

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
AHMEDABAD BENCH**

C A (CAA) NO. 56 OF 2023

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other
applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement in the nature of
Amalgamation of Gharpure Engineering and
Constructions Private Limited and BEIL Research and
Consultancy Private Limited with BEIL Infrastructure
Limited.

BEIL Infrastructure Limited.

(CIN U45300GJ1997PLC032696)

A company incorporated under the Companies Act, 1956

and having its registered office at Plot No. 9701/16, GIDC Estate,

Ankleshwar 393002 in the state of Gujarat**Applicant Transferee Company**

**NOTICE CONVENING THE MEETING OF SECURED CREDITORS OF
BEIL Infrastructure Limited**

To,

The Secured Creditors of BEIL Infrastructure Limited

TAKE NOTICE that by an order dated 30th January 2024, the Ahmedabad Bench of the National Company Law Tribunal (“**NCLT**” or “**Tribunal**”) has directed a meeting to be convened and held of Secured Creditors of BEIL Infrastructure Limited (the Transferee Company) for the purpose of considering, and, if thought fit, approving, with or without modification, the Scheme of Amalgamation of Gharpure Engineering and Constructions Private Limited and BEIL Research and Consultancy Private Limited with BEIL Infrastructure Limited and their respective Shareholders and Creditors.

TAKE FURTHER NOTICE THAT in pursuance of the said order and as directed therein further notice is hereby given that the meeting of Secured Creditors of BEIL Infrastructure Limited (the Transferee Company) will be held on Thursday, 14th March 2024 at 4.30 p.m. at Conference Room of BEIL, Plot No. 9701/16, GIDC Estate, Ankleshwar 393002 in the state of Gujarat, at which time and place, the said Secured Creditors are requested to attend.

Copy of the Scheme, the statement under Section 230(3) read with Section 102 of the Companies Act, 2013, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with other annexures, as mentioned in the Index, are annexed to this Notice. Copy of the Scheme and the statement under Section 230(3) can also be obtained free of charge from the Registered Office of the Applicant Company at Ankleshwar or at the office of its Advocates, Mrs. Swati Saurabh Soparkar, having office at 301, Shivalik-10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad 380 015.

Persons entitled to attend and vote at the meeting, may vote personally, through authorized representative or by proxy, provided that all proxies in the prescribed form, duly signed or authorized by the said person, are deposited at the Registered Office of the Applicant Company at Ankleshwar not later than 48 hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.

NCLT has appointed Mr. Mukeshkumar D. Rana, Independent Practicing Advocate, and failing him, Mr. Premchand P. Solanki, Independent Practicing Advocate to act as Chairman of the said meeting to be held on 14th March 2024 and in respect of any adjournment or adjournments thereof.

Voting rights of secured creditors shall be in proportion to the value of their debt in the Applicant Company as on 29th February 2024 / date of the meeting. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of NCLT.

Dated this 10th February, 2024

Sd/-

Chairman appointed for the meeting

Place: Ankleshwar

Registered Office: Plot No. 9701/16, GIDC Estate, Ankleshwar 393002
in the state of Gujarat.

Notes for the meeting of the Secured Creditors of the Applicant Company:

1. Only the Secured Creditors of the Applicant Company are entitled to attend and vote either personally (in case of individuals) or through authorized representative or through proxy (a proxy need not be a secured creditor of the Applicant Company). A representative of the Secured Creditor(s) of the Applicant Company duly authorised under Section 113 of the Companies Act, 2013 may attend and vote at the meeting of the secured creditors of the Applicant Company provided a copy of the resolution of the board of directors or other governing body of the corporate secured Creditor authorising such representative to attend and vote at the meeting of the secured creditors of the Applicant Company is deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the said meeting.
2. All alterations made in the form of proxy should be initialed.
3. The secured creditors of the Applicant Company whose names appear in the records of the Applicant Company as on 31st December 2023 shall be eligible to attend and vote at the meeting of the secured creditors of the Applicant Company either personally (in case of individuals) or through authorized representative or by proxies.
4. The Notice convening the meeting will be published through advertisement in 'Business Standard' Vadodara Edition in the English language and translation thereof in 'Gujarat Samachar' Vadodara Edition in the Gujarati language.
5. A Creditor or his/her Proxy is requested to bring the copy of the notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.
6. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the secured creditors at the registered office of the Applicant Company between 10:30 a.m. and 12:30 p.m. on all days (except Saturdays, Sundays and public holidays) up to 1 (one) day prior to the date of the meeting.
7. The quorum of the meeting of the secured creditors of the Applicant Company shall be 1 (One) secured creditor of the Applicant Company present in person, through authorized representative or proxy.
8. Mr. Jagdish Jayantilal Gandhi, Independent practicing Company Secretary, having Certificate of Practice No. 3519, have been appointed as the scrutinizer for voting at the venue of the meeting in a fair and transparent manner.
9. The scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny. The result would be displayed at the Registered Office along with the Scrutinizer's report, after the same is filed with the NCLT.

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Ankleshwar 393002 in the state of Gujarat**Applicant Transferee Company**

FORM OF PROXY

I, the undersigned, the Secured Creditor of BEIL Infrastructure Limited, do hereby
appoint Mr./Ms. ofand failing
him/her of..... as my Proxy to act
for me at the meeting of the Secured Creditors of the Applicant Company to be held on
Thursday, 14th March 2024 at 4.30 p.m. at the Conference Room of BEIL, Plot No.
9701/16, GIDC Estate, Ankleshwar 393002 in the state of Gujarat, for the purpose of
considering, and if thought fit, approving, with or without modification(s), the said Scheme
of Amalgamation of Gharpure Engineering and Constructions Private Limited and BEIL
Research and Consultancy Private Limited with BEIL Infrastructure Limited; (the
“Scheme of Amalgamation”), and at such meeting and any adjournment/adjournments
thereof, to vote, for me and in my name (here, “if for” insert “for”
if, “if against” “against” and in the latter case, strike out the words below after “Scheme”)
the said Scheme either with or without modification(s) as my proxy may approve.

Dated this day of2024

Signature

Affix Re. 1
Revenue Stamp

Name :

Address:

BEIL Infrastructure Limited

CIN: U45300GJ1997PLC032696

Regd. Office: Plot No. 9701/16, GIDC Estate, Ankleshwar 393002

in the state of Gujarat

Phone: 02646-253135 Email: pratik.christian@beil.co.in Website: www.beil.co.in

ATTENDANCE SLIP

I hereby record my presence at the meeting of the Secured Creditors of the Company convened pursuant to an order dated 30th January 2024 of Hon'ble National Company Law Tribunal, Ahmedabad Bench at 4:30 P.M. on Thursday the 14th March 2024, Conference Room of BEIL, Plot No. 9701/16, GIDC Estate, Ankleshwar 393002, Gujarat or any adjournment thereof.

Name and address of Secured Creditor (IN BLOCK LETTERS)	
Value of debt outstanding	
Name of Representative / Proxy, if any	

(Signature of the Secured Creditor)

(Signature of Proxy)

Notes:

Secured Creditor attending the meeting in person or by proxy or through authorised representative are requested to complete and bring the Attendance slip with them and hand it over at the entrance of the meeting hall.