

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH, AT MUMBAI

COMPANY SCHEME PETITION NO. 584 OF 2017

CONNECTED WITH

COMPANY SCHEME APPLICATION NO. 560 OF 2017

In the matter of the Companies Act, 2013

AND

In the matter of Sections 230 read with Section 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rule framed thereunder as in force from time to time;

AND

In the matter of ABOUTDOMAIN DOTCOM SOLUTIONS PRIVATE LIMITED ("The First Transferor Company"), ANSWERABLE.COM (INDIA) PRIVATE LIMITED ("The Second Transferor Company"), ATOZ DOMAIN SOLUTIONS PRIVATE LIMITED ("The Third Transferor Company"), BIGROCK SOLUTIONS PRIVATE LIMITED ("The Fourth Transferor Company"), WEBBOX TECHNOLOGY SOLUTIONS PRIVATE LIMITED ("The Fifth Transferor Company") with DIRECTI INTERNET SOLUTIONS PRIVATE LIMITED ("The Transferee Company")

DIRECTI INTERNET SOLUTIONS PVT. LTD.,)
a Company incorporated under the Companies Act,)
1956 having its Registered Office at Directiplex,)
ACME I-Tech Park, Next to Andheri Subway, Old)
Nagardas Road, Andheri (East), Mumbai – 400 069)
(CIN: U72900MH2004PTC148125)) the First Petitioner Company

ABOUTDOMAIN DOTCOM SOLUTIONS)
PRIVATE LIMITED, a Company incorporated)
under the Companies Act, 1956 having its Registered)
Office at 1st Floor, Directi Plex, ACME I-Tech Park,)
Next to Andheri Subway, Old Nagardas Road,)
Andheri (East), Mumbai – 400 069)
(CIN: U72900MH2004PTC145810))the Second Petitioner Company

ANSWERABLE.COM (INDIA) PRIVATE)
LIMITED, a Company incorporated under the)
Companies Act, 1956 having its Registered Office at)
1st Floor, Directi Plex, ACME I-Tech Park, Next to)
Andheri Subway, Old Nagardas Road, Andheri)
(East), Mumbai – 400 069)
(CIN: U72900MH2000PTC125549)) the Third Petitioner Company

ATOZ DOMAIN SOLUTIONS PRIVATE)
LIMITED, a Company incorporated under the)
Companies Act, 1956 having its Registered Office at)
1st Floor, Directi Plex, ACME I-Tech Park, Next to)
Andheri Subway, Old Nagardas Road, Andheri)
(East), Mumbai – 400 069)
(CIN: U72900MH2004PTC147706)) the Fourth Petitioner Company

BIGROCK SOLUTIONS PRIVATE LIMITED,)
a Company incorporated under the Companies Act,)
1956 having its Registered Office at Directiplex,)
ACME I-Tech Park Next to Andheri Subway, Old)
Nagardas Road, Andheri – E, Mumbai – 400 069)
(CIN: U72900MH2010PTC198827)) The Fifth Petitioner Company

WEBBOX TECHNOLOGY SOLUTIONS)
PRIVATE LIMITED, a Company incorporated)
under the Companies Act, 1956 having its Registered)
Office at 1st Floor, Directi Plex, ACME I-Tech Park,)
Next to Andheri Subway, Old Nagardas Road,)
Andheri East, Mumbai – 400 069)
(CIN: U72900MH2012PTC226416)) the Sixth Petitioner Company

Judgement / Order delivered on July 20, 2017

Coram: SH. B.S.V. PRAKASH KUMAR, Hon'ble Member (Judicial)

SH. V. NALLASENAPATHY, Hon'ble Member (Technical)

Called for Admission of Petition:

Mr. Punit Shah i/b M/s. P. P. Shah & Co., Practicing Company Secretaries, Authorized Representatives of the First Petitioner Company, the Second Petitioner Company, the Third Petitioner Company, the Fourth Petitioner Company, the Fifth Petitioner Company and the Sixth Petitioner Company.

Per: SH. V. NALLASENAPATHY, Hon'ble Member (Technical)

MINUTES OF THE ORDER

1. Petition admitted.
2. Petition fixed for hearing and final disposal on August 24, 2017.
3. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Equity Shareholders and Preference Shareholder of the First Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 10.00 a.m. and the requisite quorum was present and the Scheme was approved with

the requisite majority by the Equity Shareholders and Preference Shareholder without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure U' to the Petition.

4. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Equity Shareholders of the Second Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 10.30 a.m. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure V' to the Petition.
5. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Equity Shareholders of the Third Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 11.00 a.m. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure W' to the Petition.

6. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Preference Shareholders of the Third Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 11.30 a.m. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Preference Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure X' to the Petition.
7. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Equity Shareholders of the Fourth Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 12.00 noon and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure Y' to the Petition.
8. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Preference Shareholders of the Fourth Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road,

Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 12.30 p.m. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Preference Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure Z' to the Petition.

9. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Equity Shareholders of the Fifth Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 01.00 p.m. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure AA' to the Petition.
10. The Authorized Representative for the Petitioner Companies states that in pursuance of the directions contained in Order dated May 03, 2017 passed by this Tribunal in the Company Scheme Application No. 560 of 2017, the meeting of Equity Shareholders of the Sixth Petitioner Company was convened and held at Directiplex, ACME I-Tech Park, Next to Andheri Subway, Old Nagardas Road, Andheri (East), Mumbai – 400 069 on Thursday, June 15, 2017 at 01.30 p.m. and the requisite quorum was present and the Scheme was approved with the requisite majority by the Equity Shareholders without modifications. The Chairman appointed for the meeting has filed his report along with the affidavit verifying his report dated June 15, 2017 which is annexed as 'Annexure AB' to the Petition.

11. The Authorized Representative for the Petitioner Companies further submits that the Company Scheme Petition is filed in consonance with Section 230 to 232 of the Companies Act, 2013 along with the Order passed in the Company Scheme Application No. 560 of 2017 by the Tribunal.
12. The Authorized Representative for the Petitioner Companies further submits that as directed by this Tribunal, notices have been served upon all the Regulatory Authorities namely, concerned Income Tax Authorities, Official Liquidator, Central Government through Regional Director, Registrar of Companies and Reserve Bank of India. No representation is received by the Petitioner Companies from any Regulatory Authority. The requisite information called for by the office of Regional Director and Registrar of Companies has already been submitted by the Petitioner Companies and no further information has been sought for.
13. At least 10 clear days before the date fixed for hearing, all the Petitioner Companies to publish the notice of hearing of the Petition in two newspapers, viz 'Free Press Journal' in English language and translation thereof in 'Navshakti' in Marathi language, both having circulation in Mumbai.
14. All the Petitioner Companies to file an Affidavit of Service and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

V. Nallasenapathy, Member (Technical)

Sd/-

B.S.V. Prakash Kumar, Member (Judicial)

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