

## NOTICE TO UNSECURED CREDITORS

### MEETING OF THE UNSECURED CREDITORS OF

#### JANAADHAR (INDIA) PRIVATE LIMITED

CIN: U45201KA2007PTC044522

Regd. Office: 'Pranava Lake View', No. 4, 1<sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road, Ulsoor, Bengaluru Karnataka, 560 042 Karnataka, India:

Phone: 080 42566100 Email: [shikha.parakh@janaadhar.com](mailto:shikha.parakh@janaadhar.com)

(CONVENED PURSUANT TO THE ORDER PASSED BY THE HON'BLE NATIONAL COMPANY  
LAW TRIBUNAL, BENGALURU DATED 18 JUNE 2019)

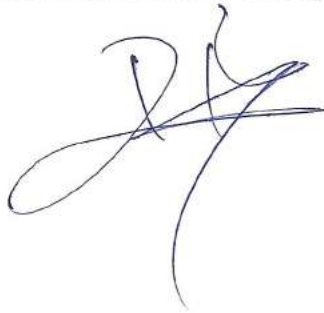
Day	:	Thursday
Date	:	1 August 2019
Time	:	10:00 AM
Venue	:	'Pranava Lake View', No. 4, 4/1 to 4/6, Meanee Avenue Road, Old Tank Road, Bangalore- 560 042

#### INDEX

S. No.	Particulars	Page No.
1.	Notice of the Meeting of the Unsecured Creditors of the Transferee Company convened by the Order of the National Company Law Tribunal, Bengaluru Bench under the provisions of Section 230-232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	
2.	Explanatory Statement under Section 230, Section 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.	
3.	Copy of the Scheme of Arrangement between the Ingenious Quality Buildings Private Limited (" <b>Transferor Company</b> ") and Janaadhar (India) Private Limited (" <b>Transferee Company</b> ") and their respective shareholders.	
4.	Copy of the Valuation Report dated 10 <sup>th</sup> December 2018, 12 December 2018 and 15 December 2018 issued by Suresh & Co, Chartered Accountants.	
5.	Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Transferor Company.	
6.	Report under Section 232 (2) (c) of the Companies Act, 2013 adopted by the Board of Directors of the Transferee Company	
7.	Copy of the Un-Audited Accounts of the Transferor Company as on 31 December 2018.	



8.	Copy of the Un-Audited Accounts of the Transferee Company as on 31 December 2018.	
9.	Proxy Form	
10.	Attendance Slip	
11.	Route map to the venue of the meeting	




BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
BENGALURU BENCH

IN THE MATTER OF CA (CAA) No. 36 / BB / 2019

IN THE MATTER OF:

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013  
READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATION)  
RULES, 2016

AND IN THE MATTER OF:

SCHEME OF ARRANGEMENT BETWEEN INGENIOUS QUALITY BUILDINGS PRIVATE LIMITED  
AND JANAADHAR (INDIA) PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND  
CREDITORS.

AND IN THE MATTER OF:

Ingenious Quality Buildings Private Limited  
(CIN No. U45309KA2017PTC120527)  
Pranava Lake View, No. 4/1 to 4/6, Meanee Avenue Road,  
Bengaluru, Karnataka-560 052.

...TRANSFEROR COMPANY

AND

Janaadhar (India) Private Limited  
(CIN No. U45201KA2007PTC044522)  
'Pranava Lake View', No. 4,  
1<sup>st</sup> Floor, Meanee Avenue Road,  
Old Tank Road, Ulsoor, Bengaluru  
Karnataka, 560 042

...TRANSFERREE COMPANY

AND IN THE MATTER OF:

Janaadhar (India) Private Limited  
(CIN No. U45201KA2007PTC044522)  
(PAN No. AABCJ9912C)  
'Pranava Lake View', No. 4,  
1<sup>st</sup> Floor, Meanee Avenue Road,  
Old Tank Road, Ulsoor, Bengaluru  
Karnataka, 560 042

