NOTICE OF MEETING OF THE UNSECURED CREDITORS OF ALCATEL-LUCENT INDIA LIMITED CONVENED PURSUANT TO ORDER DATED 28 OCTOBER 2020 OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH

Particulars	Meeting of the Unsecured Creditors of Alcatel-Lucent India Limited
Day	Friday
Date	18 December 2020
Time	4:00 PM
Venue/Manner of Participation	PHD House, 4/2, August Kranti Marg, Siri International Area, Block A, NIPCCD Campus, Hauz Khas, New Delhi – 110016. Meeting to be held via video conferencing facility. Unsecured Creditors can join the meeting by logging on to https://www.evotingindia.com/ and following the steps mentioned in this notice.

Sr. No.	Contents
1	Notice of the meeting of the Equity Shareholders of Alcatel-Lucent India Limited convened as per the directions of the National Company Law Tribunal, New Delhi Bench.
2	Proxy Form.
3	Explanatory Statement under section 230(3) of the Companies Act, 2013 (**the Act**) read with section 102 of the Act.
4	Scheme of Arrangement.
5	Valuation Report dated 19 February 2020 as issued by Mr. Rajendra Kumar Joshi, Registered Valuer (Registration No. IBBI/EV/05/2019/11423).
6	Certificates issued by the Statutory Auditors of the Applicant Companies that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

Copies of the following documents may also be obtained at the Registered Office of the Transferor Company No. 1, between Monday to Friday between 9:00 am to 5:00 pm, up to the date of the meeting or by email to the authorized representative of the Transferor Company No. 1, Kanti Kiran Kare, at kanti_kiran.kare@nokia.com:

7	Copy of order of the Hon'ble National Company Law Tribunal in pursuance of which the meeting is to be convened.
8	Latest audited financial statements of Alcatel-Lucent India Limited.
9	Supplementary Accounting Statement of Alcatel-Lucent India Limited for the period ended 31 March 2020.

FORM NO. CAA. 2

[Pursuant to Section 230 (3) and Rules 6 and 7)]

Company Application No. CA (CAA)-7/ND/2020

Alcatel-Lucent India Limited   **-----Applicant No.1/Transferor Company No. 1**

<u>NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF THE APPLICANT NO. 1 COMPANY PURSUANT TO ORDER DATED 28 OCTOBER 2020 OF THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI BENCH</u>

To,

Unsecured Creditors of Alcatel-Lucent India Limited (Applicant No. 1/Transferor Company No. 1)

TAKE NOTICE that by an order dated 28 October 2020 (hereafter referred as the **Order**), in the above Company Application No. CA (CAA)-7/ND/2020, the Hon'ble National Company Law Tribunal, New Delhi Bench (hereafter referred to as the **Hon'ble Tribunal**) has directed that a meeting of the Unsecured Creditors of Alcatel-Lucent India Limited (hereafter referred to as the **Transferor Company No. 1** or **Applicant No. 1 Company**) be convened and held on Friday, 18 December 2020 at 4:00 pm through video conferencing facility for the purpose of considering, and if thought fit, approving, the proposed Scheme of Arrangement between the Transferor Company and Mformation Software Technologies India Private Limited (hereinafter referred to as the **Transferor Company No. 2** or **Applicant No. 2 Company**), Alcatel-Lucent Managed Solutions India Private Limited (**Transferor Company No. 3** or **Applicant No. 3 Company**), Nokia Solutions and Networks India Private Limited (**Transferee Company** or **Applicant No. 4 Company**) and their respective shareholders and creditors under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as the **Scheme**).

In pursuance of the said Order and as directed therein, a meeting of the Unsecured Creditors of the Applicant No. 1 Company will be held on Friday, 18 November 2020 at 4:00 pm via video conferencing facility, when you are requested to attend.

