

## SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,

1. The Members of the Company;
2. Directors of the Company; and
3. Auditors of the Company,

Shorter Notice is hereby given that the Extra Ordinary General Meeting of the members of **M3M India Private Limited** will be held on Friday, 22<sup>nd</sup> day of March 2019 at 12.30 P.M at Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana -122102, India to transact the following special businesses:

### SPECIAL BUSINESS:

#### I. Approval of Scheme of Amalgamation.

*To consider and if thought fit, to pass the following resolution(s) in terms of Section 233 of Companies Act, 2013 thereby according consent to the proposed Scheme of Amalgamation by way of a specified majority:*

**RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016, the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Registrar of Companies, National Capital Territory of Delhi and Haryana, The Official Liquidator, Chandigarh, The Regional Director (being the authorities of Central Government delegated to the Regional Director), New Delhi, or such other competent authority as may be applicable, and the confirmations, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Amalgamation of Generous Realtors Private Limited (Transferor Company) with M3M India Private Limited (Transferee Company) and their respective shareholders ("Scheme"), providing for amalgamation of Transferor Company with Transferee Company on a going concern basis with effect from 01<sup>st</sup> April 2018 (First day of April, Two Thousand and Eighteen) being the appointed date, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the

**M3M India Private Limited**  
CIN: U06903HR2007PTCO11491

**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,  
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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.),  
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Haryana, India

arrangements 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 statutory authorities, while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper."

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to make such alteration(s), addition(s) or modification(s) in the

proposed Scheme of Amalgamation as they may deem expedient or necessary for satisfying the conditions, if any, imposed by the Hon'ble Regional Director (Northern Region) or Hon'ble National Company Law Tribunal, Chandigarh Bench or suggested by the offices of Registrar of Companies, NCT of Delhi and Haryana and/or Official Liquidator or any other regulatory authority in this regard, keeping in view the interest of the Company."

The Resolution provided in this notice seeks your approval to the said Scheme. The Explanatory Statement under Section 102 read with Section 233 and other applicable provisions of the Companies Act, 2013 and Details & Information as required under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme of Amalgamation are forming part of this notice.

For **M3M INDIA PRIVATE LIMITED**

*Handwritten signature*



Signature: \_\_\_\_\_

Name: **Vijay Kumar Aggarwal**

Designation: **Director**

DIN: **05170472**

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

Date: **22 March 2019**

Place: **Gurugram**

**M3M India Private Limited**

CIN: UB0903HR2007PTCO44491



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1800 123 3333



+91 124 4732000



+91 124 4732010



'M3M' to 56263



info@M3MIndia.com



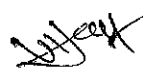
www.M3MIndia.com

## NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. A proxy in order to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting
3. Where a body corporate which is a member of the company authorizes any person to act as its representative at the meeting of the members of the company, a copy of the resolution of the Board of Directors or other governing body of such body corporate authorizing such person to act as its representative at the meeting, and certified to be a true copy by a director, the manager, the secretary, or other authorised officer of such body corporate shall be lodged with the company at its registered office not later than 48 hours before the meeting
4. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder. Proxy form is attached.
5. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No.1 and Particulars to be disclosed under Rule 25(3)(A) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are enclosed herewith and forms an integral part of this Notice

### Annexure to the notice:

1. The copies of the following documents as prescribed under Rule 25(3) of The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 are being circulated along with this notice and the same formulates an integral part of the notice.
  - a. Proposed Scheme of Amalgamation
  - b. Declaration of Solvency in Form CAA-10;
  - c. Statement with prescribed Disclosures under Rule 25(3)(A) read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as a Part of Explanatory Statement
2. Explanatory Statements under Section 102(1) Of The Companies Act, 2013
3. Attendance Slip
4. Proxy Form
5. Route Map of venue of Meeting

Sd/-  
  
Date: \_\_\_\_\_

### M3M India Private Limited

CIN: U80903HR2007PTC044491

**Registered Office**  
Unit No.: SB/C/5L/Office/008,  
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Gurugram (Gurgaon) 122102, Haryana, India

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## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. I

The Transferee Company holds the entire shareholding of the Transferor Company thereby making it Wholly Owned Subsidiary and furthermore both the companies are engaged in same line of business and therefore in order to consolidate the operations in the Transferee Company as well as eliminate the duplication of various processes, it's proposed to amalgamate the Transferor Company by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the present notice and statement.