...TRANSFERREE COMPANY

**EXPLANATORY STATEMENT UNDER SECTION 230(3) AND SECTION 102 OF THE COMPANIES  
ACT, 2013, 102 OF THE COMPANIES ACT, 2013 READ WITH RULES 6 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the order passed by the Hon'ble National Company Law Tribunal, Bengaluru (NCLT) dated 18 June 2019 in the CA (CAA) No. 36 / BB / 2019 filed by Janaadhar (India) Private Limited, the Transferee Company, a meeting of the unsecured creditors of Janaadhar (India) Private Limited (hereinafter referred to as "**the Company**" or "**the Transferee Company**" as the case may be) is being convened at 10:00 AM on 1 August 2019 at Pranava Lake View, No. 4, 4/1 to 4/6, Meanee Avenue Road, Old Tank Road, Bangalore- 560 042 for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement of Janaadhar (India) Private Limited under Section 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 (the "**Scheme**"). Transferor Company and Transferee Company are together referred to as the "**Companies**".





A copy of the Scheme, which has been approved by the Board of Directors of the Companies is enclosed herewith.

2. In terms of the said Order, the quorum for the said meeting shall be 20 (Twenty) unsecured creditors present in person. Further in terms of the said Order, NCLT, has appointed Mr. Satish K.V., Advocate having address at S-2, 2<sup>nd</sup> Floor, Harshita Arcade, 138, 1<sup>st</sup> Main, Sheshadripuram, Bengaluru- 560 020 to be the Chairman of the said meeting including for any adjournment or adjournments thereof.

3. (a) This statement is being furnished as required under Section 230(3) and Section 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").

(b) In accordance with the provisions of Sections 230 – 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing three fourths in value of the unsecured creditors, or class of unsecured creditors, of the Applicant Company, as the case may be, voting in person or by proxy agree to the Scheme.

(c) In terms of the Order dated 18 June 2019, passed by the Hon'ble NCLT, Bengaluru in CA (CAA) No. 36/BB/2019 ("Order"), if the entries in the records/registers of the Applicant Company in relation to the number or value, as the case may be, of the unsecured creditors are disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting, subject to the order of the Hon'ble NCLT in the petition seeking sanction of the Scheme.

4. **Details of the scheme of Arrangement as required under Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.**

**4.1 Details of the order of the Tribunal directing the calling, convening and conducting of the meeting: -**

(a) Date of the Order: 18 June 2019

(b) Date, time and venue of the meeting.

- Date: 1 August 2019
- Time:- 10:00 AM
- Venue: 'Pranava Lake View', No. 4,  
1<sup>st</sup> Floor, Meanee Avenue Road,  
Old Tank Road, Ulsoor, Bengaluru  
Karnataka, 560 042

**4.2 Details of the company:**

**4.2.1 Details of the Transferor Company**

4.2.1.1. Corporate Identification Number (CIN): U45309KA2017PTC120527

4.2.1.2. Permanent Account Number (PAN): AAECI6870P

4.2.1.3. Name of the company: Ingenious Quality Buildings Private Limited

4.2.1.4. Date of incorporation: 21 November 2017

4.2.1.5. Type of the company (whether public or private or one-person company): Private Limited Company

4.2.1.6. Registered office address and e-mail address: 4/1 to 4/6, Meanee Avenue Road, Bengaluru, Karnataka- 560 052

4.2.1.7. Email ID: sb@iqbpl.com 4.2.1.8. Summary of main object as per the memorandum of association; and main business carried on by the Company



"1. To carry on the construction business with the application of prefabricated technology. To conduct further research and development in prefabricated technology and also provide consultancy services in this high tech area of construction business. To enhance the effectiveness of prefabricated technology through development of new software and hardwares.

2. To carry on the business as technical consultants, engineers, planners, developers, builders, contractors, sub-contractors, agents, surveyors for railway lines, transmission lines, canals, highways, bridges, airports, railway stations, petrochemicals projects, water resources and other projects in private, public sector and outside India.

3. To provide services relating to construction supervision and feasibility studies, material testing, Economic and financial analysis for project evaluation, preliminary design, detailed specification of work and rehabilitation, detailed project reports, environmental studies etc.

4. To carry on the business as Consultants/Contractors with Central Govt, State Govt, Local authorities, private and international bodies and all other authorities/persons of any type and all descriptions and for the above purpose to apply get registered with all of any of the above authorities or persons.

5. To own, purchase, take on lease, exchange, enlarge, alter, pull down, improve existing structure and properties."

4.2.1.9. Details of change of name, registered office and objects of the company during the last five years: The Registered office of the Transferor Company has been changed from the State of Delhi to the State of Karnataka as on 17 January 2019.