The Unsecured Creditors are requested to consider and if thought fit, to pass the following resolution:

*"**RESOLVED THAT** pursuant to the provisions of sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modifications or re-enactment thereof) as may be applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the National Company Law Tribunal, New Delhi Bench (hereafter referred as the **Hon'ble Tribunal**) and subject to 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 Hon'ble 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 approval of the shareholders be and is hereby accorded to the arrangement embodied in the Scheme of Arrangement proposed to be entered between Alcatel-Lucent India Limited (hereafter referred to as the **Transferor Company No. 1** or **Applicant No. 1 Company**), Mformation Software Technologies India Private Limited (hereinafter referred to as the **Transferor Company No. 2** or **Applicant No. 2 Company**), Alcatel-Lucent Managed Solutions India Private Limited (**Transferor Company No. 3** or **Applicant No. 3 Company**), Nokia Solutions and Networks India Private Limited (**Transferee Company** or **Applicant No. 4 Company**), which, includes the transfer of the undertaking of the Transferor Company No. 1 to the Transferee Company.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."*

The facility of remote e-voting will be available during the prescribed time period before the meeting. Accordingly, Unsecured Creditors can vote through remote electronic means (without attending the meeting) instead of voting during the Unsecured Creditors' meeting.

The voting rights of the Unsecured Creditors shall be in proportion to their outstanding dues on the Transferee Company as on 5 June 2020.

TAKE FURTHER NOTICE that the copy of the Scheme, Order, Explanatory Statement, and forms of proxy, can be obtained free of charge at the Registered Office of the Transferor Company No. 1, situated at 202-206, Tolstoy House, 15 Tolstoy Marg, New Delhi – 110 001, India, between Monday to Friday between 9:00 am to 5:00 pm up to the date of the meeting or from the authorized representative of the Transferor Company No. 1, Kanti Kiran Kare, at kanti_kiran.kare@nokia.com.

The Hon'ble Tribunal has appointed Mr. Sanjay Kumar, Advocate, to be the Chairperson; Mr. Krishna Mohan Menon, Advocate, to be the Alternate Chairperson; and Mr. Sachin Agrawal, Company Secretary, to be the Scrutinizer of the aforesaid meeting.

The abovementioned Arrangement, if approved at the meeting, will be subject to the subsequent approval of the Hon'ble Tribunal.

Explanatory Statement under Section 230(3) read with Section 102 of the Act, along with copy of the Scheme and other enclosures, as indicated in the index, are enclosed herewith.

Dated this 12th day of November 2020

<div align="right">
Sd/-
SANJAY KUMAR
Chairperson Appointed for the Meeting
Place: New Delhi
</div>

Registered Office:
Alcatel-Lucent India Limited
202-206, Tolstoy House,
15 Tolstoy Marg,
New Delhi – 110 001,
India

Notes:

1. In view of COVID-19 pandemic, the present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon'ble Tribunal, the Guidelines issued by the Ministry of Corporate Affairs, and the relevant provisions of the Act, if any. Facility of remote e-voting will be available during the prescribed time period before the meeting and through e-voting platform which will be available during the meeting.

2. Central Depository Services (India) Ltd (CDSL) has been appointed to provide remote e-voting facility before the meeting; and to provide e-voting platform during the meeting, in a secured manner. Whereas Mas Services Ltd, a SEBI registered Registrar and Transfer Agent (RTA) has been appointed to provide the platform for convening the meeting through Video Conferencing; to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.

3. Notice of the meeting will be sent through approved mode(s).

4. Unsecured Creditors who have not registered their e-mail id, can get the same registered by sending the request to the authorized representative of the Transferor Company No. 1 via email to Kanti Kiran Kare, at kanti_kiran.kare@nokia.com.

5. Only Unsecured Creditors of the Transferor Company No. 1 may may attend and vote at the meeting of Unsecured Creditors through e-voting system.

6. Institutional/Corporate Unsecured Creditors (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf; or to vote through remote e-voting. The said Resolution/Authorization may be sent to the Scrutinizer at the following email id: asacorp.noida@gmail.com.

7. **Instructions for attending the meeting through Video Conferencing and remote e-voting are given at the end of this notice.**

8. The Unsecured Creditors shall be entitled to avail the facility of remote e-voting and will be entitled to attend and vote in the meeting through video conferencing. The schedule for remote e-voting will be as per the following detail:

| Commencement of remote e-voting | 14th December 2020 at 9:00 A.M. IST |
| End of remote e-voting | 17th December 2020 at 5:00 P.M. IST |

9. Notice of the meeting, Explanatory Statement and other documents are also being placed on the following website:

Particulars	Website address
Alcatel-Lucent India Limited	https://www.nokia.com/about-us/worldwide/india/

Encl.: As above

Instructions:

(i) The creditors need to visit the e-voting website https://www.evotingindia.com/

(ii) Click on "Shareholders" module (the module for Shareholders and Creditors is the same).

