

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 Amalgamation of  
Darshak Finstock Private Limited with Madhu  
Silica Private Limited.

**MADHU SILICA PRIVATE LIMITED**

(CIN: U24299GJ1987PTC010073)

a company incorporated under the Companies Act, 1956,

and having its registered office at Plot No. 147,

GIDC Estate, Village Vartej, Dist. Bhavnagar 364060

in the state of Gujarat.....Applicant Transferee Company

**NOTICE AND ADVERTISEMENT OF NOTICE OF SEPARATE MEETINGS OF EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF MADHU SILICA PRIVATE LIMITED.**

NOTICE is hereby given that by an order dated 23rd August 2021, the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") has directed to convene separate meetings of the Equity Shareholders and Unsecured Creditors of Madhu Silica Private Limited ("Applicant Transferee Company") for the purpose of considering, and if thought fit, approving, with or without modification(s), the said Scheme of Amalgamation of Darshak Finstock Private Limited with Madhu Silica Private Limited.

In pursuance of the said order read with the circulars of Ministry of Corporate Affairs viz. Circular No. 14 of 2020 dated 8th April 2020, Circular No. 17 of 2020 dated 13th April 2020, Circular No.20 of 2020 dated 5th May 2020 and Notification No. GSR 806 (E) dated 30th December 2020 as directed therein, further notice is hereby given that separate meetings of Equity Shareholders and Unsecured Creditors of the Applicant Company will be held on Friday, 12th November, 2021 at 11:00 am and 3.00 p.m. respectively by Video Conferencing, without physical presence at which time the Equity Shareholders and Unsecured Creditors of the Applicant Company are requested to attend.

Copies of the said Scheme of Amalgamation, Explanatory Statement under section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Applicant Company and / or at the office of the Advocate Mrs. Swati Soparkar at 301, Shivalik 10, Opp. SBI Zonal Office, Near Excise Chowky, S.M. Road, Ahmedabad 380 015, Gujarat. In view of the meetings being convened through Video Conferencing (VC) or Other Audio Visual Means (OVAM), proxies are not permitted to attend or vote at the meeting.

Persons entitled to attend and vote at the said meetings, may vote in person or through authorised representative, provided that the details of the authorized representative along with appropriate authorization is deposited at the Registered Office of the Applicant Company at Bhavnagar not later than 48 (forty-eight) hours before the respective meetings.

NCLT has appointed CS Umesh Ved, Practising Company Secretary, and failing him, CS Devesh Khandelwal, Practising Company Secretary to act as Chairman of the said meetings to be held on 12th November 2021 and in respect of any adjournment or adjournments thereof. The Scheme of Amalgamation, if approved at the aforesaid meetings, will be subject to the subsequent approval of other regulatory authorities and sanction by NCLT.

**FURTHER NOTICE** is hereby given to the concerned Equity Shareholders, and Unsecured Creditors of the Applicant Company that:

- 1) Pursuant to the directions issued by NCLT by the order dated 23rd August 2021 and the provisions of Section 230 (4) read with Section 108 of the Companies Act, 2013, the business as set out in aforesaid notice is to be transacted by the Equity Shareholders and Unsecured Creditors through voting by means of remote e-voting facility and/or by way of e-voting at the time of the Meeting. The Company is providing facility for remote e-voting by electronic means through e-voting platform of Central Depository Services Limited ('CDSL'). The necessary instructions for remote e-voting have been set out in the said notice dated 29th September, 2021.
- 2) The Company has sent by an email dated 7th October, 2021 the Notice of NCLT Convened Meetings to all the Equity Shareholders and Unsecured Creditors whose email addresses were available with the Company and completed dispatch of the physical copy of the Notice at their registered address as on 8th October, 2021 to those shareholders and Creditors who have not registered their email addresses.
- 3) The remote e-voting commences on Tuesday, October 12, 2021 at and from 09:00 am during the voting period, Equity Shareholders and unsecured creditors of the Company as on 15th September, 2021 may cast their vote through remote e-voting. The Voting through remote e-voting will not be allowed beyond 5:00 p.m. IST on Thursday, November 11, 2021. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- 4) Any person who becomes a shareholder or creditor of the Company after dispatch of the Notice and has the shareholding and/or outstanding debt as on the date of the meeting may exercise their voting rights at the respective meetings.
- 5) A shareholder may attend the Meeting even after exercising his right through remote e-voting but cannot vote again at the time of the Meeting.
- 6) Notice dated 29th September, 2021 for NCLT Convened Meetings, are available on website of Central Depository Services Limited ('CDSL') at [www.evotingindia.com](http://www.evotingindia.com) and on website of the Company <https://madhusilica.com>.
- 7) The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, after the conclusion of the meeting to the Chairman of the Meeting or a person authorised by him. The results would be displayed at the Registered Office of the Applicant Company, and displayed along with the scrutinizer's report on the Applicant Company's website <https://madhusilica.com>
- 8) In case of any grievance connected with remote e-voting, the Members may contact Mr. Mehboob Lakhani, CDSL at designated email id: [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or at telephone no. 022 - 23058543. Further in case of any query or issue regarding remote e-voting, the shareholders may refer the Frequently Asked Questions (FAQ) and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
- 9) As directed by NCLT, Mr. Sharvil Suthar, of M/s. Suthar & Surti, Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting of Equity Shareholders and Unsecured Creditors by remote e-voting as well as voting by e-voting at the time of the respective meetings.

Sd/-

CS Umesh Ved

Chairman appointed for the Meetings

Place: Bhavnagar

Date: 09/10/2021