

FORM NO. CAA. 2

[Pursuant to Section 230 (3) of the Companies Act 2013 and rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

CA (CAA) No 45/BB of 2018

**IN THE MATTER OF SCHEME OF AMALGAMATION AMONG
GREENFIELD NETWORKS TECHNOLOGIES PRIVATE LIMITED**

AND

NAVINI NETWORKS PRIVATE LIMITED

AND

NEWSCALE SOFTWARE PRIVATE LIMITED

AND

SECURENT INDIA PRIVATE LIMITED

AND

TANDBERG INDIA PRIVATE LIMITED

AND

TOPSPIN COMMUNICATION TECHNOLOGIES INDIA PRIVATE LIMITED

WITH

CISCO SYSTEMS (INDIA) PRIVATE LIMITED

Details of the applicants:

1. **GREENFIELD NETWORKS TECHNOLOGIES PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at Brigade South Parade, #10, Mahatma Gandhi Road, Bengaluru – 560 001, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U72200KA2004PTC034237; Phone No.: 080 4426 6459;

Fax: 080 4426 1113; Email: indiatax@cisco.com; Website: none

..... Applicant No. 1 / First Transferor Company

2. **NAVINI NETWORKS PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at Brigade South Parade, #10, Mahatma Gandhi Road, Bengaluru – 560 001, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U72300KA2004PTC033461; Phone No.: 080 4426 6459;

Fax: 080 4426 1113; Email: indiatax@cisco.com; Website: none

..... Applicant No. 2 / Second Transferor Company

3. **NEWSCALE SOFTWARE PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at Brigade South Parade, #10, Mahatma Gandhi Road, Bengaluru – 560 001, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U72200KA2005FTC036369; Phone No.: 080 4426 6459;

Fax: 080 4426 1113; Email: indiatax@cisco.com; Website: none

..... Applicant No. 3 / Third Transferor Company

4. **SECURENT INDIA PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at Brigade South Parade, #10, Mahatma Gandhi Road, Bengaluru – 560 001, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U72200KA2007FTC095021; Phone No.: 080 4426 6459;

Fax: 080 4426 1113; Email: indiatax@cisco.com; Website: none

..... Applicant No. 4 / Fourth Transferor Company

5. **TANDBERG INDIA PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at Brigade South Parade, #10, Mahatma Gandhi Road, Bengaluru – 560 001, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U72900KA2007FTC094495; Phone No.: 080 4426 6459;

Fax: 080 4426 1113; Email: indiatax@cisco.com; Website: none

..... Applicant No. 5 / Fifth Transferor Company

6. **TOPSPIN COMMUNICATION TECHNOLOGIES INDIA PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at Prestige Solitaire, Level - II, No.6 Brunton Road Bengaluru – 560 001, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U72200KA2004PTC033603; Phone No.: 080 4426 6459;

Fax: 080 4426 1113; Email: indiatax@cisco.com; Website: none

..... Applicant No. 6 / Sixth Transferor Company

7. **CISCO SYSTEMS (INDIA) PRIVATE LIMITED**, a private limited company incorporated under the Companies Act, 1956, having its registered office at SEZ Unit, Cessna Business Park, Kadubeesanahalli Village Varthur Hobli, Sarjapur Marathalli Outer Ring Road, Bengaluru – 560 103, Karnataka, India, represented by its authorised signatory, Ms. Shwetha Prabhu.

CIN: U31909KA1995PTC019505; Phone No.: 080 4426 6459;

Notice of the meeting of unsecured creditors

Notice is hereby given that by an order dated 8 November 2018, the Bengaluru Bench of the National Company Law Tribunal has ordered a meeting of the unsecured creditors of Cisco Systems (India) Private Limited ("**Transferee Company**") to be convened for the purpose of considering, and if thought fit, to approve with or without modification, the scheme of amalgamation between Greenfield Networks Technologies Private Limited, Navini Networks Private Limited, Newscale Software Private Limited, Securent India Private Limited, Tandberg India Private Limited, and Topspin Communication Technologies India Private Limited (together the "**Transferor Companies**") with the Transferee Company (the scheme hereinafter referred to as the "**Scheme of Amalgamation**") whereby and whereunder, the entire undertaking of the said Transferor Companies together with all rights, interests, claims, duties and obligations of the Transferor Companies relating thereto is proposed to be transferred to the Transferee Company on the terms and conditions stated therein.