(iii) Now enter your User ID

AS GIVEN IN YOUR INVITE EMAIL

(iv) Next enter the Image Verification as displayed and Click on Login.

ENTER PAN

AS GIVEN IN YOUR INVITE EMAIL

ENTER BANK ACCOUNT DETAIL

AS GIVEN IN YOUR INVITE EMAIL

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Click on the EVSN for ALCATEL-LUCENT INDIA LIMITED on which you choose to vote.

(vii) 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 as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) After selecting the resolution on which you have decided to vote, 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.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xii) You can also cast their vote using CDSL's mobile app "**m-Voting".** The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE CREDITORS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY:

1. Please send an email with your detail to Mr. Kanti Kiran Kare, at kanti_kiran.kare@nokia.com.

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

(i) To join the meeting, the creditors should log on to the e-voting website http://www.evotingindia.com/ and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event will start and you will be in the Meeting through Video conferencing.

You can join meeting through laptop, tablet, and desktop.In case you want to join through mobile, you need to download the webex meet app from the respective play store .

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:
   - ✓ Windows 7, 8 or 10
   - ✓ I3
   - ✓ Microphone, speaker
   - ✓ Internet speed minimum 700 kbps
   - ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

✓ Please download webex application from play store

NOTE:IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONSABOVE,TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE MEETING.
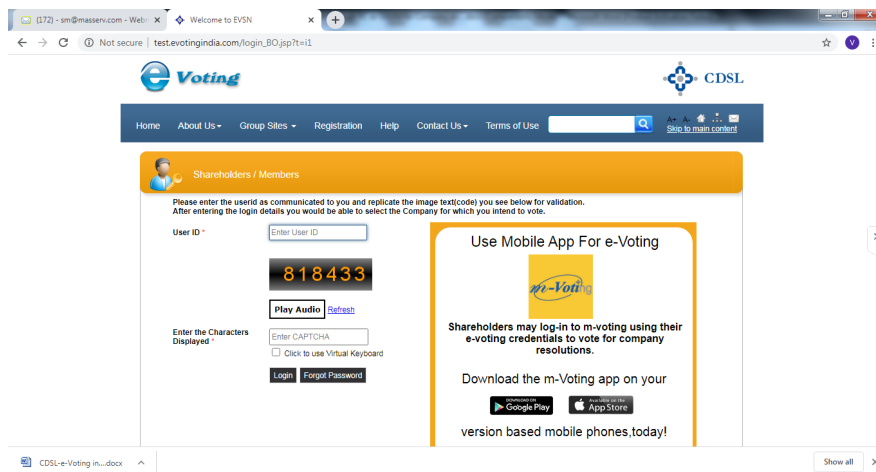
PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC (EXPLAINED USING SCREENSHOTS):

i.   The creditors should log on to the e-voting website http://www.evotingindia.com/. Below screen will be appear.


ii.   Press Shareholders/Members tab, after which the below screen will be appear.

