

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, AT HYDERABAD**

CA (CAA) No.70/230/HDB/2019

In the matter of the Companies Act, 2013

And

In the matter of Section 230 & 231 read with Section 66 of the Companies Act, 2013

And

In the matter of **M/s.NOVOPAN INDUSTRIES LIMITED**

And

Its respective Shareholders

M/s. NOVOPAN INDUSTRIES LIMITED

a company incorporated under the Companies Act, 1956

having its registered office at IDA, Phase – II,

Patancheru, Medak District – 502319,

Telangana, India.

Represented by its Executive Director

Murali Varadarajan

... Applicant Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS

To

The Equity Shareholders of

M/s. Novopan Industries Limited,

Notice is hereby given that by an order dated the 29th day of March, 2019, the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad has directed that a meeting of Equity Shareholders of M/s. Novopan Industries Limited be held at 156 to 159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India on Saturday, 11th day of May, 2019 at 11:00 A.M. for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between M/s. Novopan Industries Limited (“Applicant Company”) and its respective shareholders (“Scheme”).

Take further notice that in pursuance of the said order, a meeting of Equity Shareholders of M/s Novopan Industries Limited will be held at 156 to 159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, on Saturday, 11th day of May, 2019 at 11:00 A.M. at which time and place you are requested to attend to consider and if thought fit, to approve with or without modification(s) the following resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 66, 230, 231 & 232 and other applicable provisions, if any, of the Companies Act, 2013 along with the related rules and enabling provisions in the Memorandum and Articles of Association of the Company, subject to the requisite approvals and subject to the sanction of the National Company Law Tribunal (“Tribunal”), Hyderabad Bench at Hyderabad, consent of the Equity Shareholders be and is hereby accorded for the Proposed Scheme of Arrangement of M/s. Novopan Industries Limited (“Applicant Company”) and its respective shareholders (the “**Scheme**”) placed before this meeting and initialled by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”) be and is 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 arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed 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 may deem fit and proper.”

Take further notice that you may attend and vote at the said meeting in person or by way of proxy provided that, a proxy form in the prescribed manner is duly signed by you or your authorized representative and is deposited at the registered office of the Company at IDA, Phase –II, Patancheru, Medak District – 502 319, Telangana, India, not later than 48 hours before the commencement of the meeting.

In case of Body Corporates which are registered Equity Shareholders of the Applicant Company, may attend and vote at the meeting through their authorised representative provided that the authorised representative are duly authorised to attend and vote at the meeting and a certified true copy of the resolution of such Body Corporate is deposited at the registered office of M/s Novopan Industries Limited, Applicant Company at IDA, Phase –II, Patancheru, Medak District – 502 319, Telangana, India, not later than 48 hours before the meeting.

Take further notice that in compliance with the provisions of Section 108 of the Companies Act, 2013 and rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by e-voting so as to enable the equity shareholders to consider and approve the Scheme. Accordingly, voting by equity shareholders of the Company to the Scheme will be carried out through e-voting or polling paper at the venue of the Meeting. The equity shareholders may refer to the ‘Notes’ to this Notice for further details on e-voting.

The Hon’ble National Company Law Tribunal, Hyderabad Bench at Hyderabad has appointed Mr.T.Sujan Kumar Reddy, Advocate to be the Chairman of the said meeting.

The Hon’ble National Company Law Tribunal, Hyderabad Bench at Hyderabad has appointed Mr. Puttapagala Vikram, Advocate as Scrutinizer of the said meeting.

A copy of the Scheme, the statement under sections 66, 230, 231 & 232 and 102 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, Form of Proxy, attendance slip are enclosed herewith. This notice convening meeting of Equity Shareholders of the Applicant Company along with the aforesaid documents are placed on the website of the Company, i.e., www.novopan.in

Dated this 01st day of April, 2019
At Hyderabad

Sd/-
Mr. T. Sujan Kumar Reddy,
Advocate
Chairman appointed
for the Equity Shareholders Meeting
Address: R/o.1-2-593/4/4,
Second Floor,
Opp. Ram Chandra Mission,
Street No.3, Gagan Mahal Colony,
Nr. A.V. College,
Hyderabad – 500 029.

Notes:

1. AN EQUITY SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ON A POLL ONLY AND SUCH PROXY NEED NOT BE A EQUITY SHAREHOLDER OF THE APPLICANT COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Any alteration made in the proxy form shall be initialed.
3. Only Equity Shareholder of the Applicant Company may attend and vote (either in person or by Proxy) or by authorised representative under Sections 112 and 113 and other applicable provisions of the Companies Act, 2013 at the meeting. The authorised representative of a body corporate which is a registered Equity Shareholder of the Applicant Company may attend and vote at the meeting provided that a certified true copy of the resolution of the Board of Directors or other governing body of the Body Corporate under Section 113 of the Companies Act, 2013 authorizing such representative to attend and vote at the meeting is deposited at the Registered Office of the Applicant Company not later than 48 (forty eight) hours before the commencement of the meeting.
4. The quorum of the meeting of the Equity Shareholders of the Applicant Company Shall be 30 (thirty) Equity Shareholder of the Applicant Company, present in person as per the order passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad.
5. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.
6. The Equity Shareholder and/or their proxies are requested to bring the attendance slip duly completed and signed for attending the meeting.
7. The notice, together with the documents accompanying the same, is being sent to the Equity Shareholder by Registered Post / Speed Post / Registered e-mail ID.
8. The documents referred to in the accompanying explanatory statement shall be open for inspection by the Equity Shareholders at the registered office of the Applicant Company between 10:00 a.m. and 12:00 noon on all days (except Saturdays, Sundays and public holidays) upto the date of the meeting.
9. The notice convening the aforesaid meeting will be published in the English and Regional Language Newspapers.
10. The route map to the venue of the meeting is furnished herewith and forms part of the notice.
11. Pursuant to section 232(2) of the Companies Act, 2013, the following information is being circulated for the meeting:
 - (a) the proposed Scheme of Arrangement adopted by the directors of the said Company is enclosed as **Annexure 1** to this notice;
 - (b) A copy of the acknowledgment obtained for proposed notice along with Scheme filed with the Registrar of Companies, Telangana, on 4th day of April, 2019 through an e-Form GNL-1 vide SRN H49760127.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who holdshares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vikramchandra22@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

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a company incorporated under the Companies Act, 1956

having its registered office at IDA, Phase – II,

Patancheru, Medak District – 502319,

Telangana State, India.

