

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, AT CHANDIGARH
COMPANY APPLICATION CA (CAA) NO. 28/CHD/HRY/2023
(under Sections 230-232 of the Companies Act, 2013)
IN THE MATTER OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF THE COMPOSITE SCHEME OF ARRANGEMENT AMONGST TALACE
PRIVATE LIMITED AND TATA SIA AIRLINES LIMITED
AND AIR INDIA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS**

AND

IN THE MATTER OF:

Talace Private Limited, a company incorporated under the Companies Act, 2013, having its registered office at 2nd Floor, Block 4, Vatika One On One, Industrial Estate, Gurugram, Haryana - 122007.

...Transferor Company 1 / Applicant Company 1

AND

Tata SIA Airlines Limited, a company incorporated under the Companies Act, 1956, having its registered office at Intellion Edge, Tower A, 9th & 10th Floor, South Peripheral Road, Sector – 72, Gurugram, Haryana - 122101.

...Transferor Company 2 / Applicant Company 2

AND

Air India Limited, a company incorporated under the Companies Act, 1956, having its registered office at Block 4, Vatika One On One, Sector 16, NH 48, Industrial Estate, Gurugram, Haryana - 122007.

...Transferee Company / Applicant Company 3

**ADVERTISEMENT OF NOTICE OF THE MEETINGS OF THE SECURED CREDITORS AND
UNSECURED CREDITORS OF TATA SIA AIRLINES LIMITED AND THE UNSECURED
CREDITORS OF AIR INDIA LIMITED**

Notice is hereby given that by an order dated July 21, 2023 in CA (CAA) No. 28/CHD/HRY/2023 ("**Order**"), the Hon'ble Chandigarh Bench of the National Company Law Tribunal at Chandigarh ("**Tribunal**"), has *inter alia* directed, separate meetings (together, the "**Meetings**") to be convened of the secured creditors and unsecured creditors of Tata SIA Airlines Limited ("**Vistara**") and of the unsecured creditors of Air India Limited ("**Air India**"), which together with Vistara is referred to as the "**Companies**" for the purpose of considering, and if thought fit, approving, the composite scheme of arrangement ("**Scheme**") amongst Talace Private Limited and Vistara and Air India and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**").

In pursuance of the Order and as directed therein, further notice is hereby given that:

- (i) a meeting of the secured creditors of Vistara will be convened on Saturday, September 23, 2023 at 10:30 A.M. through video conferencing or other audio visual means ("**Video Conferencing**"), at which day, date and time, the said secured creditors of Vistara are requested to attend the meeting.
- (ii) a meeting of the unsecured creditors of Vistara will be convened on Saturday, September 23, 2023 at 12:30 P.M. through Video Conferencing, at which day, date and time, the said unsecured creditors of Vistara are requested to attend the meeting.
- (iii) a meeting of the unsecured creditors of Air India will be convened on Saturday, September 23, 2023 at 2:30 P.M. through Video Conferencing, at which day, date and time, the said unsecured creditors of Air India are requested to attend the meeting.

Since the Meetings are being held through Video Conferencing and there being no meeting requiring physical presence at a common venue, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the creditors will not be available for the Meetings.

National Securities Depository Limited ("**NSDL**") shall be providing the facility of remote e-voting prior to the respective Meetings as well as during the respective Meetings (to be held through Video Conferencing). Remote e-voting facility prior to the respective Meetings shall commence on Thursday, August 24, 2023 at 9:00 A.M. (IST) and end on Friday, September 22, 2023 at 5:00 P.M. (IST) (both days inclusive). Further, facility for participation during the respective Meetings is also being provided by NSDL.

Copies of the notices in relation to the respective Meetings, together with the documents accompanying the same, including the explanatory statement under Sections 230(3) and 102 of the Act read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Scheme (collectively, the "**Notices**") can be obtained free of charge on any day (except Saturday, Sunday and public holidays) from the registered offices of the Companies (as applicable) during business hours. The Companies will furnish a copy of the Notices/Scheme within one day of any requisition made by any creditor, to Vistara by e-mail at nclt.meeting@airvistara.com and to Air India by e-mail at nclt.meeting@airindia.com. The Notices will be available on the websites of the Companies at www.airvistara.com and www.airindia.com and NSDL at www.evoting.nsdl.com.

The Hon'ble Tribunal has appointed Hon'ble Mr. Justice M. M. Singh Bedi (Retd.), as the Chairperson of the Meetings and Mr. Dhananjay Singh, Advocate, as the Alternate Chairperson of the Meetings, including for any adjournment(s) thereof. The Tribunal has also appointed Mr. Ajay K Arora, practicing Company Secretary, as the Scrutinizer for the Meetings, including for any adjournment(s) thereof. The Scheme, if approved at the Meetings, will be subject to the subsequent approval of the Hon'ble Tribunal. The creditors are requested to read the instructions for remote e-voting prior to the Meetings and during the Meetings in the Notes to the respective Notices.

IMPORTANT NOTES:

- (1) The Companies have sent the Notices in electronic form to those creditors whose e-mail IDs are registered with the Companies. The physical copies of the Notices have been sent by permitted modes to those creditors whose e-mail IDs are not registered with the Companies. The Notices will also be available on the websites of the Companies at www.airvistara.com and www.airindia.com and NSDL at www.evoting.nsdl.com.
- (2) A person/entity who is not a creditor of the Companies as on the Cut-off Date (i.e. March 31, 2023) should treat the Notices for information purposes only and such person/entity will not be entitled to vote.
- (3) The creditors can join the Meetings through Video Conferencing, 30 minutes before and within 15 minutes after the scheduled time of the commencement of the Meetings by following the procedure mentioned in notes to this Notice.
- (4) It is clarified that casting of votes by remote e-voting (prior to the Meetings) does not disentitle a creditor from attending the Meetings. However, any creditor who has voted through remote e-voting prior to the Meetings cannot vote through remote e-voting during the Meetings. The creditors of the Companies attending the Meetings through Video Conferencing who have not cast their vote through remote e-voting prior to the Meetings, shall be entitled to exercise their vote using the e-voting facility made available during the Meetings.
- (5) Voting rights of the creditors shall be in proportion to the outstanding amount due to them as on March 31, 2023, being the cut-off date ("**Cut-off Date**").
- (6) The results along with the report of the Scrutinizer shall be displayed on the website of the Companies at www.airvistara.com and www.airindia.com and NSDL at www.evoting.nsdl.com.
- (7) If any creditor faces any problems/experience any difficulty or if they forgot their password please feel free to contact toll free number 022-48867000/ 022-24997000 or contact on email-ID evoting@nsdl.co.in.

**For Tata SIA Airlines Limited
Sd/-**

**Niyant Maru
Authorized Signatory**

**For Air India Limited
Sd/-**

**Vinod Hejmadi
Authorized Signatory**

Date: August 21, 2023
Place: Gurugram