



NOTICE TO UNSECURED CREDITORS	
<b>MEETING OF THE UNSECURED CREDITORS OF FREECHARGE PAYMENT TECHNOLOGIES PRIVATE LIMITED CONVENED PURSUANT TO THE DIRECTIONS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AT NEW DELHI</b>	
Day	Monday
Date	September 10, 2018
Time	12:00 pm
Venue	2nd Floor, Red Fort Capital, Parsvnath Tower, Bhai Veer Singh Marg, Near Gole Market, New Delhi – 110001
Sr. No.	Contents
1.	Notice of Meeting of the Unsecured Creditors of Freecharge Payment Technologies Private Limited convened as per the directions of the Hon'ble National Company Law Tribunal, at New Delhi
2.	Explanatory Statement under Section 230(3) and other applicable provisions of the Companies Act, 2013 and rules framed thereunder.
3.	<b>Annexure A</b> - Scheme of Amalgamation under Sections 230-232 of the Companies Act, 2013
4.	<b>Annexure B</b> - Valuation Report dated the 22nd of March, 2018
5.	<b>Annexure C</b> - Audited financial statements as on March 31, 2018 of Freecharge Payment Technologies Private Limited
6.	<b>Annexure D</b> - Audited financial statements as on March 31, 2018 of Accelyst Solutions Private Limited.
7.	<b>Annexure E</b> - Report adopted by the Board of Directors of Freecharge Payment Technologies Private Limited as required under Section 232(2)(c) of the Companies Act, 2013
8.	<b>Annexure F</b> - Report adopted by the Board of Directors of Accelyst Solutions Private Limited as required under Section 232(2)(c) of the Companies Act, 2013
9.	Form of Proxy
10.	Attendance Slip

**Principal Office:** DLF Cyber Greens, 16th Floor, Tower- C, DLF Cyber City, DLF Phase III, Gurugram, Haryana- 122002, India.

**Registered Office:** 2nd Floor, Red Fort Capital Parsvnath Tower, Bhai Veer Singh Marg, Near Gole Market,

New Delhi- 110001 Tel : +91-11-47396600 CIN: U74140DL2015PTC275419 (Subsidiary of Axis Bank Limited)





FORM NO. CAA. 2

(Pursuant to section 230(3) and rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
NEW DELHI BENCH, COURT III AT NEW DELHI  
COMPANY SCHEME APPLICATION NO. CA (CAA) 103 ND/2018 OF 2018

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230-232 read with other relevant provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation between Freecharge Payment Technologies Private Limited and Accelyst Solutions Private Limited and their respective shareholders.

Freecharge Payment Technologies Private Limited )  
(CIN: U74140DL2015PTC275419) a company )  
incorporated under the Companies Act, 2013, having )  
its registered office at 2nd Floor, Red Fort Capital, )  
Parsvnath Tower, Bhai Veer Singh Marg, Near Gole )  
Market, New Delhi – 110001. )

...Applicant Company/Transferee Company

**NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF FREECHARGE PAYMENT TECHNOLOGIES PRIVATE LIMITED, THE APPLICANT COMPANY**

To,  
**The Unsecured Creditors of Freecharge Payment Technologies Private Limited,**

Notice is hereby given that by an order dated July 30, 2018 in the Company Scheme Application No. CA (CAA) 103 ND/2018 of 2018 (the “**Order**”), of Hon’ble National Company Law Tribunal at New Delhi (“**Tribunal**”) has directed a meeting of the Unsecured Creditors of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Amalgamation (“**Scheme**”) of Accelyst Solutions Private Limited (“**Transferor Company**”) with Freecharge Payment Technologies Private Limited (“**Transferee Company**” or “**Applicant Company**”) and their respective shareholders.

In pursuance of the Order and as directed therein, further notice is hereby given that a meeting of the Unsecured Creditors of the Applicant Company will be held at 2nd Floor, Red Fort Capital, Parsvnath Tower, Bhai Veer Singh Marg, Near Gole Market, New Delhi – 110001 on Monday, September 10, 2018 at 12:00 p.m. (the “**Meeting**”).



Take further notice that you may attend and vote at the Meeting in person or by proxy, provided that a proxy in the prescribed form, duly signed by you or your authorized representative, is deposited at the registered office of the Applicant Company at 2nd Floor, Red Fort Capital, Parsvnath Tower, Bhai Veer Singh Marg, Near Gole Market, New Delhi – 110001, not later than 48 (Forty-Eight) hours before the scheduled time of the Meeting.

