

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
KOCHI BENCH, KOCHI
IN
CA (CAA) NO. 3 / KOB / 2022**

THE MATTER OF:

Simon Electric Private Limited, a company incorporated under the Companies Act, 2013 and other applicable provisions of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:

AND

THE MATTER OF:

SCHEME OF AMALGAMATION BETWEEN:

Simon Electric Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at XIII/300 E-27(XXXV/565), 5th Floor, Tower, Kakkanad Desom, Thrikkakara P.O., Kanayannur Taluk Vazhakkala, Kalam, Kerala, India-682021

Applicant Company No. 1/ Transferor Company/ Amalgamating Company

AND

Guard Industries Limited, a company incorporated under the Companies Act, 2013 and having its registered office at 42/962, Vennala High School, Vennala, Kochi, Ernakulam, Kerala, India-682028.

Applicant Company No. 2/ Transferee Company/ Amalgamated Company

AND

Respective Shareholders and Creditors

**ADVERTISEMENT OF THE NOTICE OF THE MEETINGS OF
EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF
GUARD INDUSTRIES LIMITED/ AMALGAMATED COMPANY**

It is hereby given that by an order dated September 27, 2022 ("Order"), the National Company Law Tribunal ("Tribunal") has directed separate virtual meetings to be held of equity shareholders and unsecured creditors of V-Guard Industries Limited ("Amalgamated Company"), for the purpose of considering, and if thought fit, approving or without modification, the proposed Scheme of Amalgamation between Simon Electric Private Limited and the Amalgamated Company and its respective shareholders and unsecured creditors ("Scheme"), pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") and the provisions thereunder. Considering that there are no secured creditors of the Amalgamated Company, there is no requirement of holding meeting of secured creditors of the Amalgamated Company.

In pursuance of the Order and as directed therein, further notice is hereby given that no physical meetings will be held on account of the COVID-19 pandemic and there will be no venue for the meetings requiring physical presence.

In pursuance of the Order and as directed therein, further notice is hereby given that the separate virtual meetings to be held of the equity shareholders and unsecured creditors of the Amalgamated Company ("Meetings"), will be held through Video Conferencing ("VC")/ Other Visual Means capable of being recorded ("OAVM") as under, at which the equity shareholders and/ or unsecured creditors of the Amalgamated Company are requested to attend the Meetings:

| No. Meetings | Date | Day | Time |
|---------------------|-------------------|--------|----------|
| Equity Shareholders | November 14, 2022 | Monday | 11:30 am |
| Unsecured Creditors | November 14, 2022 | Monday | 02:30 pm |

In pursuance of the Scheme, this Notice and the Explanatory Statement under Section 230 (3) of the Act and all documents referred to therein shall be available on the website of the Amalgamated Company and can also be accessed free of charge at the registered office of the Amalgamated Company at 42/962, Vennala High School Road, Vennala, Kochi, Ernakulam, Kerala, India-682028, on all days, except Saturday, Sunday and public holidays, between 11:00 A.M. and 1:00 P.M., up to and including the date of the Meetings.

In pursuance of the Notice, together with the documents accompanying the same, being sent by way of email, to the equity shareholders and unsecured creditors of the Amalgamated Company, to their last known email IDs as available with the Amalgamated Company. In case any such equity shareholders and/ or unsecured creditors of the Amalgamated Company whose e-mail addresses are not registered with the Amalgamated Company, to receive a soft copy of the Notice (with the accompanying documents), they are requested to send an e-mail to investors@vguard.in, on or before November 04, 2022 and a soft copy of the Notice (together with the accompanying documents) will be provided to such equity shareholders and unsecured creditors of the Amalgamated Company. Further, in case any such equity shareholders and/ or unsecured creditors of the Amalgamated Company require physical copy of the Notice (with the accompanying documents), they are requested to send an e-mail to investors@vguard.in, on or before November 04, 2022 and a physical copy of the Notice (together with the accompanying documents) will be provided to such equity shareholders and unsecured creditors of the Amalgamated Company at their last known addresses or the addresses specified in the email.

All persons entitled to attend, and vote may vote through the facility of video conferencing during the said Meetings to be held through VC/ OAVM, or remote voting prior to the respective Meetings. Since the Meetings are being held through VC/ OAVM, physical attendance of equity shareholders and unsecured creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders and unsecured creditors will not be available for the Meetings.

