

October 24, 2024

To,

BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, PJ Towers, Dalal Street,
Mumbai - 400 001
Security Code - 539978

National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
NSE Symbol - QUESS

Dear Sir/Madam,

Sub.: Receipt of 1st motion order of National Company Law Tribunal, Bengaluru Bench ("NCLT") in relation to Composite Scheme of Arrangement (Scheme)

This is with reference to the captioned subject and our letter dated August 01, 2024, we are pleased to inform that NCLT vide its order dated October 22, 2024, (uploaded on the website of NCLT on October 23, 2024) disposed the first motion application and dispensed with the meeting of Equity Shareholders of Digitide Solutions Limited and Bluspring Enterprises Limited and Secured Creditors of Quess Corp Limited. Further, the NCLT directed meetings of the Equity Shareholders and Unsecured Creditors of the Companies to be held through video conferencing ("VC") / other audio-visual means ("OAVM") or physical meeting as under:

Date and time (IST) of meetings of Equity Shareholders and Unsecured Creditors of the Company:

Sl No	Company	Equity Shareholders	Unsecured Creditors
1.	Quess Corp Limited	December 09, 2024 at 10.30 A.M.	December 09, 2024 at 12 P.M.

The copy of the NCLT order is enclosed herewith for your reference and record. The details such as manner of (i) casting vote and (ii) attending the meeting through VC / OAVM will be set out in the Notice of the aforesaid meetings.

A copy of the Order as uploaded on the website of the NCLT on October 23, 2024 (evening) is enclosed. We are awaiting for the certified copy of the order.

We request you to take the above information on record and treat this as compliance under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Yours sincerely,

For Quess Corp Limited

Kundan K Lal
Company Secretary & Compliance Officer

**IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU**
(Through web-based video conferencing platform)



C.A. (CAA) No.36/BB/2024
Application U/s. 230 to 232 of the Companies Act, 2013
R/w the Companies (Compromises, Arrangements
and Amalgamations) Rules, 2016

IN THE MATTER OF SCHEME:

Quess Corp Limited

Regd. Office at: No.3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bangalore – 560 103.

- Applicant Company No.1/
Demerged Company

Digitide Solutions Limited

Regd. Office at: No3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bangalore – 560 103.

- Applicant Company No.2/
Resulting Company No.1

Bluspring Enterprises Limited

Regd. Office at: No3/3/2, Bellandur Gate,
Sarjapur Main Road,
Bangalore – 560 103.

- Applicant Company No.2/
Resulting Company No.2

Order delivered on: 22nd October, 2024

CORAM: 1. Hon'ble Shri K. Biswal, Member (Judicial)
2. Hon'ble Shri Manoj Kumar Dubey, Member (Technical)

PRESENT:

For the Applicant Companies : Shri Saji P. John

ORDER

Per: Manoj Kumar Dubey, Member (Technical)

1. The present First Motion Application bearing C.A. (CAA) No.36/BB/2024 has been filed on 12.08.2024 by **Quess Corp Limited** (Applicant Company No.1/Demerged Company No.1), **Digitide Solutions Limited** (Applicant Company No.2/Resulting Company No.1) and **Bluspring Enterprises**



Limited (Applicant Company No.3/Resulting Company No.3) under Sections 230 & 232 of the Companies Act, 2013 R/w Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, by *inter alia*, for convening of the Meeting of Equity Shareholders and Unsecured Creditors of Applicant Company No. 1, and dispensation of the meeting of the Equity Shareholders of Applicant Company No. 2 & 3, and Secured Creditors of Applicant Company No. 1. There are no Secured and Unsecured Creditors in Applicant Company No. 2 & 3. The Composite Scheme of Arrangement (Demerger) is placed at Annexure-H to the application.

2. The Applicant Company No.1 was incorporated on 19.09.2007 with the Registrar of Companies, Karnataka under the name and style “IRIS Human Capital Solutions Private Limited” with effect from 15.10.2007. Subsequently, it was converted to a public limited company with the name “IKYA Human Capital Solutions Limited” with effect from 02.07.2013. Thereafter, the name was changed to “Quess Corp Limited” with effect from 02.01.2015 with CIN: L74140KA2007PLC043909. The equity shares of the Company are listed with BSE and NSE. The Registered Office of the Company is at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru. As per the Memorandum of Association, the main objects of the Company, *inter alia*, are to carry on the business of human resource consultants, human resource recruitment and executive search service providers, contingency and temporary staff providers, human resource process outsources, pay roll management service providers, compliance management consulting services, finance, legal and outsourced accounting services, etc. The copy of Articles of Association and Memorandum of Association is attached and marked as Annexure - A to the Application.
3. The Authorized, issued, subscribed and paid-up share capital of the Applicant Company No.1 as on 31.03.2024 is as under:

