

January 14, 2023

The Manager Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager Listing Department, National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra- East, Mumbai- 400 051
Ref: - Scrip Code: 532953	Ref: - SYMBOL: VGUARD

Dear Madam & Sir,

Sub: Copy of newspaper advertisement.

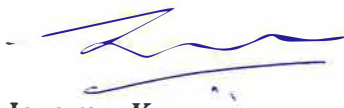
Pursuant to Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the copies of the newspaper advertisement titled – **Notice of Hearing of The Petition**, which is scheduled to be held on February 8, 2023 before the Hon'ble National Company law Tribunal, Kochi Bench, ("NCLT") for seeking sanction of the Composite Scheme of Amalgamation between Simon Electric Private Limited and V-Guard Industries Limited.

The newspaper advertisement will be published in Business Standards (English) and Deepika (Malayalam) newspapers, dated January 14, 2023.

Kindly take the above on record.

Thanking you,

For V-Guard Industries Limited



Jayasree K
Company Secretary
Membership No. A15900



V-GUARD INDUSTRIES LTD.

Regd. office 42/962,
Vennala High School Road,
Vennala, Kochi - 682 028.
CIN: L31200KL1996PLC010010

P +91 484 433 5000, 200 5000
E mail@vguard.in
W www.vguard.in



PVR-INOX

The scale of consolidation in Indian cinema

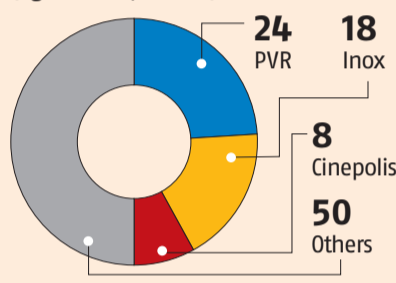
The country's largest and second-largest theatre chains, namely, PVR and Inox, received the final approval for their proposed merger on Thursday. The Mumbai bench of the National Company Law Tribunal in a verbal order approved the proposed merger in a ratio of three shares of PVR for 10 shares of Inox. The detailed written order is expected in the next few days. Announced on March 27, 2022, the merger will result in a network of over 1,500 screens across 341 properties in 109 cities, the companies had said last year. *Business Standard* breaks down the consolidation in numbers.

COMPILED BY VIVEAT SUSAN PINTO & SAMEER MULGAONKAR

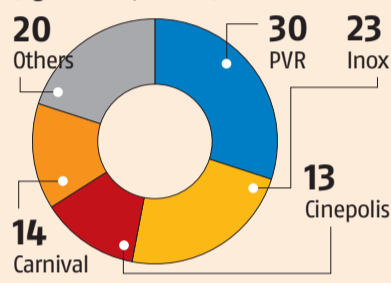
SINGLE SCREENS vs MULTIPLEXES: THE SECTOR'S BREAK UP

Year	Single screens	Multiplexes	Total
CY16	7,031	2,450	9,481
CY17	6,780	2,750	9,530
CY18	6,651	2,950	9,601
CY19	6,327	2,900	9,227
#CY22	6,100	3,100	9,200

SHARE IN INDIAN BOX OFFICE REVENUE (figures in %; for CY22)



SHARE IN TOTAL MULTIPLEX SCREENS (figures in %; for CY22)



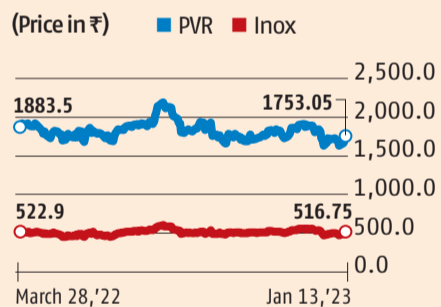
FINANCIAL SNAPSHOT (figures in ₹ cr)

