

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that a **Fourth Extraordinary General Meeting (EGM)** of the Members for the Financial Year 2018-2019 of the Company will be held on Wednesday, the 13th day of February, 2019 at 2:00 P.M at the registered office of the Company situated at Unit No. Sb/C/5I/Office/008, 'M3M Urbana', Sector-67, Gurugram Manesar Urban Complex, Gurugram (Gurgaon)-122102, Haryana to transact the following Special Business:

SPECIAL BUSINESS:

1. PROPOSAL TO AVAIL TERM LOAN FACILITY UNDER SECTION 62(3) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company, to convert the whole or part of the outstanding loans of the Company as already stipulated or as may be specified by the Financial Institutions/Banks under the Financing Agreements executed or to be executed in respect of the financial assistances which may be availed by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the **"Lenders"**), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the **"Financial Assistances"**), which may be availed from the Lenders, from time to time, consistent with the existing borrowing powers of the Company, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the Financing Agreements and subject to applicable law and in the manner specified in a notice in writing to be given by the Lender (or their agents or trustees) to the Company (hereinafter referred to as the **"Notice of Conversion"**) and in accordance with the following conditions:


(i) the conversion right reserved as aforesaid may be exercised by the Lender on one or more occasions during the currency of the Financial Assistances;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Financing Agreements, allot and issue the requisite number of fully paid-up equity shares to the Lender or any other person identified by the Lender as from the date of conversion and the Lender may accept the same in satisfaction of the part of the loans so converted;

(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the Financing Agreements shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lender or such other person identified by the Lender shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank *pari passu* with the existing equity shares of the Company in all respects.

M3M India Private Limited
CIN: UB0903HR2007PTCO44491

 **Registered Office**
Unit No.: SB/C/5L/Office/008,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India


Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India

CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India

(iv) In the event that the Lender exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lender or such other person identified by the Lender as a result of the conversion, as may be prescribed by the Lender or such other person identified by the Lender and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lender or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lender or such other person identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lender such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."


2. APPROVAL U/S 185 OF THE COMPANIES ACT, 2013 TO PROVIDE CORPORATE GUARANTEE TO MANGLAM MULTIPLEX PRIVATE LIMITED IN RESPECT OF BANK GUARANTEE AVAILED FROM BANK OF BARODA, GURUGRAM

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 185 and any other applicable provisions of the Companies Act, 2013 (including any rules made thereunder and/or statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Articles of Association of the Company, provisions of any other applicable laws, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**) to approve (from time to time) the following on behalf of the Company:

M3M India Private Limited
CIN: U80903HR2007PTC044491

 **Registered Office**
Unit No.: SB/C/5L/Office/OO8,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India


Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India

CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India

- (a) issuance of any guarantee(s) by the Company in connection with Bank Guarantee Facility to be availed from Bank of Baroda, Gurugram, Haryana (hereinafter referred to as "Bank") by M/s Manglam Multiplex Private Limited (hereinafter referred to as "Borrower");

notwithstanding the fact that the Director(s) of the Company is/ are/shall be interested in any Said Entities as mentioned in the Explanation of Section 185(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and/or any person(s) authorized by the Board or any committee thereof be authorized to negotiate/agree/accept/approve/finalise/ execute/re-execute on behalf of the Company all terms and conditions, purposes, agreement(s), deed(s), confirmation(s), document(s) and/or undertaking(s) (including any amendment(s) or modification(s) thereto) as may be necessary or required for the aforesaid purposes.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all other acts, deeds and things (including right to further delegate any of the aforesaid powers) as may be required in connection with the aforesaid purposes."

For M3M India Private Limited



Vijay Kumar Aggarwal

Director

DIN: 05170472


Address: 1668, Sector-45 Kanahi(73)

Gurugram 122003, Haryana

Date: 10th January, 2019

Place: Gurugram

M3M India Private Limited
CIN: U80903HR2007PTCO44491

 **Registered Office**
Unit No.: SB/C/5L/Office/008,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India

Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India


CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India

NOTES:

1. A member entitled to attend and vote at the meeting ("the Meeting") is entitled to appoint a proxy to attend, and vote on a poll instead of himself. The proxy need not be a member of the Company. A blank proxy form is enclosed. The proxy form duly stamped and executed should be deposited at the registered office of the Company at least forty-eight hours before the time fixed for the commencement of the meeting.
2. Member(s)/Proxy holder(s)/Authorised Representative(s) are requested to produce at the entrance, the attendance slip for admission to the meeting room. Duplicate attendance slips will not be provided at the room.
3. The Explanatory Statement(s) setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 relating to Special business(es) to be transacted at the meeting is annexed hereto.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company. All the relevant documents of the Company referred to in the Notice and accompanying Explanatory Statement(s) are open for inspection by the members at the Registered Office of the Company on all working days except Saturday and Sunday during business hours up to the date of the Extra-Ordinary General Meeting of the Company and will also be available at the venue of the meeting.
5. Route-Map to the venue of the Meeting is provided at the end of the Notice.
6. All the Statutory Registers as applicable to the Company shall be produced at the commencement of the meeting and shall also remain open and accessible for inspection during the continuance of the meeting.