None of the Director or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of Resolution proposed at item No.1. Further, presently the Company has got no Manager. Further, promoters, directors or manager and all other key managerial personnel are not interested in any manner in Transferor Company as the entire shareholding of the Transferor Company is held by the Company itself. Further, none of the Directors on the Board of Directors of Transferor Company are getting any remuneration from the said Company. Further there is no common director between the Company and the Transferor Company.

### Documents for Inspection:

1. The following documents are open for inspection, at the respective Registered Offices of the Companies during normal business hours (10.00 a.m. to 6.00 p.m.) on all working days except Saturdays and Sundays, up to and including the date of the Meeting of the Members of the Companies and shall also be available for inspection at the venue of the proposed meeting of Members till the conclusion of the said meeting: -
  - (a) Latest audited financial statements of the Transferor Company for the period ended on 31<sup>st</sup> March 2018 and latest audited financial statements of the Transferee Company period ended on 31<sup>st</sup> March 2018 including consolidated financial statements;
  - (b) Copy of Scheme of Amalgamation;
  - (c) The Declaration of Solvency made in pursuance of clause (c) of sub-section (1) of Section 233 of the Act in Form No. CAA 10.

### CAPITAL STRUCTURE PRE AND POST AMALGAMATION OF THE COMPANY

As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post Paid-up amalgamating share capital would remain unchanged. The shareholding pattern of the Transferee Company is given below: -

Particulars	Pre Amalgamation		Post Amalgamation	
	No. of Shares	Amount	No. of Shares	Amount
Authorised Share Capital Equity Shares of Rs. 10/- each	4,46,80,000	44,68,00,000	5,06,80,000	50,68,00,000
Issued, Subscribed and Paid up Share Capital Equity Shares of Rs. 10/-	4,46,10,000	44,61,00,000	4,46,10,000	44,61,00,000

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each				
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### PRE AND POST AMALGAMATION SHAREHOLDING PATTERN OF THE COMPANY

As there is no issue of shares pursuant to the Scheme of Amalgamation, the Pre and Post amalgamation shareholding would remain unchanged. The shareholding pattern of the Transferee Company as on 20 March 2019 is given below: -

Particulars	Pre Amalgamation		Post Amalgamation	
	No. of Shares	%	No. of Shares	%
Promoter	4,46,10,000	100	Nil	Nil
Public	-	-	-	-
Non-Promoter Non-Public (shares held by Employees Trust)	-	-	-	-

The information as submitted above and documents as available for inspection are sufficient and relevant for the respective shareholders/lenders/creditors for making their decision for or against the proposed Scheme of Amalgamation.

The Members to whom this notice is sent may vote in the meeting either in person or by proxies, or by voting through electronic means and the terms of voting through the proxy are stated in the notes to the notice, which may kindly be referred to. The Company has duly served an advance copy of the Scheme of Amalgamation under Form CAA-9 before the offices of Registrar of Companies, NCT of Delhi and Haryana as well as Official Liquidator on 13 March 2018 and 18 March 2018 respectively in terms of Rule 25(1) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

Furthermore, the Company has also filed their Declaration of Solvency in Form CAA-10 before the office of Registrar of Companies, NCT of Delhi and Haryana in electronic mode through E-Form GNL-2 having SRN H47709639 dated 19 March 2019.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Scheme of Amalgamation, if approved by the appropriate authorities, shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members, Creditors, whether secured or unsecured, employees of all the Companies involved in the amalgamation. The Companies do not have any Depositors or Debenture Holders.

The Directors of the respective companies may be deemed to be concerned and/or interested in the

Scheme only to the extent of their shareholding if they hold any in the respective companies, or to the extent said directors are common Directors in the Companies, or to the extent said directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that holds shares in any of the Companies.

