

**FORM NO. CAA. 2**

**[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]**

**IN THE NATIONAL COMPANY LAW TRIBUNAL MUMBAI BENCH-II**

**CA (CAA) No.165/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]*

**IN THE MATTER OF SCHEME OF AMALGAMATION OF**

**1. VERNOST MARKETING TECHNOLOGY SOLUTIONS PRIVATE LIMITED**

**[CIN: U74999MH2017FTC296939]**

A-72, Pankaj Enterprises Compound, Plot No. 1  
Behind Chandivali Ice Factory, Chandivali  
Andheri (East), Mumbai-400072, Maharashtra

.....**TRANSFEROR COMPANY/FIRST  
APPLICANT COMPANY**

**WITH**

**2. VERNOST TECH VENTURES PRIVATE LIMITED**

**[CIN: U74120MH2012PTC237314]**

Unit No. 201-3, 2nd Floor, Pankaj Building  
Behind Chandivali Ice Factory, Chandivali  
Andheri (East), Mumbai-400072, Maharashtra

.....**TRANSFeree COMPANY/SECOND  
APPLICANT COMPANY**

**AND THEIR RESPECTIVE SHAREHOLDERS**

Vernost Tech Ventures Private Limited, a )  
Company registered under the Companies )  
Act, 1956 and having its registered office )  
at Unit No. 201-3, 2nd Floor, Pankaj )  
Building Behind Chandivali Ice Factory, )  
Chandivali )  
Andheri (East), Mumbai-400072, )  
Maharashtra )

.....**TRANSFeree COMPANY /  
SECOND APPLICANT COMPANY**

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**Vernost Tech Ventures Private Limited**

**Corporate Address:** 2nd Floor, Unit No. 201-3, Pankaj Building, Behind Chandivali Ice Factory, ANDHERI EAST, Mumbai Suburban, Maharashtra, 400072.

Tel No.: 022-68535000 Website: [www.vernost.com](http://www.vernost.com) Email ID: [info@vernost.com](mailto:info@vernost.com)

CIN No.: U74120MH2012PTC237314



FORM NO. CAA. 2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**NOTICE CONVENING MEETING OF THE SECURED AND UNSECURED CREDITORS OF VERNOST TECH VENTURES PRIVATE LIMITED**

**TO**

**The Secured Creditors and Unsecured Creditors of Vernost Tech Ventures Private Limited (“Transferee Company” / “Second Applicant Company”)**

Take Notice that by an order dated 04<sup>th</sup> February, 2026 the Hon’ble Mumbai Bench-II of the National Company Law Tribunal (“NCLT”/ “Tribunal”) (**Annexure 1**) has directed that a meeting of the Secured and Unsecured Creditors of the Transferee Company be convened and held through video conferencing and / or other audiovisual means, without the requirement of physical presence of Secured and Unsecured Creditors of the Transferee Company for the purpose of considering and, if thought fit, approving with or without modifications the Scheme of Amalgamation (**Annexure 2**) of Vernost Marketing Technology Solutions Private Limited (“**Transferor Company/ First Applicant Company**”) with Vernost Tech Ventures Private Limited (“**Transferee Company/Second Applicant Company**”) and their Respective Shareholders.

Take further notice that in pursuance of the said order, a meeting of the Secured and Unsecured Creditors of the Transferee Company will be held through video conferencing and / or other audiovisual means, without the requirement of physical presence of Secured and Unsecured Creditors of the Transferee Company at a common venue.

The video conference facility can be accessed as follows:

(Meeting link: <https://meet.google.com/ktp-tpkx-xbj> )-, on Thursday the 9<sup>th</sup> day of April 2026 at 11:00 a.m. meeting link for the unsecured creditor

(Meeting Link: <https://meet.google.com/qfa-cwkq-hgy> ), on Thursday the 9<sup>th</sup> day of April 2026 at 1:00 p.m.- meeting link for the secured creditor

Copies of the said merger or amalgamation scheme, and of the statement under section 230 can be obtained free of charge at the registered office of the company at 201-3, Pankaj Building, 2nd Floor, Behind Chandivali ICE Factory, Chandivali, Andheri East, Mumbai - 400 072.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the company at 201-3, Pankaj Building, 2nd Floor, Behind Chandivali ICE Factory, Chandivali, Andheri East, Mumbai - 400 072 not later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Company and can be downloaded from the website of the Company at <https://www.vernost.com/>

The Tribunal has appointed Adv. Krishna Dayama, to be the Chairperson and Ms. Akanksha Mota, Independent Company Secretary to be the Scrutinizer of the said Meeting of Secured and Unsecured

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## **Vernost Tech Ventures Private Limited**

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CIN No.: U74120MH2012PTC237314

Creditors of the Transferee Company.