M3M India Private Limited
CIN: U80903HR2007PTC044491

 **Registered Office**
Unit No.: SB/C/SL/Office/OO8,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India


Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India

CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India


 1800 123 3333

 +91 124 4732000

 +91 124 4732010

 'M3M' to 56263

 info@M3MIndia.com

 www.M3MIndia.com

EXPLANATORY STATEMENT
(Under Section 102(1) of the Companies Act, 2013)

ITEM NO.1

The Members are informed that your Company proposes to avail Rupee Term Loan for an amount of Rs.3,70,00,00,000/- (Rupees Three Hundred and Seventy Crores only) (hereinafter referred to as "Loan") from Punjab National Bank, a body corporate constituted under Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 having its corporate office at Plot No. 4, Sector-10, Dwarka, New Delhi-110075 (the "Lender").

One of the condition forming part of the Loan Agreement is that in the event of the default of payment or repayment for a period of sixty days or more from the due date of installments of principal amount of the Rupee Term Loan or interest thereon or combination thereof, the Lender shall have the right to convert at its option the whole or part of the outstanding amount of the Rupee Term Loan into fully paid-up equity shares of the Company, as per the applicable laws/circulars and regulations.

Further, on receipt of notice of conversion, the Company shall, subject to the provisions of the Financing Agreements, allot and issue the requisite number of fully paid-up equity shares to the Lender or any other person identified by the Lender as from the date of conversion and the Lender may accept the same in satisfaction of the part of the loans so converted.

Further, in order to ensure exercise of such conversion right of the Lender, the Company shall at all times comply with the applicable laws, including but not limited to, obtaining the shareholders' approval by way of Special Resolution under Section 62(3) of the Companies Act, 2013.

The members are further informed that the Board in its meeting held on 10th January, 2019 had approved subject to the approval of the members of the Company the availment of the Rupee Term Loan with an option to convert into fully paid-up equity shares in case of any default by the Company in the repayment of the said Loan/Facilities.

Your Directors recommend passing of this resolution by way of **Special Resolution**.


All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all working days, up to and including the date of the Extra-ordinary General Meeting of the Company.

None of the Directors and/or relatives of Directors are in any way concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 2

The members are informed that M/s Manglam Multiplex Private Limited (hereinafter referred to as "Borrower") has approached and requested the Company to extend its guarantee in favour of Bank of Baroda, Gurugram, Haryana (hereinafter referred to as "Bank") in respect of Bank Guarantee Facility aggregating to Rs.3,02,81,000/- (Rupees Three Crores Two Lakhs Eighty One Thousand Only) against 100% cash margin in the form of an FDR of the Company lying with the Bank for the purpose of issuance of Bank Guarantee in favour of Dakshin Haryana Bijli Vitran Nigam ("DHBVN") for electricity connection.

M3M India Private Limited
CIN: U80903HR2007PTCO44491

 **Registered Office**
Unit No.: SB/C/5L/Office/OO8,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India


Director/ Auth. Signatory
Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India

CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India

The Board of Directors of the Company vide its resolution dated 10th January, 2019 have already accorded their approval for issuance of any guarantee(s) by the Company in connection with Bank Guarantee Facility to be availed from Bank of Baroda, Gurugram, Haryana (hereinafter referred to as "Lender") by M/s Manglam Multiplex Private Limited (hereinafter referred to as "Borrower") subject to the approval of the members of the Company notwithstanding the fact that the Director(s) of the Company is/are/shall be interested in any Said Entities as mentioned in the Explanation of Section 185(2) of the Companies Act, 2013.

Further, pursuant to Section 185 of the Companies Act, 2013 read with rules framed thereunder, if a Company advances any loan and/or provide any security/ guarantee, in connection with any loan taken by any person in whom any of the director of the company is interested, a Special Resolution of the members of the Company at a duly convened Extra-ordinary General Meeting is required.

Accordingly, the approval of members by way of Special Resolution is required.

All documents referred to in the Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours in all working days, up to and including the date of the Extra-ordinary General Meeting of the Company.

Mr. Roop Kumar Bansal, being a shareholder in M/s Manglam Multiplex Private Limited has disclosed his interest and none of other Directors and/or their relatives, in any way, concerned or interested in the said resolution.