Period	PVR			Inox Leisure		
	Sales	EBITDA	PAT	Sales	EBITDA	PAT
FY23E	3,682.6	1,114.9	132.6	2,082.5	617.9	110.1
Y-o-Y in %	176.7	954.4	117.1	204.5	185.2	117.1
FY24E	4,677.1	1,501.0	347.3	2,658.5	852.5	225.8
Y-o-Y in %	27.0	34.6	161.9	27.7	38.0	105.1
FY25E	5,335.3	1,714.6	476.1	3,043.2	1,008.8	309.6
Y-o-Y in %	14.1	14.2	37.1	14.5	18.3	37.1

A LOOK AT THE MERGED ENTITY (figures in ₹ cr)

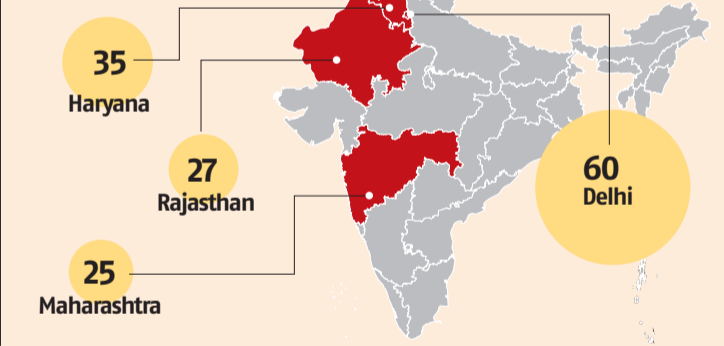
Period	PVR+Inox		
	Sales	EBITDA	PAT
FY23E	5,765.1	1,732.8	242.7
Y-o-Y in %	186.1	437.4	117.1
FY24E	7,355.7	2,353.5	573.1
Y-o-Y in %	27.2	35.8	136.1
FY25E	8,378.5	2,723.4	785.7
Y-o-Y in %	14.2	15.7	37.1

STOCK PRICE MOVEMENT SINCE MERGER ANNOUNCEMENT (Price in ₹)



CY stands for calendar year; #CY22 is an estimate
CY20/CY21: Cinema sector affected by Covid-19; screens shut
PAT stands for profit after tax
LTP stands for loss to profit. Means previous year saw a loss; % growth cannot be calculated
Source: Elara Capital/Capitaline/BSE

STATES WITH MOST SCREENS FOR THE MERGED ENTITY (figures in %; for CY22)



'I like to know the director's world'

MUKESH CHHABRA, 42, is, arguably, one of the most influential persons in Indian cinema. The man who "discovered" Rajkumar Rao (*Shahid*, *Trapped*), Sushant Singh Rajput (*Kai Po Che*), Sanya Malhotra, Fatima Sana Shaikh (*Dangal*), Pratik Gandhi (*Scam 1992*), has now cast for over 300 films and almost 90 OTT series. The founder of Mukesh Chhabra Casting Company is also the director *Dil Bechara* (2020), curator of Khidkiyaan, a five-day theatre festival held every year in Mumbai for three years. He is, along with Neha Singh, a co-author of 'Moongphali', a book of short stories for children. Vanita Kohli-Khandekar spoke to him about the role of casting in the cinema ecosystem. Edited excerpts:

You trained as an actor from the Sri Ram Centre for Performing Arts in Delhi. How did you become a casting director?

I was working for NSD's TIE (Theatre in Education) company for almost nine years. It was an acting and teaching job. I was helping filmmakers who wanted to cast kids in films. Then I came to Mumbai, and in 2004-05 helped Rakeysh Omprakash Mehra with the casting for *Rang De Basanti*. I worked with Richie Mehta for casting *Amal* (2007), Imtiaz Ali on *Love Aaj Kal* (2009) and Nitesh Tewari and Vikas Bahl for *Chillar Party* (2011). Then (Anurag Kashyap's) *Gangs of Wasseypur* (2012) happened. That was 384 actors and 18 months. That is when people noticed the casting and pushed me to do it professionally. That is when I formed the company in 2013-14. We have done more than 300 films, 90 OTT shows and about 6,000-7,000 ads. We

have a staff of 90 people and do 60 per cent of the films and shows made.

