

Annexure 6

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH-II

CA (CAA) No.148/MB/2025

[Under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Ordered On: 23.04.2026

IN THE MATTER OF

SCHEME OF AMALGAMATION (MERGER BY ABSORPTION) OF

1. WYP BRAND SOLUTIONS PRIVATE LIMITED

[CIN: U93030MH2014PTC260434]

A-601, Pinnacle Corporate Park,
Adjacent to Trade Centre, Bandra
(East), Mumbai – 400051

**...First Transferor Company/
First Applicant Company**

2. WONDRLAB TECHNOLOGIES PRIVATE LIMITED

[CIN: U74999MH2020PTC348314]

A-601, Pinnacle Corporate Park,
Adjacent to Trade Centre, Bandra
(East), Mumbai – 400051.

**...Second Transferor Company/
Second Applicant Company**

3. WONDRLAB MARTECH PLATFORMS PRIVATE LIMITED

[CIN: U72900MH2021PTC358138]

A-601, Pinnacle Corporate Park,
Adjacent to Trade Centre, Bandra
(East), Mumbai – 400051

**...Third Transferor Company/
Third Applicant Company**

4. NDM Marketing PRIVATE LIMITED

[CIN: U74140MH2015PTC440094]

A-601, Pinnacle Corporate Park,
Adjacent to Trade Centre, Bandra
(East), Mumbai – 400051

**...Fourth Transferor Company/
Fourth Applicant Company**



5. WONDRLAB INDIA PRIVATE LIMITED

[CIN: U74999MH2020PTC339586]

A-601, Pinnacle Corporate Park,
Adjacent to Trade Centre, Bandra
(East), Mumbai – 400051

**...Fifth Transferee Company/
Fifth Applicant Company**

AND THEIR RESPECTIVE SHAREHOLDERS

CORAM:

HON'BLE SHRI ASHISH KALIA, MEMBER (JUDICIAL)

HON'BLE SHRI SANJIV DUTT, MEMBER (TECHNICAL)

Appearances: Hybrid

For the Applicant(s): Ms. Tanaya Sethi, i/b Hemant Sethi & Co., Advocates.

ORDER

[PER: ASHISH KALIA, MEMBER (JUDICIAL)]

1. This is a First Motion Company Application jointly filed on 14.05.2025 by WYP Brand Solutions Private Limited ('Transferor Company 1' or 'WBSPL'), Wondrlab Technologies Private Limited ('Transferor Company 2' or 'WTPL'), Wondrlab Martech Platforms Private Limited ('Transferor Company 3' or 'WMPPL'), and NDM Marketing Private Limited ('Transferor Company 4' or 'NMPL') with and into Wondrlab India Private Limited ('Transferee Company' or 'WIPL') (hereinafter all these companies referred to as "**Applicant Companies**") for seeking appropriate directions from this Tribunal in relation to the proposed Scheme of Amalgamation (Merger by Absorption) of the Transferor Companies into the Transferee Company and their respective Shareholders (hereinafter referred to as the "**Scheme**") under the provisions of Sections 230 to 232 and other applicable provisions of the



Companies Act, 2013 (hereinafter referred to as “the Act”) read with relevant Rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as “the CAA Rules”).

2. The registered offices of the Applicant Companies are situated in Maharashtra and thus, the subject matter of this Company Application is within the territorial jurisdiction of this Tribunal.
3. The Board of Directors of the Applicant Company 1, Applicant Company 2, Applicant Company 3 and Applicant Company 4 in their respective meetings held on 05.05.2025 and the Board of Directors of Applicant Company 5 in their meeting held on 06.05.2025, have approved the proposed Scheme. Certified true copies of the respective Board Resolutions have been placed on record.
4. It is submitted that the Appointed Date of the proposed Scheme of Amalgamation is 01.04.2025.
5. The First Applicant Company is engaged in the business of providing digital platforms, experience platforms, content platforms, and related technology to support social platforms using various technologies and services. The Second Applicant Company is engaged in the business of providing digital platforms, experience platforms, content platforms, and related technology to support social platforms using various technologies and services. Third Applicant Company is engaged in the business of providing digital platforms, experience platforms, content platforms, and related technology to support social platforms using various technologies and services. The Fourth Applicant Company is engaged in the business of providing digital platforms, media spends, experience platforms, content platforms, and related technology to support social platforms using various technologies and services. The Fifth Applicant Company are engaged in the



business providing digital platforms, experience platforms, content platforms, and related technology to support social platforms using various technologies and services.