Represented by its Executive Director

Murali Varadarajan

... Applicant Company

**EXPLANATORY STATEMENT UNDER SECTIONS 66, 230,231 & 232 AND 102
OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER**

In this statement, M/s. Novopan Industries Limited is referred to as the “Applicant Company”. The other definitions contained in the enclosed Scheme of Arrangement (“Scheme”) will apply to this Explanatory Statement.

The following statement as required under Sections 66, 230, 231 & 232 and Section 102 of the Companies Act, 2013, sets forth the details of the Scheme, its effects and any material interests of the directors and Key Managerial Personnel in their capacity as members.

1. This is a statement accompanying the notice convening the meeting of Equity Shareholder of the Applicant Company, pursuant to the order dated the 29th day of March, 2019 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad in CA(CAA) No.70/230/HDB/2018, to be held at 156 to 159, Paigah House, Sardar Patel Road, Secunderabad – 500 003, Telangana, India on Saturday, 11th day of May, 2019 at 11:00 A.M. for the purpose of considering and, if thought fit, approving with or without modifications, the proposed Scheme of Arrangement of M/s. Novopan Industries Limited (“Applicant Company”) and their respective shareholders (“Scheme”) with effect from appointed date.

Background of the Companies involved in the Scheme are as under:

2. M/s. NOVOPAN INDUSTRIES LIMITED (hereinafter referred to as “NPIL” Applicant Company) was originally incorporated as M/s. G.V.K. HOTELS PRIVATE LIMITED in the then State of Andhra Pradesh on 31st August, 1984 under the Certificate of Incorporation no. 4941 of 1984-85. Subsequently the Company had converted itself into a Public Limited Company. Later on the Company had changed its name to M/s. NOVOPAN INDUSTRIES LIMITED and a fresh certificate of incorporation consequent on

change of name was issued by Registrar of Companies, Andhra Pradesh, Hyderabad on 30th October, 1995. After complying with the necessary formalities under the Companies Act, 1956. The corporate identity number of the Applicant Company is U55101TG1984PLC004941.

3. The Applicant Company is primarily engaged in the business of manufacture of plywood & plywood particle boards etc. The main objects are set out in the Memorandum of Association. They are briefly as under:-
- (i) To acquire, establish, promote, run, manage, lease, and otherwise carry on the business of hotel, restaurants, café, tavern, rest houses, tea and coffee houses beer houses, bars, flight caterers, lodging house keepers, refreshment rooms, night clubs, cabarets, swimming pools, Turnish baths, and lodging or apartment housekeepers, cottages, dairymen, confectioners, bakers, grocers, poulterers, green grocers, licenced victuallers, wine, beer and spirit merchants, brewers, distillers, tobacco and cigar merchants.
 - (ii) To construct, maintain, and alter any lands, buildings or works, necessary or convenient for the purposes of the Company, and to manage the said lands and buildings and other properties situated as aforesaid, whether belonging to the Company or not and to collect rents and income, and to supply tenants and occupiers and other, refreshments, attendance messages, light waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences and other advantages.
 - (iii) To establish a complex of Industries for manufacturing particle boards, medium density fiber boards, plywood, Block boards, wafer boards, Oriented Strand boards, Bagasse, Cotton and Rice husk based particle boards and other ligno cellulosic panel products with or without lamination, high pressure laminates, low pressure laminates, over-lay boards, veneer over-lay boards, and all other types of surface finishes, flush doors and all types of furniture and to conduct, manage, run, administer and/or carry or business with or without such modifications or alterations as the Company may think fit.
4. The authorised, issued and paid up share capital of the Applicant Company, as on the date of this Application is as under:

Authorized Capital	Amount (Rs.)
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Total	50,00,00,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
3,89,09,953 Equity Shares of Rs.10/- each	38,90,99,530
Total	38,90,99,530

The equity shares of the Applicant Company are not listed on any stock exchange in India.

5. The summary of the audited financial statements of M/s Novopan Industries Limited /Applicant Company as at March 31, 2018 is given below:-

PARTICULARS	(Amount in Rs)
<u>EQUITY AND LIABILITIES</u> :	
Share Holders' Funds	
(a) Share Capital	38,90,99,530
(b) Reserve and Surplus	12,10,47,300
Total	26,80,52,230
Current Liabilities	
Trade Payables – total dues of :	
: micro and small enterprises	
: Creditors other than micro and small enterprises	1,64,88,954
Other current liabilities	32,71,081
Total	1,97,60,035
Total Liabilities	28,78,12,265
ASSETS :	
Non-Current Assets	
Tangible fixed assets	27,55,60,367
Non-current investments	50,00,000
Other non-current assets	12,99,514
Total	28,18,59,881
Current Assets	
Inventories	
Cash and bank balances	43,70,212
Short term loans and advances	15,77,447
Other current assets	4,725
Total	59,52,384
Total Assets	28,78,12,265

The rationale of the Scheme inter-alia provides for the following:

Arrangement with its Minority Shareholders by NPIL.

1. The NPIL is a public company limited by shares, incorporated mainly:
 - i) to acquire, establish, promote, run, manage, lease, and otherwise carry on the business of hotel, restaurants, cafe, tavern, rest houses, tea and coffee houses, beer houses, bars, flight caterers, lodging house keepers, refreshment rooms, night clubs, cabarets, swimming pools etc.,
 - ii) to construct, maintain, and alter any lands, buildings or works, necessary or convenient for the purposes of the Company, and
 - iii) to establish a complex of Industries for manufacturing particle boards, medium density fiber boards, plywood, Block boards, wafer boards, Oriented Strand boards, Bagasse, Cotton and Rice husk based particle boards and other ligno cellulosic panel products with or without lamination.