A copy of the Scheme of Amalgamation, the Explanatory Statement under Section 230 of the Companies Act, 2013 and a Proxy Form (MGT-11) are enclosed.

Dated this 5<sup>th</sup> day of March 2026.



**Adv. Krishna Dayama**

**Chairperson appointed for the meeting**

**Email: [adv.krishh@gmail.com](mailto:adv.krishh@gmail.com)**

**Contact: +91 9818282596**

*(Note: All alterations in the form of proxy should be initialed)*

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## **Vernost Tech Ventures Private Limited**

**Corporate Address:** 2nd Floor, Unit No. 201-3, Pankaj Building, Behind Chandivali Ice Factory, ANDHERI EAST, Mumbai Suburban, Maharashtra, 400072.

**Tel No.:** 022-68535000 **Website:** [www.vernost.com](http://www.vernost.com) **Email ID:** [info@vernost.com](mailto:info@vernost.com)

**CIN No.:** U74120MH2012PTC237314

**PROXY FORM**

**Form No. MGT-11**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN:** U74120MH2012PTC237314

**Name of the company:** Vernost Tech Ventures Private Limited (“**Transferee Company**”/ “**Second Applicant Company**”)

**Registered office:** Unit No. 201-3, 2nd Floor, Pankaj Building, Behind Chandivali Ice Factory, Chandivali, Andheri East, Mumbai City - 400072, Maharashtra, India

<b>Name of the Creditor</b>	
<b>Class (Secured/Unsecured)</b>	
<b>Registered address</b>	
<b>E-mail Id</b>	
<b>Folio No/ Client Id</b>	Not Applicable
<b>DP ID</b>	Not Applicable

I/We, being an Unsecured Creditor/Secured Creditor of the above-mentioned Transferee Company and entitled to attend and vote at the meeting of the Creditors convened pursuant to the Order of the Hon’ble National Company Law Tribunal Mumbai Bench-II, and to whom a sum of INR \_\_\_\_\_ is due and payable by the Company, do hereby appoint:

1.  
Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

2.  
Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

3.  
Name: .....  
Address:  
E-mail Id:  
Signature: .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Meeting of Secured and Unsecured Creditors of Transferee Company, convened pursuant to the Order of the Hon’ble

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**Vernost Tech Ventures Private Limited**

**Corporate Address:** 2nd Floor, Unit No. 201-3, Pankaj Building, Behind Chandivali Ice Factory, ANDHERI EAST, Mumbai Suburban, Maharashtra, 400072.

Tel No.: 022-68535000 Website: [www.vernost.com](http://www.vernost.com) Email ID: [info@vernost.com](mailto:info@vernost.com)

CIN No.: U74120MH2012PTC237314

National Company Law Tribunal Mumbai Bench-II, to be held on Thursday, 9<sup>th</sup> April, 2026, at 11:00 A.M. (IST) and/or on Thursday, 9<sup>th</sup> April, 2026, at 1:00 P.M. (IST) respectively by way of video conferencing and / or other audio visual means and at any adjournment thereof in respect of such resolutions as are indicated below:

**Agenda:**

1. Considering and, if thought fit, approving with or without modifications the Scheme of Amalgamation.

Signed this..... day of \_\_\_\_\_, 2026

Signature of shareholder .....

Signature of Proxy holder(s) .....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**Vernost Tech Ventures Private Limited**

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CIN No.: U74120MH2012PTC237314

**EXPLANATORY STATEMENT PURSUANT TO SECTION 230 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:**

**(i) Details of the order of the Tribunal directing the calling, convening and conducting of the meeting**

**(a) Date of the Order-** National Company Law Tribunal Mumbai Bench-II CA (CAA) No.165/MB/2025 Dated 04<sup>th</sup> February 2026

**(b) Date, Time and Venue of the Meeting-**

(Meeting link for the unsecured creditor: <https://meet.google.com/ktp-tpkx-xbj> ), on Thursday the 9<sup>th</sup> day of April 2026 at 11:00 a.m. (IST).

