

MISTER HOMECARE SERVICES PRIVATE LIMITED
 Reg. Off. - 2nd Floor, Gordhan Bldg No. 1, Behind Girgaum Court Dr. Parekh St.,
 Prathana Samaj, Mumbai - 400004, Maharashtra, India
 Tel.: 022-67476767/68 Email: sv@mrhomecare.in
 CIN: U74110MH2015PTC262614

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS

TRIBUNAL CONVENED MEETING		
Day	:	Tuesday
Date	:	8 August 2017
Time	:	10:00 AM
Venue	:	2nd Floor, Gordhan Bldg No. 1, behind Girgaum Court Dr. Parekh St., Prathana Samaj, Mumbai- 400004, Maharashtra

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FORM NO. CAA-2
[(Pursuant to Section 230 (3) and Rule 6 and 7)]

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. 679 / 2017**

In the matter of

Sections 52, 66, 230 to 232 of the Companies Act, 2013;

AND

In the matter of

Scheme of Arrangement

between

Mister Homecare Services Private Limited

... Applicant No. 1/

Demerged Company

Sila Solutions Private Limited

... Applicant No. 2/

Resulting Company

AND

their respective Shareholders and Creditors

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS
PURSUANT TO THE ORDER DATED 28 JUNE 2017 OF THE HON'BLE
NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

To,
The Equity Shareholder(s) of Mister Homecare Services Private Limited

Notice is hereby given that by an order dated 28 June 2017 ("Order"), in the Company Scheme Application No. 679 of 2017 ("Application") pertaining to a proposed scheme of arrangement between Mister Homecare Services Private Limited ("Company" or "Demerged Company") and Sila Solutions Private Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme"), the Mumbai Bench of National Company Law Tribunal ("Tribunal") has directed that a meeting of the equity shareholders of the Company be held for the purpose of considering and, if thought fit, approving the Scheme, with or without modification(s) ("Meeting").

In pursuance of the Order and as directed therein, further notice is hereby given that the Meeting will be held on Tuesday, 8 August 2017 at 10:00 AM at the registered office of the Company situated at 2nd Floor, Gordhan Bldg No. 1, behind Girgaum Court Dr. Parekh St., Prathana Samaj, Mumbai- 400004, Maharashtra at which time and place the said equity shareholders are requested to attend to transact the following business:

To consider and if thought fit, to pass with or without modification(s), the following resolution under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions thereof with requisite majority:

**APPROVAL FOR THE SCHEME OF ARRANGEMENT FOR DEMERGING
THE DEMERGED UNDERTAKING OF MISTER HOMECARE SERVICES
PRIVATE LIMITED TO SILA SOLUTIONS PRIVATE LIMITED.**

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions, if any, of the Companies Act, 2013 (including any modification(s) or re-enactment thereof for the time being in force), provisions of memorandum of association and articles of association and subject to requisite approvals, consents and sanctions of the National Company Law Tribunal and/or other regulatory authorities, if any, and such other persons as may be necessary, the approval of the members be and is hereby accorded to the 'proposed Scheme of Arrangement of Mister Homecare Services Private Limited ("Company" or "Demerged Company") with Sila Solutions Private Limited ("SILA" or "Resulting Company") and their respective shareholders and creditors' ("Scheme");

RESOLVED FURTHER THAT the draft of the Scheme placed before the meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved;

RESOLVED FURTHER THAT any of the following directors, viz., Mr. Rushabh Vora, Mr. Sahil Vora and Mr. Piyush Vora, be and is hereby jointly and/or severally authorized to represent the Company before the National Company Law Tribunal and

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such other authorities or bodies as necessary to complete the arrangement/demerger, to sign and execute the Scheme, petition, application(s), undertaking(s), affidavits and other documents and proceedings and make such alterations/modifications as may be considered necessary or desirable for settling any question or doubt or difficulty that may arise or as may be required by any court, tribunal or authority for implementing and/or carrying out the Scheme and getting the same approved by any and all authorities;

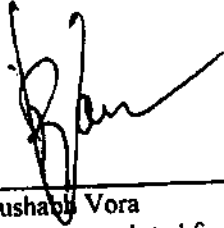

RESOLVED FURTHER THAT any of the following directors, viz., Mr. Rushabh Vora, Mr. Sahil Vora and Mr. Piyush Vora, be and is hereby severally authorised on behalf of the Company to appoint advisors, accountants, auditors; engage solicitors, advocates if considered necessary; engage valuers, experts or any other persons; obtain approvals from such other authorities and parties as may be considered necessary; file petitions/applications and affidavits before the National Company Law Tribunal; applications/filings to the Registrar of Companies, Regional Director, Ministry of Corporate Affairs and all other statutory authorities; and do all such acts, deeds and things as may be considered necessary and expedient in relation to the implementation of the Scheme and/or to give effect to the aforesaid resolutions;

RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true by any of the abovementioned authorised person(s) be furnished to all concerned as may be necessary and they be requested to act thereon."

Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013 along with copy of the Scheme and other annexures including Proxy Form and Attendance Slip are enclosed herewith. Copies of the Scheme and statement under Section 230 of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company.

The Tribunal has appointed Mr. Rushabh Vora, Director of the Company, and failing him, Mr. Sahil Vora, Director of the Company and failing him, Mr. Piyush Vora, Director of the Company as the chairperson of the Meeting. The Scheme, if approved at the Meeting, will be subject to the subsequent approval of the Tribunal.

Place: Mumbai
Date: 3 July 2017

Mr. Rushabh Vora
Chairperson appointed for the meeting
Address: 508, 5th Floor, Olympus CHS.
Ltd. Altamount Road, Cumballa Hill
Mumbai 400026

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 such proxy need not be a member of the Company.
2. The proxy, in order to be valid, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
3. All documents referred to in this notice calling the Meeting will be available for inspection at the registered office of the Company during business hours on all working days up to the date of the Meeting.
4. The persons to whom the notice is sent may vote in the Meeting either in person or by proxies and voting by poll.
5. Corporate member is requested to send a duly certified copy of the board resolution authorizing its representative(s) to attend and vote on its behalf at the Meeting.
6. If the quorum is not present at the commencement of the Meeting, the Meeting would be adjourned by half an hour, and thereafter the members present in person or through proxy would be treated as proper quorum.
7. If none of the members is present in the Meeting (or adjourned meeting as above), then the Meeting would automatically stand adjourned to the same day in the next week, at the same time and place or, if that day is a National Holiday, to the next succeeding day which is not a National Holiday, at the same time and place, and thereafter the members present in person or through proxy would be treated as proper quorum.
8. The notice convening the aforesaid Meeting will be published through advertisement in Free Press Journal (Mumbai edition) in English language and translation thereof in Navshakti (Mumbai edition) in Marathi language, having wide circulation in the district where the registered office of the Company is situated.
9. The Company has appointed Mr. Ashok Patel, of Ashok Patel & Associates, a practicing company secretary (Membership No. 37323 and certificate of practice No. 15326) as the scrutinizer to scrutinize the voting process in a fair and transparent manner.

THE FOLLOWING ARE THE DETAILS OF DEMERGED COMPANY AND RESULTING COMPANY AS REQUIRED UNDER RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016:

1. Details of the Order of the Tribunal directing the calling, convening and conducting of the meeting:-

(a) Date of the Order: 28 June 2017

(b) Day, date, time and venue of the meeting: Tuesday, 8 August 2017 at 10:00 AM. The venue of the Meeting is the registered office of the Company.

2. Details of the Companies:

DEMERGED COMPANY:

1.	CIN	U74110MH2015PTC262614
2.	Permanent Account Number	AAJCM6704H
3.	Name of the Company	Mister Homecare Services Private Limited
4.	Date of Incorporation	11 March 2015
5.	Type of Company	Private Company
6.	Registered Office of the company and email id	2nd Floor, Gordhan Bldg No. 1, Behind Girgaum Court Dr. Parekh St., Prathana Samaj Mumbai - 400004 Email id: sv@mrhomecare.in
7.	Main Objects of the Company as per the Memorandum of Association	<ol style="list-style-type: none"> 1. To carry on in India or elsewhere the business of providing customised maintenance and facility management services, to deal in any other technical, electronic and household products for homes and offices including but not limited to services which include cleaning, sanitizing, minor civil works, carpentry works, painting works, electrical maintenance works, plumbing works, car wash, energy management, fire and safety management, laundry & ironing services and pest control service for homes and small offices. 2. To service all types of home appliances and equipments, rooms, floors and tiles, furniture and fittings and products related to these services will be dealt in so as to provide comprehensive, one-stop solutions for the attainment of the main object of the company. 3. To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local or other bodies, the business to act as interior decorator, landscaper, turnkey contractor by

