

## Equinox Solutions Limited

**CIN:** (CIN U29190GJ1984PLC007317)

**Regd. Office:** 41,NOBLES, A Building, Ashram Road, Ahmedabad 380009  
in the state of Gujarat.

**Phone:** +91-07926589837 **Email:** naishadh.parikh@equinoxgroup.in **Website:** www.equinoxgroup.in

### NOTICE OF THE MEETING OF THE UNSECURED CREDITORS OF Equinox Solutions Limited (Convened pursuant to an Order dated 19<sup>th</sup> May 2023 passed by Hon'ble National Company Law Tribunal, Ahmedabad Bench)

#### MEETING DETAILS:

Day	Tuesday
Date	18 <sup>th</sup> July 2023
Time	1.00 p.m.
Mode	Video Conferencing or other Audio Visual modes

#### INDEX:

Sr. No.	Contents	Page
1.	Notice convening meeting of the Unsecured Creditors of Equinox Solutions Limited .	1 to 6
2.	Explanatory Statement under Section 230 read with 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Section 102 and other applicable provisions of the Companies Act, 2013.	7 to 24
3	<b>Annexure A</b> Composite Scheme of Arrangement ('Scheme') in the nature of Amalgamation of Avikal Tradelink Private Limited and with Equinox Solutions Limited (Transferee Company) and their respective shareholders and creditors under sections 230 read with section 232 of the Companies Act, 2013.	25 to 55
4	<b>Annexure B</b> Valuation Report dated 18 <sup>th</sup> November 2022 from Mr. Mohit Solanki, Chartered Accountants and a Registered Valuer.	56 to 74
5	<b>Annexure C</b> Copy of Board Resolution of Equinox approving the Scheme	75 to 77
6	<b>Annexure D</b> Audited financial statements of all Applicant Companies as on 31 <sup>st</sup> March 2022 and unaudited provisional financial statements as at 31 <sup>st</sup> March 2023.	78 to 197 198 to 221

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
AHMEDABAD BENCH  
C A (CAA) NO 33 of 2023**

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Arrangement in the nature of  
Amalgamation of Avikal Tradelink Private Limited, Perfect  
Connections Limited with Equinox Solutions Limited.

Equinox Solutions Limited.

(CIN U29190GJ1984PLC007317)

A company incorporated under the Companies Act, 1956  
and having its registered office at 41, NOBLES, A Building,  
Ashram Road, Ahmedabad 380009  
in the state of Gujarat.....**Applicant Transferee Company**

**NOTICE CONVENING THE MEETING OF UNSECURED CREDITORS OF  
Equinox Solutions Limited.**

To,

The Unsecured Creditors of Equinox Solutions Limited.

**TAKE NOTICE** that by an order dated 19<sup>th</sup> May 2023, the Ahmedabad Bench of the National Company Law Tribunal (“**NCLT**” or “**Tribunal**”) has directed a meeting to be convened and held of Unsecured Creditors of Equinox Solutions Limited (“Equinox” or “**Transferee Company**”) for the purpose of considering, and, if thought fit, approving, with or without modification, the Composite Scheme of Arrangement in the nature of Amalgamation of Avikal Tradelink Private Limited, Perfect Connections Limited with Equinox Solutions 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 Unsecured Creditors of Equinox will be held on Tuesday, 18<sup>th</sup> July 2023 at 1.00 p.m. by Virtual Mode at which time the said Unsecured Creditors are requested to attend.

The following resolution will be considered and if thought fit, be passed, with or without modification(s) :

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the National Company Law Tribunal Rules, 2016, and subject to any provision of any other Applicable law / statute and in accordance with the relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Ahmedabad Bench (**“NCLT”** or **“Tribunal”**) and approval of such other Regulatory / Statutory / Government authority (ies), as may be necessary or as may be directed by the NCLT or such other competent authority(ies), as the case may be, approval of the Unsecured Creditors of the Company be and is hereby accorded to the proposed Scheme of Arrangement in the nature of Amalgamation of Avikal Tradelink Private Limited, Perfect Connections Limited with Equinox Solutions Limited and their respective Shareholders and Creditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter called the ‘**Board**’, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required or directed by the NCLT while sanctioning the Scheme or by any authorities under law or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the board of directors may deem fit and proper.”

**TAKE FURTHER NOTICE** that

- a) In compliance with the provisions of the Companies Act Equinox Solutions Limited has provided the facility of e voting so as to enable the Unsecured Creditors to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Unsecured Creditors of Equinox to the Scheme shall be carried out through remote e voting system at the time of meeting to be held on 18<sup>th</sup> July 2023.
- b) in compliance with the applicable provisions of the Act and the Order passed by NCLT, (a) the aforesaid Notice, (b) the Scheme, (c) the explanatory statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made there under, and (d) the enclosures as indicated in the Index (collectively referred to as **“Particulars”**), are being sent (i) through electronic mode to those Unsecured Creditors whose e-mail IDs are registered with Equinox and (ii) through registered post or speed post or courier, physically to those Unsecured

Creditors who have not registered their e-mail ids with Equinox. The aforesaid Particulars are being sent to all the Unsecured Creditors whose names appear in the records of the Company as on 31<sup>st</sup> March 2023.