Details	Amount (Rs.)
Authorised Share Capital	
39,38,50,000 (Thirty-Nine Crores Thirty-Eight Lakhs and Fifty Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only) each	3,93,85,00,000
TOTAL	3,93,85,00,000
Issued & Subscribed Share Capital	



14,85,09,384 (Fourteen Crores Eighty-Five Lakhs Nine Thousand Three Hundred and Eighty-Four) equity shares of Rs. 10/- (Indian Rupees Ten only) each	1,48,50,93,840
Paid Up Share Capital	
14,85,09,384 (Fourteen Crores Eighty-Five Lakhs Nine Thousand Three Hundred and Eighty-Four) equity shares of Rs. 10/- (Indian Rupees Ten only) each	1,48,50,93,840

4. The Applicant Company No.2 was incorporated on 10.02.2024, under the provisions of the Companies Act, 2013 with Registrar of Companies, Karnataka with the name “Digitide Solutions Limited” bearing CIN: U62099KA2024PLC184626. The Registered Office of the Company is at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru. As per the Memorandum of Association, the main objects of the Company, *inter alia*, to engage, directly or indirectly, and to appoint any agents, dealers, consultants or other persons/entities to engage on behalf of the Company, in the business of provision of business process outsourcing services through any mode, to establish, maintain and provide services via integrated call center including but not limited to customer/client relationship management services, etc. The copy of Articles of Association and Memorandum of Association is attached and marked as Annexure-C to the Application.
5. The Authorized, issued, subscribed and paid-up share capital of the Applicant Company No.2 as on 31.03.2024 is as under:

Details	Amount (Rs.)
Authorised Share Capital	
1,00,000 (One Lakh) equity shares of Rs. 10/- (Indian Rupees Ten only) each	10,00,000
TOTAL	10,00,000
Issued & Subscribed Share Capital	
10,000 (Ten Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only) each	1,00,000
Paid Up Share Capital	
10,000 (Ten Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only) each	1,00,000

There is no change in the equity share capital of the Applicant Company No. 2 as on date of filing of this Application before this Tribunal.

6. The Applicant Company No.3 was incorporated on 11.02.2024 under the provisions of the Companies Act, 2013 with the Registrar of Companies,



Karnataka, with the name “Bluspring Enterprises Limited” bearing CIN: U81100KA2024PLC184648. The Registered Office of the Company is at 3/3/2, Bellandur Gate, Sarjapur Main Road, Bengaluru. As per the Memorandum of Association, the main objects of the Company, *inter alia*, to carry on the business of all types of facility management services such as housekeeping, manpower supply, civil, carpentry, repair, electrical, plumbing, painting, landscaping and gardening, water supply, event management services, food preparation, food supply services, kitchen maintenance services, etc. The copy of Articles of Association and Memorandum of Association is attached and marked as Annexure-E to the Application.

7. The Authorized, Issued, Subscribed and Paid-up Share Capital of the Applicant Company No. 3 as on March 31, 2024 is as under:

Details	Amount (Rs.)
Authorised Share Capital	
1,00,000 (One Lakh) equity shares of Rs. 10/- (Indian Rupees Ten only) each	10,00,000
TOTAL	10,00,000
Issued & Subscribed Share Capital	
10,000 (Ten Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only) each	1,00,000
Paid Up Share Capital	
10,000 (Ten Thousand) equity shares of Rs. 10/- (Indian Rupees Ten only) each	1,00,000

There is no change in the equity share capital of the Applicant Company No.3 as on the date of filing of this application before this Tribunal.

8. The Board of Directors of the Applicant Companies have approved the Scheme at their respective meetings held on 16.02.2024 and 25.02.2024 respectively. Certified true copy of resolution passed in the Board meetings of the Applicant Companies are annexed to the Application as Annexures- G Series to the Application. The Appointed Date fixed under the Scheme is **1st April, 2024**.
9. This is a Composite Scheme of arrangement amongst Quess Corp Limited (“Demerged Company”), Digitide Solutions Limited (“Resulting Company 1”), Bluspring Enterprises Limited (“Resulting Company 2, and together with Resulting Company 1, the “Resulting Companies”) and their respective

shareholders and creditors is presented under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”).

