

9th February 2024

To
National Stock Exchange of India Limited (NSE),
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051.

Symbol: VERTOZ
Series: EQ

Dear Sir/Madam,

Subject: Intimation of NCLT order approving the Scheme of Merger by Absorption of Paynx Technologies Private Limited (“Transferor Company”) and Qualispace Web Services Private Limited (“Transferor Company”) with Vertoz Advertising Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)

We wish to hereby inform that, the Scheme of Merger by Absorption under Section 232 read with Section 230 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 of Paynx Technologies Private Limited (First Petitioner Company) And Qualispace Web Services Private Limited (Second Petitioner Company) with Vertoz Advertising Limited (Third Petitioner Company) and their respective Shareholders has been approved by the Hon'ble National Company Law Tribunal, Mumbai Bench (“NCLT”), Mumbai Bench vide order bearing reference number as C.P. (CAA)/274(MB)2023 IN dated 7th February 2024.

The Copy of the Order was uploaded on the NCLT Website on 9th February 2024 (attached herewith as Annexure).

The aforesaid disclosure is under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the note of the same.

Thanking you,

Yours Faithfully,

For Vertoz Advertising Limited

Zill Shah
Company Secretary & Compliance officer
Membership No. A51707
Place: Mumbai
Encl.: As above



IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH-IV

C.P. (CAA)/274(MB)2023 IN

C.A.(CAA)/169(MB)2023

In the matter of

The Companies Act, 2013;

And

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

And

In the matter of Scheme of Merger by
Absorption of

Paynx Technologies Private Limited

(First Petitioner Company or First Transferor
Company)

And

Qualispace Web Services Private Limited

(Second Petitioner Company or Second
Transferor Company)

With

Vertoz Advertising Limited

(Third Petitioner Company or Transferee
Company)

And their respective Shareholders.

Paynx Technologies Private Limited,

[CIN: U72900MH2010PTC203628]

...First Petitioner Company /

First Transferor Company

Qualispace Web Services Private Limited

[CIN: U93000MH2017PTC294200]

...Second Petitioner Company /

Second Transferor Company

Vertoz Advertising Limited,

[CIN: L74120MH2012PLC226823]

...Third Petitioner Company/

Transferee Company

Coram:

Ms. Anu Jagmohan Singh

Mr. Kishore Vemulapalli

Hon'ble Member (Technical)

Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Petitioner:

Mr. Ajit Singh Tawar a/w Mr.
Kushal Kumar i/b Ajit Singh
Tawar & Co., Advocates for
Petitioner Companies

For the Regional Director:

Mr. Tushar Wagh, Dy. Director.

ORDER

1. Heard the learned Counsel for the Petitioner Companies and the representative of the Regional Director Western Region, Ministry of Corporate Affairs, Mumbai. No objector has come before this Tribunal to oppose the Scheme and nor has any party controverted any averments made in the Petition.
2. The sanction of the Tribunal is sought under Sections 230 to 232 of the Companies Act, 2013 read with the Scheme of Merger by Absorption of Paynx Technologies Private Limited (First Petitioner Company) And

Qualispace Web Services Private Limited (Second Petitioner Company) with VertoZ Advertising Limited (Third Petitioner Company) and their respective Shareholders. The Petitioner Companies have its registered offices within the jurisdiction of this Hon'ble Tribunal.

3. The Petitioner Companies submit that the First Petitioner Company was incorporated to conduct the business of Digital Advertising and PaaS & IT-enabled Services through its Subsidiaries. It has incorporated various Subsidiaries, which has deep domain expertise in multiple industry verticals and has a complete Portfolio of offerings – Starting from Internet Identity Registration to Digital Marketing & Advertising to Publishing solutions to Advertising Platform as a Service (PaaS).
4. The Petitioner Companies further submit that the Second Petitioner Company is engaged in the business of development of Domain Name and Cloud Hosting Services. It also provides Services like Email Services, Cloud Servers, SSL Certificates, Backup and Security Services along with other Managed Services. QualiSpace helps the Business to establish their identity on the internet through their Domain Name and IT Infrastructure through its Cloud Services. QualiSpace also works with Independent Software Vendors as their Infrastructure Services Partners through its IaaS - (Infrastructure as a Service) Cloud.
5. The Petitioner Companies further submit that the Third Petitioner Company is a MADTech (Marketing, Advertising & Deep Technology) Group, helping Digital Marketers, Advertising Agencies and Digital

Media engaged in businesses with their Data Driven Marketing, Advertising & Monetization expedition by utilizing the latest technology. VertoZ's various business entities help businesses with everything, from their Data-Driven Marketing Strategy to executing advertising & monetization while keeping Technology at its core in order to optimize the whole process. VertoZ has developed in-house full-stack MADTech Products and acquired various components to complement.