Further, a body corporate which is an equity shareholder and/ or unsecured creditor of the Amalgamated Company, is entitled to appoint an authorized representative for the purposes of participating and/ or voting during the Meetings held through VC/ OAVM. For this purpose, the body corporate is requested to send an email to the Amalgamated Company at investors@vguard.in, on or before seven days prior to the date of the Meetings, i.e., November 07, 2022 along with the certified true copy of the board resolution authorising such person as the representative of the body corporate.

The Tribunal has appointed Mr. Sankar P Panicker as the Chairperson and Mr. Sankar P Panicker as the Scrutinizer for the said Meetings.

The above-mentioned Composite Scheme of Arrangement, if approved by the Tribunal, will be subject to the subsequent approval of the Tribunal.

Kochi Sd/-

Mr. Sankar P Panicker

Chairperson appointed for the meetings

October 10, 2022

xerox™

XEROX INDIA LIMITED

Regd. Office: 6th Floor, Block-1, Vatika Business Park,
Sector 49, Sohna Road, Gurugram -122018, Haryana

CIN: U72200HR1995PLC049183

Tel.: +91-124-446 3000, Fax: +91-124-446 3111

POSTAL BALLOT NOTICE AND E-VOTING INFORMATION

Notice is hereby given that Xerox India Limited ("the Company"), pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and other applicable laws, rules and regulations, is seeking approval of the Members of the Company by way of the following Special Resolution as set out in the Postal Ballot Notice dated September 30, 2022 by way of Postal Ballot/e-voting:

| S. No. | Description of Resolution |
|---------------------------|---|
| Special Resolution | |
| 1 | Reduction of Share Capital of the Company |

The Postal Ballot Notice ("Notice") is available on the Notice Board of the Company at its Registered Office, website of the Company at <https://www.xerox.com/india> and the website of the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

The Postal Ballot Notice along with the Explanatory Statement thereto and the Postal Ballot Form have been sent to the directors, auditors and to all the members of the Company (on Monday, October 10, 2022) whose names appear in the Register of Members /List of Beneficial Owners, as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, September 30, 2022 ("Cut-off Date"). Each member's voting rights shall be reckoned in proportion to his/her/its shares in the paid-up equity share capital of the Company as on the Cut-off Date, which will only be considered to avail the facility of remote e-voting/ Postal Ballot. A person who is not a member as on Cut-off Date shall treat this notice for information purpose only.

Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members of the Company through electronic transmission. Members who have registered their e-mail IDs with the depositories or with the Company have been sent this Notice of Postal Ballot through e-mail and those members who have not registered their e-mail IDs as aforesaid have been sent this Notice of Postal Ballot along with the Postal Ballot Form through courier along with a postage-prepaid self-addressed envelope. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Forms may download the Postal Ballot Form from the website of the Company at www.xerox.com/india and from the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. Members who have not received Postal Ballot Forms may apply to the Company and obtain a duplicate thereof.

Kindly note that the members can opt for only one mode of voting i.e. either by way of the Postal Ballot Form or through remote e-voting. In case members cast their vote through both modes, voting through Postal Ballot shall prevail and voting done through remote e-voting shall be treated as invalid. Once the vote on the resolution is cast by the member, he/she/it shall not be allowed to change it subsequently or cast the vote again. The period for voting through Postal Ballot and Remote e-Voting shall commence on **Tuesday, October 11, 2022 from 09:00 am (IST) and ends on Wednesday, November 9, 2022 at 5:00 pm (IST)**. Any Postal Ballot received from the member beyond the aforesaid date shall not be valid and voting whether by post or by electronic means shall not be allowed beyond the aforesaid date. The remote e-voting module shall be disabled by NSDL for voting thereafter.

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request/query/grievance pertaining to voting by postal ballot including e-Voting to Ms. Soni Singh, Assistant Manager, NSDL at evoting@nsdl.co.in. Members may also write to the Company Secretary of the Company at the email ID: rajiv.jha@xerox.com about the aforesaid.

The Board of Directors of the Company has appointed Mr. Ranjeet Pandey (C.P. No. 6087) of M/s. Ranjeet Pandey & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Managing Director of the Company, or any other person authorized by him, on or before Friday, November 11, 2022. The results of the voting conducted by Postal Ballot along with the Scrutinizer's Report will be made available on the website of the Company at www.xerox.com/india and on the website of NSDL at www.evoting.nsdl.com. Additionally, the result will also be placed on the Notice Board at the Registered Office of the Company.