In pursuance of the said order and as directed therein, notice is hereby given that a meeting of the unsecured creditors of the Transferee Company ("**Meeting**") will be held on 15 February 2019 at 11 AM at the registered office of the Transferee Company (i.e., SEZ Unit, Cessna Business Park, Kadubeesanahalli Village Varthur Hobli, Sarjapur Marathalli Outer Ring Road, Bengaluru – 560 103, Karnataka, India) for considering and approving the Scheme of Amalgamation. At the meeting, 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 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and subject to the relevant provisions of other applicable laws and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bengaluru Bench ("NCLT" or "Tribunal"), and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Scheme of Amalgamation and Arrangement between Greenfield Networks Technologies Private Limited, Navini Networks Private Limited, Newscale Software Private Limited, Securent India Private Limited, Tandberg India Private Limited, and Topspin Communication Technologies India Private Limited and Cisco Systems (India) Private Limited and their respective shareholders placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved."*

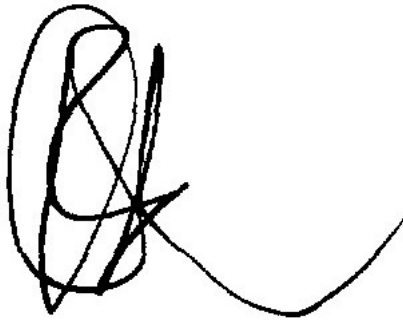
Copies of the Scheme of Amalgamation, and of the statement under section 230 can be obtained free of charge from 10 AM to 5 PM Monday to Friday, at the registered office of the Transferee Company, situated at SEZ Unit, Cessna Business Park, Kadubeesanahalli Village Varthur Hobli, Sarjapur Marathalli Outer Ring Road, Bengaluru – 560 103, Karnataka, India. Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Transferee Company, situated at SEZ Unit, Cessna Business Park,

Kadubeesanahalli Village Varthur Hobli, Sarjapur Marathalli Outer Ring Road, Bengaluru – 560 103, Karnataka, India, not later than 48 hours before the meeting.

Forms of proxy can be had at the registered office of the Transferee Company between 10 AM and 5 PM, Monday to Friday.

The Tribunal has appointed Dr K S Ravichandhran, Practising Company Secretary, as chairperson of the Meeting, and Shri Karthik Vardarajan, Practising Company Secretary, as scrutinizer for the Meeting. The Scheme of Amalgamation, if approved by the Meeting, will be subject to the subsequent approval by the Tribunal.

Dated this 14th day of January 2019

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a long, sweeping horizontal stroke that ends in a small upward curve.

Sd/- Dr K.S.Ravichandran

Chairperson appointed for the meeting of the unsecured creditors of the Transferee Company

Notes:

- a) Apart from attending through a proxy, the unsecured creditors of the Transferee Company may attend and vote either in person or through an authorised representative. The authorised representative of an unsecured creditor of the Transferee Company may attend and vote at the meeting of the unsecured creditors provided that (i) if the unsecured creditor is a body corporate, a copy of the resolution of the board of directors or other governing body of the body corporate, or (ii) if the unsecured creditor is a partnership firm, an authorisation letter issued by a partner of such partnership firm, to attend and vote at the meeting of the unsecured creditors of the Transferee Company, is submitted along with the attendance slip at the meeting venue.
- b) The quorum of the meeting of the unsecured creditors of the Transferee Company shall be such unsecured creditors representing at least INR 3,28,40,00,000 in value of unsecured creditors (i.e., at least 40% of the total unsecured debt of the Transferee Company being INR 821,00,00,000) present in person or through an authorized representative.
- c) The unsecured creditor or its authorised representative, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.