The Board recommends the above Resolution for approval of the Members.

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CIN: UB0903HR2007PTC044491

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**STATEMENT DISCLOSING THE DETAILS OF AMALGAMATION TO ACCOMPANY THE NOTICE OF THE MEETING(S) OF MEMBERS**

[Pursuant to section 233 and rule 25]

In the matter of:

**M3M India Private Limited & Generous Realtors Private Limited**

..... Applicant(s)

**(1) Details of meeting:**

**a. Date, time and venue of the meeting: as per the table below**

PARTICULARS OF MEETINGS	VENUE	DATE	TIME
Equity shareholders of the M3M India Private Limited	Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana -122102	22 March 2019	12.30 PM
Equity shareholders of Generous Realtors Private Limited	Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana -122102	22 March 2019	10.30 AM

**b. Details of the company including**

Name of the company	M3M India Private Limited	Generous Realtors Private Limited
Corporate Identification Number (CIN) of the company	U80903HR2007PTC044491	U70109HR2006PTC056114
Permanent Account Number (PAN);	AACCT7082Q	AACCG7157K
date of incorporation	21 <sup>st</sup> March, 2007	5 <sup>th</sup> September 2006
type of the company (whether public or private or one-person company);	Private	Private
registered office address and e-mail address	Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana - 122102, India	Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana - 122102, India
summary of main object as per the memorandum of association; and main business carried on by the company	<ul style="list-style-type: none"> <li>▪ To engage in Infrastructure development, Real Estate development, Developers &amp; Project Management Association.</li> <li>▪ To purchase any land,</li> </ul>	<ul style="list-style-type: none"> <li>▪ To engage in Infrastructure development, Real Estate development, Developers &amp; Project Management Association.</li> <li>▪ To purchase any land,</li> </ul>

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	<p>plot(s) of land or Immovable property or any right or Interest therein either singly or jointly or in Partnership and to develop and construct thereon residential, commercial complex or complex(es), multiplex(es), farmhouses, resorts, club either singly or jointly or in partnership.</p> <ul style="list-style-type: none"> <li>▪ To construct, execute, carry out equip, support maintain, operate, Improve work, develop, administer, manage, control and superintend within or outside the country anywhere in the world.</li> <li>▪ To carry on the business of infrastructure developers such as town planners, roads, auditorium, conference halls, amusement places, buildings houses, flats, factories, dams etc.</li> <li>▪ To purchase, collaborate, enter in to joint Ventures, possess, hold and dispose-off in any manner or mode any Immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, Special Economic Zones anywhere within the Domain of India.</li> </ul> <p>To build, construct, alter, acquire, convert, improve, explore, design, erect, establish, equip, develop, maintain, dismantle, pull down, remove and replace search, survey examine, test, inspect</p>	<p>plot(s) of land or Immovable property or any right or Interest therein either singly or jointly or in Partnership and to develop and construct thereon residential, commercial complex or complex(es), multiplex(es), farmhouses, resorts, club either singly or jointly or in partnership.</p> <ul style="list-style-type: none"> <li>▪ To construct, execute, carry out equip, support maintain, operate, Improve work, develop, administer, manage, control and superintend within or outside the country anywhere in the world.</li> <li>▪ To carry on the business of infrastructure developers such as town planners, roads, auditorium, conference halls, amusement places, buildings houses, flats, factories, dams etc.</li> <li>▪ To purchase, collaborate, enter in to joint Ventures, possess, hold and dispose-off in any manner or mode any Immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, Special Economic Zones anywhere within the Domain of India.</li> <li>▪ To build, construct, alter, acquire, convert, improve, explore, design, erect, establish, equip, develop, maintain, dismantle, pull down, remove and replace search, survey examine,</li> </ul>
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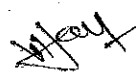
**M3M India Private Limited**  
CIN: UB0903HR2007PTCO44491