6. The rationale for the proposed Scheme is stated as under:

The Participating Companies are part of the same group. The Transferee Company holds 100% share capital of the Transferor Company 1, Transferor Company 2, Transferor Company 3 and 58% of the share capital of the Transferor Company 4. In order to consolidate and effectively manage the business of the Companies in a single entity, which will provide several benefits including optimal utilization of resources, economies of scale, attain efficiencies and cost competitiveness, it is intended that the Transferor Companies be merged with the Transferee Company. The proposed Amalgamation would, inter alia, have the following benefits:

- a. *The proposed amalgamation of the Transferor Companies with and into Transferee Company, would inter-alia result in the simplification of the group structure and alignment of group businesses and consolidation of the group companies in one entity thereby resulting in rationalization and standardization of the business processes, economies of scale, reduction in overheads, administrative, managerial and other expenditure, organizational efficiency, and optimal utilization of resources which would be beneficial for all members and other stakeholders.*
- b. *The combined entity will have a bigger pool of managerial and financial resources ultimately leading to expansion of business, faster execution of large and sophisticated projects ultimately resulting in maximisation of*

shareholders' wealth. Unification will also lead to economies of scale resulting in saving of general and administrative costs.

c. The amalgamation among the Participating Companies will lead to elimination of intercompany transactions and balances between the Participating Companies.

d. Consolidation of Companies would result in reduction in regulatory and legal compliances and avoid multiple record keeping.

7. The Authorised, issued, subscribed and paid-up Share Capital of the Applicant Companies as on the 31.03.2025 is as follows:

WYP BRAND SOLUTIONS PRIVATE LIMITED (Transferor Company -1)	
Particulars	Amount (in Rs.)
<u>Authorized Share Capital</u>	
1,50,000 Equity Shares of Rs.10/- each	15,00,000/-
Total Authorized Share Capital	15,00,000/-
<u>Issued, Subscribed, Called-up and Paid-up Capital</u>	
1,02,810 Equity Share of Rs.10/- each fully paid up	10,28,100/-
Total Issued, Subscribed and Paid-up Capital	10,28,100/-

WONDERLAB TECHNOLOGIES PRIVATE LIMITED (Transferor Company -2)	
Particulars	Amount (in Rs.)
<u>Authorized Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000/-
Total Authorized Share Capital	1,00,000/-
<u>Issued, Subscribed, Called-up and Paid-up Capital</u>	
10,000 Equity Share of I Rs.10/- each fully paid up	1,00,000/-
Total Issued, Subscribed and Paid-up Capital	1,00,000/-



WONDERLAB MARTECH PLATFORMS PRIVATE LIMITED (Transferor Company -3)	
Particulars	Amount (in Rs.)
<u>Authorized Share Capital</u>	
10,000 Equity Shares of Rs.10/- each	1,00,000/-
Total Authorized Share Capital	1,00,000/-
<u>Issued, Subscribed, Called-up and Paid-up Capital</u>	
10,000 Equity Share of Rs.10/- each fully paid up	1,00,000/-
Total Issued, Subscribed and Paid-up Capital	1,00,000/-

NDM MARKETING PRIVATE LIMITED (Transferor Company -4)	
Particulars	Amount (in Rs.)
<u>Authorized Share Capital</u>	
1,00,000 Equity Shares of Rs.10/- each	10,00,000/-
Total Authorized Share Capital	10,00,000/-
<u>Issued, Subscribed, Called-up and Paid-up Capital</u>	
15,373 Equity Share of Rs.10/- each fully paid up	1,53,730/-
Total Issued, Subscribed and Paid-up Capital	1,53,730/-