(Meeting Link for the secured creditor: <https://meet.google.com/qfa-cwkq-hgy> ), on Thursday the 9<sup>th</sup> day of April 2026 at 1:00 p.m. (IST).

**(ii) Details of the transferee company including:**

**(a) Corporate Identification Number (CIN) or Global Location Number (GLN) of the company:** U74120MH2012PTC237314

**(b) Permanent Account Number (PAN):** AAECV2683H

**(c) Name of the company:** Vernost Tech Ventures Private Limited

**(d) Date of incorporation:** 30<sup>th</sup> October 2012

**(e) Type of the company:** Private Limited Company

**(f) Registered office address and e-mail address:**

Unit No.201-3, 2nd Floor, Pankaj Building, Behind Chandivali Ice Factory, Chandivali, Andheri (East), Mumbai- 400072, Maharashtra, India. Email- [pankaj.tripathi@vernost.com](mailto:pankaj.tripathi@vernost.com)

**(g) Summary of main object as per the memorandum of association; and main business carried on by the company-**

1. To carry on the business of marketing services in the loyalty and retention space in India thereby helping various companies maximize value of their loyalty and retention budget and managing their current existing customers.
2. To carry on the business related to development, management and marketing of consumer loyalty and data intelligence and direct marketing communication and aiding companies conceptualize, develop and operate loyalty programs.
3. To carry on the business to help brands market their services to achieve successful customer retention.

**(h) Details of change of name, registered office and objects of the company during the last five years-** Via resolution dated 11<sup>th</sup> September 2024, the company has changed the name

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## **Vernost Tech Ventures Private Limited**

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CIN No.: U74120MH2012PTC237314

once from “VERNOST MARKETING SERVICES PRIVATE LIMITED” to “VERNOST TECH VENTURES PRIVATE LIMITED” during the last five years.

- (i) **Name of the stock exchange (s) where securities of the company are listed, if applicable-**  
NIL
- (j) **Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital as per the Scheme of Amalgamation-**

<b>Authorised share capital</b>	
1,00,00,000 Equity Shares of Rs.10/- each	10,00,00,000
<b>TOTAL</b>	10,00,00,000
<b>Issued, Paid-up and Subscribed Share Capital</b>	
44,32,000 Equity Shares of Rs.10/- each	4,43,20,000
<b>TOTAL</b>	4,43,20,000

- (k) **Name of the promoters and directors along with their addresses.**

Name of the promoter	Address of the promoter
Khalid Reza Abdus Salam	Address 1- 2104, Horizon Point, Neptune Living Address 2- Point, LBS Marg, Bhandup City- Mumbai State- Maharashtra Country- India Pin- 400078
Himanshoo Vasant Patil	Address 1- 704 Trishul Terraces Address 2- Plot No. 36 37 Sector 20 Address 3- Koparkhairane City- Thane State- Maharashtra Country- India Pin- 400709
Darshana Shantaram Jagtap	Address 1- Villa B4v 19 393 Al Thanyah Fifth Re Address 2- Dubai Pin- 999999
Pankaj Santoshkumar Tripathi	Address 1- Flat No 501/5c Address 2- Ashirwad CHS Ltd Mhada Colony

## Vernost Tech Ventures Private Limited

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CIN No.: U74120MH2012PTC237314

	Address 3- Chandivali Andheri East City- Mumbai State- Maharashtra Country- India Pin- 400072
Name of the director	Address of the director
Darshana Shantaram Jagtap	Address 1- Villa B4v 19 393 Al Thanyah Fifth Re Address 2- Dubai Pin- 999999
Vikas Mankhand	Address 1- B-77 Lane No. 11 Chandra Bhawan, Ravindrapuri, Varanasi Pin- 221005, Uttar Pradesh, India
Pankaj Santoshkumar Tripathi	Address 1- Flat No 501/5c Address 2-Ashirwad CHS Ltd Mhada Colony Address 3- Chandivali Andheri East City- Mumbai State- Maharashtra Country- India Pin- 400072
Khalid Reza Abdus Salam	Address 1- 2104, Horizon Point, Neptune Living Address 2- Point, LBS Marg, Bhandup City- Mumbai State- Maharashtra Country- India Pin- 400078

