

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH, AHMEDABAD
C.A. (CAA)/ 60 (AHM) 2024

In the matter of Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and
In the matter of Composite Scheme of Arrangement
among
Savi Jana Sea Foods Private Limited ("Transferor Company")
and
Adani Harbour Services Limited ("Transferee Company/Demerged Company")
and
Shanti Sagar International Dredging Limited ("Resulting Company")
and
their respective shareholders and creditors

ADANI HARBOUR SERVICES LIMITED, a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad, Gujarat - 382 421, India.
CIN: U61100GJ2009FLC095953

... APPLICANT NO. 2 /
TRANSFEREE COMPANY/
DEMERGED COMPANY

NOTICE AND ADVERTISEMENT OF NOTICE OF THE MEETING OF
THE UNSECURED CREDITORS

Notice is hereby given that by an order dated January 07, 2025 ("Order"), the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") has directed convening of the meeting of the unsecured creditors of Adani Harbour Services Limited (hereinafter referred to as the "Transferor Company" or the "Demerged Company"), for the purpose of considering, and if thought fit, approving the arrangement embodied in the Composite Scheme of Arrangement among Savi Jana Sea Foods Private Limited (hereinafter referred to as the "Transferor Company") and the Transferee Company/Demerged Company and Shanti Sagar International Dredging Limited (hereinafter referred to as the "Resulting Company") and their respective shareholders and creditors (hereinafter referred to as the "Scheme") pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 ("the Act") and other applicable provisions thereof and applicable rules thereunder.

In pursuance of the Order and as directed therein, further Notice is hereby given that a meeting of the unsecured creditors of the Transferee Company/Demerged Company will be held on Friday, February 14, 2025 at 11:00 a.m. (1100 hours) IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") (hereinafter referred to as the "Meeting") in compliance with the applicable laws including circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") from time to time and the said unsecured creditors of the Transferee Company/Demerged Company are requested to attend the Meeting.

Copies of the Notice dated January 09, 2025, the Scheme and the explanatory statement, under Sections 230(B), 232(1) and (2) and 102 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the annexures to the said explanatory statement (hereinafter collectively referred to as the "Particulars"), have already been sent through electronic mode to the unsecured creditors of the Transferee Company/Demerged Company whose e-mail IDs are registered with the Transferee Company/Demerged Company. Dispatch of the aforesaid Particulars have been completed to the unsecured creditors of the Transferee Company/Demerged Company on January 09, 2025.

The aforesaid Particulars, which were sent to the unsecured creditors of the Transferee Company/Demerged Company, will be available on the website at www.adaniports.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

If so desired, copies of the aforesaid Particulars can be obtained free of charge within 1 (one) working day on a requisition being so made for the same by the unsecured creditors of the Transferee Company/Demerged Company at the registered office of the Transferee Company/Demerged Company on all working days or at the office of their advocates, M/s Singh & Co., Singh House, 1, Magnet Corporate Park, Off Sola Bridge, S. G. Highway, Ahmedabad - 380 059, Gujarat, India.

Since, the Meeting is being held pursuant to order passed by the NCLT and in compliance of MCA Circulars through VC/OAVM, physical attendance of the unsecured creditors of the Transferee Company/Demerged Company, has been dispensed with. Accordingly, the facility for appointment of proxies by the unsecured creditors of the Transferee Company/Demerged Company will not be available for the said Meeting.

NCLT has appointed Hon'ble Mr. Justice S. H. Vora, former Judge of the High Court of Gujarat, and in his absence, Hon'ble Mr. Justice K. A. Puj, former Judge of the High Court of Gujarat, to be the Chairman of the meeting of the unsecured creditors of the Transferee Company/Demerged Company.

Mr. Chirag Shah, Practising Company Secretary (Membership No. 5545 & C.P. No. 3498) has been appointed as the scrutinizor to scrutinize the e-voting during the Meeting and the remote e-voting process.

The Scheme, if approved in the aforesaid Meeting, will be subject to the subsequent approval of the NCLT.

Further Notice is hereby given that:

1. the facility of voting through remote e-voting and e-voting during the Meeting have been provided so as to enable the unsecured creditors of the Transferee Company/Demerged Company to consider and approve the Scheme. The Transferee Company/Demerged Company have engaged the services of CDSL for facilitating remote e-voting and e-voting during the Meeting;
2. the Scheme shall be acted upon if a majority of persons representing three fourth in value of the unsecured creditors of the Transferee Company/Demerged Company, voting through remote e-voting and e-voting during the Meeting, agree to the Scheme in accordance with the provisions of Sections 230-232 of the Act;
3. the cut-off date for determining the eligibility of the unsecured creditors of the Transferee Company/Demerged Company for voting through remote e-voting and e-voting during the Meeting is Sunday, December 15, 2024. The unsecured creditors, as per the books of accounts of the Transferee Company/Demerged Company as on the cut-off date i.e. Sunday, December 15, 2024, shall be entitled to exercise their right to vote in the said Meeting. The voting rights of the unsecured creditors of the Transferee Company/Demerged Company shall be in proportion to the value of their debts as per the records of the Transferee Company/Demerged Company as on the cut-off date i.e. Sunday, December 15, 2024;
4. voting through remote e-voting by the unsecured creditors of the Transferee Company/Demerged Company will commence on Monday, February 10, 2025, at 9:00 a.m. IST (0900 hours) and end on Thursday, February 13, 2025, at 5:00 p.m. IST (1700 hours). The e-voting module shall be disabled by CDSL for voting thereafter and the unsecured creditors of the Transferee Company/Demerged Company will not be allowed to vote electronically beyond the said date and time. Any vote(s) received after the aforesaid date and time [i.e. Thursday, February 13, 2025, at 5:00 p.m. IST (1700 hours)] will be treated as invalid;
5. during the voting period, the unsecured creditors of the Transferee Company/Demerged Company can opt for only one mode for voting i.e. either through remote e-voting or e-voting during the Meeting. In case any unsecured creditors of the Transferee Company/Demerged Company cast the vote both via remote e-voting and e-voting during the Meeting, then voting validly done through remote e-voting shall prevail. Unsecured creditors of the Transferee Company/Demerged Company who have cast their vote(s) through remote e-voting may attend the Meeting but shall not be entitled to cast their vote(s) again;
6. the facility to join the aforesaid Meeting will be opened fifteen minutes before the scheduled time of the Meeting and will be kept open throughout the proceedings of the Meeting;
7. unsecured creditors of the Transferee Company/Demerged Company who need assistance before or during the Meeting or having any grievance connected with the facility for voting by electronic means may contact CDSL at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911;
8. the results of the Meeting, together with the scrutinizor's report, will be announced on or before close of business hours on Monday, February 17, 2025 and will be placed on the website at www.adaniports.com and on the website of CDSL www.evotingindia.com;
9. the necessary instructions for remote e-voting and e-voting at the time of the Meeting along with other necessary instructions/particulars have been set out in the Notice dated January 09, 2025, and the unsecured creditors of the Transferee Company/Demerged Company are requested to read the Notes to the Notice;
10. unsecured creditors, whose email IDs are not registered with the Transferee Company/Demerged Company, may register the same by sending email to investor.apex@adani.com. The Notice sent to the unsecured creditors of the Transferee Company/Demerged Company are also available on the website at www.adaniports.com.

Dated: January 10, 2025

Sd/-
Justice (Retd.) S. H. Vora
Chairman appointed for the Meeting