2. Shares of NPIL are held by the following promoters to the extent of 98.11% as on 31st December, 2018 of the total paid up share capital of the company.

Sl.No.	Name of the Promoter / Body corporate	No.of Shares held	%
1	G Aparna Reddy	17143442	44.06
2	Shalini Bhupal	11483893	29.51
3	G Indira Krishna Reddy	9528892	24.49
4	Krishna R. Bhupal	16538	0.04
5	Crescent EPC Projects & Technical Services Limited.	2500	0.01
	Total	38175265	98.11

The remaining shares 734688 which accounts for 1.89% shareholding is held by Minority Shareholders. As part of this Scheme, NPIL intends to cancel and extinguish 734688 equity shares of (1.89%) held by the Minority Shareholders by paying cash in lieu of the equity shares held by them for the following reasons:

1. Considering the declining performance of the company over the past several years which has also adversely impacted the liquidity status of the company's Equity Shares the promoters of the company as a good gesture and considering long standing relationship with the shareholders had offered an exit opportunity to the public shareholders and also keeping in mind that there were no operations and company was incurring continuous losses the promoters has provided delisting exit offer during 2014.
2. NPIL was listed on BSE Limited and National Stock Exchange India Limited having scrip ID 500310 and NOVOPANIND respectively. The company went through a delisting process in the year 2014 and consequently the shareholders of the company lost liquidity as the shares are no more traded on the said Stock Exchanges.
3. GVK Projects & Technical Services Limited, promoter of the company (The Acquirer) had made an offer to the public shareholders of the Company for the acquisition and voluntary delisting of fully paid-up equity shares of Rs.10/- each ("Shares") of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and in accordance with SEBI Delisting Regulations, the Acquirer fixed the exit price at Rs.40/- per Share ("Final Price") calculated by the reverse book building process using the electronic facility of the BSE as against the floor price of Rs.30/-
4. Company had paid final price fixed to the shareholders those who have opted for exit offer process thereby the promoter group's holding in the company increased to 92.05% of equity share capital of the company. Further, w.e.f. 10th November, 2014 the shares are discontinued for trading from the both the listed Stock Exchanges i.e., BSE Ltd and National Stock Exchange of India Ltd.
5. In accordance with Regulation 21 of the SEBI Delisting Regulations, the Acquirer has provided an exit opportunity (Exit Offer) to the public shareholders who continue to hold shares in the company (Residual Shareholders). The Residual Shareholders of the company could tender their shares to the Acquirer at the Final Price of Rs.40/- per share at any time from November 10, 2014 to till November 9, 2015 (Exit Period), as per the terms and conditions set out in the exit offer letter for the exit offer sent to the Residual Shareholders by the Acquirer.
6. Promoters are still providing an option to shareholders to exit. If any shareholder is interested in selling / disposing / transferring his/her shares may approach to the Company in writing by this way promoters has acquired nearly 98.11%.

7. The company has received numerous requests from the Minority Shareholders to provide an exit option by way of buying their shares. This Scheme of Arrangement provides an opportunity to the Minority Shareholders to liquidate their entire shareholding in respect of the equity shares held by them for cash.
8. Though the promoters intended to give exit route to all the shareholders, the promoters could succeed to the great extent. Still, some of the shareholders were left over and as such the promoters have again considered the recent requests of the minority shareholders and has undertaken the following:-
 - i) Certificate of Valuation – Land and Building by Chartered Engineer Mr. Y. Srinivasulu, Hyderabad, Dt. 9th November, 2018
 - ii) Certificate of Valuation – Equity Shares by Chartered Accountant M/s. K.Y. & Co, Hyderabad, Dt. 16th November, 2018
 - iii) Fairness Opinion – on Valuation of Equity Shares by Merchant Bankers M/s. Karvy Investor Services Limited, Hyderabad, Dt.28th November, 2018

According to the said valuation report, the Fair value of each share works out to Rs.32/-. Though the Fair value of each share works out to Rs.32/- promoters decided to offer Rs. 40/- per share, which was the price arrived at by reverse book building mechanism during the Delisting process, as the price for the current Scheme as well.

9. This Scheme of Arrangement provides for greater level of transparency and openness and secures full involvement of shareholders of NPIL. All the Minority Shareholders of NPIL would benefit from the Scheme in the same proportion as his / her / its share in the capital of NPIL.

The Equity Shareholders are requested to read the entire text of the Scheme to get acquainted with the provisions thereof.

6. The Resolution is subject to the confirmation of the Scheme by the Hon'ble National Company Law Tribunal at Hyderabad and/or appropriate authorities as may be necessary under the applicable law.
7. The present Directors of the Applicant Company are:

S.No.	Name of the Directors	Address
1	Issac George Anicattu	H No 7-2-1772, Street No.4, Bunglow No 36, Czech Colony, Sanath Nagar, Hyderabad – 500018
2	Murali Varadarajan	8-2-614-2, Flat No.205, Manbhumi Opus, Road No.11, Banjara Hills, Near Minerva Grand Hotel, Hyderabad - 500034
3	Syed Ali Naqui	H No 7-1-63/A, F No. 202 Royal Karishma, D K Road, Ameer Pet, Hyderabad – 500016
4	Illyas Ghulam Hussain Ghouse	Flat No 4-E, Mayfair Apartment Road No 2 Banjara Hills, Hyderabad – 500034
5	Penmetsa Krishnam Raju	195 A/B, Road No 13, Jubilee Hills, Hyderabad – 500033

8. In view of the aforesaid advantages, the Board of Directors of the Applicant Company vide its resolution dated 25/10/2018 approved the Scheme of Arrangement between M/s. Novopan Industries Limited and their respective shareholders.