Certified True Copy
For M3M India Private Limited



.....
Vijay Kumar Aggarwal
Director


DIN: 05170472

Address: 1668, Sector-45 Kanahi (73) Gurugram 122003, Haryana

Date: 10th January, 2019

Place: Gurugram


M3M India Private Limited
CIN: U80903HR2007PTC044491

 **Registered Office**
Unit No.: SB/C/5L/Office/008,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India


Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India


Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India


CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India


 1800 123 3333

 +91 124 4732000

 +91 124 4732010

 'M3M' to 56263

 info@M3MIndia.com

 www.M3MIndia.com

ATTENDANCE SLIP

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the **Fourth Extra Ordinary General Meeting** for Financial Year 2018-19 of the Company to be held on **Wednesday, 13th February, 2019 at 2:00 P.M** at **Unit No. Sb/C/5I/Office/008, 'M3M Urbana', Sector-67, Gurugram Manesar Urban Complex, Gurugram (Gurgaon)-122102, Haryana.**

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting.)


M3M India Private Limited
CIN: U80903HR2007PTC044491

 **Registered Office**
Unit No.: SB/C/5L/Office/008,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India

Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India


CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India

 1800 123 3333

 +91 124 4732000

 +91 124 4732010

 'M3M' to 56263

 info@M3MIndia.com

 www.M3MIndia.com

**FORM – 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: U80903HR2007PTC044491

Name of the company: M3M India Private Limited

Registered office: Unit No. Sb/C/5l/Office/008, 'M3M Urbana', Sector-67, Gurugram Manesar Urban Complex, Gurugram (Gurgaon)-122102, Haryana

Name of the member (s) : Registered address : E-mail Id:
--

I / We, being the member(s) of _____ shares of the above named company hereby appoint

1. Name:
 Address:
 E-mail id:
 Signature:, or failing him

2. Name:
 Address:
 E-mail id:
 Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Fourth Extra Ordinary General Meeting** of Financial Year 2018-19 of the Company to be held on **Wednesday, 13th February, 2019 at 2:00 P.M** at **Unit No. Sb/C/5l/Office/008, 'M3M Urbana', Sector-67, Gurugram Manesar Urban Complex, Gurugram (Gurgaon)-122102, Haryana** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Special Business:			
1.	Proposal to avail Term Loan Facility Under Section 62 (3) of the Companies Act, 2013.		
2.	Approval u/s 185 of Companies Act, 2013 to provide corporate guarantee to Manglam Multiplex Private Limited in respect of Bank Guarantee availed from Bank of Baroda, Gurugram.		

Signed this..... day of..... 2019

Signature of shareholder:
 Signature of Proxy holder(s):

Affix Re. 1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

M3M India Private Limited
 CIN: U80903HR2007PTC044491

 **Registered Office**
 Unit No.: SB/C/5L/Office/008,
 'M3M Urbana', Sector 67,
 Gurugram Manesar Urban Complex,
 Gurugram (Gurgaon) 122102, Haryana, India

Corporate Office & Correspondence Address
 6th Floor, 'M3M Tee Point', Sector 65,
 Gurugram Manesar Urban Complex,
 Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
 'The Experia', Golf Course Road (Extn.),
 Sector-73, Gurugram (Gurgaon) 122002,
 Haryana, India

CRM Cell
 'M3M Cosmopolitan', Golf Course Road (Extn.),
 Sector-66, Gurugram (Gurgaon) 122002,
 Haryana, India

ROUTE MAP FOR THE VENUE OF FOURTH EXTRA ORDINARY GENERAL MEETING FOR FINANCIAL YEAR 2018-19 OF M3M INDIA PRIVATE LIMITED TO BE HELD ON 13TH FEBRUARY, 2019



Source: Google Maps

**Registered Office: Unit No. Sb/C/51/Office/008, 'M3M Urbana', Sector-67,
Gurugram Manesar Urban Complex, Gurugram (Gurgaon)-122102, Haryana**


M3M India Private Limited
CIN: U80903HR2007PTCO44491

 **Registered Office**
Unit No.: SB/C/5L/Office/008,
'M3M Urbana', Sector 67,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122102, Haryana, India

Corporate Office & Correspondence Address
6th Floor, 'M3M Tee Point', Sector 65,
Gurugram Manesar Urban Complex,
Gurugram (Gurgaon) 122002, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram (Gurgaon) 122002,
Haryana, India

CRM Cell
'M3M Cosmopolitan', Golf Course Road (Extn.),
Sector-66, Gurugram (Gurgaon) 122002,
Haryana, India

 1800 123 3333

 +91 124 4732000

 +91 124 4732010

 'M3M' to 56263

 info@M3MIndia.com

 www.M3MIndia.com