WONDERLAB INDIA PRIVATE LIMITED (Transferee Company)	
Particulars	Amount (in Rs.)
<u>Authorized Share Capital</u>	
1,50,000 Equity shares of face value of INR 10/- each	15,00,000/-
65,000 0.01% Cumulative Compulsorily Convertible Preference shares of face value of INR 10/- each	6,50,000/-
TOTAL	21,50,000/-
<u>Issued, Subscribed, Called-up and Paid-up Capital</u>	
1,01,956 Fully Paid-up Equity Shares of Rs. 10/- each	10,19,560/-
2,736 Partly Paid-up Equity Shares of Face Value Rs 10 each (paid up at Face Value Rs 01/-)	2,736/-
46,910 0.01% Cumulative Compulsorily Convertible Preference Shares of Rs. 10/- each	4,69,100/-
TOTAL	14,91,396/-



8. The Applicant Companies submit that as on date there has been no change in the authorised, issued, subscribed and paid-up share capital of the Applicant Companies.
9. On the Scheme becoming effective, the Transferor Companies shall stand dissolved without being wound up and its name shall be struck off from the records of the Registrar of companies.

10. **CONSIDERATION**

- The Applicant Companies submits that the Transferor Company 1, Transferor Company 2 and Transferor Company 3 are direct wholly owned subsidiaries of the Transferee Company and the entire paid-up share capital of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 is held by the Transferee Company directly and through its nominees. On the Scheme coming into effect, the entire issued, subscribed and paid-up share capital of the Transferor Company 1, Transferor Company 2 and Transferor Company 3 shall, ipso facto, without any further application, act, deed or instrument stand extinguished and cancelled and no new shares of the Transferee Company will be issued or allotted with respect to the shares held in the Transferor Company 1, Transferor Company 2 and Transferor Company 3.
- Further, upon the Scheme coming into effect and in consideration for the amalgamation of the Transferor Company 4 with the Transferee Company pursuant to Part B of the Scheme and subject to the provisions of the Scheme, the Transferee Company shall, without any further application, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company 4, whose name is

recorded in the register of members as member of the Transferor Company 4 as on the Record Date, as follows:

To the Shareholders of Transferor Company 4

“1,233 (One thousand two hundred and thirty-three) fully paid-up Equity shares of Rs. 10/- each of the Transferee Company for every 1,000 (One thousand) fully paid-up Equity shares of Rs. 10/- each held in the Transferor Company 4.” (“Share Entitlement Ratio”).

11. A copy of the Valuation Report dated 28.04.2025 issued by Mr. Shreyansh M. Jain recommending the aforesaid share exchange ratio for the Scheme of Amalgamation (Merger by Absorption) is attached to this Company Scheme Application.
12. The Applicant Companies have produced the copy of the Certificate dated 12.05.2025 issued by MSKC & Associates LLP, Chartered Accountants, statutory auditors of the Transferee Company on record, stating that the proposed accounting treatment referred to in Clause 7 of Part II of the Scheme 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.
13. The Applicant Companies submit that no investigation and/or proceedings under the Act are pending against the Applicant Companies. As on date, there is no winding up petition pending in any Court or Tribunal in India against the Applicant Companies.
14. The Applicant Companies submit that the net worth of the Applicant Company 5 pre and post amalgamation is highly positive. A copy of net worth certificate of Applicant Companies issued by Kamdar Desai & Patel LLP, Chartered Accountants, dated 14.05.2025 is annexed to the Company Scheme Application.



15. It is observed that the First Applicant Company has 2 (Two) equity shareholders (including one nominee shareholder) holding a total of 1,02,810 equity shares of Rs.10 each. Both equity shareholders of the First Applicant Company have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the scheme Application, along with a certificate from the Chartered Accountant, namely Kamdar Desai & Patel LLP, dated 09.05.2025, confirming the status of the equity shareholders as on 31.03.2025. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the First Applicant Company is dispensed with.**
16. It is observed that the Second Applicant Company has 2 (two) equity shareholders (including one nominee shareholder) holding a total of 10,000 equity shares of Rs.10 each. Both equity shareholders of the Second Applicant Company have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the Company Scheme Application and an additional affidavit which is filed on 06.08.2025, along with a certificate from the Chartered Accountant, namely Kamdar Desai & Patel LLP, dated 09.05.2025, confirming the status of the equity shareholders as on 31.03.2025. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the Second Applicant Company is also dispensed with.**
17. It is observed that the Third Applicant Company has 02 (Two) equity shareholders (including one nominee shareholder) holding a total of 10,000 equity shares of Rs.10 each. Both equity shareholders of the Third Applicant Company have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the Company Scheme Application an



additional affidavit which is filed on 06.08.2025, along with a certificate from the Chartered Accountant, namely Kamdar Desai & Patel LLP, dated 09.05.2025, confirming the status of the equity shareholders as on 31.03.2025. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the Third Applicant Company is also dispensed with.**