The name of Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are:

Voted in favour	Voted against	Absent
Issac George Anicattu	-	-
Murali Varadarajan	-	-
Syed Ali Naqui	-	-
Illyas Ghulam Hussain Ghouse	-	-
Penmetsa Krishnam Raju	-	-

10. None of the Directors of the companies involved in the Scheme has any material interest in the said Scheme except as shareholders in general, to the extent of which it will appear from the Register of the Directors' shareholding maintained by the companies involved in the Scheme.
11. None of the KMPs of the companies involved in the Scheme has any material interest in the said Scheme except as employees in general.
12. In view of the above advantages, it is proposed Scheme of Arrangement between the Applicant Company and its respective Shareholders shall be effected from the Appointed Date or such other date as the Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad or such other authorities may direct / fix, which will be not only beneficial to its shareholders but also to its employees and creditors.
13. CANCELLATION AND CONSEQUENTIAL REDUCTION OF EQUITY SHARE CAPITAL

NPIL shall upon deposit of the amount payable to the Minority Shareholders into the separate bank account in pursuance of Clause 4.3 of the Scheme, cancel the issued, subscribed and paid up equity share capital of NPIL to the extent held by the Minority Shareholders.

On such cancellation as provided in clause 4.3 read with clause 5.1 above.

- (a) The issued, subscribed and paid up equity share capital of NPIL shall stand reduced as a consequence thereof to the extent of the face value of the equity shares so cancelled.
- (b) The Securities Premium Account of NPIL shall stand reduced to the extent of difference between the face value of the equity shares cancelled under this scheme and the amount paid on such shares as per clause 5.2.

The consequential reduction of the share capital and securities premium account shall be effected as an integral part of the Scheme itself and the order of the NCLT sanctioning the Scheme shall be deemed to be an order under Section 52 & 66 of the Companies Act, 2013 or any other applicable provisions of the Act confirming the reduction.

14. There are no Secured or Unsecured Creditors as on 1st December, 2018 in the Applicant Company.
15. As on date, there are no proceedings/investigation pending against the Applicant Company under Sections 210 to 217, 219, 220, 223, 224, 225, 226 & 227 of the Act.
16. The notice of the proposed meeting and the Scheme is filed with the Registrar of Companies, Regional Director, the Income Tax Authorities and the representation if any to the Scheme shall be made within thirty days of receipt of such notice. It may be noted that there are no sectoral regulators which needs to be informed in the present case.
17. A copy of the Scheme setting out the terms and conditions of the Arrangement between the Applicant Company and its respective shareholders as approved by the Board of Directors of the Company in its Board Meeting is enclosed herewith.
18. The proposed Scheme is in the best interests of the Applicant Company and its respective shareholders.
19. Equity Shareholders entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and such proxy need not be an Equity Shareholder of the Applicant Company. The instrument appointing the proxy should however be deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours prior to the commencement of the meeting.
20. Equity Shareholder who are body corporates, shall authorize any person to act as its representative at the meeting by means of a Board Resolution. The certified true copy of such resolution as signed by the director/ manager/ secretary of the body corporate shall be deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours prior to the commencement of the meeting.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014, the Company has provided the facility of voting by e-voting so as to enable the equity shareholders to consider and approve the scheme. Accordingly, voting by equity shareholders of the Company to the Scheme will be carried out through e-voting or polling paper at the venue of the Meeting.
22. A copy of the proposed notice along with Scheme has been filed with the Registrar of Companies, Telangana, on 4th day of April, 2019 through an e-Form GNL-1 vide SRN H49760127.
23. Copy of the Scheme and of this Explanatory Statement, may be obtained free of charge during ordinary business hours on all working days except Saturdays, Sundays and public holidays from the registered office of the Applicant Company.
24. Copies of the following documents for obtaining extract from or for making or obtaining copies of or for inspection are available at the registered office of the Applicant Company between 10:00 a.m. and 12:00 noon on all days (except Saturdays, Sundays and public holidays) upto the date of the meeting.
 - a) Memorandum and Articles of Association of the Applicant Company.
 - b) Latest audited financial statements of the Applicant Company as on March 31, 2018 and Un-Audited Financial Statements for the Six Months period ended September 30, 2018.
 - c) Copy of the order of the Hon'ble National Company Law Tribunal, Hyderabad Bench dated 29th day of March, 2019.

- d) Copy of the Proposed Scheme of Arrangement between M/s Novopan Industries Limited and its respective shareholders.
- e) Copy of the contracts or arrangements material to the Scheme.
- f) Copy of the certificate issued by the statutory auditor of the Applicant Company, K.S. Rao & Co, Chartered Accountants that the accounting treatment proposed in the Scheme is in conformity with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013.
- g) Register of Directors, shareholdings of Directors and members of the Applicant Company.
- h) Copy of the Certificate Valuation of land and building by Chartered Engineer, Mr. Y. Srinivasulu, Hyderabad dated 9th November, 2018.
- i) Copy of the Certificate of Valuation of Equity Shares by M/s. K.Y. & Co., Chartered Accountants dated 16th November, 2018.
- j) Copy of the Fairness Opinion on valuation of Equity Shares by Merchant Bankers, Karvy Investor Services Limited, Hyderabad, dated 28th November, 2018.

Dated this 01st day of April, 2019
at Hyderabad.

Sd/-
Mr. T. Sujan Kumar Reddy,
Advocate
Chairman appointed
for the Equity Shareholders Meeting
Address: R/o.1-2-593/4/4,
Second Floor, Opp. Ram Chandra Mission,
Street No.3, Gagan Mahal Colony,
Nr. A.V. College,
Hyderabad – 500 029.