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	etc. and to act as civil engineer(s), Interior decorator(s) consultants, advisors, brokers, supervisions, administrators, turnkey contractors, and managers, and otherwise, deal In any land and/or buildings in connection with the development and maintenance of colonies including integrated township(s) plotting, group housing, retail properties, guest houses, commercial projects etc.	test, inspect etc. and to act as civil engineer(s), Interior decorator(s) consultants, advisors, brokers, supervisions, administrators, turnkey contractors, and managers, and otherwise, deal In any land and/or buildings in connection with the development and maintenance of colonies including integrated township(s) plotting, group housing, retail properties, guest houses, commercial projects etc.
details of change of name, registered office and objects of the company during the last five years	<p>Name of the Company has not been changed during the last five years. Object of the Company has not been changed during the last five years.</p> <p>Registered Office of the Company has been changed during the last five years. The details are listed below:</p> <p style="text-align: center;">From</p> <p>Paras Twin Towers, Tower-B, 6<sup>th</sup> Floor, Golf Course Road, Sector-54, Gurugram-122002, Haryana</p> <p>To</p> <p>Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurugram-122102, Haryana (w.e.f 26.10.2018)</p>	<p>Name of the Company has not been changed during the last five years.</p> <p>Object of the Company has been changed during the last five years. The details are as follow:</p> <p>Insertion of new object clause 33A after existing clause 33 under Clause III(B) of Memorandum of Association of the Company w.e.f 19.01.2017.</p> <p>Registered Office of the Company has been changed during the last five years. The details are listed below:</p> <p>From</p> <p>Office No. 1221- A, Devika Tower, 12th Floor, Nehru Place, New Delhi-110019</p> <p>To</p> <p>Paras Twin Towers, Tower B, 6th Floor, Sector 54, Gurugram – 122002, Haryana (effective from 29.06.2015)</p> <p>From</p> <p>Paras Twin Towers, Tower B, 6th Floor, Sector 54, Gurugram – 122002, Haryana</p>

**M3M India Private Limited**  
CIN: U80903HR2007PTCOM1491

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		To Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurugram-122102, Haryana (effective from 18.10.2018)
name of the stock exchange (s) where securities of the company are listed, if applicable;	Not Applicable	Not Applicable
details of the capital structure of the company including authorised, issued, subscribed and paid up share capital; and	Authorized Share Capital of is Rs. 44,68,00,000.00/- Issued and Subscribed Share Capital is Rs. 44,61,00,000.00	Authorized Share Capital of is Rs. 6,00,00,000.00/- Issued and Subscribed Share Capital is Rs. 6,00,00,000.00
names of the promoters and directors along with their addresses.	<p><b>Promoter</b> M3M India Holdings Private Limited Add: Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana -122102, India</p> <p>Mr. Roop Kumar Bansal Address: Flat No. 103B, The Aralias, DLF Golf Links Golf Course Road, Galleria DLF-IV Gurugram 122009</p> <p>Mr. Pankaj Bansal Address: Flat No. 103B, The Aralias, DLF Golf Links, Golf Course Road, Sikanderpur Ghosi, DLF Qe Gurugram 122002</p> <p>Mr. Basant Bansal Address: Flat No. 103B, The Aralias, DLF Golf Links, Golf Course Road, Sector 42, Sikanderpur Ghosi, DL Gurugram-122002 Haryana</p> <p>Ms. Abha Bansal Address: Flat No. 103B, The Aralias, DLF Golf Links, Golf Course Road, Sector 42, Sikanderpur Ghosi, DL</p>	<p><b>Promoter</b> M3M India Private Limited Add: Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana -122102, India</p> <p><b>Directors</b></p> <ol style="list-style-type: none"> <li>1. Mr. Amit Raj, r/o House No. C-37, Near Dhanwapur Phatak, Ram Vihar Gurgaon 122001 HR IN</li> <li>2. Mr. Anoop Singh, r/o H. No. 145, Sector -10, Gurgaon, Haryana Gurgaon 122001</li> </ol>