The Scheme provides *inter alia* for:

- i. the demerger of Demerged Undertaking 1 to Resulting Company;
 - ii. the consequent issuance of the New Equity Shares 1 by Resulting Company 1 to the equity shareholders of the Demerged Company;’
 - iii. the demerger of Demerged Undertaking 2 to Resulting Company 2;
 - iv. the consequent issuance of the New Equity Shares 2 by Resulting Company 2 to the equity shareholders of the Demerged Company; and
 - v. matters consequential connected with;
- pursuant to Sections 230-232 of the Act and other applicable provisions thereof read with Section 2 (19AA) of the IT Act and the SEBI Scheme, is placed at Annexure – H to the Application

10. It is submitted that the rationale for Scheme of Amalgamation of the Applicant Companies, *inter alia*, as follows:

“(B) Rationale for the Scheme

5. *The Demerged Company’s business portfolio is spread across various business services platforms including Work Force Management, Global Technology Solutions, Operating Assets Management and Product-Led Business. These businesses are carried out directly by the Demerged Company as well as through its subsidiaries or associate companies.*
6. *The nature of technology, operations, customer landscape, risk, competition and operations involved in each of these businesses is distinct, and consequently, each business is capable of addressing independent business opportunities, deploying different technologies, and attracting different sets of talent, customers, investors, strategic partners, lenders and stakeholders.*
7. *In order to strengthen the value proposition for customers, unlock significant long-term valuation and upside value creation for the shareholders (through focused management, clearer choices of capital allocation, etc.) and to provide investors, strategic partners, lenders and stakeholders the flexibility to participate in some or all of these distinct businesses, the Demerged Company proposes to re-organise and segregate its business portfolio in the manner contemplated under this Scheme, as detailed below:*
 - (i) *the transfer of the Demerged Undertaking 1 (i.e., the undertaking engaged in Transferred Business 1) to Resulting Company 1; and*
 - (ii) *the transfer of the Demerged Undertaking 2 (i.e., the undertaking engaged in Transferred Business 2) to Resulting Company 2.*



8. *The Scheme will ensure long-term value creation and is in the best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders.*
9. *The proposed restructuring pursuant to this Composite Scheme, is expected, inter alia, to result in the following benefits:*
- (i) simplification of organisational and operating structure to enable sharper management focus on individual platforms and business requirements, thereby allowing management of each of the business undertakings to pursue independent growth strategies. The proposed restructuring will result in separation of the current diversified businesses under the Demerged Company to each of the Resulting Companies focusing on similar type of businesses and independent management of each of the businesses will be able to ensure the required depth and focus on each of the businesses and the adoption of strategies necessary for the growth of respective businesses;*
 - (ii) facilitating the pursuit of scale and independent growth plans (organically and inorganically) of all segments with more focused management, flexibility and liquidity for the shareholders, following the listing of equity shares of the Resulting Companies, pursuant to the Scheme;*
 - (iii) insulating and de-risking the businesses from one another;*
 - (iv) unlocking value for the over-all business portfolio through better price discovery of individual platforms. Consequently, the proposed restructuring is expected to open-up windows to unlock value through potential divestments and acquisitions to achieve the scale of business in respective subsidiaries as well”.*
11. As per the Certificate dated 01.08.2024 issued by C.A Lokesh Kumar, Chartered Accountants, there are 88,925 (Eighty-Eight Thousand Nine Hundred and Twenty-Five) Equity shareholders in the Applicant Company No.1. The Chartered Accountant has issued a certificate dated 01.08.2024 giving list of Top 100 (Hundred) Shareholders as on 31.03.2024 which is annexed and collectively marked as Annexure – M to the Application.
12. It is submitted that as per the certificate dated 01.08.2024 of CA. Lokesh Kumar, Chartered Accountants, there are **2 (Two)** Secured Creditor in the **Applicant Company No. 1** as on 31.03.2024. Both Secured Creditors have given their consents to the Scheme by way of Affidavits. The consent Affidavits are annexed and marked as Annexure – Q Series to the Application.