How is casting for a film different from an OTT show?
They are largely the same. Only in an OTT show there is no pressure of finding a known face. We cast *Delhi Crime* (India's only International Emmy award winning show), *Scam 1992*, *Faadu*, *Maharani* among others. An OTT show is a lot of work. It is 8-10 episodes a season, or like three feature films.

What is your process?
We get the script one year before the show or film is to release. (I never watch a show or a film I have cast for!) We sit with the director, he briefs us. I like to know what is his world. For example, *Delhi Crime* had to be as real as possible. And then I make notes, after which we start the search. If the film/show is set in Bihar, we get the cast from Bihar. For



Delhi Crime, we cast people from Delhi. For *Dangal* (2016), we wanted the young Sanya Malhotra to look like the older one. (*Dangal* India's largest grossing film ever is acknowledged as a masterpiece in casting terms. It is the real-life story of wrestler Mahavir Singh Phogat's struggle to get his daughters accepted as wrestlers). If I am convinced about a character, I take a stance. For example, I wanted Pankaj Tripathi as Sultan in *Wasseypur* and fought with Kashyap about it.

What are the pressures of

casting for a film?

If it already has a big star, the rest of the cast becomes critical. In *Dangal*, Aamir Khan was already there. Therefore, the girls (who play Phogat's daughters) were important. In *Bajrangi Bhaijaan* (2015), because Salman Khan was already there, Munni was important. More than 8,000 kids auditioned for that role before we found Harshaali Malhotra. For the *Chhota Bheem* film, we auditioned 3,000 kids.

How do you find the people?
Anybody can walk in here from 11 am to 3 pm and leave their name, number, their language of comfort and a video. Earlier, we allowed walk-ins till 6 pm but it became too much. We used to get 4,000-5,000 people turning up. There were complaints from the buildings around us. Now, we have about 400,000 people in our database, which is on the big server in our office.

More on business-standard.com

Superbikes revv up as India readies for high-powered rides

PAVAN LALL
New Delhi, 13 January

When Italian sports bike maker Ducati recently announced that it would launch nine new motorcycles and open two new showrooms in India this year, it begged the question: Has the domestic market matured enough for superbikes to go big on it?

After all, Ducati, which makes motorcycles that are known for high performance and big engines, is not for everyday commuters. Not only do these bikes achieve speeds that are comparable to sports cars but they are also expensive.

A Ducati bike starts at ₹8.89 lakh (for the Scrambler 800) and goes up to ₹69.99 lakh (the Panigale V4).

That's not stopping enthusiasts from buying them.

Ducati registered the highest revenue turnover for the company over the last five years globally. In India, sales in 2022 grew by almost 15 per cent over 2021 — the second best growth percentage for a Ducati subsidiary across the world (Australia was the first).

So, what's driving the demand and manufacturer confidence?

Bipul Chandra, managing director, Ducati India, says that the big-bike market (>600 cc) is continuing to grow at a steady pace, with brands launching new models every quarter.

"The trend for superbikes is definitely on the rise, which is what led India to mark its debut on the MotoGP calendar this year," Chandra says. MotoGP is getting ready to take on the Buddh International Circuit, as the Grand Prix of Bharat.

Gurpratap Boparai, CEO, Mahindra & Mahindra's European Automotive Businesses, adds that the growth of biker clubs and fraternities in smaller categories, which include 150 cc bikes, is ironically one reason for the increasing potential of superbikes.

"The number of these clubs and riders across the country is



The Ducati Diavel V4

growing," says Boparai, himself a biking enthusiast who rides lifestyle bikes such as Triumphs and Ducatis. "What happens is when younger riders grow and move up the value chain, they eventually migrate to expensive machines with larger output."

Ducati's official club, called Ducati Owners Club (DOC), is, for instance, open to owners and also anyone who is passionate about the brand. There are five DOCs in India: Mumbai, Pune, Bengaluru, Kolkata and North India.

