

U70100TG2010PTC067673

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Members

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of JMK GEC Realtors Private Limited (hereinafter referred to as the 'Company') will be held on Saturday, 04th February 2023 at 10.00 AM, AT 5-2-223, Gokul Distillery Road, Secunderabad, Telangana 500003 to transact the following business as Special Business:

Special Business

Item No. 1

APPROVAL FOR THE ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 and such other rules and provisions framed thereunder, subject to provisions in the Memorandum of Association and the Articles of Association, the consent of shareholders of the Company be and is hereby accorded to offer and issue Equity Share of the Company to “Greens India LLC” through an Offer Letter on private placement basis to raise additional equity share capital upto an aggregate value of Rs. 10,00,00,000 (Rupee Ten Crore Only), such issue and allotment to be made at such times, and at Rs. 9,689 price per share or at such prices and other conditions as the Board, may, in its absolute discretion, decide at the time of issue;

JMK GEC REALTORS PRIVATE LIMITED

5-2-223, Gokul Distillery Road,
Secunderabad – 500 003.
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RESOLVED FURTHER THAT the new equity shares shall rank pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the preferential shares are allotted.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is/ are hereby, authorized to call for board meeting, sign all such forms, returns and documents and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

For JMK GEC Realtors Private Limited

A handwritten signature in black ink, appearing to be 'Smt', is written over a circular stamp. The signature is fluid and extends to the right.

Mr. Soham Satish Modi

Director

DIN: 00522546

Place: Hyderabad

Date: 13th January 2023

JMK GEC REALTORS PRIVATE LIMITED

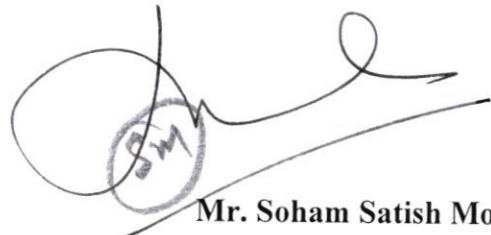
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NOTES

1. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. The Members, whose names appear in the register of members as on January 28, 2023 i.e., the cut-off date, shall be entitled to vote on the resolution set forth in this Notice.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.
4. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at an Extra Ordinary General Meeting.
5. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting
6. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday/ Sunday and other holidays, between 10.00 a.m. and 2.00 p.m. up to the date on which EGM will be held.

For JMK GEC Realtors Private Limited



Mr. Soham Satish Modi

Director

DIN: 00522546

Place: Hyderabad

Date: 13th January 2023

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The Company proposes to issue of Equity shares of the Company to investors on a preferential allotment basis, which has been approved by the Board of Directors of the Company at its meeting held on 13th January 2023.

The Preferential Issue of the Equity Shares will be governed by the Act and the rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company.

a. Objects of the Issue

The fund raised through this issue, after meeting the expenditure of and related to the issue, will be used for expansion of business, working capital requirement, repayment of existing loans and further investment of funds in other entities/ SPVs for carrying out the business objectives of the company.

b. Total number of shares or securities to be issued

The Board, at its meeting held on January 13, 2023 had approved the preferential issue, subject to the approval of the members and such other approvals as may be required, involving the issue and allotment of Equity shares worth upto Rs. 10,00,00,000. The exact details of such number of equity shares cannot be determined.

c. Pricing of Preferential Issue:

The valuation price of the equity shares issued shall be at Rs. 9,689 per share or such other fair value as may be determined in accordance with the applicable laws and regulations at the time of issue or allotment of such equity shares.

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d. Basis on which the price has been arrived at

The equity shares shall be valued as per applicable laws and regulations at time of issuance of such equity shares.

e. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The proposed allottees of securities have not been decided and hence the details cannot be determined at this point.

f. Proposed time within which the allotment shall be completed:

The proposed allotment shall be completed within a period of 6 months from the date of the meeting in which the resolution is approved.

g. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The securities have been allotted to Greens India LLC on preferential basis. The number of securities are 84 equity shares for the price of Rs. 9,689/- per equity share.

h. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares.

i. The pre issue and post issue shareholding pattern of the Company:

Depending on the issue price of equity shares and the quantum of funds to be raised, the pre and post shareholding pattern of the Company will be determined. At this stage, this cannot be determined.

j. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

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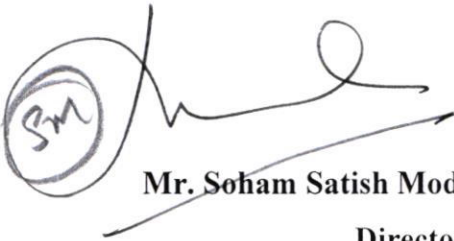
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The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

For JMK GEC Realtors Private Limited

A handwritten signature in dark ink, consisting of a stylized 'S' and 'M' followed by a long horizontal stroke with a small loop at the end.

Mr. Soham Satish Modi

Director

DIN: 00522546

Place: Hyderabad

Date: 13th January 2023