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	<p>Gurugram-122002 Haryana</p> <p>Mr. Piyush Bansal Address: Flat No. 103B, The Aralias, DLF Golf Links Golf Course Road, Galleria DLF-IV Gurugram-122009</p> <p><b>Directors</b></p> <ol style="list-style-type: none"> <li>1. Mr. Vijay Kumar Aggarwal, r/o 1668, Sector-45 Kanahi(73) Gurugram 122003</li> <li>2. Mr. Pankaj Bansal, r/o Flat No. 103B, The Aralias, DLF Golf Links, Golf Course Road, Sikanderpur Ghosi, DLF Qe Gurugram 122002</li> <li>3. Mr. Vivek Ranjan, r/o B-43-B, OLD DLF COLONY, SECTOR-14 FARRUKH NAGAR GURGAON 122001</li> <li>4. Mr. Roop Kumar Bansal, r/o Flat No. 103B, The Aralias, DLF Golf Links Golf Course Road, Galleria DLF-IV Gurugram 122009</li> </ol>	
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**4. the fact and details of any relationship subsisting between such companies who are parties to such scheme of amalgamation, including holding, subsidiary or of associate companies;**

Transferor Company Generous Realtors Private Limited is Wholly Owned Subsidiary of M3M India Private Limited

**5. the date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution are given hereunder:**

**M3M India Private Limited**

Date of Board Meeting: February 28<sup>th</sup>, 2019

Sr. No.	Directors who voted in favour of the resolution	Directors who voted against the resolution	Directors who did not vote or participate on such resolution
1	Mr. Vijay Kumar Aggarwal	Nil	Nil
2	Mr. Pankaj Bansal	Nil	Nil
3	Mr. Vivek Ranjan	Nil	Nil
4	Mr. Roop Kumar Bansal	Nil	Nil

**M3M India Private Limited**  
CIN:U80903HR2007PTC044491

**Registered Office**  
Unit No.: SB/C/5L/Office/OO8,  
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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 Expertia', 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

**Generous Realtors Private Limited**  
Date of Board Meeting: February 28<sup>th</sup>, 2019

Sr. No.	Directors who voted in favour of the resolution	Directors who voted against the resolution	Directors who did not vote or participate on such resolution
1	Mr. Amit Raj	Nil	Nil
2	Mr. Anoop Singh	Nil	Nil

**6. explanatory statement disclosing details of the scheme of amalgamation including: -**

**(a) parties involved in such amalgamation;**

1. M3M India Private Limited
2. Generous Realtors Private Limited

**(b) In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;**

The Transferor company is wholly owned subsidiary of the Transferee company as the entire share capital of the Transferor company is held by the Transferee company. Thus, on the Scheme becoming effective, no shares will be issued to the shareholder of the Transferor Company as the entire share capital of the Transferor company will get cancelled.

**(c) summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;**

The present Scheme of Amalgamation is by and between wholly owned subsidiary company and its holding company and henceforth the entire paid up capital of the Transferor Company being the Subsidiary Company shall stand cancelled. Accordingly, no valuation report or fairness opinion is required to be prepared.

**(d) details of capital or debt restructuring, if any;**

The entire paid up capital of the Transferor Company shall stand cancelled upon the Scheme of Amalgamation becoming effective, as the Transferor Company is wholly owned Subsidiary of the Transferee Company. Apart from the above, no capital or debt restructuring, is proposed in the subject Scheme of Amalgamation.

**(e) rationale for the amalgamation;**

The Transferee Company holds the entire shareholding of the Transferor Company and furthermore both the company are engaged in same line of business and therefore in order to consolidate the operations in the Transferee Company as well as eliminate the duplication of various processes it's proposed to amalgamate the Transferor Company by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the present notice and statement.

**(f) benefits of the amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable);**

Company: Consolidation of the operations in the Transferee Company as well as elimination of the duplication of various processes.

Members: Enhancement of shareholder's participation and allow exponential growth in shareholders' wealth

Creditors: Creditors will be paid in the normal course of business as hither to before.

**(g) amount due to unsecured creditors.**

i. M3M India Private Limited: Rs. 44,88,79,068/- as on 22 February 2019

ii. Generous Realtors Private Limited: Rs. Nil as on 22 February 2019

**(h) disclosure about the effect of the amalgamation on:**

- o **key managerial personnel:** By virtue of the Scheme of Amalgamation the entire Board of Directors of the Transferor Company shall cease to have any effect and further all the KMP of the

**M3M India Private Limited**  
CIN: U80903HR2007PTCO44491

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Gurugram (Gurgaon) 122102, Haryana, India

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6th Floor, 'M3M Tee Point', Sector 65,  
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Haryana, India

Transferor Company shall vacate the office of key managerial personnel on the date scheme becoming effective.