6. The Board of Directors of the Petitioner Companies have approved the said Scheme in their respective Board Meetings held on 24th day of June, 2022.
7. The Appointed Date mentioned in the Scheme is 1st April 2022. The Appointed date is ante dated because the Third Applicant Company has sought the approval of the National Stock Exchange of India Limited and the said approval was received on January 11, 2023, further the Petitioner Companies were in process to get the consents from the Equity Shareholders and Creditors of Petitioner Companies and therefore, the Petitioner Companies have filed the Scheme on June 29, 2023 and that the said Appointed Date is not against Public Interest.
8. The Petitioner Companies state that the Petition have been filed in consonance with the order dated August 10, 2023, passed by this Tribunal in the connected Company Scheme Application bearing C.A.(CAA)/169/MB-IV/2023.

9. The Petitioner Companies state that the Petitioner Companies have complied with all requirements as per directions of this Tribunal and they have filed necessary affidavits of compliance in this Tribunal. Moreover, the Petitioner Companies undertake to comply with all the statutory requirements, if any, as may be required under the Companies Act, 2013 and the Rules made there under. The said undertaking is accepted by the Petitioner Companies.
10. The Petitioner Companies state that, the rationale of the Scheme are as follows:
- The Amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.
 - It would be advantageous to combine the activities and operations of both the Companies into a single Company driving sharper focus for smooth and efficient Management. This will be reflected in the profitability of the Transferee Company.
 - This Scheme of Aamalgramation would result in Merger in the nature of Pooling of Interest as per Appendix C of the Indian Accounting Standard 103 on Business Combinations and thus on consolidation of business of the First Transferor Company and Second Transferor Company with Transferee Company, all the Shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform.

- The Amalgamation of the First Transferor Company, Second Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience and expertise of all the Companies. The merged entity will also have sufficient funds required for meeting its longterm capital needs as provided for in the scheme.
- The Scheme of amalgamation will result in cost saving for all the Companies as they are capitalizing on each other's core competency and resources which are expected to result in stability of operations, cost savings and higher profitability levels for the Transferee Company.
- The consolidation of QWSPL with VAL will also result in:
 - i. Rationalization of number of identified operating entities thereby reducing the legal and regulatory compliances.
 - ii. The Services of Vertoz and QWSPL can easily Cross Sell across its customer base of both the entities like Customer of Vertoz are the Digital Agencies and they majorly buy the Services offered by QWSPL and similarly QWSPL Customers' needs Marketing, Advertising & Monetization Services. Through this Merger, the sales team of both the entities can cross sell the Products and Services.

- iii. QWSPL brings the expertise of IT Infrastructure internal to the Vertoz Group and helps to reduce its current operational expenses and also creates an edge over its Competitors. Current Vertoz Capabilities is to build the Technology and Platforms for the Marketing and Advertising and whereas QWSPL capabilities are to build and operate.
 - iv. Conglomerates like Google (GCP) / Amazon (AWS) have built the Infrastructure Expertise to complement its core Digital Advertising Business. Similarly, Vertoz will enjoy the benefits of the Infrastructure Expertise of QWSPL. The other benefits are like 24X7X365 Operations of QWSPL helps Vertoz MADTech infrastructure Uptime, Large Scale Networking capabilities of QWSPL helps Vertoz to setup and maintain global infrastructure of Vertoz MADTech Platforms.
 - v. Merger of QWSPL and Vertoz brings the backward and forward integration for both entities in terms of value chain. QWSPL can lean on Vertoz capabilities of Marketing and Advertising at a scale. Similarly, Vertoz can offer QWSPL Services to its Brands, Agencies and Publishers' Clients easily.
- The consolidation of PayNX with VAL will also result in:
 - i. PTPL brings 12 Direct and Indirect Entities together to the Vertoz Group. PTPL is one of the large Networks of the Companies in the Marketing, Advertising, Publishing, Infrastructure - IaaS, AdTech and PaaS business.