18. It is observed that the Fourth Applicant Company has 03 (Three) equity shareholders holding a total of 15,373 equity shares of Rs.10 each. All equity shareholders of the Fourth Applicant Company have provided their written consent through affidavits for the approval of the Scheme. These affidavits have been annexed to the Company Scheme Application and an additional affidavit which is filed on 06.01.2026, along with a certificate from the Chartered Accountant, namely Kamdar Desai & Patel LLP, dated 09.05.2025, confirming the status of the equity shareholders as on 31.03.2025. **Accordingly, the requirement of convening and holding a meeting of the equity shareholders of the Fourth Applicant Company is also dispensed with.**

19. That the Fifth Applicant Company has 9 (Nine) Equity Shareholders holding 1,04,692 shares of Rs.10 each and 19 (Nine-teen) 0.01% Cumulative Compulsorily Convertible Preference Shareholders holding 49,910 shares of Rs.10/- each. The list of Equity Shareholders and Preference Shareholders of the Fifth Applicant Company as on 31.03.2025 duly certified by Kamdar Desai & Patel LLP, Chartered Accountants, dated 09.05.2025, is annexed to the Company Scheme Application. This Tribunal hereby directs that a meeting of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company are concerned, a meeting of the Equity Shareholders and Preference Shareholders be convened and held within 90 (Ninety) days from the date of receipt of the order



at a date, time and venue as may be decided by the Chairperson for the purpose of considering, and, if thought fit, approving the Scheme, with or without modification(s) through video conferencing and / or other audio visual means. The meeting will be convened and held for the purpose of considering and, if thought fit, approving with or without modifications the Scheme of Amalgamation (Merger by Absorption).

20. In respect of the meeting of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company it is hereby directed as under:

- i. At least one month before the meeting, notice convening the said meeting at the day, date and time as fixed in accordance with paras stated above, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent to the respective Equity Shareholders and Preference Shareholders of the Fifth Applicant Company by electronic mail to their registered e-mail address, as per the records available with Fifth Applicant Company. The Fifth Applicant Company shall ensure that its Equity Shareholders; and Preference Shareholders whose e-mail addresses are not available or who have not received notice convening said meeting through e-mail, shall receive the respective notices by Courier / RPAD / Speed Post / Hand delivery. The Notice shall state that *"If no representation/response is received by the Tribunal from Equity Shareholder(s) and Preference Shareholder(s) within a period of thirty days from the date of receipt of such notice, it will be presumed that Equity Shareholder(s) and*



Preference Shareholder(s) has no representation/ objection to the Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016”.

21. At least 30 (Thirty) days before the meeting, notice convening the said meeting, at the date and time fixed in accordance with paras stated above be published each in ‘Business Standard’ in English and ‘Loksatta’ in Marathi having circulation in Maharashtra, stating that copies of the Scheme and the said statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 can be obtained free of charge from the registered office of the Fifth Applicant Company, or by emailing the Fifth Applicant Company.

22. The Fifth Applicant Company undertakes to:

- a) Issue respective notices convening meeting of Equity Shareholders and Preference Shareholders of the Fifth Applicant Company as per Form No CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- b) Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- c) Issue form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- d) Advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

23. The undertaking is accepted.

- i. **Mr. R.G. Gupta, former Managing Director** having **Email ID: rggupta1948@gmail.com** and **Mobile No. +91 9414051015**, is hereby



appointed as the Chairperson for the meeting of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company. The fees to be paid to the Chairperson would be Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) for the meetings.

