

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that a **First Extraordinary General Meeting (EGM)** of the Members for the Financial Year 2019-2020 of the Company will be held at a shorter notice on Saturday, the 20th day of July, 2019 at 05:00 P.M. at the registered office of the Company situated at Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurugram-122102, Haryana to transact the following Special Business:

SPECIAL BUSINESS:


1. PROPOSAL TO AVAIL 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**:

“UNANIMOUSLY RESOLVED THAT in accordance with the provisions of Section 62 (3) of the Companies Act, 2013 and other applicable provisions and the rules issued thereunder and applicable provisions, if any, of the Companies Act, 2013 and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all appropriate statutory, governmental and other authorities and departments in this regard and subject to such conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, consents, sanctions, permissions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the **“Board”** which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) on the terms and conditions contained in the loan agreements, such terms and conditions to provide, *inter alia*, for an option to the lender/s to convert the whole or part of the outstanding of the Facilities (whether then due or payable or not), into fully paid up equity shares of the Company at par or book value, whichever is acceptable to the lender/s and in the manner specified in a notice in writing to be given by the lender/s 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/s on one or more occasions during the term of the Facilities;
- ii. On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the respective lender/s or such other person identified by the lender/s, as from the date of conversion and the lender/s shall accept the same in satisfaction of the part of the loans so converted;
- iii. The part of the Facilities so converted shall cease to carry interest as from the date of conversion. Upon such conversion, the repayment installments of the Facilities, payable after the date of conversion as per the Facility Agreement shall stand reduced

M3M India Private Limited
CIN: U80903HR2007PTCO44491

 **Registered Office**
Unit No.: SB/C/5L/Office/008,
'M3M Urbana', Sector 67,
Gurugram 122102, Haryana, India


Corporate Office & Correspondence Address
6th Floor, **'M3M Tee Point'**, Sector 65,
Gurugram 122101, Haryana, India

Sales Gallery
'The Experia', Golf Course Road (Extn.),
Sector-73, Gurugram 122004, Haryana, India

CRM Cell
'M3M Cosmopolitan', 12th floor,
Golf Course Road (Extn.), Sector-66,
Gurugram 122102, Haryana, India

proportionately by the amounts of the Facilities so converted. The equity shares so allotted and issued to the lender/s or such other person identified by lender/s 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. The Company shall, at all times, maintain sufficient un-issued authorised equity shares for the above purpose.

RESOLVED FURTHER THAT the Board be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed/required by the lender/s in consultation with the Board of Directors of the Company 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 the above resolution.

RESOLVED FURTHER THAT Copies of the foregoing resolution, certified to be true by any one Director of the Company, be furnished to the lender/s, its agents, trustees and/or representatives and they be requested to act thereon.


Certified True Copy
For **M3M India Private Limited**



.....
Vijay Kumar Aggarwal
Director
DIN: 05170472
Address: 1668, Sector-45 Kanahi(73)
Gurugram 122003, Haryana

Date: 20th July, 2019
Place: Gurugram

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Gurugram 122102, 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: U80903HR2007PTCO44491

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

Item No. 1

The Members are hereby informed that the Company has proposed to avail the Loan Facility for an amount of Rs. 100,00,00,000/- (Rupees One Hundred Crores only) (hereinafter referred to as "Loan") from ICICI Bank Limited, a Public Company incorporated under the Companies Act, 1956 and existing under Companies Act, 2013 and a banking Company within the meaning of Banking Regulation Act, 1949, with Corporate Identity Number L65190GJ1994PLC021012 having its registered office address at ICICI Bank Tower, Near Chakli Circle, Old Padra Road Vadodara Vadodara- 390007, GJ (the "Lender").

Further one of the condition forming part of the Facility Agreement is that in the event of the default of payment or repayment of two consecutive installments of principal amounts of the Facilities or interest thereon or any combination thereof, the Lender shall have the right to convert at its option the whole or part of the outstanding amount of the Facilities into fully paid-up equity shares of the Company at par from the date ("**Date of Conversion**"), and in the manner specified in a notice in writing to be given by the lender to the Company.

Further, on receipt of notice of conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the Lender as from the date of conversion and the Bank shall accept the same in satisfaction of the part of the Facilities so converted. The part of the Facilities so converted shall cease to carry interest as from the date of conversion and the Facilities shall stand correspondingly reduced. Upon such conversion, the installments of the Facilities payable after the date of conversion shall stand reduced proportionately by the amounts of the Facilities so converted. The equity shares so allotted and issued to 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. The said shares shall rank pari passu with the existing equity shares of the Company in all respects. The Borrower shall, at all times, maintain sufficient un-issued equity shares for the above purpose.