		providing various interior design services like decorating, furnishing, designing, lighting, flooring, fabric installation, fit-outs, window treatment and accessories, renovating and remodelling of interior spaces in residential homes, apartments, abodes, bungalows, cottages, terraced houses, mansions, palaces and any other houses.														
8.	Details of change of name, registered office and objects of the Company during the last five years	<p>The Demerged Company has not changed its name and registered office since the date of its incorporation.</p> <p>With respect to objects of the Demerged Company, the main objects and ancillary objects of the Demerged Company (Memorandum of Association) were amended in the extra-ordinary general meeting of shareholders held on 24 April 2017.</p>														
9.	Name of stock exchanges (s) where securities of the Company are listed, if applicable	As on the date of this notice, the securities of the Demerged Company are not listed on any stock exchange.														
10.	Details of the capital structure of the Company	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (in Rs)</th> </tr> </thead> <tbody> <tr> <td colspan="2">Authorized Share Capital</td> </tr> <tr> <td>50,000 equity shares of Rs. 10 each</td> <td>5,00,000</td> </tr> <tr> <td>TOTAL</td> <td>5,00,000</td> </tr> <tr> <td colspan="2">Issued, subscribed and paid-up Share Capital</td> </tr> <tr> <td>14,579 equity shares of Rs. 10 each, fully paid up</td> <td>1,45,790</td> </tr> <tr> <td>TOTAL</td> <td>1,45,790</td> </tr> </tbody> </table>	Particulars	Amount (in Rs)	Authorized Share Capital		50,000 equity shares of Rs. 10 each	5,00,000	TOTAL	5,00,000	Issued, subscribed and paid-up Share Capital		14,579 equity shares of Rs. 10 each, fully paid up	1,45,790	TOTAL	1,45,790
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			Cumballa Hill Mumbai 400026
		3.	Sila Solutions Private Limited 2nd Floor, Gordhan Bldg No. 1, Behind Girgaum Court Dr. Parekh St., Prathana Samaj Mumbai - 400004
		Sr. No.	Name
			Address
		Directors	
		1.	Mr. Rushabh Rajesh Vora 508, 5th Floor, Olympus CHS. LTD. Altamount Road, Cumballa Hill Mumbai 400026.
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		3.	Mr. Piyush Arun Vora Flat No 52, 5th Floor, Kedia Apt, Doongershi Road, Malabar Hill Mumbai 400006.
12.	If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.	Both the Demerged Company and the Resulting Company have certain common shareholders. The Resulting Company is also one of the promoters of the Demerged Company. After their respective incorporation, each of the companies has acquired several other shareholders. The Resulting Company holds 6.86% of the total issued, subscribed and paid-up equity share capital of the Demerged Company. The balance 93.14% of the total issued, subscribed and paid-up equity share capital of the Demerged Company is held between remaining shareholders. The Sila New Equity Shares (<i>as defined in the Scheme</i>) will be issued to the shareholders' of Demerged Company on a proportionate basis whose names are recorded in the register of members of the Demerged Company on the Record Date (<i>as defined in the</i>	

		<p><i>Scheme</i>) (other than the Resulting Company itself to whom no Sila New Equity Shares will be issued, as mentioned in the Scheme) in the ratio of 19.60:1 (i.e. 19.60 equity shares of Rs. 10 each of the Resulting Company for every 1 equity share of Rs. 10 each of the Demerged Company). Pursuant to this, the shareholders of Demerged Company will become shareholders in the Resulting Company.</p>
13.	<p>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/ participate on such resolution.</p>	<p>The board of directors of the Demerged Company approved the Scheme on 4 May 2017.</p> <p>All the directors of the Demerged Company were present in the board meeting of the Demerged Company dated 4 May 2017 as listed below:</p> <ol style="list-style-type: none"> 1. Mr. Rushabh Rajesh Vora; 2. Mr. Sahil Rajesh Vora; and 3. Mr. Piyush Arun Vora <p>All the directors present in the said board meeting have voted in favour of the resolution.</p>

RESULTING COMPANY:

