noted above for the meetings of the Unsecured Trade Creditors of the Resulting Company is not present at the commencement of the meetings, the respective meetings shall be adjourned by 30 minutes, and thereafter, the persons present and voting shall be deemed to constitute the quorum. For the purpose of completing the quorum, the valid proxies and Authorized Representatives shall also be considered, if the proxy in the prescribed form, duly signed by the person entitled to attend and vote at the meeting, is filed through email or otherwise at the respective registered office of the Resulting Company. The Chairperson along with Scrutinizer shall ensure that the proxy register is properly maintained. The Scrutinizer is also duty bound to record all proceedings of the meeting conducted through Video Conference.
- m) **Shri Ajai P Johnson** having address at Unit 306, 3<sup>rd</sup> Floor, Prestige Meridian II, MG Road, Bengaluru - 560001, email ID: [ajaijohnson09@gmail.com](mailto:ajaijohnson09@gmail.com) Mobile No. 8553264696 is appointed as the Chairperson for all the aforesaid meetings of the Applicant Companies under this order. He shall be paid fee of Rs.1,00,000/- (Rupees One Lakh) for his services as the Chairperson. **Shri Venkata Subbarao Kalva** having address at #41/1, 8<sup>th</sup> Main, 11<sup>th</sup> Cross, Jayanagar 2<sup>nd</sup>

Bl0ock, Bangalore – 560011, email ID [subbaraocs@gmail.com](mailto:subbaraocs@gmail.com) is appointed as the Scrutinizer for all the aforesaid meetings of the Applicant Companies under this order. He shall be paid fee of Rs.60,000/- (Rupees Sixty Thousand only) for his services as the Scrutinizer.

- n) It is further directed that individual notices of the said meeting shall be sent by the Applicant companies to the respective Secured Loan Creditors and Unsecured Trade Creditors through registered post or speed post or through courier or through electronic mode, 30 days in advance before the scheduled date of meeting, indicating the day, date, time and link to the meeting if meeting is conducted through Video Conference as aforesaid, together with a copy of the Scheme, copy of explanatory statement required to be sent under the Companies Act, 2013 and the applicable Rules, along with the proxy forms and any other documents as may be prescribed under the Act shall also be duly sent with the notice.
- o) It is further directed that along with the notice Applicant Companies shall also send statement explaining the effect of the Scheme on the shareholders and Creditors, key managerial personnel, promoters and non-promoter members etc., along with effect of the arrangement for amalgamation on any material interests of the Directors of the Company as provided under sub-section 3 of the Section 230 of the Act.
- p) That the Applicant Companies shall publish with a gap of at least 30 clear days before the aforesaid meetings, indicating the day, date, time and link of the meeting to be conducted through video Conference as aforesaid, to be published in “Financial Express” (English) and “Samyuktha Karnataka” (Kannada), both in Karnataka Edition. It is to be stated in the advertisement that the copies of “Scheme”, the Explanatory Statement required to be published pursuant to Section 230 to 232 of the Act and the form of proxy shall be provided free of charge at the registered office of the Applicant Companies. The Applicant Companies shall also publish the notice on its respective website, if any.
- q) The Authorized Representative of the Applicant Companies shall furnish affidavit of service of notice of meetings and publication of

advertisement and compliance of all directions contained herein at least ten (10) days before the date of proposed meetings.

- r) Voting shall be allowed on the “Scheme” in person or by proxy or through electronic means as may be applicable to the Applicant Companies under the Act or there under.
- s) The Chairperson shall be responsible to report the result of the meeting to the Tribunal in Form No. CAA 4, as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within 07 (seven) days of the conclusion of the meetings. He would be fully assisted by the Authorized Representative/Company Secretary of the Applicant Companies and the Scrutinizer, who will assist the Chairperson and Alternate Chairperson in preparing and finalizing the reports.
- t) The Applicant Companies shall individually and in compliance of sub-section (5) of section 230 and Rule 8 of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 send notices in Form No. CAA 3 along with a copy of the Scheme, the Explanatory Statement and the disclosures mentioned in Rule 6 of the “Rules” to (i) the Central Government through the office of the Regional Director (South East Region); (ii) Concerned Registrar of Companies; (iii) Official Liquidator (iv) Jurisdictional Assessing Officer, Income Tax Department, Bangalore by mentioning their respective PAN Number; (v) Competition Commission of India (CCI) and other Sectoral Regulators/ Authorities, if any, stating that representations, if any, to be made by them shall be sent to the Tribunal within a period of 30 days from the date of receipt of such notice and copy of such representation shall simultaneously be sent to the concerned companies, failing which, it shall be presumed that they have no objection to the proposed Scheme.
- u) The Applicant Companies shall furnish copy of the Scheme free of charge within one day of any requisition for the “Scheme” made by any shareholder entitled to attend the aforesaid meetings.
- v) It shall be the responsibility of the Applicant Companies to ensure that the notices are sent under the signature and supervision of the authorized representative of the Company on the basis of Board Resolutions.

w) All the aforesaid directions are to be compiled with strictly in accordance with the applicable law including forms and formats contained in the “Rules” as well as the provisions of the Companies Act, 2013, by the Transferee Company.

- 23.** With the aforesaid directions, this First Motion Application bearing **C.A (CAA) No.03/BB/2023** stands allowed giving liberty to the Applicant Companies to file Second Motion petition with the direction that the Applicant Companies shall make specific prayer for sending notice to the (a) Central Government through the office of the Regional Director (South East Region), (b) The Registrar of Companies (Bangalore), (c) Principal Chief Commissioner of Income Tax, Karnataka and Goa by disclosing the PAN Numbers of the Applicant Companies, (d) Jurisdictional Income Tax Authorities, (e) Reserve Bank of India and (f) other relevant statutory authorities/sectoral regulators as applicable in the title of the Second Motion petition.
- 24.** A copy of this order be supplied to the learned PCS for the Applicant Companies, who in turn shall supply copy of the same to the Chairperson and the Scrutinizer.

**Sd/-**

**(MANOJ KUMAR DUBEY)  
MEMBER (TECHNICAL)**

**Sd/-**

**(T.KRISHNAVALLI)  
MEMBER (JUDICIAL)**

BR