- ii. **Mr. U. N. Singh**, former standing counsel for Official Liquidator **having Email ID: un.singh210@gmail.com** and **Mobile No. 9891249549**, is hereby **appointed as a Scrutinizer** for the meeting of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company. The fees to be paid to the Scrutinizer would be Rs.70,000/- (Rupees Seventy Thousand Only) for the meetings.
- iii. The voting shall be allowed on the proposed Scheme by voting in person or by proxy. The voting by the authorized representative, in case of a body corporate be permitted, provided that the authorization duly signed is filed with the Fifth Applicant Company, in physical mode, at the registered office of the Fifth Applicant Company or through electronic mode at least 48 (Forty-Eight) hours before the aforesaid meeting, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- iv. The quorum for the aforesaid meeting of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company shall be as provided in its Articles of Association or, in the absence thereof, in accordance with the provisions of Section 103 of the Act, read with the applicable provisions of the CAA Rules, with members present either in person or through an authorised representative. In case the required quorum as stated above is not present at the commencement of the



meeting, the meeting shall be adjourned by 30 (Thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.

- v. The value and number of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company shall be in accordance with the books/ records maintained by of the Fifth Applicant Company, and where the entries in the books/ records are disputed, the Chairperson of the meeting shall determine the value and number for the purpose of the aforesaid meeting and his /her decision in that behalf would be final.
- vi. The Chairperson shall file an affidavit not less than 7 (Seven) days before the date fixed for holding the meeting of the Equity Shareholders and Preference Shareholders of the Fifth Applicant Company and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

24. The Chairperson shall report to this Tribunal, the result of the aforesaid meeting within 30 (Thirty) days of the conclusion of the said meeting of Equity Shareholders and Preference Shareholders of the Fifth Applicant Company and the said report shall be verified by his undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

25. It is submitted that there are no Secured Creditors in the First Applicant Company as on 31.03.2025. The copy of the certificate of an Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025, certifying that there are no Secured Creditors of the First Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application. **Therefore, the question of**



convening and holding the meeting of Secured Creditors in the First Applicant Company does not arise.

26. It is submitted that there are no Secured Creditors in the Second Applicant Company as on 31.03.2025. The copy of the certificate of an Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025, certifying that there are no Secured Creditors of the Second Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application. **Therefore, the question of convening and holding the meeting of Secured Creditors in the Second Applicant Company does not arise.**

27. It is submitted that there are no Secured Creditors in the Third Applicant Company as on 31.03.2025. The copy of the certificate of an Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025, certifying that there are no Secured Creditors of the Third Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application. **Therefore, the question of convening and holding the meeting of Secured Creditors in the Third Applicant Company does not arise.**

28. It is submitted that there are no Secured Creditors in the Fourth Applicant Company as on 31.03.2025. The copy of the certificate of an Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025, certifying that there are no Secured Creditors of the Fourth Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application. **Therefore, the question of convening and holding the meeting of Secured Creditors in the Fourth Applicant Company does not arise.**

29. It is submitted that there are no Secured Creditors in the Fifth Applicant Company as on 31.03.2025. The copy of the certificate of an Independent Chartered



Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025, certifying that there are no Secured Creditors of the Fifth Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application. **Therefore, the question of convening and holding the meeting of Secured Creditors in the Fifth Applicant Company does not arise.**

30. It is submitted that the First Applicant Company has 56 (Fifty-Six) Unsecured Creditors having value of Rs.4,26,25,371/- (Rupees Four Crore Twenty-Six Lakh Twenty-Five Thousand Three Hundred Seventy-One Only) as on 31.03.2025. Certificate of the Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025 certifying the list of the Unsecured Creditors of the First Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application.
31. It is submitted that the Second Applicant Company has 4 (Four) Unsecured Creditors having value of Rs.2,10,834/- (Rupees Two Lakh Ten Thousand Eight Hundred Thirty-Four Only) as on 31.03.2025. Certificate of the Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025 certifying the list of the Unsecured Creditors of the Second Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application.
32. It is submitted that the Third Applicant Company has 61 (Sixty-One) Unsecured Creditors having value of Rs.14,89,64,977/- (Rupees Fourteen Crore Eighty-Nine Lakh Sixty-Four Thousand Nine Hundred Seventy-Seven Only) as on 31.03.2025. Certificate of the Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025 certifying the list of the Unsecured Creditors of the Third Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application.