iii.   Enter user id as mentioned in your invite email or read point number (iii) as given above. Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.
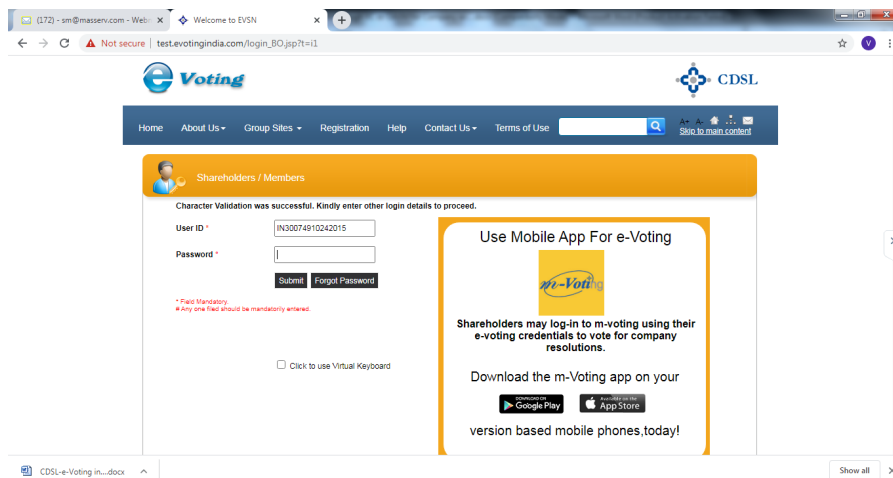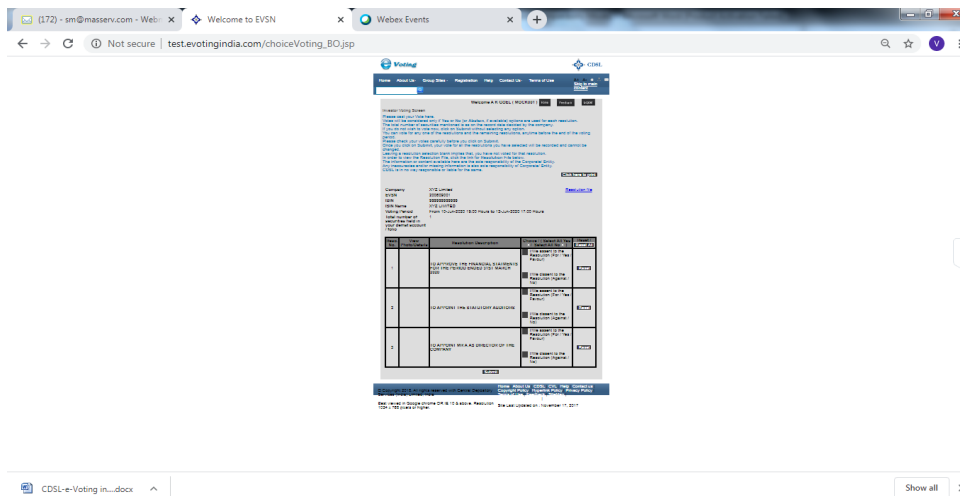
iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.
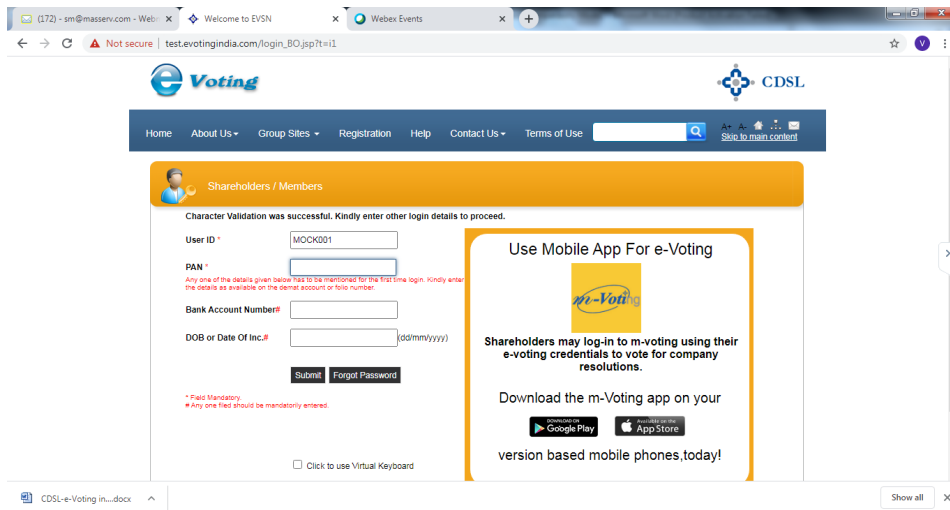
v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.
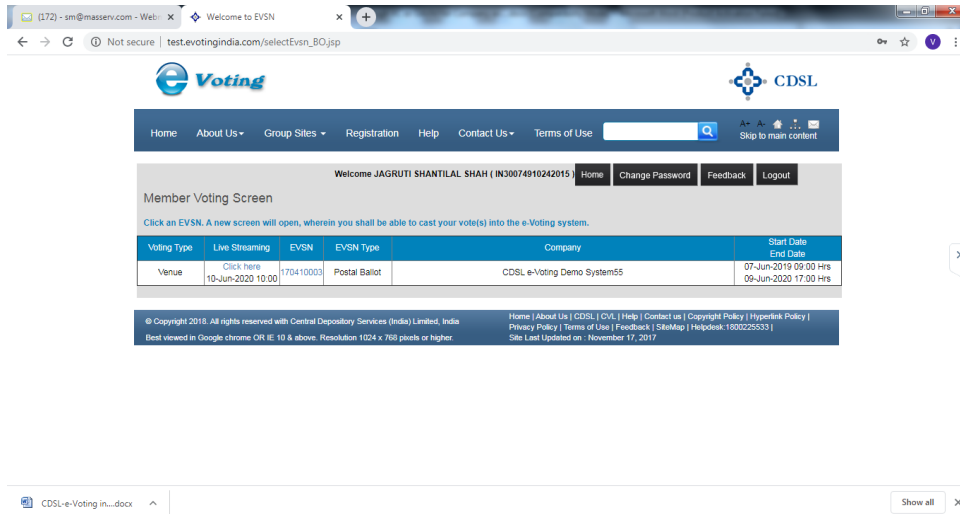
vi. For e-voting, press EVSN number given in EVSN column; and for joining MEETING through video conferencing, click on "Click here" tab under the live streaming column. E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.