4.2.1.10. Name of the stock exchange (s) where securities of the company are listed, if applicable:  
NIL

4.2.1.11. Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on 31st March, 2017;

Particulars	Amount (Rs)
<b>Authorized Share Capital</b>	
10,000 equity shares of Rs.10 each	1,00,000
<b>TOTAL</b>	1,00,000
<b><u>Issued, subscribed and paid-up Share Capital</u></b>	
10,000 equity shares of Rs.10 each	1,00,000

4.2.1.12. Names of the promoters along with their addresses

Name of the Promoters	Address
1.Sandeep Bedi	Casa Celeste, Farm No.18, 8th Avenue, Bandh Road, Gadaipur, Delhi-110030
2.Chander Bhushan Dutta	F-44, Bali Nagar , New Delhi-110015, India





4.2.1.13. Names of the directors along with their addresses:

Name of the Directors	Address
Sandeep Bedi	Casa Celeste, Farm No.18, 8th Avenue, Bandh Road, Gadaipur, Delhi-110030
Chander Bhushan Dutta	F-44, Bali Nagar , New Delhi-110015, India
3. Raghunath Srinivasan	Flat No. 203, 1st Floor, Embassy Orchid, 38, 8th Main, Sadashivnagar,
3. Shikha Parakh	23, Krishna Nagar New Pali Road Jodhpur 342001, Rajasthan

4.2.1.14. 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: The scheme was approved by the board in their meeting held on 11 February 2019. The meeting was attended by all the Directors and the resolution was passed unanimously on 11 February 2019.

4.2.2 Details of the Transferee Company

4.2.2.1. Corporate Identification Number (CIN): U45201KA2007PTC044522

4.2.2.2. Permanent Account Number (PAN): AABCJ9912C

4.2.2.3. Name of the Company: **JANAADHAR (INDIA) PRIVATE LIMITED**

4.2.2.4. Date of incorporation: 29 November 2007

4.2.2.5. Type of the company (whether public or private or one-person company): Private Limited Company

4.2.2.6. Registered office address and e-mail address: 'Pranava Lake View', No. 4, 1<sup>st</sup> Floor, Meane Avenue Road, Old Tank Road, Ulsoor, Bengaluru, Karnataka, 560 042.

4.2.2.7. Email ID: shikha.parakh@janaadhar.com

4.2.2.8. Summary of main object as per the memorandum of association; and main business carried on by the Company

*"1. To carry on the business of Real Estate Developers and to undertake low cost housing projects and for that purpose to acquire immovable property of all kinds and description and to construct residential housing units for the primary utilization by the sub-prime sector and with the object of meeting the housing requirements of the urban poor.*

*2. To undertake and carry on the business of constructors, civil engineers, architects, interior decorators and designers of low cost housing and to undertake construction*



development and maintenance of townships anywhere in India for the utilization of the sub-prime sector and to undertake residential, commercial and other projects on a low cost basis.

3. To develop, construct, establish and maintain all kinds of civil amenities and infrastructural facilities like clinics, medical outlets, hospitals, schools, libraries and the like for the utilization of urban and rural poor and anywhere in India."

4.2.2.9. Details of change of name, registered office and objects of the company during the last five years: The registered address of the Transferee Company has been changed from MS Square, 34/1-1, Langford Road, Shanthi Nagar, Bangalore- 560 027 to 'Pranava Lake View', No. 4, 4/1 to 4/6, meanee Avenue Road, Old Tank Road, Bengaluru- 560 042 as on 15 November 2018

4.2.2.10. Name of the stock exchange (s) where securities of the company are listed, if applicable:  
NOT LISTED

4.2.2.11. Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital as on 1 April 2019;

Particulars	Amount (Rs)
<b>Authorized Share Capital</b>	
36,05,000 equity shares of Rs.10 each	16,27,50,000
6,70,000 Class 'A' Preference Shares of Rs.10/- each	
12,00,000 Class 'B' Preference Shares of Rs. 100/- each	
<b>Issued, subscribed and paid-up Share Capital</b>	
22,53,087 equity shares of Rs.10 each	2,25,30,870