Chandra agrees. "Popular superbike clubs and festivals, like India Bike Week, and the rising popularity of MotoGP have all helped."

India also has a large number of riding trails from coast to coast and the mountains. And the resurfacing of these roads would give a fillip to high-performance sports cars and bikes, Boparai adds.

Riding into India, meanwhile, are these nine models that were unveiled at the Ducati World Premiere 2023: the Panigale V4 R, Monster SP, Diavel V4, Streetfighter V4 SP2, Multistrada V4 Rally, Scrambler Icon 2G, Scrambler Full Throttle 2G,

Scrambler Nightshift 2G and the Streetfighter V4 Lamborghini. The growth of the mid-range or premium biking scene, which is below the Ducati high-performance segment, is also responsible for the demand.

Markus Mueller-Zambre, vice president of BMW Motorrad, says 2022 was a year of high growth for the brand. BMW bikes, too, cost a neat ₹20 lakh to ₹24 lakh.

Domestic players are taking note. Sources say that Hero MotoCorp is in the advanced stage of its first middleweight (300-550 cc) premium motorcycle that it is co-developing with Harley-Davidson.

A competitor to Royal Enfield, this motorcycle is likely to be launched before the end of fiscal year 2024.

According to sources, both Hero MotoCorp and Harley-Davidson will sell this motorcycle under their respective brands and there will be several variants developed by both the companies on the same platform.

Additionally, Hero MotoCorp is gearing up with a war

chest of new products in the premium segment, which will cater to an increasingly discerning and evolved young customer profile.

Hero MotoCorp did not comment on the developments.

One high-profile rider who declined to be named says that there's also a select group of riders that doesn't use its bikes on public roads. Instead, these bikers organise camps to go riding in professional circuits, such as the Buddh International Circuit.

"These bikes are not for road usage," he says. "Because of their high speeds, these are not very comfortable for roads; the pipes on exhaust can go very low; the seats get very warm in traffic and so on."

That said, the allure of such machines is growing.

"India will play a major role, especially in my vision, which is focused on Asia Pacific. If you run the numbers, this region was selling around 40,000 units," says Mueller-Zambre. "So, it's a big market. India is actually the second biggest market we have (after China)."

BMW Motorrad has posted a 35 per cent growth in India with the sale of 7,000 units in 2022 compared to 5,191 units in 2021. And while the brand has launched 300 cc bikes, it is looking to also roll out 500 cc bikes in the future.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOCHI BENCH, KOCHI

COMPANY PETITION NO. C.P. (CAA) NO. 06/KOB/2022 CONNECTED WITH COMPANY APPLICATION NO. C.A. (CAA) NO. 03/KOB/2022

IN THE MATTER OF:

Petitioner under section 230 and 232 of the Companies Act, 2013 and other applicable provisions of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

IN THE MATTER OF:

Simon Electric Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at XII/300 E-27 (XXXV/565), 5th Floor, KFC Tower, Kakkanad Desom, Thirikkakara PO, Kanyannur Taluk Vazhakkala, Ernakulam, Kerala, India - 682021

CIN NO. U51101KL2006PT072824; PAN No. AABC15654G
...Petitioner Company No. 1/ Transferee Company/ Amalgamating Company AND

V-Guard Industries Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 42/962, Vennala High School Road, Vennala Kochi Ernakulam Kerala, India - 682028.