**SCHEME OF ARRANGEMENT
BETWEEN
NOVOPAN INDUSTRIES LIMITED
AND
ITS RESPECTIVE SHAREHOLDERS
(UNDER SECTIONS 230, 231 & 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013)**

GENERAL

I. PURPOSE OF THE SCHEME OF ARRANGEMENT

This Scheme of arrangement provides for the reduction of equity share capital held by the Minority Shareholders in Novopan Industries Limited by paying cash in lieu of the equity shares held by them, pursuant to Sections 66, 230, 231 & 232 Read With SEC. 66 and other provisions of the Companies Act, 2013.

II. RATIONALE FOR THE SCHEME OF ARRANGEMENT

Arrangement with its Minority Shareholders by Novopan Industries Limited.

1. The Novopan Industries Limited (herein after referred as NPIL) is a public company limited by shares, incorporated mainly for the following objects:
 - (i) To acquire, establish, promote, run, manage, lease, and otherwise carry on the business of hotel, restaurants, cafe, tavern, rest houses, tea and coffee houses, beer houses, bars, flight caterers, lodging house keepers, refreshment rooms, night clubs, cabarets, swimming pools, Turkish baths, and lodging or apartment housekeepers, cottages, dairymen, confectioners, bakers, grocers, poulterers, green grocers, licenced victuallers, wine, beer and spirit merchants, brewers, distillers, tobacco and cigar merchants.
 - (ii) To construct, maintain, and alter any lands, buildings or works, necessary or convenient for the purposes of the Company, and to manage the said lands and buildings and other properties situated as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply tenants and occupiers and other, refreshments, attendance messages, light waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, and other advantages.
 - (iii) To establish a complex of Industries for manufacturing particle boards, medium density fiber boards, plywood, Block boards, wafer boards, Oriented Strand boards, Bagasse, Cotton and Rice husk based particle boards and other ligno cellulosic panel products with or without lamination, high pressure laminates, low pressure laminates, over-lay boards, veneer over-lay boards, and all other types of surface finishes, flush doors and all types of furniture and to conduct, manage, run, administer and/or carry or business with or without such modifications or alterations as the Company may think fit.
2. Shares of NPIL are held by the following promoters to the extent of 98.11% as on 31st December, 2018 of the total paid up share capital of the company.

Sl.No.	Name of the Promoter / Body corporate	No.of Shares held	%
1	G Aparna Reddy	17143442	44.06
2	Shalini Bhupal	11483893	29.51
3	G Indira Krishna Reddy	9528892	24.49
4	Krishna R. Bhupal	16538	0.04
5	Crescent EPC Projects & Technical Services Limited.	2500	0.01
	Total	38175265	98.11

The remaining shares 734688 which accounts for 1.89% shareholding is held by Minority Shareholders. As part of this Scheme, NPIL intends to cancel and extinguish 734688 equity shares of (1.89%) held by the Minority Shareholders by paying cash in lieu of the equity shares held by them for the following reasons:

3. Considering the declining performance of the company over the past several years which has also adversely impacted the liquidity status of the company's Equity Shares, the promoters of the company as a good gesture and considering long standing relationship with the shareholders had offered an exit opportunity to the public shareholders and also keeping in mind as there were no operations and company was incurring continuous losses, the promoters has provided delisting exit offer during 2014.
4. NPIL was listed on BSE Limited and National Stock Exchange India Limited having scrip ID 500310 and NOVOPANIND respectively. The company went through a delisting process in the year 2014 and consequently the shareholders of the company lost liquidity as the shares are no more traded on the said Stock Exchanges.
5. GVK Projects & Technical Services Limited, promoter of the company (The Acquirer) had made an offer to the public shareholders of the Company for the acquisition and voluntary delisting of fully paid-up equity shares of Rs.10/-each ("Shares") of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and in accordance with SEBI Delisting Regulations. The Acquirer fixed the exit price at Rs.40/-per Share ("Final Price") calculated by the reverse book building process using the electronic facility of the BSE as against the floor price of Rs.30/-
6. Company had paid final price fixed to the shareholders those who have opted for exit offer process thereby the promoter group's holding in the company increased to 92.05% of equity share capital of the company. Further, w.e.f. 10th November, 2014 the shares are discontinued from trading from both the listed Stock Exchanges i.e., BSE Ltd and National Stock Exchange of India Ltd.
7. In accordance with Regulation 21 of the SEBI Delisting Regulations, the Acquirer has provided an exit opportunity (Exit Offer) to the public shareholders who continue to hold shares in the company (Residual Shareholders). The Residual Shareholders of the company could tender their shares to the Acquirer at the Final Price of Rs.40/- per share at any time from November 10, 2014 to till November 9, 2015 (Exit Period), as per the terms and conditions set out in the exit offer letter for the exit offer sent to the Residual Shareholders by the Acquirer.
8. Promoters are still providing an option to shareholders to exit. If any shareholder is interested in selling / disposing / transferring his/her shares may approach to the Company in writing as the promoters have already acquired nearly 98.11%.
9. The company has received numerous requests from the Minority Shareholders to provide an exit option by way of buying their shares. This Scheme of Arrangement provides an opportunity to the Minority Shareholders to liquidate their entire shareholding in respect of the equity shares held by them for cash.

10. Though the promoters intended to give exit route to all the shareholders, the promoters could succeed to the great extent. Still, some of the shareholders were left over and as such the promoters have again considered the recent requests of the minority shareholders and has undertaken the following:-
- i) Certificate of Valuation – Land and Building by Chartered Engineer Mr. Y. Srinivasulu, Hyderabad, Dt. 9th November, 2018.
 - ii) Certificate of Valuation – Equity Shares by Chartered Accountant M/s. K.Y. & Co, Hyderabad, Dt. 16th November, 2018.
 - iii) Fairness Opinion – on Valuation of Equity Shares by Merchant Bankers M/s. Karvy Investor Services Limited, Hyderabad, Dt. 28th November, 2018.

According to the said valuation report, the Fair value of each share works out to Rs.32/-. Though the Fair value of each share works out to Rs.32/- promoters decided to offer Rs. 40/- per share, which was the price arrived at by reverse book building mechanism during the Delisting process, as the price for the current Scheme as well.