13. The Ld. Counsel for the Applicant Companies has submitted that as per the Certificate dated 01.08.2024 issued by CA. Lokesh Kumar, Chartered Accountants, there are **2,135 (Two Thousand One Hundred and Thirty-Five)** Unsecured Creditors in the **Applicant Company No. 1** as on 31.03.2024. The certificate is annexed and collectively marked as Annexure – T to the Application.
14. As per the Certificate dated 01.08.2024 issued by CA. Lokesh Kumar, Chartered Accountants, there are **07 (Seven)** Equity Shareholders in the **Applicant Company No.2** as on 31.03.2024. The details are given below:

Sl. No.	Name of the Equity shareholders	Number of equity shares held	% of shareholding
1	Quess Corp Limited	9,994	99.94
2	Mr. Ajit Abraham Isaac (Nominee of Quess Corp Limited)	1	0.01
3	Mr. Srinivasan Guruprasad (Nominee of Quess Corp Limited)	1	0.01
4	Ms. Ruchi Ahluwalia (Nominee of Quess Corp Limited)	1	0.01
5	Mr. Kundan Kumar Lal Nominee of Quess Corp Limited)	1	0.01
6	Mr. Prapul Sridhar (Nominee of Quess Corp Limited)	1	0.01
7	Ms. Pratibha J	1	0.01
	Total	10,000	100

All Equity Shareholders of the Applicant Company No.2 holding an aggregate of 100% equity shares of the Company have given their consent by way of affidavits to the Scheme. The consent Affidavits are at Annexure –N Series to the Application.

15. It is submitted that as per the Certificate 01.08.2024 of CA. Lokesh Kumar, Chartered Accountants, there are **NIL** Secured Creditors and Unsecured Creditors in the **Applicant Company No. 2** as on 31.03.2024. The certificates are annexed and marked as Annexure – R & U to the Application.



16. As per the Certificate dated 01.08.2024, issued by CA. Lokesh Kumar, Chartered Accountants, there are **07 (Seven)** Equity Shareholders in the **Applicant Company No.3**. The details are given below: -

Sl. No.	Name of Equity shareholders	Number of equity shares held	% of shareholding
1	Quess Corp Limited	9,994	99.94
2	Mr. Ajit Abraham Isaac (Nominee of Quess Corp Limited)	1	0.01
3	Mr. Srinivasan Guruprasad(Nominee of Quess Corp Limited)	1	0.01
4	Ms. Ruchi Ahluwalia (Nominee of Quess Corp Limited)	1	0.01
5	Mr. Kundan Kumar Lal Nominee of Quess Corp Limited)	1	0.01
6	Mr. Prapul Sridhar (Nominee of Quess Corp Limited)	1	0.01
7	Ms. Pratibha J (Nominee of Quess Corp Limited)	1	0.01
	Total	10,000	100

All Equity Shareholders of the Applicant Company No.3 holding an aggregate of 100% equity shares of the Company have given their consent by way of affidavits to the Scheme. The consent Affidavits are at Annexure –P Series to the Application.

17. It is submitted that as per the Certificate 01.08.2024 of CA. Lokesh Kumar, Chartered Accountants, there are **NIL** Secured Creditors and Unsecured Creditors in the **Applicant Company No. 3** as on 31.03.2024. The certificates are annexed and marked as Annexure – S & W to the Application.
18. The Authorized Signatories of the Applicant Companies have filed an Affidavit dated 08.08.2024, stating that there are no investigations or other proceedings pending against the Applicant Companies or its Directors under the Companies Act, 2013 and the Companies Act, 1956 or under any other statutes. The copies of the same are placed at Annexure - J to the Application.



19. Ld. Counsel for the Applicant Companies submitted that as per the Affidavits dated August 08, 2024 of the Authorised Signatories of the Applicant Company No.1 it is regulated by Securities and Exchange Board of India (SEBI) as the Shares of Applicant Company No. 1 are listed with BSE and NSE. Accordingly, Applicant Company No. 1 filed an intimation as required under Regulation 30 read with Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on March 01, 2024 with the NSE/BSE. The BSE and NSE have issued No-Objection Letters on 31.07.2024 and 01.08.2024, respectively. Copy of the No-Objections are annexed and marked as Annexure - Z Series to the Application. Apart from the said Sectorial Regulator the Applicant company No. 1 is not regulated by any other Sectorial Regulators, and the Applicant Companies No. 2 & 3 have been filed stating that the Companies are not regulated by any Sectorial Regulators.
20. The Authorized Signatories of the Applicant Companies have been filed an Affidavits dated 08.08.2024, stating that the Scheme does not envisage for Corporate Debt Restructuring or Capital Reduction and the Scheme does not provide for any kind of any arrangement with the Creditors of the Companies under the Scheme and thereby CDR is not applicable to the Scheme.
21. As per the Statutory Auditors of the Applicant Companies vide Certificates dated 16.02.2024 & 25.02.2024, it has *inter-alia* been certified that the accounting treatment mentioned in Clauses 28.1.1, 28.1.2 and 28.1.3 of Part IV of the Draft Scheme relating to the demerger of Demerged Undertaking 1 and Demerged Undertaking 2 and the consequent adjustment/utilisation of securities premium account, on approval by National Company Law Tribunal ("NCLT"), is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued there under. Further, the accounting treatment mentioned in Clause 28.2 of the Scheme of Resulting Company No.1, is in compliance in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013, read with the rules made thereunder, and Other Generally accepted Accounting Principles in India as applicable. Copies of the said Certificates are attached as Annexure - Y to the Application.