For Xerox India Limited

Sd/-

RAJIV L. JHA

Associate Director Legal &
Company Secretary

Place: Gurugram

Date: October 10, 2022

IndusInd Bank

PNA House, 1st Floor, Plot No. 57 and 57/1,
Street No. 17 Near ESIC Office, MIDC,
Andheri (E), Mumbai - 400093

नई दिल्ली | मंगलवार, 11 अक्टूबर 2022

बिज़नेस स्टैंडर्ड

xeroxTM

जेरॉक्स इंडिया लिमिटेड

पंजीकृत कार्यालय: छठी मंजिल, ब्लॉक -1, वाटिका बिजनेस पार्क,
सेक्टर 49, सोहना रोड, गुरुग्राम -122018, हरियाणा
सीआईएन: U72200HR1995PLC049183
दूरभाष: +91-124-446 3000, फैक्स: +91-124-446 3111

पोस्टल बैलेट नोटिस और ई-वोटिंग सूचना

एतद् द्वारा सूचना दी जाती है कि कंपनी अधिनियम, 2013 ("अधिनियम") की धारा 110 के साथ पठित कंपनी (प्रबंधन और प्रशासन) नियम, 2014 और किसी भी वैधानिक संशोधन सहित तत्काल लागू और अन्य लागू कानूनों, नियमों और विनियमों के अन्तर्गत जेरॉक्स इंडिया लिमिटेड ("कंपनी"), ने निम्नलिखित मामलों में अपने अंशधारकों की स्वीकृति प्राप्त हेतु पोस्टल बैलेट / ई-वोटिंग के माध्यम से 30 सितंबर, 2022 को पोस्टल बैलेट नोटिस में निर्धारित विशेष संकल्प के माध्यम से अनुमोदन मांग रहा है:

| क्रम सं. | संकल्प का विवरण |
|--------------|-----------------------------|
| विशेष संकल्प | |
| 1 | कंपनी की शेयर पूंजी में कमी |

पोस्टल बैलेट नोटिस ("नोटिस") कंपनी के नोटिस बोर्ड पर इसके पंजीकृत कार्यालय, कंपनी की वेबसाइट <https://www.xerox.com/india> और नेशनल सिक्वोरिटी डिपॉजिटरी लिमिटेड की वेबसाइट ("एनएसडीएल") www.evoting.nsdl.com पर उपलब्ध है।

पोस्टल बैलेट नोटिस उसके व्याख्यात्मक विवरण और पोस्टल बैलेट फॉर्म के साथ निदेशकों, लेखा परीक्षकों और कंपनी के सभी सदस्यों को सोमवार, 10 अक्टूबर, 2022 को भेज दिया गया है, जिनके नाम सदस्यों के रजिस्टर/लामार्थी स्वामी की सूची में शामिल हैं जोकि नेशनल सिक्वोरिटी डिपॉजिटरी लिमिटेड ("एनएसडीएल")/सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड ("सीडीएसएल") से शुक्रवार, 30 सितंबर, 2022 ("कट-ऑफ तिथि") के अनुसार प्राप्त की गयी है। प्रत्येक सदस्य के वोटिंग अधिकारों की गणना कट-ऑफ तिथि को कंपनी की चुकता इक्विटी शेयर पूंजी में उसके शेयरों के अनुपात में की जाएगी, जिसे रिमोट ई-वोटिंग/पोस्टल बैलेट की सुविधा का लाभ उठाने के लिए ही माना जाएगा। एक व्यक्ति जो कट-ऑफ तिथि के अनुसार सदस्य नहीं है, वह इस नोटिस को केवल सूचना के उद्देश्य से मानेगा।

कंपनी (प्रबंधन और प्रशासन) नियम, 2014 के प्रावधानों के अनुसार, पोस्टल बैलेट की सूचना कंपनी के सदस्यों को इलेक्ट्रॉनिक ट्रांसमिशन के माध्यम से दी जा सकती है। जिन सदस्यों ने अपनी ई-मेल आईडी को डिपॉजिटरी या कंपनी के साथ पंजीकृत किया है, उन्हें पोस्टल बैलेट की यह सूचना ई-मेल के माध्यम से भेजी गई है और जिन सदस्यों ने अपनी ई-मेल आईडी को पूर्वोक्त रूप में पंजीकृत नहीं किया है, उन्हें पोस्टल बैलेट की यह सूचना डाक मतपत्र के साथ डाक-प्रोपेड स्व-संबोधित लिफाफे के साथ कूरियर के माध्यम से डाक मतपत्र भेजी गई है। जिन सदस्यों को यह पोस्टल बैलेट नोटिस ई-मेल द्वारा प्राप्त हुआ है और जो भौतिक पोस्टल बैलेट फॉर्म के माध्यम से वोट देना चाहते हैं, वे कंपनी की वेबसाइट www.xerox.com/india और नेशनल सिक्वोरिटी डिपॉजिटरी लिमिटेड (एनएसडीएल) की वेबसाइट www.evoting.nsdl.com से पोस्टल बैलेट फॉर्म डाउनलोड कर सकते हैं। जिन सदस्यों को पोस्टल बैलेट फॉर्म प्राप्त नहीं हुए हैं, वे कंपनी में आवेदन कर सकते हैं और उसकी नकल प्रति प्राप्त कर सकते हैं।