(iii) If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies- The Transferee Company and the Transferor Company are held by individuals and entities, where the majority of ultimate beneficial holders form part of the same family. As a part of internal group restructuring and to simplify the corporate structure, the management of respective entities have decided to consolidate entities and thereby creating a single entity which would be advantageous and beneficial to the interest of the shareholders, creditors and employees. Hence, the proposed Scheme of Amalgamation is to be considered.

(iv) The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution-

## Vernost Tech Ventures Private Limited

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CIN No.: U74120MH2012PTC237314

The Board of Directors of both the Applicant Companies at their meeting held on 14 March, 2025 has considered and unanimously approved the Scheme of amalgamation.

**Details of the transferor company including:**

- (a) **Corporate Identification Number (CIN) or Global Location Number (GLN) of the company:** U74999MH2017FTC296939
- (b) **Permanent Account Number (PAN):** AAFCV9970J
- (c) **Name of the company:** Vernost Marketing Technology Solutions Private Limited
- (d) **Date of incorporation:** 5<sup>th</sup> July 2017
- (e) **Type of the company:** Private Limited Company
- (f) **Registered office address and e-mail address:** A-72, Pankaj Enterprises Compound Plot 1, Behind Chandivali Ice Factory, Chandivali, Andheri (East), Mumbai- 400072, Maharashtra, India. Email: [pruthvii.joshi@vernost.com](mailto:pruthvii.joshi@vernost.com)
- (g) **Summary of main object as per the memorandum of association; and main business carried on by the company-**
  1. To carry on the business of marketing services in the loyalty and retention space in India thereby helping various companies maximize value of their loyalty and retention budget and managing their current existing customers, to carry on the business related to development, management and marketing of consumer loyalty and data intelligence and direct marketing communication and aiding companies conceptualize, develop and operate loyalty programs and to help brands market their services to achieve successful customer retention.
- (h) **Details of change of name, registered office and objects of the company during the last five years-** NIL
- (i) **Name of the stock exchange (s) where securities of the company are listed, if applicable-** NIL
- (j) **Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital as per the scheme of amalgamation-**

<b>Authorised share capital</b>	
50,000 Equity Shares of Rs.10/- each	5,00,000
<b>TOTAL</b>	<b>5,00,000</b>
<b>Issued, Paid-up and Subscribed Share Capital</b>	

## Vernost Tech Ventures Private Limited

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CIN No.: U74120MH2012PTC237314

10,000 Equity Shares of Rs.10/- each	1,00,000
<b>TOTAL</b>	<b>1,00,000</b>

(k) **Name of the promoters and directors along with their addresses.**

Name of the promoter	Address of the promoter
Vikas Mankhand	Address 1- B-77 Lane No. 11 Chandra Bhawan, Ravindrapuri, Varanasi Pin- 221005, Uttar Pradesh, India

Name of the director	Address of the director
Darshana Shantaram Jagtap	Address 1- Villa B4v 19 393 Al Thanyah Fifth Re Address 2- Dubai Pin- 999999
Vikas Mankhand	Address 1- B-77 Lane No. 11 Chandra Bhawan, Ravindrapuri, Varanasi Pin- 221005, Uttar Pradesh, India
Pankaj Santoshkumar Tripathi	Address 1- Flat No 501/5c Address 2-Ashirwad CHS Ltd Mhada Colony Address 3- Chandivali Andheri East City- Mumbai State- Maharashtra Country- India Pin- 400072

(iii) **If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies-** The Transferee Company and the Transferor Company are held by individuals and entities, where the majority of ultimate beneficial holders form part of the same family. As a part of internal group restructuring and to simplify the corporate structure, the management of respective entities have decided to consolidate entities and thereby creating a single entity which would be advantageous and beneficial to the interest of the shareholders, creditors and employees. Hence, the proposed Scheme of Merger is to be consider.