22. The Applicant Company No.1 has filed Consolidated and Standalone Audited Financial Statements as on 31.03.2024 and copy of the same is annexed and marked as Annexure-B to the application. The Applicant Company No.2 & 3 are incorporated on 10.02.2024 and 11.02.2024, respectively. The copies of Unaudited Financial Statements of Applicant Companies No.2 & 3 as on 31.03.2024 are annexed and marked as Annexures – D & F to the Application respectively.

23. It is stated that as per Clause 11.1 Scheme stated that all the employees of Demerged Company who are engaged in or working in the Demerged undertaking 1 shall become the employees of Resulting Company No.1 and similarly, Clause 22.1 of the Scheme stated that the employees of the Demerged undertaking 2 shall become the employees of Resulting Company No.2.

24. It is submitted that, as provided in Clause 14 of the Scheme and upon the effectiveness of the Scheme and in consideration of the transfer and vesting of Demerged Undertaking 1 into Resulting Company 1 pursuant to provisions of the Scheme, Resulting Company 1 shall, without any further act or deed, issue and allot equity shares to the equity shareholders of the Demerged Company, whose names are recorded in the register of members and records of the depository as members of the Demerged Company, on the Record Date (as defined in the Scheme), in the following ratio:

"For every 1 (one) equity share of face and paid-up value of Rs 10/- (Indian Rupees Ten only) each held in the Demerged Company, 1 (one) equity share of face and paid-up value of Rs. 10/- (Indian Rupees Ten only) each of Resulting Company 1 to be issued to the equity shareholders of the Demerged Company." ("Share Entitlement Ratio 1").

25. It is submitted that, as provided in Clause 25 of the Scheme and upon the effectiveness of the Scheme and in consideration of the transfer and vesting of Demerged Undertaking 2 into Resulting Company 2 pursuant to provisions of the said Scheme, Resulting Company 2 shall, without any further act or deed, issue and allot equity shares to the equity shareholders of the Demerged Company, whose names are recorded in the register of members and records




of the depository as members of the Demerged Company, on the record date, in the following ratio:

“For every 1 (one) equity share of face and paid-up value of Rs.10/- (Indian Rupees Ten only) each held in the Demerged Company, 1 (one) equity share of the face and paid-up value of Rs.10/- (Indian Rupees Ten only) each of Resulting Company 2 to be issued to the equity shareholders of the Demerged Company.” (“Share Entitlement Ratio 2”).

The copy of the Valuation report/Share Entitlement Ratio Report and Report on Fairness Opinion obtained from a Registered Valuer is annexed and marked as Annexure – X Series.


26. Heard the Ld. Counsel for the Applicant Companies and have carefully perused all the pleadings of the Parties and material available on record. Accordingly, we are inclined to dispose of the Company Application bearing **C.A. (CAA) No.36/BB/2024 with the following directions:**

- i. the meetings of the Equity Shareholders of the Applicant Companies No.2 & 3 are hereby dispensed with;
- ii. the meetings of the Secured Creditors of the Applicant Companies No.1 is hereby dispensed with;
- iii. Since there are Nil Secured Creditors and Unsecured Creditors in the Applicant Company No. 2 & 3, there is nothing to convene their meetings.
- iv. The Meeting of the Equity Shareholders of the **Applicant Company No.1/Demerged Company** is to be convened on **09.12.2024 at 10.30 A.M.** at the registered office of the Applicant Companies 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 Applicant Company, subject to the notice of the meeting being issued through post or electronic mode; The quorum of the meeting of the Equity Shareholders, shall be as prescribed under section 103 of the Companies Act, 2013.
- v. In case the required quorum as noted above for the above meetings of the Demerged Company are not present at the commencement of the




meetings, the respective meetings shall be adjourned by 30 minutes. If the quorum is not present within half-an-hour, the meeting shall be adjourned in accordance with Section 103 (2) of the Companies Act, 2013. Thereafter, if at the adjourned meeting also a quorum is not present within half-an-hour, the members present shall be the quorum in accordance with provisions of Section 103 (3) of the Companies Act, 2013. 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 Applicant Companies. 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.