कृपया ध्यान दें कि सदस्य मतदान के केवल एक तरीके का विकल्प चुन सकते हैं अर्थात् या तो पोस्टल बैलेट फॉर्म के माध्यम से या रिमोट ई-वोटिंग के माध्यम से। यदि सदस्य दोनों तरीकों से अपना वोट डालते हैं, तो पोस्टल बैलेट के माध्यम से मतदान मान्य होगा और रिमोट ई-वोटिंग के माध्यम से किया गया मतदान अवैध माना जाएगा। एक बार जब सदस्य द्वारा संकल्प पर वोट डाल दिया जाता है, तो उसे बाद में इसे बदलने या फिर से वोट डालने की अनुमति नहीं दी जाएगी। पोस्टल बैलेट और रिमोट ई-वोटिंग के माध्यम से मतदान की अवधि मंगलवार, 11 अक्टूबर, 2022 को सुबह 09:00 बजे (IST) से शुरू होगी और बुधवार, 9 नवंबर, 2022 को शाम 5:00 बजे (IST) समाप्त होगी। उक्त तिथि के बाद सदस्य से प्राप्त कोई भी पोस्टल बैलेट मान्य नहीं होगा और डाक द्वारा या इलेक्ट्रॉनिक माध्यम से मतदान की अनुमति उपरोक्त तिथि के बाद नहीं दी जाएगी। इसके बाद मतदान के लिए एनएसडीएल द्वारा रिमोट ई-वोटिंग मॉड्यूल को निष्क्रिय कर दिया जाएगा।

किसी भी प्रश्न/शिकायत के मामले में आप www.evoting.nsdl.com के डाउनलोड अनुभाग में उपलब्ध शेयरधारकों के लिए अक्सर पूछे जाने वाले प्रश्न (एफएक्यू) और शेयरधारकों के लिए ई-वोटिंग उपयोगकर्ता पुस्तिका देख सकते हैं या टोल फ्री नंबर: 1800 1020 990 और 1800 22 44 30 पर कॉल करें या ई-वोटिंग सहित डाक मतपत्र द्वारा मतदान से संबंधित अनुरोध/प्रश्न/शिकायत सुश्री सोनी सिंह, सहायक प्रबंधक, एनएसडीएल को evoting@nsdl.co.in पर भेजें। उपरोक्त के बारे में सदस्य कंपनी के कंपनी सचिव को ईमेल आईडी: rajiv.jha@xerox.com पर भी लिख सकते हैं।

कंपनी के निदेशक मंडल ने मेसर्स रंजीत पांडे एंड एसोसिएट्स, प्रिवेट लिमिटेड कंपनी सेक्रेटरी, के श्री रंजीत पांडे (सीपी नंबर 6087) को पोस्टल बैलेट प्रक्रिया को निष्पक्ष और पारदर्शी तरीके से जांच करने के लिए संवीक्षक (स्कूटिनाइजर) के रूप में नियुक्त किया है।

संवीक्षक (स्कूटिनाइजर) शुक्रवार, 11 नवंबर, 2022 को या उससे पहले कंपनी के प्रबंध निदेशक या उनके द्वारा अधिकृत किसी अन्य व्यक्ति को अपनी रिपोर्ट प्रस्तुत करेगा। पोस्टल बैलेट द्वारा किए गए मतदान के परिणाम संवीक्षक (स्कूटिनाइजर) की रिपोर्ट के साथ कंपनी की वेबसाइट www.xerox.com/india और एनएसडीएल की वेबसाइट www.evoting.nsdl.com पर उपलब्ध कराए जाएंगे। इसके अतिरिक्त, परिणाम कंपनी के पंजीकृत कार्यालय के नोटिस बोर्ड पर भी लगाया जाएगा।

जेरॉक्स इंडिया लिमिटेड के लिए
हस्ता./-
राजीव एल झा
सहायक निदेशक विधि एवं कंपनी सचिव

स्थान : गुरुग्राम
दिनांक : 10 अक्टूबर, 2022

10.2022

अचल सम्पत्तियों



ऋण वसूली न्यायाधिकरण, देहरादून
भारत सरकार, वित्त मंत्रालय