1.	CIN	U74900MH2009PTC195321								
2.	Permanent Account Number	AANCS3675D								
3.	Name of the Resulting Company	Sila Solutions Private Limited								
4.	Date of Incorporation	29 August 2009								
5.	Type of company	Private Company								
6.	Registered Office of the Resulting Company and email id	2nd Floor, Gordhan Bldg No. 1, Behind Girgaum Court Dr. Parekh St., Prathana Samaj Mumbai – 400004 Email id: sv@silagroup.co.in								
7.	Main Objects of the Resulting Company as per the Memorandum of Association	To carry on the business as a building management solutions provider including home automation, electric and electronic automation, integrated security system providers, personal and man security, electronic security system providers and manufacturers, sellers and traders of CCTV Cameras, Metal Detectors, Biometric Scanners and such other Security related electronic equipment, and generally to deal in all or any of the aforesaid items.								
8.	Details of change of name registered office and objects of the Resulting Company during the last five years	The Resulting Company has not changed its name and registered office during the last five years. With respect to objects of the Resulting Company, the memorandum of association of the Resulting Company was amended to bring it in consonance with provisions of the Companies Act, 2013 at the extra-ordinary general meeting of the shareholders held on 4 August 2015.								
9.	Name of stock exchanges (s) where securities of the Resulting Company are listed, if applicable	As on the date, the securities of the Resulting Company are not listed on any stock exchange.								
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		5,72,000 equity shares of Rs. 10 each, fully paid up	57,20,000																														
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13.	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/ participate on such resolution.	The board of directors of the Resulting Company approved the Scheme on 4 May 2017. All the directors were present in the board meeting of the Resulting Company dated 4 May 2017: 1. Mr. Rushabh Rajesh Vora; 2. Mr. Sahil Rajesh Vora; 3. Mr. Piyush Arun Vora; 4. Mr. Anuj Jitendra Mehta; 5. Mr. Rohan Jitendra Mehta; and 6. Ms. Sapna Rohan Mehta.	

[REDACTED]		
		All the directors present in the said board meeting have voted in favour of the resolution.

STATEMENT TO BE ANNEXED TO THE NOTICE

Pursuant to Rule 6(3)(v) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

Following are the details disclosing the Scheme:

1.	Parties involved in such compromise or arrangement	<p>The scheme of arrangement involves:</p> <p>Mister Homecare Services Private Limited (being the Demerged Company)</p> <p>Sila Solutions Private Limited (being the Resulting Company)</p> <p>The respective shareholders and creditors, as applicable.</p>
2.	In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any	<p>Appointed Date: 1 April 2017</p> <p>Effective Date: The date on which the certified / authenticated copies of the orders of the National Company Law Tribunal sanctioning the Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 are filed with the Registrar of Companies by the Resulting Company and/or the Demerged Company, whichever is later.</p> <p>Share Exchange Ratio / Consideration: As per the share exchange ratio certificate dated 2 May 2017 obtained from M/s. Tanna Gogari & Co., Chartered Accountants, the share exchange ratio works out to 19.60:1 (i.e. 19.60 equity shares of Rs. 10 each of the Resulting Company for every 1 equity share of Rs. 10 each of the Demerged Company).</p> <p>The Sila New Equity Shares (<i>as defined in the Scheme</i>) will be issued to the shareholders' of Demerged Company on a proportionate basis whose names are recorded in the register of members of the Demerged Company on the Record Date (<i>as defined in the Scheme</i>) (other than the Resulting Company itself to whom no Sila New Equity Shares will be issued, as mentioned in Scheme) in the ratio of 19.60:1 (i.e. 19.60 equity shares of Rs. 10 each of the Resulting</p>

		Company for every 1 equity share of Rs. 10 each of the Demerged Company). Pursuant to this, the shareholders of Demerged Company will become shareholders in the Resulting Company.						
3.	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 reports is available for inspection at the registered office of the company;	<p>As per the valuation certificate dated 2 May 2017 obtained from M/s. Tanna Gogari & Co., Chartered Accountants, the value of the equity shares of the Demerged Company as per the Discounted Cash Flow Valuation Method is Rs. 17,834/- per equity share.</p> <p>As per the valuation certificate dated 2 May 2017 obtained from M/s. Tanna Gogari & Co., Chartered Accountants, the value of the equity share of the Resulting Company as per the Discounted Cash Flow Valuation Method is Rs. 910/- per equity share.</p> <p>The share exchange ratio of 19.60:1 (i.e. 19.60 equity shares of Rs. 10 each of the Resulting Company for every 1 equity share of Rs. 10 each of the Demerged Company) is based upon the share exchange ratio certificate dated 2 May 2017 obtained from M/s. Tanna Gogari & Co., Chartered Accountants.</p> <p>The said valuation certificates and the share exchange ratio certificate are available for inspection at the registered office of the Demerged Company and Resulting Company, as the case may be.</p>						
4.	Details of capital/ debt restructuring, if any;	<p>PRE-DEMERGER</p> <table border="1"> <thead> <tr> <th>Share Capital</th> <th>Demerged Company</th> <th>Resulting Company</th> </tr> </thead> <tbody> <tr> <td>Paid up equity share capital and number of equity shares</td> <td>Rs. 1,45,790 (divided into 14,579 equity shares of Rs. 10/- each)</td> <td>Rs. 57,20,000 (divided into 5,72,000 equity shares of Rs. 10/- each)</td> </tr> </tbody> </table> <p>POST-DEMERGER</p>	Share Capital	Demerged Company	Resulting Company	Paid up equity share capital and number of equity shares	Rs. 1,45,790 (divided into 14,579 equity shares of Rs. 10/- each)	Rs. 57,20,000 (divided into 5,72,000 equity shares of Rs. 10/- each)
Share Capital	Demerged Company	Resulting Company						
Paid up equity share capital and number of equity shares	Rs. 1,45,790 (divided into 14,579 equity shares of Rs. 10/- each)	Rs. 57,20,000 (divided into 5,72,000 equity shares of Rs. 10/- each)						