- vi. The Meeting of the Unsecured Creditors of the **Applicant Company No.1/Demerged Company** is to be convened on **09.12.2024 at 12.00 P.M.** at the registered office of the Applicant Companies 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 Applicant Company, subject to the notice of the meeting being issued through post or electronic mode; The quorum of the meeting of the Unsecured Creditors, shall be 30% in total value either personally present or through proxy.
- vii. **Ms.Krishna Anmol Singh**, Adv. Email Id: adv.krishh@gmail.com, Mobile No.9818282596 is appointed as the **Chairperson** for the above meetings in respect of Applicant Company No.1. She shall be paid a fee of **Rs.1,50,000/** (Rupees One Lakh Fifty Thousand only) for her services as the Chairperson of the meetings; along with logistics.
- viii. **Shri Dushyanth Kumar**, PCS, having address at 404/2, 7th Main, 9th Cross, Jayanagar 2nd block, Bengaluru, Email Id: dushyanthak@gmail.com Mobile No. 9900003149 is appointed as the **Scrutinizer** for the above meetings in respect of Applicant Company




No.1. He shall be paid fee of **Rs. 1,00,000/-**-(Rupees One Lakh) for his services as the Scrutinizer.

- ix. In case the required quorum as noted above for the above meeting of the Unsecured Creditors of the Applicant Company No.1 are 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 Applicant Companies. The Chairperson along with Scrutinizer shall ensure that the proxy register is properly maintained.
- x. It is further directed that individual notices of the said meeting shall be sent by the Applicant Companies to the respective Equity Shareholders and Unsecured Creditors through registered post or speed post/courier/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.
- xi. It is further directed that along with the notice, Demerged Company shall also send, statement explaining the effect of the Scheme on the Shareholder and Creditors, key managerial personnel, promoters and non-promoter members etc., along with effect of the Arrangement for Merger on any material interests of the Directors of the Company as provided under sub-section 3 of the Section 230 of the Act;
- xii. That the Demerged Company shall publish with a gap of at least 30 clear days before the aforesaid meeting, indicating the day, date, time and link of the meeting to be conducted through video Conference as



aforesaid, to be published both in Vernacular language and another in English 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 Demerged Company. The Demerged Company shall also publish the notice on its website, if any;

- xiii. The Authorized Representative of the Demerged Company shall furnish affidavit of service of notice of meeting and publication of advertisement and compliance of all directions contained herein at least ten (10) days before the date of proposed meetings;
- xiv. Voting shall be allowed on the “Scheme” in person or by proxy or through electronic means as may be applicable to the Demerged Company under the Act and the Rules framed there under;
- xv. 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, Arrangement and Amalgamation) Rules, 2016 within 07 (seven) days of the conclusion of the meeting. He would be fully assisted by the Authorized Representative/Company Secretary of the Demerged Company and the Scrutinizer, who will assist the Chairperson/Alternate Chairperson in preparing and finalizing the reports;
- xvi. 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) Nodal Officer of Income Tax Department - the Principal Chief Commissioner of Income Tax, Karnataka & Goa; (iv) Official Liquidator; (v) Reserve Bank of India, (vi) SEBI/BSE/NSE and (vii) 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;

- xvii. 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.
- xviii. It shall be the responsibility of the Demerged Company 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.
- xix. All the aforesaid directions are to be complied with strictly in accordance with the applicable laws including forms and formats contained in the “Rules” as well as the provisions of the Companies Act, 2013, by the Applicant Companies.
- xx. With the aforesaid directions, this First Motion Application bearing **C.A.(CAA)No.36/BB/2024 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 (i) the Central Government through the office of the Regional Director (South East Region); (ii) Concerned Registrar of Companies; (iii) Nodal Officer of Income Tax Department - the Principal Chief Commissioner of Income Tax, Karnataka & Goa; (iv) Official Liquidator; (v) Reserve Bank of India, (vi) SEBI/BSE/NSE and (vii) other Sectoral Regulators/ Authorities applicable.
- xxi. A copy of this order be supplied to the learned Counsel 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-
(K.BISWAL)
MEMBER (JUDICIAL)