11. This Scheme of Arrangement provides for greater level of transparency and openness and secures full involvement of shareholders of NPIL. All the Minority Shareholders of NPIL would benefit from the Scheme in the same proportion as his / her / its share in the capital of NPIL.

III. PARTS OF THE SCHEME

The Scheme is divided into following parts

- (i) Part A – dealing with definitions of the terms used in this Scheme of Arrangement and setting out the share capital of the company;
- (ii) Part B – dealing with the reduction of equity share capital in respect of equity shares held by the Minority Shareholders of NPIL paying cash in lieu of the equity shares held by them;
- (iii) Part C – dealing with the general terms and conditions applicable to this Scheme of Arrangement and other matters consequential and integrally connected thereto.

PART – A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to the context, the following expressions shall have the following meanings:

- 1.1 “Act” means the Companies Act, 2013 and rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereof for the time being in force;
- 1.2 Appointed date means effective date or such other date as may be determined by the Board of Directors of the NPIL.
- 1.3 “NPIL” means Novopan Industries Limited, a public company limited by shares incorporated under the Companies Act, 1956, and having its registered office at IDA, Phase – II, Patancheru, Medak District – 502319, Telangana, India.
- 1.4 “Board of Directors” or “Board” means the board of directors of NPIL and shall include a duly constituted committee thereof.

- 1.5 “Effective Date” means the last of the dates on which all the conditions and matters referred to have been fulfilled, or waived in terms of Clause 9 hereof.
- 1.6 “Financial Statements” means the annual accounts (including balance sheet, statement of profit and loss and cash flow statement) of the Company.
- 1.7 “Government Authority” means Central Government, any applicable State or local Government, legislative body regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.
- 1.8 “NCLT” means National Company Law Tribunal, Hyderabad Bench at Hyderabad for the State of Telangana and for the State of Andhra Pradesh, having jurisdiction in relation to the company.
- 1.9 “Minority Shareholder” means a person (resident and non-resident), who is registered as a member in the register of members of the company as the beneficial owner of equity shares in the company as on the Part-C Record Date, excluding shares held by the Promoters and Promoter Group.
- 1.10 “Record Date” means the date fixed by the Board of Directors of the company or a committee thereof after the Effective date, by reference to which the eligibility of the Minority Shareholders is decided for paying of consideration in cash in lieu of the equity shares held by them.
- 1.11 “Promoters and Promoter Group” includes Individual promoters and body corporate as mentioned in point No.2 of general information and their group companies, affiliates etc.,
- 1.12 “Scheme” or “the Scheme” or “this Scheme” or “Scheme of Arrangement” means this Scheme of Arrangement in its present form or with any modification(s) made under clause 8 of this Scheme, as approved or directed by the NCLT or any other appropriate authority.
- 1.13 Any reference in the Scheme to “upon the Scheme becoming effective” or “upon the Scheme coming into effect” shall mean the Effective Date for the purpose of the Scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL

- 2.1 The authorized, issued, subscribed and paid up share capital of the company as per its latest audited Balance Sheet as on March 31, 2018 was as follows:

Authorised Capital	Amount (Rs.)
5,00,00,000 Equity Shares of Rs.10/- per share	50,00,00,000
Total	50,00,00,000
Issued, Subscribed and Paid-up Capital	Amount (Rs.)
3,89,09,953 Equity Shares of Rs.10/- each	38,90,99,530
Total	38,90,99,530

Subsequent to March 31, 2018, there has been no change in the share capital of the company.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme setout herein in its present form or with any modification(s) approved or imposed or directed by the NCLT or any other appropriate authority shall take effect from the effective date shall be operative from the appointed date.

PART B

REDUCTION OF EQUITY SHARE CAPITAL IN RESPECT OF EQUITY SHARES HELD BY THE MINORITY SHAREHOLDERS

4. REDUCTION OF EQUITY SHARE CAPITAL IN RESPECT OF EQUITY SHARES HELD BY THE MINORITY SHAREHOLDERS

- 4.1 Subject to the terms and conditions contained herein, and the requisite approvals required to be obtained if any, the issued, subscribed and paid up equity capital of NPIL represented by the equity shares held by the Minority Shareholders shall be cancelled and extinguished by paying cash as provided in clause 4.2 hereunder, in lieu of the equity shares held by them. The cancellation and extinguishment of the said equity shares shall take place at the time and in the manner specified in clause 4.3 of this scheme.
- 4.2 Upon confirmation of the Scheme by the NCLT, the Board of Directors of NPIL shall fix Record Date. Only the shareholders whose name is registered in the register of members of NPIL on the Record Date shall be eligible to receive payment on such reduction. NPIL shall not consider and take into account any transfer of such shares brought to its notice after such Record Date. The Minority Shareholders shall be paid a sum of Rs.40/- (Rupees Forty) per equity share representing an amount more than the fair value of shares of the company (as determined by an independent Registered valuer). The amounts payable to the Minority Shareholders shall be deposited in a separate bank account to be opened with a scheduled commercial bank for and on behalf of Minority Shareholders in trust. The Cheque / draft drawn in favour of Minority Shareholders as on the Record Date in respect of the said equity shares, shall be issued from such bank account and shall be despatched by NPIL through registered post / courier or payment may be made through electronic fund transfer. The amount payable to non-resident Minority Shareholders shall be subject to applicable withholding taxes, if any.
- 4.3 Upon deposit of the amount payable to the Minority Shareholders in the separate bank account as aforesaid, the equity shares held by them shall be deemed to have been cancelled and extinguished without any act or deed of the shareholders of NPIL without the need to surrender share certificates with transfer forms and / or sending appropriate instructions to the depository participants or compliance with any other formality or procedure. As a consequence thereof, the share certificates relating to the said shares held by the Minority Shareholders shall be rendered invalid and stand cancelled automatically without any further act or deed on the part of NPIL. Further, wherever such shares are held in demat form, as a consequence of this scheme, the depository participant shall cancel the entry in the minority shareholders Demat Account as regards such shares without any further act or deed on part of NPIL. Further, upon deposit of the amount payable on the said shares to the separate bank account in the manner provided herein, the rights of the Minority Shareholders to the extent of the said shares so cancelled shall cease to exist.
- 4.4 Further, if the amount deposited for the said shares in the separate bank account as enumerated above remains unclaimed by any minority shareholders even after 12 months of such deposit, the account name shall be redesignated as "Unclaimed Share Consideration" Account and where such sum remains unclaimed for a period of seven years, the same shall be transferred to Investor Education and Protection Fund as established by the Government of India.