- ii. PTPL Business offers great backward and forward integration between all the PTPL Entities and Vertoz Group all areas of respective business.
- iii. Vokut Business of PTPL brings a huge volume of Digital Properties in the Vertoz's Umbrella. This will allow Vertoz to distribute some part of the Clients spends internally on Owned Properties and will greatly increase the bottom line of the combined entities.
- iv. With this merger it brings great visibility in the First Party data of the audience and will greatly help Vertoz to procure additional budgets from its existing Agencies and Brands as the Third-Party Cookies going away will bring great value to Vertoz with possession of First Party audience data.
- v. Most of the Entities of PTPL also own the multiple Owned and Operated (O&O) Digital Properties which will also bring the similar benefits of the Vokut bringing to the Vertoz business as explained above.
- vi. The Business of Contextual Advertising, OpenRTB, Text Ads, Video Traffic of PTPL entities brings great value to Vertoz's AdMozart Marketplace business. The cumulative volume of the merged business of Existing Vertoz Group and PTPL Business will be a record-breaking volume in the entire industry of the Digital Advertising Marketplace under one roof, this will create the dominant position in the Industry.

- vii. PTPL's OwnRegistrar and US Based QualiSpace business will bring great value to QWSPL - the Parallel Entity which is also getting merged in this Scheme.
 - viii. OwnRegistrar is an ICANN Accredited Domain Registrar which will bring the additional recognition in the Digital Space to Vertoz Group.
 - ix. The Network of the OwnRegistrar Domain Resellers can be monetized very well with the help of MADTech Services of Vertoz Group. Most of these Domain Resellers own and operate the Advertising Agency business and Vertoz's Services can be easily sold to them. Similarly, most of the Agency and Brand Clients of Vertoz can be cross sold with the Services of OwnRegistrar and QualiSpace.
 - x. PTPT's OwnAdTech PaaS Offerings brings the icing on the cake benefits for all the Entities as most of the Entities are using some Third-Party Platforms to deliver its Services and once all the Entities are merged they can leverage OwnAdTech PaaS Suite of Products and reduce the cost of Third-Party Platforms at a greater scale.
11. The Petitioner Companies states that, upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of the First Transferor Company and Second Transferor Company in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further

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application or deed, issue and allot the following number of Equity Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up in the Capital of the Transferee Company to all Equity Shareholders of the First Transferor Company and Second Transferor Company whose names appear in the Register of Members, on a record date to be fixed by the Board of the Transferee Company in the following proportion viz.:

“1904 (One Thousand Nine Hundred and Four only) Ordinary (Equity) Shares of the face value of Rs.10 each of VAL shall be issued and allotted as fully paid up for every 1 (One) Equity Share of the face value of Rs.10 each fully paid up held in PAYNX” (“Share Exchange Ratio”)

“502 (Five Hundred and Two only) Ordinary (Equity) Shares of the face value of Rs.10 each of VAL shall be issued and allotted as fully paid up for every 1 (One) Equity Share of the face value of Rs.10 each fully paid up held in QWSPL” (“Share Exchange Ratio”)

12. The Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai has filed its Report dated 14th Day of December 2023, making certain observations and the Petition Companies has undertaken / made following submission that:

Sr. No.	RD Observations	Response of the Petitioner Companies
2(a)	That on examination of the report of the Registrar of Companies, Mumbai dated 03.11.2023 (Annexed as Annexure A-1) for Petitioner	-

	<p>Companies falls within the jurisdiction of ROC, Mumbai. It is submitted that no complaint and/or representation regarding the proposed scheme of Amalgamation has been received against the Petitioner Companies. Further, the Petitioner Companies has filed Financial Statements up to 31.03.2022.</p> <p>The ROC has further submitted that in his report dated 03rd Day of November 2023 which are as under:</p>	
<p>2(a) (i)</p>	<p>That the ROC Mumbai in its report dated 03.11.2023 stated that No Inquiry, Inspection, Investigations, Prosecutions and Complaints under Companies Act, 2013 are pending against the Petitioner Companies.</p>	<p><i>The Petitioner Companies state that the observation of Registrar of Companies, Maharashtra Mumbai is self-explanatory and clarifies that no Inquiry, inspection, investigation, prosecution & complaint under Companies Act, 2013 is pending against the Petitioner Companies.</i></p>
<p>2(a) (ii)</p>	<p>As per provisions of section 232(3)(i) of CA, 2013 where the transferor company is dissolved, the fee, if any, paid by the transferor company on its authorized capital shall be set off</p>	<p><i>The Petitioner Companies undertake that it shall comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 as regards to the combination of Authorised share capital, where</i></p>