- o **directors;** By virtue of the Scheme of Amalgamation the entire Board of Directors of the Transferor Company shall cease to have any effect and further all the Directors of the Transferor Company shall vacate the office of directors on the date scheme becoming effective.
- o **promoters;** Post amalgamation, the entire shareholding of the promoters of the Transferor Company (being the Transferee Company itself) shall stand cancelled.
- o **non-promoter members;** There would be no non-promoter member as the Transferor Company is closely held.
- o **depositors;** There are no depositor in any of the companies.
- o **creditors;** The position of the Transferee Company post the amalgamation of the Transferor Company is commercially solvent and henceforth none of the Creditors of the Transferor Company shall be prejudiced by way of the proposed Scheme of Amalgamation and further no compromise is proposed qua the Creditors of the Transferor Company in the proposed Scheme of Amalgamation. The Scheme of Amalgamation duly deals with carry forward of the creditors of the Transferor Company in the books of Transferee Company upon the Scheme of Amalgamation becoming effective. Any rights of contest or dispute of the Transferor Company with respect to any of the Creditors shall also be carried forward and vest with Transferee Company upon the Scheme of Amalgamation becoming effective.
- o **debenture holders;** There are no debenture holders in the companies.
- o **deposit trustee and debenture trustee;** There are no deposit trustee or debenture trustee in the companies.
- o **employees of the company;** The Scheme proposes all other employees shall be absorbed in the Transferee Company as a regular employee with continuity of services.

**7. Disclosure about effect of amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee.**

- o **directors;** By virtue of the Scheme of Amalgamation the entire Board of Directors of the Transferor Company shall cease to have any effect and further all the KMP of the Transferor Company shall vacate the office of directors on the date scheme becoming effective.
- o **key managerial personnel:** By virtue of the Scheme of Amalgamation the entire Board of Directors of the Transferor Company shall cease to have any effect and further all the KMP of the Transferor Companies shall vacate the office of key managerial personnel on the date scheme becoming effective.
- o **debenture trustee;** There are no debenture trustee in the companies.

**8. Investigation or proceedings, if any, pending against the company under the Act.**

There are no investigations or proceedings which are pending against the Transferor Companies as well as Transferee Company under the Companies Act, 2013 and/or Companies Act, 1956.

**9. details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors, namely:**

**(a) latest audited financial statements of the company including consolidated financial statements;**

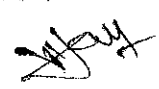
Latest audited financial statements of the Transferor Company for the period ended March 31, 2018 and latest audited financial statements of the Transferee Company for the Period ended March 31, 2018.

**(b) copy of the order of Tribunal in pursuance of which the meeting is to be convened or has been dispensed with;**

In this case, there is no order of Tribunal. No comments from Official Liquidator and Registrar of Companies has been received.

**(c) copy of scheme of compromise or arrangement;**

Copy of the Scheme of Amalgamation



**M3M India Private Limited**  
CIN: U80903HR2007PTCO44691

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Gurugram (Gurgaon) 122102, Haryana, India

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- (d) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;
- (e) details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or arrangement.

To:

*[Handwritten Signature]*

**M3M India Private Limited**  
CIN: UB0903HR2007PTCO44491

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**Attendance Slip:**

Ledger Folio No.:	No of equity share held:
Name:	
Address:	

I hereby record my presence at the extra ordinary general meeting of the Company held on Friday, 22<sup>nd</sup> day of March 2019 at 12.30 P.M at Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana -122102, India


( \_\_\_\_\_ )

Name of the Member

**Notes:**

1. The Member/Proxy must bring the Attendance Slip to the Meeting duly completed and signed and hand over the same at the Company reception.
2. No Attendance Slip will be issued on the day of the Extra- Ordinary General Meeting.
3. Photocopied/torn Attendance Slip will not be accepted.
4. This Attendance Slip is valid only if Equity Shares are held on the date of the Meeting.

