

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENGALURU BENCH, AT BENGALURU**

COMPANY APPLICATION NO. CA (CAA)-27(BB) OF 2018
(under Sections 230-232 of the Companies Act, 2013)

IN THE MATTER OF THE COMPANIES ACT, 2013
AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT BETWEEN
HONEYWELL TECHNOLOGY SOLUTIONS LAB PRIVATE LIMITED AND
COM DEV SERVICES INDIA PRIVATE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS AND CREDITORS

AND

IN THE MATTER OF:

Honeywell Technology Solutions Lab Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Survey No. 96 & 97, Boganahalli Village, Survey No. 72/2 & 72/5 Doddakananahalli Village, Varthur Hobli, Bengaluru (East), Bengaluru, Karnataka - 560103

...Applicant Company 1/ Demerged Company

AND

Com Dev Services India Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Survey No. 96 & 97, 4th Floor, Boganahalli Village, Survey No. 72/2 & 72/5 Doddakananahalli Village Varthur, Hobli, Bengaluru East, Bangalore, Karnataka - 560103

...Applicant Company 2/ Resulting Company

**ADVERTISEMENT OF NOTICE OF THE TRIBUNAL CONVENED
MEETINGS OF THE UNSECURED CREDITORS AND THE EQUITY
SHAREHOLDERS OF HONEYWELL TECHNOLOGY SOLUTIONS LAB
PRIVATE LIMITED**

Notice is hereby given that by an order pronounced on the 10th day of May, 2018 ("Order"), the Hon'ble Bengaluru Bench of the National Company Law Tribunal at Bengaluru ("Tribunal"), has directed separate meetings to be held of the unsecured creditors and the equity shareholders of Honeywell Technology Solutions Lab Private Limited ("Demerged Company") for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed scheme of arrangement between the Demerged Company and Com Dev Services India Private Limited and their respective shareholders and creditors under sections 230 to 232 of the Companies Act, 2013 ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the unsecured creditors of the Demerged Company will be held at RMZ Ecoworld Sez, Survey No.19/2, Devarabisanahalli Village, Varthur Hobli, Bangalore, Karnataka - 560103 on Monday, the 18th day of June, 2018 from 9:30 A.M. to 11:00 A.M. ("Creditor Meeting"), at which place, day, date and time, the said unsecured creditors of the Demerged Company are requested to attend.

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the shareholders of the Demerged Company will be held at RMZ Ecoworld Sez, Survey No.19/2, Devarabisanahalli Village, Varthur Hobli, Bangalore, Karnataka - 560103 on Monday, the 18th day of June, 2018 from 11:30 A.M. to 12:30 Noon ("Shareholder Meeting"), at which place, day, date and time, the said shareholders of the Demerged Company are requested to attend.

Copies of the said Scheme and of the statements under section 230 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Demerged Company at Survey No. 96 & 97, Boganahalli Village, Survey No. 72/2 & 72/5 Doddakananahalli Village, Varthur Hobli, Bengaluru (East), Bengaluru, Karnataka - 560103 and/or at the office of its advocates, M/s. AZB & Partners situated at 7th Floor, Embassy Icon, Infantry Road, Bangalore - 560001, Karnataka.

Persons entitled to attend and vote at the respective Creditor Meeting or the Shareholder Meeting, as the case may be, may vote in person or by proxy, provided that all proxies in the prescribed form, duly completed, stamped and signed or authenticated by the concerned person, are deposited at the registered office of the Demerged Company not later than 48 hours before the scheduled time of the Creditor Meeting or the Shareholder Meeting, as applicable. Forms of Proxy can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered office of the Demerged Company and/or from the office of its advocates as mentioned above.

The Hon'ble Tribunal has appointed Mr. Arjun Rao, Advocate, as the Chairperson of the Creditor Meeting and the Shareholder Meeting, including for any adjournment(s) thereof. The Tribunal has also appointed Mr. Rohit Shankar, Advocate, as the Scrutineer for the Creditor Meeting and the Shareholder Meeting, including for any adjournment(s) thereof. The Scheme, if approved by the Creditor Meeting and the Shareholder Meeting, will be subject to the subsequent approval of the Tribunal.

Dated this 18th day of May, 2018

Place: Bengaluru

For Honeywell Technology Solutions Lab Private Limited

Sd/-

Mr. Thaj Mathew
(Authorized Signatory)