CIN NO. L31200KL1996PLC010010; PAN No. AAACV5492Q
...Petitioner Company No. 2/ Transferee Company/ Amalgamated Company

NOTICE OF HEARING OF THE PETITION

Notice is hereby given that a Company Petition under Section 230-232 of the Companies Act, 2013, seeking sanction of the Composite Scheme of Amalgamation between Simon Electric Private Limited ("Petitioner Company No. 1") and V-Guard Industries Limited ("Petitioner Company No. 2") and their respective shareholders and creditors, was jointly presented by the Petitioner Company No.1 and Petitioner Company No. 2 (hereinafter collectively referred to as the "Petitioner Companies") on the 23rd day of December 2022, before the Hon'ble National Company Law Tribunal, Kochi Bench ("NCLT"). The aforesaid Petition is now fixed for hearing before the Hon'ble NCLT on the 8th day of February, 2023 at 10:30 a.m. or soon thereafter. Any person desirous of supporting or opposing the said Petition, he/she/it should send to the Advocates for the Petitioner Companies at its below mentioned address, a notice of his/her/its intention signed by him/her/it or his/her/its Advocate with his/her/its name and address, so as to reach the Advocates for the Petitioner Companies not later than 2 (two) days before the date fixed for hearing of the aforesaid Petition. Where any person concerned seeks to oppose the aforesaid Petition, the ground of his/her/its opposition or copy of affidavit in that behalf should be furnished with such notice.

A copy of the Petition can be obtained from the Advocates for the Petitioner Companies between 10 a.m. and 6 p.m. on any working days except Saturday and Sunday and public holidays but not later than 2 (two) days before the date fixed for hearing of the Petition.

Dated this 14th day of January, 2023

Address: M/s Cyril Amarchand Mangaldas Level 1 & 2, Max Towers, C-001/A, Sector 16 B, Noida - 201 301, Uttar Pradesh, India.

Ms. Shikha Tandon Partner M/s Cyril Amarchand Mangaldas Advocates for the Petitioner Companies

FORM G INVITATION FOR EXPRESSION OF INTEREST FOR "GAYATRI PROJECTS LIMITED" OPERATING IN INFRASTRUCTURE SECTOR AT VARIOUS LOCATIONS IN INDIA

(Under Regulation 36A(1) of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016)

RELEVANT PARTICULARS

Sl. No.	Particulars	Details
1	Name of the corporate debtor along with PAN/ CIN/ LLP No.	Gayatri Projects Limited CIN: L99999TG1989PLC057289 PAN: AAACG8040K
2	Address of the registered office	TSR Towers, B-16-3-1090, Rajbhavan Road, Somajiguda, Hyderabad-500082
3	URL of website	https://www.gayatri.co.in/
4	Details of place where majority of fixed assets are located	Plant and machinery at project sites across India. Land in the states of Maharashtra and Andhra Pradesh
5	Installed capacity of main products/services	Not Applicable
6	Quantity and value of main products/services sold in last financial year	Rs. 3102.34 Crores (Turnover) (F.Y. 2021-22)
7	Number of employees/ workmen	Employees: 693 Workmen: 729
8	Further details including last available financial statements (with schedules) of two years, lists of creditors, relevant dates for subsequent events of the process are available at:	Available at-https://www.gayatri.co.in/
9	Eligibility for resolution applicants under section 25(2)(h) of the Code is available at:	Not Applicable
10	Last date for receipt of expression of interest	29-01-2023
11	Date of issue of provisional list of prospective resolution applicants	08-02-2023
12	Last date for submission of objections to provisional list	13-02-2023
13	Process email id to submit EOI	gplcir@gmail.com

Notes:
1) The Resolution Professional ("RP") Committee of Creditors ("CoC") shall have discretion to change the criteria for the EOI at any point of time.
2) The RP/CoC reserves the right to cancel or modify the process, timelines or eligibility criteria without assigning any reason and without any liability whatsoever.
3) The RP will give a presentation on the state of affairs of the Company on 23-01-2023 via virtual mode. In order to participate in the same, interested parties need to send email to gplcir@gmail.com latest by 22-01-2023.

CA Sai Ramesh Kanuparthi
Resolution Professional for
Gayatri Projects Limited
IP Reg. No. IBBI/IPA-001/IPP00910/2017-2018/11510
AFA Valid till 13.11.2023
Date : 14-01-2023
Place: Hyderabad
Plot no.6-B, Beside TDP office, Road No. 2,
Banjara Hills, Hyderabad - 500034

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