(iv) **The date of the Board meeting at which the scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution-**

## **Vernost Tech Ventures Private Limited**

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CIN No.: U74120MH2012PTC237314

The Board of Directors of both the Applicant Companies at their meeting held on 14 March, 2025 has considered and unanimously approved the Scheme of amalgamation.

**DETAILS OF THE SCHEME OF AMALGAMATION INCLUDING:**

**(a) Parties involved in such Amalgamation:**

Vernost Marketing Technology Solutions Private Limited [CIN: U74999MH2017FTC296939] having registered office at A-72, Pankaj Enterprises Compound, Plot No. 1 Behind Chandivali Ice Factory, Chandivali Andheri (East), Mumbai-400072, Maharashtra (“**Transferor Company**”/“**First Applicant Company**”) AND Vernost Tech Ventures Private Limited [CIN: U74120MH2012PTC237314] having registered office at Unit No. 201-3, 2nd Floor, Pankaj Building Behind Chandivali Ice Factory, Chandivali Andheri (East), Mumbai-400072, Maharashtra. (“**Transferee Company**”/ “**Second Applicant Company**”) hereinafter referred to as (“**Applicant Companies**”/ “**Applicant Company**”) AND their Respective Shareholders;

**(b) In case of amalgamation, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:** For the purpose of the Scheme of Amalgamation/ Merger the Appointed Date fixed is 30<sup>th</sup> September, 2024 and means the last of the dates on which conditions and matters referred to in Clause 20 of the Scheme of Amalgamation as annexed (**Annexure 2**) occur or have been fulfilled or waived. Further the Consideration shall be as per the Clause 8 of Scheme of Amalgamation (**Annexure 2**).

**(c) Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the Company:** this clause is not applicable

**(d) Details of capital/debt restructuring, if any:** Kindly refer to Clause 4 of Scheme of Amalgamation (**Annexure 2**)

**(e) Rationale for the Amalgamation:** Please refer to clause “*Rationale for the Scheme of Merger*” of the Scheme of Amalgamation (**Annexure 2**)

**(f) Benefits of the Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable):**

- i. Simplification of corporate structure of group entities;
- ii. The proposed merger will enable to consolidate certain group entities and thereby save costs through focused operational efforts, rationalization, standardization and simplification of business processes and integration and optimization of various support functions, resources and the assets;
- iii. The proposed merger will enable easier and speedier decision making at all levels and better management and co-ordination;
- iv. The proposed merger will result in avoiding duplication of administrative functions, reduction in multiplicity of legal and regulatory compliances;
- v. The proposed merger also facilitates inter-transfer of resources and costs and optimum utilization of assets of the Transferee Company and Transferor Company and bring uniformity in corporate policy;

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- vi. The proposed merger will enable consolidation of financial resources for better and optimum utilization for better profitability for the benefit of its shareholders;
- vii. The Scheme is commercially and economically viable and feasible and is fair and reasonable.
- viii. This Scheme will be beneficial, advantageous and not prejudicial to the interest of all the shareholders, creditors and other stakeholders of Transferor Company and the Transferee Company.

(g) **Amount due to unsecured creditors [As on 31.01.2026]** : Rs. 24,98,69,495.43/- (Rupees Twenty Four Crores Ninety Eight Lakhs Sixty Nine Thousand Four Hundred and Ninety Five point Forty Three only)

(h) **Amount due to secured creditors [As on 31.01.2026]** : Rs. 68,60,58,178/- (Rupees Sixty Eight Crores Sixty Lakhs Fifty Eight Thousand One Hundred and Seventy Eight only)

**DISCLOSURE ABOUT THE EFFECT OF THE AMALGAMATION ON:**

(a) **Key Managerial Personnel:** The Scheme would not have any effect on the Key Managerial Personnels of both the Companies.

(b) **Directors:** The Scheme would not have any effect on the Directors of both the Companies.