4.2.2.12. Names of the promoters along with their addresses

Name of the Promoters	Address
1. Jana Urban Foundation	'Pranava Lake View', No. 4, 1 <sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road, Ulsoor, Bengaluru Karnataka, 560 042
2. Sterling Developers Pvt. Ltd	5, Prestige Nebula, #8, Cubbon Road, Bangalore - 560 001

4.2.2.13. Names of the directors along with their addresses

Name of the Directors	Address
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1. Ramesh Ramanathan	#402, Lyndhurst Apartment, 3/7 Walton Road Near UB City, Shanthi Nagar, Bangalore North Bengaluru 560001
2. Raghunath Srinivasan	Flat No. 203, 1st Floor, Embassy Orchid, 38, 8th Main, Sadashivnagar, Bangalore 560 080
3. Ramani Sastri	701, Sterling Orchards, 217 5th Cross Road, RMV Extn, Sadashivnagar Bangalore 560080
4. Sarosh J Ghandy	S/O.J J Ghandy, #Ushtana, Aparanta Enclave, behind shell Petrol Bunk, Siddhapur, Bangalore North, Whitefiel Bangalore 560066
5. Muthuswamy Lakshminarayan	No. 464, 7th Main, NGEF Layout, Sadanandanagar, Bangalore North, Indiranagar Bangalore 560038
6. Aluri Rao Srinivasa	Aparna Shangrila, Villa 13, Gowlidoddi Gachibowli, Hyderabad 500032

4.2.2.14. 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: The scheme was approved by the board in their meeting held on 11 January 2019. The meeting was attended by Mr. Ramesh Ramanathan and Mr. Raghunath Srinivasan, directors and the resolution was passed on 11 January 2019.

#### 4.3 Parties involved –

Name of the Party/ Company	Particulars
Ingenious Builders Private Limited	Transferor Company
Janaadhar (India) Private Limited	Transferee Company

4.4 Relationship subsisting between such companies who are parties to such scheme of Merger (By Absorption): NIL

4.5 Appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;

4.5.1 Appointed Date: 1 April 2019 or such other date as may be modified upon mutual considerations and acceptance, by the Board of Directors of the Transferor Company and Transferee Company and/or such date as approved by the Tribunal.

4.5.2 Effective Date: Shall be the date on which the certified copy of the order sanctioning the scheme passed by the Tribunal is filed with the Registrar of Companies, Karnataka.

4.5.3 Share exchange ratio: means such number of Equity Shares and Preference Share being issued by the Transferor members as consideration for the Merger as set out in detail in Clause 16.



The image shows a handwritten signature in blue ink over a circular blue stamp. The stamp contains the text 'JANAADHAR (INDIA) PVT. LTD.' around the perimeter and a small star in the center.



**4.5.4 Summary of valuation report (if applicable) including basis of valuation and the declaration that the valuation report is available for inspection at the registered office of the company; Annexed**

**4.5.5 Details of capital or debt restructuring, if any; Not Applicable**

**4.5.6 Rationale for the Merger (By Absorption):**

- a. The merger is expected to achieve cost savings from more focussed operational efforts, rationalization and standardization of business processes by way of consolidation.
- b. The members of the Transferor Company will get access to a wider customer base and the Transferee Company will get access to the technical expertise of the members of the Transferor Company.
- c. The Merger is expected to achieve business synergies and is expected to enable carrying on the businesses more economically.
- d. The Merger is intended to rationalize the business operations and activities, to utilize the potential for growth and diversification and for better optimization of costs and resources.
- e. The Merger would result in consolidation and simplification of the overall group structure, to enable better and more efficient management, control and running of its various businesses and offering opportunities to vigorously pursue growth and expansion.

**4.5.7 Benefits of the Merger (By Absorption) as perceived by the Board of directors to the company, members, creditors and others (as applicable):**

**4.5.8 Amount due to unsecured creditors –**

**4.5.8.1. Amount due to unsecured creditors by Transferor Company:**

As on 31 December 2018, Rs. 1,11,48,927/- (Rupees One Crore Eleven Thousand Forty Eight Thousand Nine Hundred and Twenty Seven Only)

**4.5.8.2. Amount due to unsecured creditors by Transferee Company:**

As on 31 December 2018, Rs. 9,13,47,255/- (Rupees Nine Crore Thirteen Lakh Fifty Seven Thousand Two Hundred and Fifty Five Only.)