**M3M India Private Limited**  
CIN: U80903HR2007PTCO44491

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### PROXY FORM

Pursuant to section 105(6) of the companies act 2013 & Rule 19(3) of the Companies (Management and Administration rules) Rules, 2014

I/ we, being the member(s) of ..... Shares of the above name Company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or falling him
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, 22<sup>nd</sup> day of March 2019 at 12.30 P.M at Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurgaon, Haryana - 122102, India and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No 1. To approve scheme of Amalgamation

Affix  
Revenue  
Stamp


Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of Proxy Holder

\_\_\_\_\_  
Signature of shareholder

**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: UB0903HR2007PTCO44491

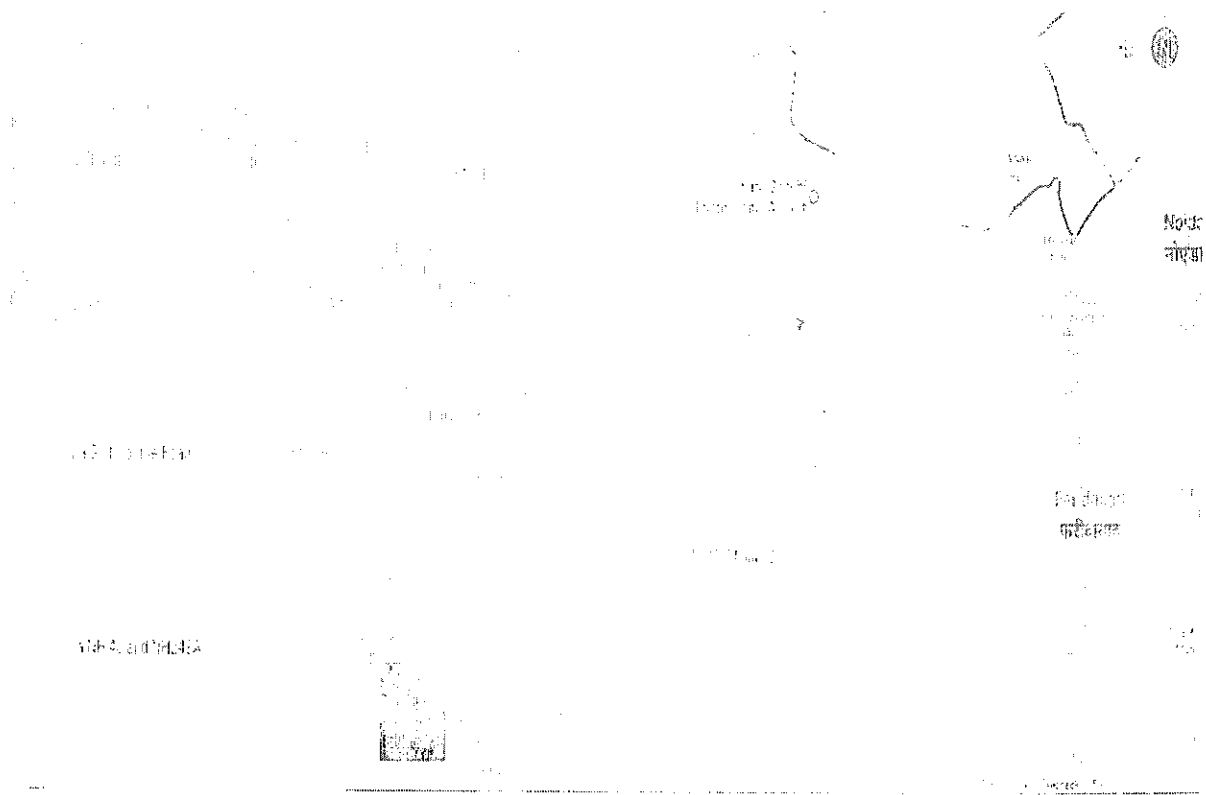
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**Route Map:**



**M3M India Private Limited**  
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