	<p>against any fees payable by the transferee company on its authorized capital shall be set off against any fees payable by the transferee company on its authorized capital subsequent to the amalgamation. Therefore, remaining fee, if any after setting off the fees already paid by the transferor company on its authorized capital, must be paid by the transferee company on the increased authorized capital subsequent to amalgamation.</p>	<p><i>the Transferor Company(ies) will be dissolved and the fees, if any, paid by the Transferor Company(ies) on its Authorised share capital shall be set-off against any fees payable by the Transferee Company on its Authorised share capital subsequent to the Scheme of Merger by Absorption, the remaining fee, if any after setting-off the fees already paid by the Transferor Company(ies) on their authorized capital, will be paid by the Transferee Company.</i></p>
2(a) (iii)	<p>Interest of the Creditor should be protected.</p>	<p><i>The Petitioner Companies undertake to protect the interest of Creditors.</i></p>
2(a) (iv)	<p>May be decided on merits.</p>	<p><i>The Petitioner Companies state that the observation of Registrar of Companies, Maharashtra Mumbai is self-explanatory.</i></p>
2(b)	<p>Transferee company should undertake to comply with the provisions of section 232(3)(i) of the Companies Act, 2013 through appropriate affirmation in respect of fees payable by Transferee Company for increase of share capital on account of merger of transfer of companies.</p>	<p><i>In so far as observation made in paragraph 2(b) of the RD Report is concerned, the Petitioner Companies undertake that it shall comply with the provisions of Section 232(3)(i) of the Companies Act, 2013 as regards to the combination of Authorised share capital, where the Transferor Companies will dissolved and the</i></p>

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		<i>fees, if any, paid by the Transferor Companies on its Authorised share capital shall be set-off against any fees payable by the Transferee Company on its Authorised share capital subsequent to the Scheme of Merger by Absorption, the remaining fee, if any, after setting-off the fees already paid by the Transferor Companies on its authorized capital, will be paid by the Transferee Company.</i>
2(c)	In compliance of Accounting Standard-14 or IND-AS 103, as may be applicable, the transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards including AS-5 or IND AS-8 etc.	<i>In so far as observation made in paragraph 2(c) of the RD Report is concerned, the Transferee Company undertakes to pass necessary accounting entries in connection with the Scheme as per Accounting Standard-14 or IND AS-103, for accounting treatment, to the extent applicable. The Transferee Company also undertakes to comply with the other applicable Accounting Standards, such as AS-5 (IND AS-8) etc., to the extent applicable.</i>
2(d)	The Hon'ble Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that the Scheme enclosed to the Company	<i>In so far as the observation made in paragraph 2(d) of the RD Report is concerned the Petitioner Companies confirms and undertakes through this affidavit</i>

	<p>Application and Company Petition are one and same and there is no discrepancy, or no change is made.</p>	<p><i>that the Scheme enclosed to the Company Scheme Application and Company Scheme Petition are one and the same and there is no discrepancy, nor any change is made.</i></p>
2(e)	<p>The Petitioner Companies under provisions of section 230(5) of the Companies Act 2013 have to serve notices to concerned authorities which are likely to be affected by the Amalgamation or arrangement. Further, the approval of the scheme by the Hon'ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such authorities shall be binding on the Petitioner Companies concerned.</p>	<p><i>In so far as the observations made in paragraph 2(e) of the RD Report is concerned, the Petitioner Companies states that notices under section 230(5) of the Companies Act, 2013 have been served on (i) Registrar of Companies, Maharashtra, Mumbai; (ii) The Central Government through the office of Regional Director, Western Region, Mumbai; (iii) Concerned Income Tax Officer; iv) Principal Chief Commissioner of Income Tax; (v) the Goods and Service Tax Authority; (vi) The Official Liquidator, High Court, Bombay by the First Petitioner Company and Second Petitioner Company vii) National Stock Exchange of India Limited by the Third Petitioner Company; and viii) Securities Exchange Board of India by the Third Petitioner Company. The Petitioner Companies</i></p>