**Disclosure about the effect of the Merger (By Absorption) on:**

- (a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company:
  - i. There will be dilution to the promoter shareholding of the Transferee Company. However, promoter continues to exercise the management control. (Board Report under Section 232(2)(c) annexed)

**Disclosure about effect of Amalgamation on material interests of directors, Key Managerial Personnel:**

The Scheme of Arrangement has no impact on the material interests of directors, Key Managerial Personnel of the Company.

**Investigation or proceedings, if any, pending against the company under the Act- NIL**

**Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the unsecured creditors, namely:**

Inspection of the following documents may be had at the Registered Office of Janaadhar (India) Private Limited, the Transferee Company up to one day prior to the date of the meeting between 11.00 am and 5.00 pm on all working days (except Saturdays and Sundays and Public Holidays):

A handwritten signature in blue ink is written over a blue circular stamp. The stamp contains the text "JANAADHAR (INDIA) PVT. LTD." around the perimeter and a small star in the center.

**JANAADHAR (INDIA) PRIVATE LIMITED**

CIN: U45201KA2007PTC044522

Regd. Office : Pranava lake View', No. 4, 1<sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road, Ulsoor, Bangalore, Karnataka- 560 042

I/We, \_\_\_\_\_ hereby record my/our presence at the meeting of the Unsecured Creditors of Janaadhar (India) Private Limited, having its Registered Office at Pranava lake View', No. 4, 1<sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road, Ulsoor, Bangalore, Karnataka- 560 042 convened pursuant to Order dated 18 June 2019 of the Hon'ble National Company Law Tribunal, Bengaluru Bench, at 'Pranava Lake View', No. 4, 4/1 to 4/6, Meanee Avenue Road, Old Tank Road, Bengaluru- 560 042 on Thursday, the 1<sup>st</sup> day of August 2019 at 10:00 AM

**Name & Address of the  
Unsecured Creditor**

: \_\_\_\_\_

**Name & Address of the  
Authorized Representative/  
Proxy Holder**

: \_\_\_\_\_

**Signature of the Unsecured  
Creditor/ Signature of the  
Proxy Holder / Authorized  
Representative**

: \_\_\_\_\_

**Notes:**

Please fill this Attendance Slip and hand it over at the entrance of the Meeting Hall.

A handwritten signature in blue ink is written over a blue circular stamp. The stamp contains the text "JANAADHAR (INDIA) PRIVATE LIMITED" around the perimeter and a star in the center.

- (a) Latest audited financial statements of the Transferee Company;
- (b) Copy of the order of Tribunal in pursuance of which the meeting is to be convened;
- (c) Copy of scheme of Arrangement;
- (d) Contracts or agreements material to the scheme of Agreement, if any;
- (e) The certificate issued by Auditor of the Transferee Company to the effect that the accounting treatment, if any, proposed in the Scheme of Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013; and
- (f) Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme

**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 Merger (By Absorption):**

The Copies of the Scheme of Arrangement is being filed simultaneously along with the dispatch of this notice with the following regulatory and governmental authorities:

- 1. Income Tax Department, Government of India
- 2. Registrar of Companies, Bengaluru, Karnataka
- 3. Regional Director, South East Region
- 4. Central Government through Regional Director, South East Region
- 5. Official Liquidator, High Court of Karnataka
- 6. The Competition Commission of India

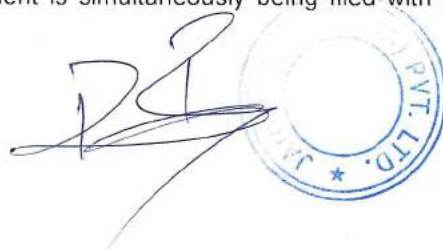
Approvals, sanctions or representations, if any, are pending from these authorities.

**5) Documents under Section 232(2) of the Companies Act, 2013:**

As required under Section 232(2) of the Companies Act, 2013, the following documents are being circulated with the notice and explanatory statement

- a. Scheme of Arrangement;
- b. Copy of Report adopted by Board of Directors of the Transferor Company pursuant to the provisions of Section 232(2)(c) of the Act;
- c. Copy of Report adopted by Board of Directors of the Transferee Company pursuant to the provisions of Section 232(2)(c) of the Act;
- d. Copy of Un-Audited provisional Financial Statements of Transferor Company as on 31 December 2018;
- e. Copy of Un- Audited provisional Financial Statements of Transferee Company for period ended on 31 December, 2018;
- f. Pre and Post Merger (By Absorption) Shareholding Pattern of the Transferor Company;
- g. Pre and Post Merger (By Absorption) Shareholding Pattern of the Transferee Company.