Copies of the Scheme, explanatory statement under Section 230(3) of the Companies Act, 2013 and proxy forms can be obtained free of charge at the registered office of the Applicant Company.

The Tribunal has appointed Mr. Saurabh Kalia to be the chairperson of the Meeting and Ms. Sanjana Saddy as the alternate chairperson of the Meeting.

The above Scheme, if approved by the Equity Shareholders and Unsecured Creditors, will be subject to the subsequent approval of the National Company Law Tribunal.

The Board of Directors of the Applicant Company at its meeting held on 27<sup>th</sup> March, 2018 and 08<sup>th</sup> May, 2018 have approved the Scheme and amendments thereto, subject to approval by the requisite majority of the Equity Shareholders of the Transferee Company as may be required, and subject to the sanction of the Tribunal and of such other authorities as may be necessary.

#### **RESOLUTION TO BE CONSIDERED:**

To consider and if thought fit to pass, with or without modification(s), and with requisite majority, the following resolution under Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force):

#### **Approval of the Scheme of Amalgamation between Accelyst Solutions Private Limited (“Transferor Company”) and Freecharge Payment Technologies Private Limited (“Transferee Company”)**

“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble National Company Law Tribunal, if and when applicable or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the proposed Scheme of Amalgamation of Accelyst Solutions Private Limited (“Transferor Company”) with Freecharge Payment Technologies Private Limited (“Transferee Company”) and their respective Shareholders placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, or the authorized persons appointed by the Board of Directors of the Transferee Company vide its board resolutions dated 27<sup>th</sup> March, 2018 and 08<sup>th</sup> May, 2018, be and are hereby authorized to do all such acts, deeds, matters and things, as they may, in their absolute



discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Dated this the 10<sup>th</sup> day of August, 2018  
Place: New Delhi

**Shri Saurabh Kalia**  
**Chairman appointed for the Meeting**



**Notes:**

1. Explanatory Statement for the proposed resolution pursuant to the provisions of Sections 230(3) and 232(2) of the Companies Act, 2013 setting out material facts forms part of this Notice.
2. AN UNSECURED CREDITOR OF THE APPLICANT COMPANY ENTITLED TO ATTEND AND VOTE AT THE TRIBUNAL CONVENED MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE AN UNSECURED CREDITOR OF THE APPLICANT COMPANY. THE INSTRUMENTS APPOINTING PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE APPLICANT COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Body corporates intending to send their authorized representatives to attend the Meeting are requested to send to the Registered Office of the Applicant Company, at least forty eight hours prior to commencement of the Meeting, a certified copy of the latest Board Resolution authorizing their representative to attend and vote at the Meeting on their behalf.
4. Proxy form enclosed herewith.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Applicant Company from 11.00 a.m. to 1.00 p.m. on all working days, except Saturdays, Sundays, public holidays and national holidays, from the date hereof up to the date of this Meeting.
6. Unsecured Creditors/proxies should bring the attendance slip duly filled in for attending the Meeting.
7. Route map for the venue of the meeting is attached herewith, for your ready reference.
8. The Unsecured Creditors of the Transferee Company as of March 31, 2018 shall be eligible to attend and vote at such meeting of the Transferee Company. Unsecured Creditors attending the meeting are requested to handover the enclosed attendance slip, duly signed in accordance with their specimen signature(s) registered with the Applicant Company.
9. As directed by the Tribunal, Mr. Nitin Jaiswal, Company Secretary has been appointed as the scrutinizer to for the meeting.
10. The Notice is being sent to all the Unsecured Creditors of the Transferee Company as of March 31, 2018.
11. The queries, if any, related to the Scheme should be sent to the Company in the name of the Mr. Samarth Govila at the Corporate Office 16<sup>th</sup> Floor, Tower-C, DLF Cyber Greens, DLF Cyber City, DLF Phase-II, Gurgaon -122016 or by e-mailing to: [companysecretary@freecharge.com](mailto:companysecretary@freecharge.com).

**Indicative Route Map of 2<sup>nd</sup> Floor, Red Fort Capital, Parsvnath Towers, Bhai Veer Singh Marg, Near Gole Market, New Delhi -110001- venue for the meeting of Unsecured Creditors:**