- c) copies of the aforesaid Particulars can be obtained free of charge, between 11.00 a.m. to 1.00 p.m. on all working days, at the registered office of Equinox, up to the date of the Meeting, or from the office of its advocate, Mrs. Swati Saurabh Soparkar, 301, Shivalik 10, Opp. SBI Zonal Office, S.M. Road, Ambawadi, Ahmedabad-380015, Gujarat.
- d) Hon'ble NCLT has appointed Shri Amar N. Bhatt, an Independent Practicing Advocate and failing him (ii) Shri Kunal P. Vaishnav, an Independent Practicing Advocate to be the Chairman of the Meeting including for any adjournment or adjournments thereof;
- e) the Scheme, if approved at the Meeting, will be subject to the subsequent approval by the Hon'ble National Company Law Tribunal, Ahmedabad Bench.

**Sd**

**Amar N Bhatt**

**Dated :12<sup>th</sup> June, 2023**

**Chairman appointed for the Meeting**

**Registered Office:**

41,NOBLES, A Building, Ashram Road,  
Ahmedabad 380009 in the state of Gujarat

**NOTES:**

- a) A copy of the explanatory statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions of Companies Act and the rules made there under, the Scheme and the other enclosures as indicated in the Index are enclosed.
- b) Since the meeting is to be convened through Video Conferencing, the unsecured Creditor is entitled to attend and vote but cannot appoint a proxy to attend and/or vote at the meeting.
- c) Equinox has extended the e-voting facility for its Unsecured Creditors to enable them to cast their votes electronically by CDSL. Once the vote on a resolution is cast by Unsecured Creditors, he or she will not be allowed to change it subsequently.
- d) Unsecured Creditors whose names appear in the records of the Company as on 31<sup>st</sup> March 2023 (**cut-off date**) will be considered for the purpose of voting in proportion to their outstanding amount of Unsecured debt as on the date of the meeting.
- e) The authorised representative of a Body Corporate or Bank or Institution, which is a registered Unsecured Creditor of the Company may attend and vote at the meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of such Body Corporate, authorizing such a representative to attend and vote at the meeting is deposited at the registered office of the Company not later than 48 hours before the scheduled time of the commencement of the meeting.
- f) The Notice convening the aforesaid meeting will be published through advertisement in Indian

express, Ahmedabad edition in the English language and Sandesh, Ahmedabad edition in the Gujarati language.

- g) The quorum of the Meeting of the Unsecured Creditors of Equinox shall be 5 (Five).
- h) Shri Nirav Soni, practicing Company secretary, having membership No. 39566 has been appointed as the scrutinizer to scrutinize the e voting process during the Meeting in a fair and transparent manner;
- i) The scrutinizer will submit his report to the Chairman or a person authorized by him, after the completion of scrutiny. The result would be intimated to the CDSL and displayed / at the Registered Office along with the Scrutinizer's report, after the same is filed with the NCLT.
- j) The material documents, referred to in the Explanatory Statement will be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of the Notice upto the date of the meeting.

**Voting by electronic means (e-voting):**  
**E-Voting Process – Unsecured creditors**

Step 1	Open your web browser during the voting period and log on to the e-voting website: <a href="http://www.evotingindia.com">www.evotingindia.com</a>
Step 2	Click on "Shareholders/Members" to cast your vote(s).
Step 3	Please enter your USER ID as mentioned in covering email.
Step 4	Please enter the Image verification as displayed and Click on Login.
Step 5	Please enter PASSWORD as mentioned in covering email.
Step 6	After entering these details appropriately, click on "SUBMIT" tab.
Step 7	Click on the EVSN for the "Equinox Solutions Limited" on which you choose to vote
Step 8	On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO and click on SUBMIT. The option "YES" implies that you assent to the resolution and Option "NO", implies that you dissent to the Resolution.
Step 9	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire notice or resolution details.
Step 10	After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
Step 11	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
	If you have any queries or issues regarding attending the meeting & e-Voting from the e-Voting System, you may write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**Contact Details:**

Company	EQUINOX SOLUTIONS LIMITED
E-Voting Agency	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED
E-mail	<a href="mailto:himanshuk@cdslindia.com">himanshuk@cdslindia.com</a>
Scrutinizer	CS NIRAV SONI
Email	<a href="mailto:niravsoni003@gmail.com">niravsoni003@gmail.com</a>