

**FORM NO. CAA.12**

[Pursuant to section 233 and rule 25 (5)]

**Confirmation order of scheme of merger or amalgamation between  
MPS Telecom Private Limited, Oneworld Teleservices Private Limited  
(Transferor Companies of Delhi) with Optiemus Infracom Limited  
(Transferee Company of Delhi)**

Pursuant to the provisions of section 233 of the Companies Act, 2013, the scheme of merger of MPS Telecom Private Limited, Oneworld Teleservices Private Limited (Transferor Companies of Delhi) with Optiemus Infracom Limited (Transferee Company of Delhi) approved by their respective members and creditors as required under section 233(1) (b) and (d) of the Companies Act, 2013 is hereby confirmed and the scheme shall be effective from the day as per clause 1.7 of Part I of the scheme or thirtieth day from the date of this confirmation whichever is earlier.

A copy of the approved scheme is attached to this order.

*S. B. Gautam*

**(S. B. Gautam)**

**Regional Director (NR).**

03 APR 2018

**Date:**

**Place: New Delhi**

**No: 233/6/T-1/2018 / 146**



1. M/s Optemius Infracom Limited office at K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024.
2. The Registrar of Companies, Delhi.
3. The Official Liquidator, Delhi.

**SCHEME OF AMALGAMATION**

**SCHEME OF ARRANGEMENT**

**BETWEEN**

**MPS TELECOM PRIVATE LIMITED  
(TRANSFEROR COMPANY-1)**

**AND**

**ONEWORLD TELESERVICES PRIVATE LIMITED  
(TRANSFEROR COMPANY-2)**

**AND**

**OPTIEMUS INFRACOM LIMITED  
(TRANSFeree COMPANY)**

**AND**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**FOR AMALGAMATION OF**

**MPS TELECOM PRIVATE LIMITED  
(TRANSFEROR COMPANY-1)**

**AND**

**ONEWORLD TELESERVICES PRIVATE LIMITED  
(TRANSFEROR COMPANY-2)**

**WITH**

**OPTIEMUS INFRACOM LIMITED  
(TRANSFeree COMPANY)**

**UNDER SECTION 233 OF THE COMPANIES ACT, 2013 READ WITH RULE 25 OF  
COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS)  
RULES, 2016)**



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For OPTIEMUS INFRACOM LIMITED

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Company Secretary

For

*Handwritten signature in blue ink.*

For Oneworld Teleservices Pvt. Ltd.

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**Parts of the Scheme:**

1. **Part I** – This part of Scheme contains Definitions, Capital Structure of the Transferor Company-1, Transferor Company-2 and Transferee Company.
2. **Part II** – This part of Scheme deals with Amalgamation of the Transferor Company-1, Transferor Company-2 with the Transferee Company in accordance with Section 233 of the Companies Act, 2013.
3. **Part III** - This part of Scheme deals with the Accounting Methodology adopted for the Amalgamation.
4. **Part IV** - This part of Scheme contains other terms and conditions applicable to the Scheme.

**PREAMBLE**

**A. An overview of Scheme of Arrangement**

- This Scheme of Arrangement is presented under the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016 under fast track route for amalgamation of MPS Telecom Private Limited ('Transferor Company-1') and Oneworld Teleservices Private Limited ('Transferor Company-2') (collectively 'Transferor Companies' or 'Wholly Owned Subsidiaries') with Optimus Infracom Limited (Transferee Company')
- The Transferor Companies is wholly owned subsidiary of Transferee Company hence, in consideration Transferee Company will not issue any shares under the scheme of Arrangement. The existing holding of Transferee Company in Transferor Company get cancel pursuant to the scheme of Arrangement.
- In addition, this Scheme of Arrangement also provides for various others matter consequential or otherwise integrally connected herewith.

**B. Background and Description of Companies**

1. **MPS Telecom Private Limited or MTPL or Transferor Company -1** bearing CIN U64200DL2013PTC254029 was incorporated on June 17, 2013 in accordance with the provisions of the Companies Act, 1956. The registered office of the Transferor Company-1 is situated at Ground Floor, Plot No.1 & 2, Khasra No. 382/2, Village Nasirpur, Post Office Palam, New Delhi - 110045. The Transferor Company-1 is engaged in the business of distribution of mobile phones and telecom accessories.  
The main objects of the Transferor Company-1 are set out in its Memorandum of Association.  
Transferor Company-1 is a wholly owned subsidiary of Transferee Company.
2. **Oneworld Teleservices Private Limited or OPTL or Transferor Company-2** bearing CIN U64100DL2013PTC259070 was incorporated on October 10, 2013 in accordance with the provisions of Companies Act, 1956. The registered office of the Transferor Company-2 is situated at K-20, 2nd Floor Lajpat Nagar-II New Delhi - 110024. The Transferor Company-2 is engaged in providing telecommunication services.  
Transferor Company-2 is wholly owned subsidiary of Transferee Company.
3. **Optimus Infracom Limited or OIL or Transferee Company** bearing CIN L64200DL1993PLC054086 was incorporated on June 17, 1993 in accordance with the provisions of the Companies Act, 1956. The Registered Office of Transferee Company is situated at K-20, 2nd Floor Lajpat Nagar-II New Delhi - 110024. The shares of the Company are listed on BSE Limited and shall be listed on NSE w.e.f. August 8, 2017.  
The Transferee Company is engaged in diversified business and has experience in managing and distributing various mobile brands and other telecommunication products in India. Apart from the aforesaid business, the Company also owns a Real Estate Project in Noida and operates the same on Rental Model. The Company has also obtained exclusive licensing agreement for manufacturing & distributing Blackberry mobile handsets in four countries including India.

**C. OBJECTS AND RATIONALE FOR THE SCHEME**

- The Transferor Company -1 and Transferor Company -2 are wholly owned subsidiary of Transferee Company and engaged in similar nature of business. In order to consolidate the similar nature of business at one place and effectively manage the Transferor Companies and Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the

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For OPTIMUS INFRA COM LIMITED

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For MTPL

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Oneworld Teleservices Pvt. Ltd

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Authorized Signatory