33. It is submitted that the Fourth Applicant Company has 61 (Sixty-One) Unsecured Creditors having value of Rs.1,02,73,35,880/- (Rupees One Hundred Two Crore Seventy- Three Lakh Thirty- Five Thousand Eight Hundred Eighty Only) as on 31.03.2025. Certificate of the Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025 certifying the list of the Unsecured Creditors of the Fourth Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application.
34. It is submitted that the Fifth Applicant Company has 84 (Eighty-Four) Unsecured Creditors having value of Rs.5,29,94,959/- (Rupees Five Crore Twenty-Nine Lakh Ninety-Four Thousand Nine Hundred Fifty-Nine Only) as on 31.03.2025. Certificate of the Independent Chartered Accountant, namely, Kamdar Desai & Patel LLP, dated 09.05.2025 certifying the list of the Unsecured Creditors of the Fifth Applicant Company as on 31.03.2025 is annexed to the Company Scheme Application.
35. This Tribunal hereby directs that a meeting of the Unsecured Creditors of all the Applicant Companies are concerned, a meeting of the Unsecured Creditors be convened and held within 90 (Ninety) days from the date of receipt of the order at a date, time and venue as may be decided by the Chairperson for the purpose of considering, and, if thought fit, approving the Scheme, with or without modification(s) through video conferencing and / or other audio visual means. The meeting will be convened and held for the purpose of considering and, if thought fit, approving with or without modifications the Scheme of Amalgamation (Merger by Absorption).
36. In respect of the meeting of the Unsecured Creditors of all the Applicant Companies it is hereby directed as under:



i. At least one month before the meeting, notice convening the said meeting at the day, date and time as fixed in accordance with paras stated above, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent to the respective Unsecured Creditors of all the Applicant Companies by electronic mail to their registered e-mail address, as per the records available with all Applicant Companies. All the Applicant Companies shall ensure that its Unsecured Creditors whose e-mail addresses are not available or who have not received notice convening said meeting through e-mail, shall receive the respective notices by Courier / RPAD / Speed Post / Hand delivery. The Notice shall state that *"If no representation/response is received by the Tribunal from Unsecured Creditor(s) within a period of thirty days from the date of receipt of such notice, it will be presumed that Unsecured Creditor(s) has no representation/ objection to the Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016"*.

37. At least 30 (Thirty) days before the meeting, notice convening the said meeting, at the date and time fixed in accordance with paras stated above be published each in 'Business Standard' in English and 'Loksatta' in Marathi having circulation in Maharashtra, stating that copies of the Scheme and the said statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 can be obtained free of charge from the registered office of all the Applicant Companies respectively, or by emailing all the Applicant Companies.



38. All the Applicant Companies undertakes to:

- a) Issue respective notices convening meeting of Unsecured Creditors of all the Applicant Companies as per Form No CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- b) Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- c) Issue form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
- d) Advertise the notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

39. The undertaking is accepted.

- i. **Shri Rajnickant Patel, former Managing Director and CEO** having **Email ID rainickant@gmail.com** and **Mobile No. 9820131476**, is hereby **appointed as the Chairperson** for the meeting of the Unsecured Creditors of all the Applicant Companies. The fees to be paid to the Chairperson would be Rs.1,00,000/- (Rupees One Lakh Only) for the meeting of each Applicant Company (five companies).
- ii. **Mr. Narender Pal Gaur (Ex-Banker, LLB, MBA)**, having **Email ID- npgaurlawoffices@gmail.com** and **Mobile No.9810377846**, is hereby **appointed as a Scrutinizer** for the meeting of the Unsecured Creditors of all the Applicant Company. The fees to be paid to the Scrutinizer would be Rs. 50,000/- (Rupees Fifty Thousand Only) for the meeting of each Applicant Company (five companies).



- iii. The voting shall be allowed on the proposed Scheme by voting in person or by proxy. The voting by the authorized representative, in case of a body corporate be permitted, provided that the authorization duly signed is filed with the all the Applicant Companies, in physical mode, at the registered office of the respective Applicant Company or through electronic mode at least 48 (Forty-Eight) hours before the aforesaid meeting, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- iv. The quorum for the aforesaid meeting of the Unsecured Creditors of all the Applicant Companies shall be as provided in its Articles of Association or, in the absence thereof, in accordance with the provisions of Section 103 of the Act, read with the applicable provisions of the CAA Rules, with members present either in person or through an authorised representative. In case the required quorum as stated above is not present at the commencement of the meeting, the meeting shall be adjourned by 30 (Thirty) minutes and thereafter the persons present shall be deemed to constitute the quorum.
- v. The value and number of the Unsecured creditors of all the Applicant Companies shall be in accordance with the books/ records maintained by the respective Applicant Companies, and where the entries in the books/ records are disputed, the Chairperson of the meeting shall determine the value and number for the purpose of the aforesaid meeting and his /her decision in that behalf would be final.
- vi. The Chairperson shall file an affidavit not less than 7 (Seven) days before the date fixed for holding the meeting of the Unsecured Creditors of all the