**Note:** The Scheme of Arrangement is simultaneously being filed with the Registrar of Companies, Bengaluru, Karnataka.





**FORM OF PROXY**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CA (CAA) No. 36 / BB / 2019**

**IN THE MATTER OF:**

SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013  
READ WITH THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATION)  
RULES, 2016

**AND IN THE MATTER OF:**

SCHEME OF AMALGAMATION BETWEEN INGENIOUS QUALITY BUILDINGS PRIVATE LIMITED  
AND JANAADHAR (INDIA) PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND  
CREDITORS.

**AND IN THE MATTER OF:**

Ingenious Quality Buildings Private Limited  
(CIN No. U45309KA2017PTC120527)  
4/1 to 4/6, Meanee Avenue Road,  
Bengaluru, Karnataka-560 052.

...TRANSFEROR COMPANY

**AND**

Janaadhar (India) Private Limited  
(CIN No. U45201KA2007PTC044522)  
'Pranava Lake View', No. 4,  
1<sup>st</sup> Floor, Meanee Avenue Road,  
Old Tank Road, Ulsoor, Bengaluru  
Karnataka, 560 042

...TRANSFERREE COMPANY

**AND IN THE MATTER OF:**

Janaadhar (India) Private Limited  
(CIN No. U45201KA2007PTC044522)  
(PAN No. AABCJ9912C)  
'Pranava Lake View', No. 4,  
1<sup>st</sup> Floor, Meanee Avenue Road,  
Old Tank Road, Ulsoor, Bengaluru  
Karnataka, 560 042

...TRANSFERREE COMPANY

**CIN: U45201KA2007PTC044522**

**Name of the Company:** Janaadhar (India) Private Limited

**Registered Office:** 'Pranava Lake View', No. 4, 1<sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road,  
Ulsoor, Bengaluru, Karnataka- 560 042

Name of the Member(s)

Registered Address



Email ID	
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I/We \_\_\_\_\_ being the undersigned unsecured Creditors of Janaadhar (India) Private Limited hereby appoint:

1. Name:.....  
Address:.....  
E-mail id: .....Signature.....Or failing him
2. Name:.....  
Address:.....  
E-mail id: .....Signature.....Or failing him
3. Name:.....  
Address:.....  
E-mail id: .....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the meeting of the Unsecured Creditors of the Company to be held on Thursday, the 1<sup>st</sup> day of August 2019 at 10:00 AM at 'Pranava Lake View', No. 4, 4/1 to 4/6, Meanee Avenue Road, Old Tank Road, Bengaluru- 560 042, India and at any adjournment thereof in respect of such resolution as are indicated below :-

(\*Optional)

S.no	Resolution	For	Against
1	To approve the Scheme of Arrangement between Ingenious Quality Buildings Private limited and Janaadhar (India) Private Limited and their respective Shareholders and Creditors.		

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

Affix Rs. 1  
revenue  
stamp

Signature of Unsecured Creditor

Signature of Proxy holder(s)

#### NOTES :

- (1) Please affix revenue stamp not less than Re.1 before putting signature.
- (2) The proxy must be deposited at the Registered Office of the Company at 'Pranava lake View', No. 4, 1<sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road, Ulsoor, Bangalore, Karnataka- 560 042 at least 48 hours before the commencement of the meeting.
- (3) All alterations made in the Form of Proxy should be initialled.



- (4) Bodies Corporate would be required to deposit certified copy of the Board Resolution/Power of Attorney or authorization document, as the case may be, authorizing the Individuals named therein, to attend & vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company at 'Pranava lake View', No. 4, 1<sup>st</sup> Floor, Meanee Avenue Road, Old Tank Road, Ulsoor, Bangalore, Karnataka- 560 042 at least 48 hours before the commencement of the meeting.
- (5) \*It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (6) In case of multiple proxies, proxy later in time shall be accepted



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "JANABINA L. LTD." around the perimeter and a small star in the center.