5. CANCELLATION AND CONSEQUENTIAL REDUCTION OF EQUITY SHARE CAPITAL

- 5.1 NPIL shall upon deposit of the amount payable to the Minority Shareholders into the separate bank account in pursuance of Clause 4.3 of the Scheme, cancel the issued, subscribed and paid up equity share capital of NPIL to the extent held by the Minority Shareholders.

- 5.2 On such cancellation as provided in clause 4.3 read with clause 5.1 above.
- (a) The issued, subscribed and paid up equity share capital of NPIL shall stand reduced as a consequence thereof to the extent of the face value of the equity shares so cancelled.
 - (b) The Securities Premium Account of NPIL shall stand reduced to the extent of difference between the face value of the equity shares cancelled under this scheme and the amount paid on such shares as per clause 4.2
- 5.3 The consequential reduction of the share capital and securities premium account shall be effected as an integral part of the Scheme itself and the order of the NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 of the Companies Act, 2013 or any other applicable provisions of the Act confirming the reduction.

PART C

GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME OF ARRANGEMENT AND OTHER MATTERS CONSEQUENTIAL AND INTEGRALLY CONNECTED THERETO

6. CONDITIONALITY OF THE SCHEME

This Scheme is and shall be conditional upon and subject to:

- (i) The requisite consent, approval or permission of the Central Government or any Government Authorities, which by law may be necessary for the implementation of this Scheme;
- (ii) NPIL obtaining the requisite regulatory approvals, if any;
- (iii) The requisite approval (if required) of Foreign Investment Promotion Board / Reserve Bank of India / any other authority being obtained under the provisions of Foreign Exchange Management Act, 1999;
- (iv) Approval of this Scheme by the NCLT
- (v) The certified copy of the order of NCLT sanctioning the Scheme being filed with the Registrar of Companies, Andhra Pradesh and Telangana by the Company;
- (vi) Compliance with such other conditions as may be imposed by the NCLT.

7. APPLICATION TO THE NCLT

The Company shall, with all reasonable despatch, make and file applications to the NCLT, within whose jurisdiction the registered office of the company is situated, for sanctioning the Scheme.

8. MODIFICATION OR AMENDMENTS TO THE SCHEME

The company by its respective Board of Directors, or any person(s) or committee authorized / appointed by them, may carry out or assent to any modifications / amendments to the Scheme or to any conditions or limitations that the NCLT and / or any other Government Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e., the Board of Directors or the person(s) / committee). The Company and / or the Board of Directors of the company, or any person(s) or committee authorized / appointed by them, shall be authorised to take

all such steps as may be necessary desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any Government / regulatory Authorities or otherwise howsoever arising out of the order or by virtue of the Scheme and / or any matter concerned or connected therewith.

9. EFFECT OF NON-RECEIPT OF APPROVALS

In the event any of the approvals or conditions enumerated in the Scheme not being obtained or complied with, or for any other reason, the Scheme cannot be implemented, the Board of Directors of the company shall by mutual agreement waive such conditions as they consider appropriate to give effect, as far as possible, to this Scheme and failing which mutual agreement, or in case the Scheme is not sanctioned by the NCLT, the Scheme shall become null and void and the Company (NPIL) shall bear and pay the respective costs, charges and expenses in connection with the Scheme.

The approval for the arrangements detailed in any part(s) of the Scheme would be treated as independent and non-sanction of any of the Part(s) of the Scheme / modified Scheme would not impact or impair the sanction / approval of the other Part(s) of the Scheme / modified Scheme.

10. POWER TO WITHDRAW THE SCHEME AT ANYTIME

In the event of any of the conditions that may be imposed by the NCLT or other authorities which the Company may find unacceptable for any reason, in whole or in part of the Scheme, then the Company is at liberty to withdraw the Scheme in whole or such part thereof and such withdrawal of a part of the Scheme will however not affect the other parts of the Scheme.

11. COSTS, CHARGES AND EXPENSES

In the event of the Scheme being sanctioned by the NCLT, the Company shall bear and pay all costs, charges, expenses and taxes, including duties and levies in connection with the Scheme.

12. MISCELLANEOUS

In case any doubt or difference or issue shall arise among the Company and or its shareholders, creditors, employees and / or persons entitled to or claiming any right to any shares in the company, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled between the Board of Directors of the Company and the decision arrived at therein shall be final and binding on all concerned.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL
HYDERABAD BENCH, AT HYDERABAD**

CA (CAA) No.70/230/HDB/2019

In the matter of the Companies Act, 2013

And

In the matter of Section 230 & 231 read with Section 66 of the Companies Act, 2013

And

In the matter of **M/s.NOVOPAN INDUSTRIES LIMITED**

And

Its respective Shareholders

M/s. NOVOPAN INDUSTRIES LIMITED

a company incorporated under the Companies Act, 1956

having its registered office at IDA, Phase – II,

Patancheru, Medak District – 502319,

Telangana, India.

Represented by its Executive Director

Murali Varadarajan

... Applicant Company

FORM No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

I / we, the undersigned Equity Shareholder/s of the above company hereby appoint Mr. / Mrs. _____ as my / our Proxy, to act for me / us at the meeting of the Equity Shareholders of the Applicant Company to be held at 156 to 159, Paigha House, Sardar Patel Road, Secunderabad – 500 003, on Saturday 11th May 2019 at 11. 00 A.M. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between Novopan Industries Limited and its respective shareholders and at such meeting and any adjournment/s thereof, to vote, for me / us and in my / our Name _____ (herein if for insert 'For', if against, insert 'Against') the said Scheme of Arrangement between Novopan Industries Limited and its respective shareholders with or without modification(s) as my / our Proxy my approve.

