

FORM NO. CAA.2

[Pursuant to Section 230(3) and rule 6 and 7]

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH, KOLKATA

CA (CAA) No. 10/ KB/ 2022

In the matter of:

- 1. Sweety Shiksha Sadan Private Limited**
- 2. Greenland Commodities Private Limited**
- 3. Metro Retail Private Limited**

.....Applicants

Notice of the meeting of the Secured Creditors of Metro Retail Private Limited

Notice is hereby given that by an order dated April 4, 2022 amended by Corrigendum order dated April 28, 2022, the Kolkata Bench of the National Company Law Tribunal at Kolkata, has directed a meeting of **Secured Creditors of Metro Retail Private Limited** to be held for the purpose of considering, and if thought fit, approving with or without modifications, the Composite Scheme of Amalgamation & Arrangement, proposed to be made between Sweety Shiksha Sadan Private Limited, Greenland Commodities Private Limited and Metro Retail Private Limited.

In pursuance of the said order and as directed therein further notice is hereby given that meeting of the **Secured Creditors of Metro Retail Private Limited**, will be held at **97 Andul Road, GKW Compound, Shed No. 1, Howrah – 711103 on the 28th day of July at 1 pm** at which time and place the said secured Creditors of Metro Retail Private Limited, are requested to attend.

Copies of the Scheme and the statement under section 230 are annexed to this Notice and can be obtained free of charge at the Registered Office of Metro Retail Private Limited, or at the office of their Advocates, Choudhury's Law Offices, "Nicco House", 3rd floor, 2, Hare Street, Kolkata-700 001. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited **at the registered office of Metro Retail Private Limited, at 97 Andul Road, GKW Compound, Shed No. 1, Howrah – 711103** not later than 48 hours before the meeting.

Form of proxy is also annexed with this Notice and can be had at the registered office of Metro Retail Private Limited.

The Tribunal has appointed Mr. Mohan Ram Goenka as the Chairperson and Ms. Rachna Jhunhunwala as the Scrutinizer of the said meeting. The Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

At the said meeting, the following resolution pursuant to Section 230(5) of the Companies Act, 2013 will be considered and, if thought fit, be passed, with or without modification, for approval of the proposed Scheme:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force), and other

applicable provisions of the Memorandum and Articles of Association of the Company, and subject to the approval of the Kolkata Bench of the Hon'ble National Company Law Tribunal, and subject to such conditions and modifications as may be prescribed or imposed by the Kolkata Bench of the Hon'ble National Company Law Tribunal while granting such consents, approvals and permissions, the Composite Scheme of Amalgamation & Arrangement (Scheme) between Sweety Shiksha Sadan Private Limited and Greenland Commodities Private Limited being Annexure "G" in the Company Application (CAA) No. 10/KB/2022, a copy whereof is placed before the meeting and initialled by the Chairperson for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may deem necessary to give effect to this resolution and effectively implement the arrangement embodied in the modified Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Kolkata Bench while sanctioning the arrangement embodied in the modified Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the modified Scheme, as the Board may deem fit and proper."


Mr. Mohan Ram Goenka
Chairperson appointed for the meeting

Dated this 21st day of June, 2022
Place: Kolkata

NOTES:

1. Only Secured Creditors whose names are appearing in the list of Secured Creditor as on July 14, 2022 of Metro Retail Private Limited may attend and vote at the meeting, as aforesaid. Secured Creditors (other than individual) are required to bring the relevant Authority Letter/Certified copy of Board/Governing Body Resolution/Power of Attorney etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to attend and vote.
2. The voting power of each Secured Creditor at the Meeting shall be proportional to the value of its receivable(s) from the Company as against the total outstanding secured debt of the Company as on 14.07.2022. The value of the votes cast shall be reckoned and scrutinized with reference to the said date i.e., 14.07.2022 in terms of Order passed by Hon'ble NCLT, Kolkata Bench vide Order dated April 4, 2022 as amended by Corrigendum order dated April 28, 2022
3. Secured Creditor (other than individual) appointing proxy to attend and vote in its behalf are required to submit, along with the Proxy, the relevant Authority Letter/Certified copy of Board/Governing Body Resolution/Power of Attorney etc. together with attested specimen signature of such proxy.
4. Secured Creditors (or his authorised representative) or his proxy, attending the meeting, is requested to bring the Attendance Slip, enclosed herewith, duly completed and signed.

5. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Secured Creditors at the registered office of Metro Retail Private Limited between 11:00 A.M. and 6:00 P.M. on all working days up to the date of the meeting.
6. The quorum of the Meeting of Secured Creditors of Metro Retail Private Limited is 2 (two).
7. The voting shall be conducted by polling paper.
8. Any queries/grievances in relation to the voting may be addressed to the Company email to roc@mbaazar.in