		<p><i>undertake that the approval of the Scheme by the Hon'ble Tribunal will not deter such authorities to deal with any of the issue arising after giving effect to the Scheme. The decision of such authorities shall be binding on the Petitioner Companies concerned unless appealed further by the Petitioner Companies in accordance with the law.</i></p>
<p>2(f)</p>	<p>As per Definition of the Scheme, “Appointed Date” means 1st day of April 2022, or such other date means the 1st April, 2022 or such other date as the National Company Law Tribunal (Tribunal) of Judicature at Mumbai or other competent authority may otherwise direct/fix.</p> <p>“Effective Date” means the last date on which Certified Copies of the orders of Hon'ble Tribunal (Mumbai Bench) sanctioning the Scheme of Amalgamation and for vesting the undertaking including the assets, liabilities, rights duties, obligations and the like of the First Transferor</p>	<p><i>In so far as the observations made in paragraph 2(f) of the RD Report is concerned, the Petitioner Companies confirm and clarify as under:</i></p> <p><i>i. As per the clause 1.7 of Part I of the Scheme, “Appointed Date” means the 1st April, 2022 or such other date as the National Company Law Tribunal (Tribunal) of Judicature at Mumbai or other competent authority may otherwise direct/fix;</i></p> <p><i>ii. As per the clause 1.9 of Part I of the Scheme specifies the ‘Effective Date’ means the last date on which Certified Copies of the</i></p>

<p>Company and Second Transferor Company in the Transferee Company are filed with the office of the Registrar of Companies, Maharashtra.</p> <p>"Record Date" means the date to be fixed by the Board of the Directors of VAL, for the purposes of issue and allotment of Shares as may be applicable and relevant in accordance with this Scheme of Amalgamation.</p> <p>In this regard, it is submitted that Section 232(6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account of its inherent powers.</p> <p>It is submitted that the Petitioners may be asked to comply with the requirements as</p>	<p><i>orders of Hon'ble Tribunal (Mumbai Bench) sanctioning the Scheme of Amalgamation and for vesting the undertaking including the assets, liabilities, rights, duties, obligations and the like of the First Transferor Company and Second Transferor Company in the Transferee Company are filed with the office of the Registrar of Companies, Maharashtra.</i></p> <p><i>iii. As per the clause 1.3 of Part I of the Scheme specifies the 'Record Date' means the date to be fixed by the Board of the Directors of VAL, for the purposes of issue and allotment of Shares as may be applicable and relevant in accordance with this Scheme of Amalgamation.</i></p> <p><i>The Petitioner Companies states that the original Scheme was presented before this Tribunal on June 29, 2023, by mentioning the Appointed Date as April 01, 2022. As per circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs, Pursuant to</i></p>
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	<p>clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>	<p><i>Regulation 37 of SEBI (LODR) Regulations, 2015, the draft scheme was filed with NSE on June 25, 2022 and after due deliberations it has conveyed its No-Objection on January 11, 2023 in terms of Regulation 94 of SEBI (LODR) Regulations, 2015. Due to delay in the receipt of the No-Objection Letter, the Applicant Companies had not filed the Company Scheme Application with NCLT before March 31, 2023. Therefore, the appointed date is ante dated beyond a year from the date of filing this Application and it is not prejudicial to the public interest.</i></p>
<p>2(g)</p>	<p>Petitioner Companies shall undertake to comply with the directions of the Income Tax Department & GST Department, if any.</p>	<p><i>In so far as the observation made in paragraph 2(g) of the RD Report is concerned, the Petitioner Companies states a Notice under section 230(5) of Companies Act, 2013 have been served on to the concerned Income Tax Authorities and the GST Authorities through hand delivery and have yet not received any directions from the said Income Tax Authorities and GST Authorities. Further, the Petitioner Companies undertake to</i></p>

		<i>comply with any such directions issued by the said Income Tax or GST Authorities, if received.</i>
2(h)	Petitioner Companies shall undertake to comply with the directions of the concerned sectoral Regulatory, if any.	<i>In so far as the observation made in paragraph 2(h) of the Report is concerned, the Petitioner Companies states a Notice under section 230(5) of Companies Act, 2013 is not required to be served upon, as there are no Sectoral Regulatory applicable on the Petitioner Companies. Further, the Petitioner Companies undertakes to comply with any such directions issued by the said Sectoral Regulatory, if received.</i>
2(i)	Petitioner Companies has foreign shareholders; hence Petitioner Companies shall undertake to comply with rules, regulations, guidelines of FEMA, FERA and RBI.	<i>In so far as the observation under paragraph 2(i) of the RD Report is concerned, the Petitioner Companies undertakes to comply with the provisions of FERA, FEMA and RBI as and when applicable.</i>

13. The Official Liquidator has filed its report on 7th Day of December 2023, making certain observations and the Petitioner Companies have undertaken/made following submissions:

With reference to Paragraph 1 to 4 of the OL representation, the contents thereof do not require any comments.