Screen for login into Video Conferencing is shown below:

Fill the details as:

In the "Name" field - Put your name.

In the "last name" field - Enter your folio no. as informed in e-mail

In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

Event will start and you will be in the Meeting through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store .

vii.   Once you click on 'Join now' tab, the following screen will be appear:
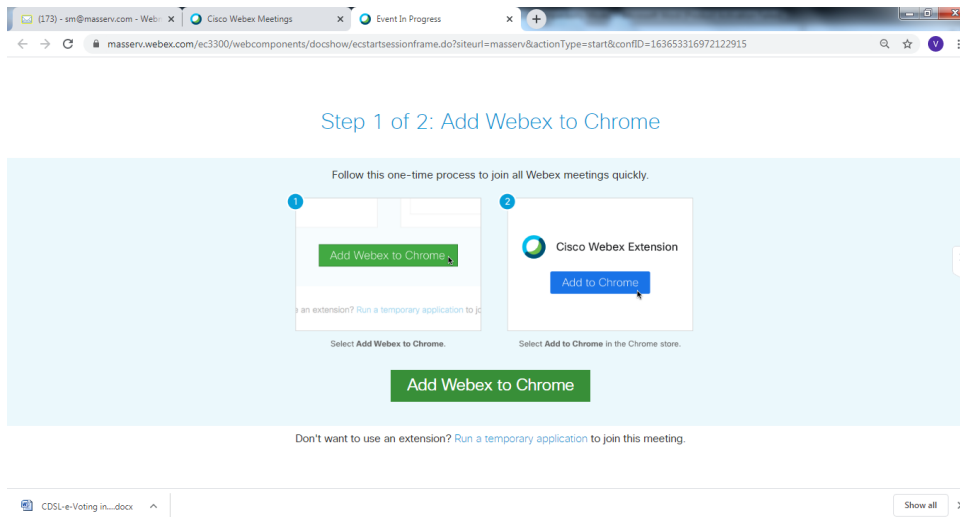
Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the Meeting.

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]

CIN: **U72900DL2006PTC155149**

Name of the company: **ALCATEL-LUCENT INDIA LIMITED**

Registered office: 202-206, Tolstoy House, 15 Tolstoy Marg, New Delhi – 110 001, India

Name of the Unsecured Creditor (s):
Registered address:
E-mail Id:
Amount outstanding:

I/We, being the unsecured creditor of the above named company, hereby appoint

Name:

Address:

E-mail Id:

Signature: ……………..……

as my/our proxy to participate and vote (on a poll) for me/us and on my/our behalf at the meeting of Unsecured Creditors of the Company, to be held on Friday, 18 November 2020 at 4:00 pm through video conferencing and at any adjournment thereof in respect of proposed Scheme of Arrangement between Alcatel-Lucent India Limited, Mformation Software Technologies India Private Limited, Alcatel-Lucent Managed Solutions India Private Limited, Nokia Solutions and Networks India Private Limited and their respective shareholders and creditors pursuant to the order dated 28 October 2020 passed by the National Company Law Tribunal, New Delhi Bench.

Signed this _____ day of _____, 2020

Affix Revenue Stamp

Signature of Unsecured Creditor

Signature of Proxy holder(s)

Note: The form of proxy in order to be effective should be duly completed and deposited with the Transferor Company No. 1 at its registered office or by sending an email to the authorised representative of the Transferor Company No. 1, Kanti Kiran Kare, at kanti_kiran.kare@nokia.com not later than 48 hours before the meeting.