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 20th July, 2019 had approved (subject to the approval of the members) availment of the Facilities with the 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**.

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CIN: U80903HR2007PTCO44491



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Gurugram 122102, Haryana, India

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 in 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.

Certified True Copy
For M3M India Private Limited




.....
Vijay Kumar Aggarwal
Director

DIN: 05170472

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

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 '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 **First Extra Ordinary General Meeting** for Financial Year 2019-2020 of the Company to be held on **Saturday, 20th July, 2019 at 5:00 P.M** at **Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurugram-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.)

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**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-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 **First Extra Ordinary General Meeting** of Financial Year 2019-2020 of the Company to be held on **Saturday, 20th July, 2019 at 5:00 P.M at Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67, Gurugram Manesar Urban Complex, Gurugram-122102, Haryana** and at any adjournment thereof in respect of such resolutions as are indicated below:

<u>Resolution</u>	<u>Resolution</u>	<u>For</u>	<u>Against</u>
Special Business:			
1.	Proposal to avail Loan Facility Under Section 62 (3) of the Companies Act, 2013		


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

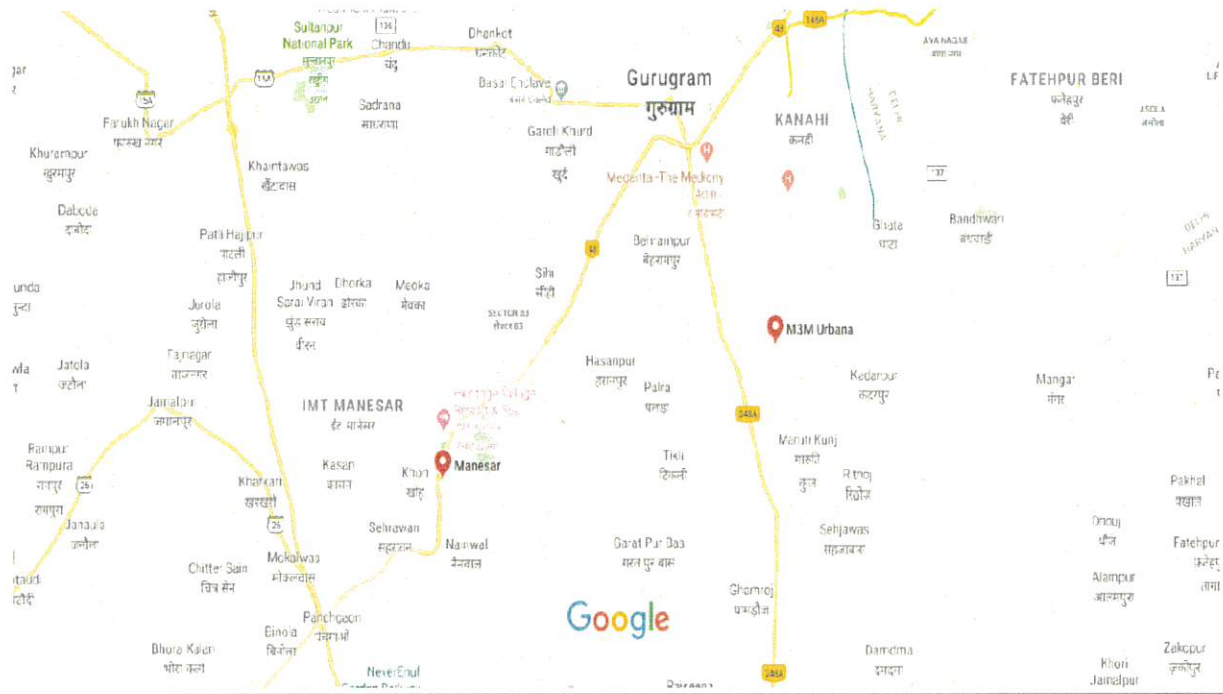
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ROUTE MAP FOR THE VENUE OF FIRST EXTRA ORDINARY GENERAL MEETING FOR FINANCIAL YEAR 2019-2020 OF M3M INDIA PRIVATE LIMITED TO BE HELD ON 20TH JULY, 2019



Source: Google Maps

Registered Office: Unit No. SB/C/5L/Office/008, M3M Urbana, Sector-67,

Gurugram Manesar Urban Complex, Gurugram-122102, Haryana

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