Applicant Companies and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

vii. The Chairperson shall report to this Tribunal, the result of the aforesaid meeting within 30 (Thirty) days of the conclusion of the said meeting of Unsecured Creditors of all the Applicant Company and the said report shall be verified by his undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

40. The Applicant Companies are directed to serve notices of the present Application complete with enclosures in Form No.CAA.3 by way of Registered Post A.D./ Speed Post/ Hand Delivery and email upon the following authorities: -

- (i) The Central Government through the office of Regional Director, Western Region, Ministry of Corporate Affairs Mumbai;
- (ii) Registrar of Companies, Mumbai;
- (iii) Concerned Income-tax Authorities within whose jurisdiction the assessments of the Applicant Companies are made:

Name of the Company	PAN Number	Name and address of the Income Tax Authority (Jurisdiction)
WYP Brands Solutions Private Limited (Transferor Company -1)	AACCW6403E	Circle 14(1)(2), Mumbai
Wonderlab Technologies Private Limited (Transferor Company -2)	AABCW5939J	Ward 14(3)(1), Mumbai
Wonderlab Martech Platforms Private Limited (Transferor Company -3)	AACCW7827Q	Circle 13(3)(2), Mumbai



NDM Marketing Private Limited (Transferor Company -4)	AACCW9247Q	Circle 13(3)(2), Mumbai
Wonderlab India Private Limited (Transferee Company -6)	AAFCV0621A	Ward 3(1) Gurgaon

- (iv) Nodal Authority in the Income-tax Department having jurisdiction over such authority i.e., Pr. CCIT, Mumbai, Address: - 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai-400020, Phone No. 022-22017654 [Email: mumbai.pccit@incometax.gov.in.]
- (v) Jurisdictional GST Authority, under whose jurisdiction the Applicant Companies are assessed under GST law;
- (vi) Any other Sectoral Regulators or Authorities relevant to the Applicant Companies or their business.

pursuant to Section 230(5) of the Act and as per Rule 8 of the CAA Rules. If the above authorities desire to make any representation, the same shall be sent to this 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. If no response is received by the Tribunal from such authorities within 30 days of the date of receipt of the notices, it will be presumed that they have no objection to the Scheme in terms of Rule 8(3) of the CAA Rules. It is clarified that service of notice through courier shall be taken on record only in cases where it is supported with proof of delivery having acknowledgement of the notice.

41. The Applicant Companies are directed to serve a copy of the Scheme upon the Official Liquidator, High Court of Bombay in terms of Section 230(5) of the Act and in terms of Rule 8 of the CAA Rules. In case the Official Liquidator desires to make



any representation, the same 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 company. If no representation / response is received by the Tribunal from the Official Liquidator within a period of thirty (30) days from the date of receipt of such notice, it will be presumed that Official Liquidator has no objection to the Scheme in terms of Rule 8 of the CAA Rules.

42. The Applicant Companies shall host the notices directed herein on their respective websites, if any.
43. The Applicant Companies are directed to file Affidavit of Service with the Registry within 15 days from service of notices complete with enclosures upon the regulatory authorities mentioned above and report to this Tribunal that all the directions in this regard have been duly complied with. The Applicant Companies are also directed to include in the Affidavit of Service proof of dispatch of documents sent to the creditors, wherever applicable, and to report to this Tribunal that the directions regarding the issue of notices have been duly complied with.
44. The Appointed Date of the Scheme of Amalgamation is **01.04.2025**.
45. The Company Application is allowed and disposed of in terms of the aforesaid directions.

Sd/-
SANJIV DUTT
MEMBER (TECHNICAL)

Sd/-
ASHISH KALIA
(MEMBER JUDICIAL)

//LRA-Vaishnavi Shah//