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Sr. No.	OL Observations	Response of the Petitioner Companies
5	<p><i>With reference to clause No. 12.1 of the scheme it is stated that such clauses overrides the provision of Companies Act, 2013 namely Section 232(3)(1) which inter-alia provides that, if a companies are dissolved the fee paid by such companies on its Authorised Capital shall be set off against any fees payable the transferee company on its Authorised Capital. Accordingly, clause No. 12.1 may be modified.</i></p>	<p><i>With reference to paragraph 5 of the OL report, the Petitioner Companies states that the clause 12 of the Scheme complies with the provisions of Section 232(3)(i) of the Companies Act, 2013 as regards to the combination of Authorised share capital, where the Transferor Company shall stand dissolved and the fees, if any, paid by the Transferor Company on its Authorised Share Capital shall be set-off against any fees payable by the Transferee Company on its Authorised Share Capital subsequent to the Amalgamation, the deficit fee, if any, after setting-off the fees already paid by the Transferor Company on their Authorized Share Capital, will be paid by the Transferee Company.</i></p>
6	<p>It is noticed from the Financial Statement as at 31.03.2022 of Paynx Technologies Private Limited (Transferor Company No. 1) that company has Long Term Liabilities (Loan) from its Directors amount to Rs.28.42</p>	<p><i>With reference to paragraph 6 of the OL report, the Petitioner Companies submits that as per the Financial Statement as at 31.03.2022 of the First Petitioner Company the Company has Short-term Liabilities from Mr. Hirenkumar Shah and Mr. Ashish Shah, Directors of the First</i></p>

<p>(In lakhs) - from Hirenkumar Shah and & Rs.20.40 (In lakhs) from Ashish Shah. In terms of proviso to clause (viii) sub rule (c) of Rule 2 of Companies (Acceptance of Deposit) Rules, 2014 a declaration needs to be given to the effect that, that such amount is given from own fund and not being given out of funds acquired by him by borrowing or accepting loans or deposits from others. Hon'ble Tribunal may require the Transferor Company to produce a copy of such declaration.</p>	<p><i>Petitioner Company. Pursuant to proviso to Clause (viii) sub rule (c) of Rule 2 of Companies (Acceptance of Deposits) Rules, 2014 the Company has obtained declaration from the respective Directors stating that such amount is given out of owned fund and not being given out of funds acquired by him by borrowing or accepting loans or deposits from others. The said declarations are attached and marked as Annexure A and Annexure B respectively of Affidavit filed with the Official Liquidator.</i></p>
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14. Mr. Tushar Wagh, Regional Director of Western Region, Mumbai appeared on the date of hearing and submits that above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objection to the Scheme.

15. From the material on record, the Scheme appears to be fair and reasonable and is not in violation of any provisions of law and is not contrary to public policy.

16. All the assets and liabilities including taxes and charges, if any and duties of the Transferor Companies, shall pursuant to Section 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company.
17. Since all the requisite statutory compliances have been fulfilled, Company Petition bearing C.P. (CAA)/274(MB)2023 filed by the Petitioner Companies is made absolute in terms of prayers clause of the said Company Scheme Petition.
18. The Petitioner Companies are directed to file a certified copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with e-Form INC-28 in addition to physical copy, within 30 days from the date of receipt of order, duly certified by the Deputy Registrar or the Assistant Registrar, as the case may be, of this Tribunal.
19. The Petitioner Companies to lodge a certified copy of this order and the Scheme duly authenticated by the Deputy Registrar or the Assistant Registrar, as the case may be, of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty

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payable, if any, on the same within 60 days from the date of receipt of the order.

20. All concerned regulatory authorities to act on a copy of this order duly certified by the Registry of this Tribunal, along with a copy of the Scheme.

21. Order accordingly.

Sd/-

Anu Jagmohan Singh

Member (Technical)

Suresh/07.02.2024

Sd/-

Kishore Vemulapalli

Member (Judicial)