(c) **Promoters: Details of promoter are as follows**

**TRANSFEROR COMPANY (Annexure 3):**

Sr. No	Name	DIN	Designation	Category
1.	Darshana Shantaram Jagtap	03318498	Director	Promoter
2.	Vikas Mankhand	06556254	Director	Promoter
3.	Khalid Reza Abdus Salam	11147646	Director	Promoter

**TRANSFEREE COMPANY (Annexure 3):**

Sr. No	Name	DIN	Designation	Category
1.	Vikas Mankhand	06556254	Director	Promoter

**The Shareholding pattern of Transferor and Transferee Company is attached as (Annexure 3)**

(d) **Non-Promoter Members:** The Details of non-promoter Members is attached as **(Annexure 3)**

(e) **Depositors:** The Applicant Companies have not accepted any deposits within the meaning of the Companies Act, 2013 and the rules made thereunder accordingly, this clause is not applicable.

(f) **Creditors:** The Scheme does not involve any compromise or composition with the creditors of the Transferor Company or the Transferee Company and the rights of the Creditors of the Transferor Companies or the Transferee Company are not to be affected in any manner.

(g) **Debenture Holders:** The Applicant Companies have not issued debentures therefore this clause

## **Vernost Tech Ventures Private Limited**

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CIN No.: U74120MH2012PTC237314

is not applicable.

**(h) Deposit Trustee and Debenture Trustee:** The Applicant Companies have not issued debentures therefore this clause is not applicable.

**(i) Employee of the company:** kindly refer to Clause 12 of the Scheme of Amalgamation/ Merger annexure as **(Annexure 2)**

**Disclosure about effect of Amalgamation on material interests or directors, Key Managerial Personnel (KMP) and debenture trustee:** NIL

**Investigation or proceedings, if any, pending against the company under the Act:** NIL

*THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALAGATMATION THE UNSECURED CREDITORS OF THE APPLICANT COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.*

**DETAILS OF THE AVAILABILITY OF THE FOLLOWING DOCUMENTS FOR OBTAINING EXTRACT FROM OR FOR MAKING/OBTAINING COPIES OF OR FOR INSPECTION BY THE CREDITORS, NAMELY:**

- (a) Latest audited financial statements of the company including consolidated financial statements;
- (b) Copy of the order of Tribunal in pursuance of which the meetings are to be convened;
- (c) Copy of the scheme of Amalgamation;
- (d) Contracts or agreements material to the Amalgamation;
- (e) The certificate issued by Auditor of the company to the effect that the accounting treatment if any proposed in the scheme of Amalgamation is in conformity with the Accounting standards prescribed under section 133 of the Companies Act, 2013;
- (f) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the Scheme;
- (x) Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the purpose Scheme of Amalgamation; and
- (xi) A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronics means.

The aforesaid documents are available for inspection by the Secured and Unsecured Creditors of the Company at its Registered Office situated at Unit No. 201-3, 2nd Floor, Pankaj Building, Behind Chandivali Ice Factory, Chandivali, Andheri East, Mumbai, Maharashtra, India, 400072, during business hours on all working days (except Saturdays, Sundays and public holidays) between 10:00

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Tel No.: 022-68535000 Website: [www.vernost.com](http://www.vernost.com) Email ID: [info@vernost.com](mailto:info@vernost.com)

CIN No.: U74120MH2012PTC237314



A.M. and 6:00 P.M. up to the date of the meeting convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench-II, dated 04<sup>th</sup> February 2026.

The Secured and Unsecured Creditors may obtain copies of the aforesaid documents upon making a written request to the Company at its Registered Office or by sending an email to [info@vernost.com](mailto:info@vernost.com) and [pruthvii.joshi@vernost.com](mailto:pruthvii.joshi@vernost.com) and the same shall be provided free of charge within One day from the date of receipt of such request. The persons to whom this Notice is sent may vote at the meeting either in person or through proxy, through electronic means, in accordance with the provisions of the Companies Act, 2013 read with the applicable Rules made thereunder and the directions issued by the Hon'ble Tribunal.

This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2013 and Section 102 and other applicable provisions of the Companies Act, 2013.

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**Adv. Krishna Dayama**  
**Chairperson appointed for the meeting**  
**Email: [adv.krishh@gmail.com](mailto:adv.krishh@gmail.com)**  
**Contact: +91 9818282596**

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## **Vernost Tech Ventures Private Limited**

**Corporate Address:** 2nd Floor, Unit No. 201-3, Pankaj Building, Behind Chandivali Ice Factory, ANDHERI EAST, Mumbai Suburban, Maharashtra, 400072.

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