Dated this _____ day of _____, 2019.

Name :

Signature :

Address :

Number of shares held :

Ledger Folio No. :

DP-ID No. / Client ID No.

(Strike whichever is not applicable).

Notes:

1. The Proxy must be deposited at the Registered Office of the Applicant Company at IDA, Phase - II, Patancheru, Medak District - 502 319, Telangana, India atleast 48 hours before the scheduled time of the meeting. The Proxy need not be an Equity shareholder of the Applicant Company.
2. All alternations made in the form of proxy should be initialed.

Novopan Industries Limited / Applicant Company

Registered Office: IDA, Phase – II,
Patancheru, Medak District – 502319,
Telangana State, India.

Tel: +91 40 27902663/64 Fax: +91 40 27902665

CIN: U55101TG1984PLC004941.

Website: www.novopan.in

Email id: investor@novopan.in

ATTENDANCE SLIP

Name and address of the Equity Shareholder : _____

Number of shares held : _____

Ledger Folio No. :

DP-ID No. / Client ID No. :

I/we certify that I/we am/are Equity Shareholders / proxy for Equity Shareholders of the Company. I/we hereby record my/our presence at the meeting of the Equity Shareholder of the Company held at 156 to 159, Paigha House, Sardar Patel Road, Secunderabad – 500 003, on Saturday 11th May 2019 at 11.00 A.M.

*Strike out what is not applicable.

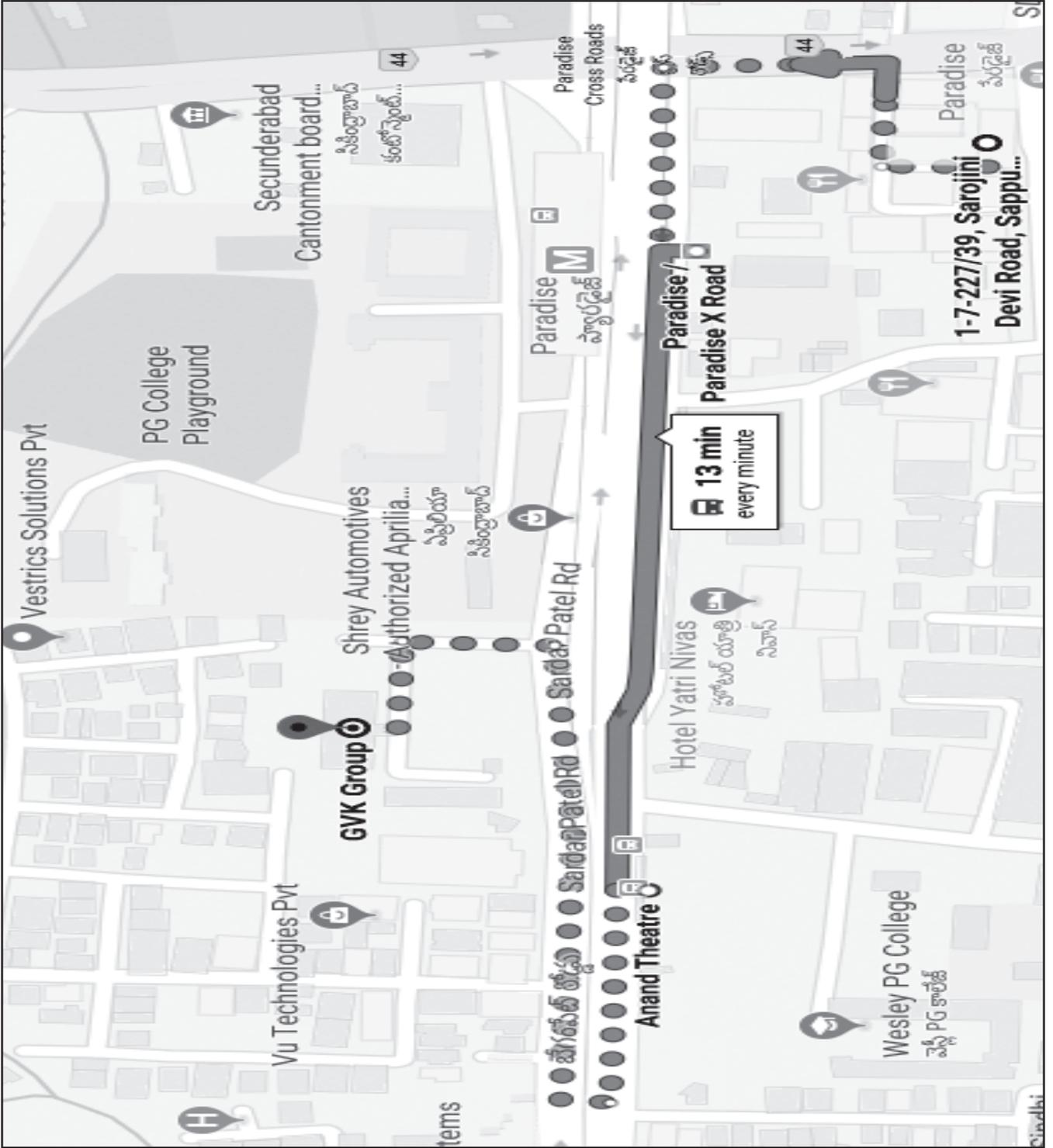
Equity Shareholder's / Proxy's Name

(in block letters)

Equity Shareholder's / Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP SHOWING LOCATION OF THE VENUE OF THE NCLT CONVEYED MEETING



Venue :

**GVK Group Corporate Office
Paigah House,
156-159, Sardar Patel Road,
Secunderabad - 500 003.**