

NS OXYMORON ADVISORS PRIVATE LIMITED

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

**COMPANY PETITION NO. 94 OF 2022
IN
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 (Transferor Company) with NS Oxymoron Advisors Private Limited (Transferee Company) and their respective shareholders and creditors

To,

**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.

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>

NS OXYMORON ADVISORS PRIVATE LIMITED

BSE Limited

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

National Stock Exchange of India Limited

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

The Goods and Services Tax Authorities

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

NOTICE OF FINAL HEARING OF THE COMPANY SCHEME PETITION

Notice is hereby given that a Petition under Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 for the sanction of Scheme of Merger by Absorption of Netscribes (India) Private Limited (**Transferor Company**) with NS Oxymoron Advisors Private Limited (**Transferee Company**) and their respective shareholders and creditors (**Scheme**) was presented by the Petitioner Companies on 09 September 2022. By the Order dated 09 September 2022 of the National Company Law Tribunal, Mumbai Bench (**Hon'ble Tribunal**), the Petition was admitted and final hearing of the said Petition before the Hon'ble Tribunal is fixed on 17 October 2022. A copy of said Order of the Hon'ble Tribunal admitting the Petition is attached herewith as Annexure 'A'.

You are hereby informed that the representations, if any, in connection with the proposed Scheme may be made to the Hon'ble Tribunal on receipt of this notice, not later than 2 days before the date fixed for hearing of Petition, where if you seek to oppose the Petition, the grounds of opposing in writing or a copy of the affidavit should be furnished with such notice. Copy of the representation may simultaneously be served upon the concerned Petitioner Companies.

For NS Oxymoron Advisors Private Limited,



Name: Yuvraj Gharat

Designation: Director

Date: 12th September, 2022

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

CIN: U74110MH2008PTC182827

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

C.P. (CAA)/94/MB/2022
IN
C.A. (CAA)/10/MB/2022

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Amalgamation;

OF

Netscribes (India) Private Limited
"Transferor Company";

AND

NS Oxymoron Advisors Private Limited
"Transferee Company";

AND

Their respective shareholders and creditors

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

Transferor Company /
First Petitioner Company

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

Transferee Company /
Second Petitioner Company

Order pronounced on: 09.09.2022

Coram:

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

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

IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, COURT - II

C.P. (CAA)/94/MB/2022

IN

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 JSA Advocates and Solicitors

ORDER

1. This Court convened through video conference.
2. Counsel for the Petitioner Companies states that in pursuance to the directions of the National Company Law Tribunal, Mumbai Bench in CA (CAA) No. 10/MB/2022 in its order dated 25.02.2022, the Chairman appointed by the Tribunal has caused the Petitioner Companies to publish advertisement convening the meeting of equity shareholders and creditors of the Petitioner Companies in two newspapers i.e. Navshakti in Marathi and Free Press Journal in English on 01.03.2022, both circulated in Mumbai. The Chairman of the meeting has filed the Affidavit of Service of the notices of the meetings of equity shareholders and creditors of the Petitioner Companies and the same is annexed at Page 411 to 439 of the Petition.
3. Counsel for the Petitioner Companies states that as per the directions of the Tribunal the meetings of the equity shareholders and creditors of the Petitioner Companies was duly convened at office No.504, 5th floor, Lodha Supremus, Lower Parel, Mumbai 400013 on 31.03.2022.

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4. Counsel for the Petitioner Companies states that the requisite coram as per Section 103 of the Companies Act, 2013 as directed by the Tribunal was present at the meeting of the equity shareholders of the Transferor Company. The scheme was unanimously approved by equity shareholders constituting 98.59% of the total number of Equity Shares of the Transferor Company. The report of the Chairman is annexed at page nos. 475 to 486.

5. Counsel for the Petitioner Companies states that the requisite coram as per Section 103 of the Companies Act, 2013 as directed by the Tribunal was present at the meeting of the equity shareholders of the Transferee Company. The scheme was unanimously approved by equity shareholders constituting 100.00% of the total number of Equity Shares of the Transferee Company. The report of the Chairman is annexed at page nos. 487 to 498.

6. Counsel for the Petitioner Companies states that as directed by the Tribunal the notice of the meeting was send to all the Unsecured Creditors of the Transferor Company. Out of the present unsecured creditors representing all the Unsecured Creditors voted in favour of the Scheme and has unanimously approved the Scheme. The report of the Chairman is annexed at page nos. 440 to 450.

IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, COURT - II

C.P. (CAA)/94/MB/2022

IN

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

7. Counsel for the Petitioner Companies states that as directed by the Tribunal the notice of the meeting was send to all the Secured Debentures Holders of the Transferee Company. All the Secured Debenture Holders with 100% voting has unanimously approved the Scheme. The report of the Chairman is annexed at page nos. 451 to 462.
8. Counsel for the Petitioner Companies states that as directed by the Tribunal the notice of the meeting was send to all the Unsecured Creditors of the Transferee Company. There were only 2 Unsecured Creditors. Both the unsecured creditors voted in favour of the Scheme and has unanimously approved the Scheme. The report of the Chairman is annexed at page nos. 463 to 474.
9. Counsel for the Petitioner Companies states that the Company Petition is filed in consonance with Section 230 to 232 of the Companies Act, 2013 and in terms of the order passed in Company Application (CAA) No. 10/MB/2022 by this Tribunal.
10. At least 10 days before the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of the Petition in two local newspapers i.e. Free Press Journal in English and translation thereof in Nav Shakti in Marathi, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

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11. The Petitioner Companies shall issue notices to (i) Income Tax authorities, (ii) GST authority, (iii) the Central Government through the office of Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai, (iv) Registrar of Companies, (v) BSE Ltd., (vi) Official Liquidator, High Court, Bombay informing the date fixed for hearing.
12. The Petitioner Companies shall host notices along with the copy of scheme on their respective websites, if any.
13. The Petitioner Companies shall file proof of compliance electronically 3 days before the final hearing date, proving service of notices to the regulatory authorities and publication of notices in newspaper as stated in the above paragraphs and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.
14. Petition admitted.
15. Petition fixed for hearing and final disposal on 17.10.2022.

Sd/-

**SHYAM BABU GAUTAM
MEMBER (TECHNICAL)**

Sd/-

**JUSTICE P.N. DESHMUKH
MEMBER (JUDICIAL)**