		Share Capital	Resulting Company
		Paid up share capital and number of equity shares Rs 1,45,790/- (divided into 14,579 equity shares of Rs. 10/- each)	Rs 83,82,730 (divided into 8,38,273 equity shares of Rs. 10/- each)
5.	Rationale for the compromise or arrangement	<ol style="list-style-type: none"> 1. The management/board of directors of the Demerged Company believes that the business interests of the Demerged Company in the Demerged Undertaking (<i>as defined in the Scheme</i>) which comprises of the business of providing home maintenance and facility management services and the facility management business of the Resulting Company are similar i.e. both are in the facility management sectors with the only difference being that the Resulting Company is focused on large corporate clients whereas the Demerged Undertaking has focused primarily on the home/retail sector. 2. Since the Resulting Company has substantial experience in the facility management business and since the Demerged Undertaking is also in the similar business, the respective boards of the Demerged Company and the Resulting Company are desirous of consolidating their respective businesses of providing maintenance and facility management services so that both the corporate as well as the home sector is serviced through a single entity i.e. the Resulting Company. This would eliminate multiplicity of management, compliances, reduce operational costs/expenses, increase the market footprint of the Resulting Company to include the home sector and retail sector, enable the Resulting Company to avail of the technology infrastructure built by the Demerged Company and provide the Demerged Undertaking with the necessary expertise that lies with the Resulting 	

		Company to grow its business in the home sector.
6.	Benefits of the compromise or arrangement as perceived by the board of directors to the company, members, creditors and others (as applicable);	<p>The benefits are as summarised in Para 5 above (<i>Rationale for the compromise or arrangement</i>).</p> <p>The detailed benefits of the arrangement are specified in the Scheme.</p> <p>The copy of the draft scheme of arrangement approved by the board of directors has been filed with the Registrar of Companies.</p>
7.	Amount due to unsecured creditors	<p>The outstanding balance to the unsecured creditors by the Demerged Company as on 4 May 2017 is Rs. 47,91,051/-.</p> <p>The outstanding balance to the unsecured creditors by the Resulting Company as on 4 May 2017 is Rs. 3,23,30,240/-.</p>
8.	Disclosure about the effect of the compromise or arrangement 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) employee of the company	<p>All the employees of the Demerged Company engaged in Demerged Business (<i>as defined in the Scheme</i>) immediately before the transfer of the Demerged Undertaking are proposed to be taken as the employees of the Resulting Company as per the details mentioned in the Scheme.</p> <p>The dues towards the creditors pertaining to the Demerged Undertaking will be absorbed by the Resulting Company as per the details mentioned in the Scheme.</p> <p>The other mechanics of the arrangement and its effect are detailed in the Scheme.</p> <p>The proposed arrangement is intended to have beneficial effects for the Demerged Company and the Resulting Company, their respective shareholders, employees and all other stakeholders.</p> <p>The Scheme would not adversely affect the key managerial personnel, directors, promoters, non-promoter members, creditors and employees of the Demerged Company and the Resulting Company.</p> <p>The Demerged Company and the Resulting</p>

		Company do not have any depositors, debenture holders, deposit trustee and debenture trustee.
9.	Disclosure about effect of compromise or arrangement on material interests of directors, key managerial personnel(KMP) and debenture trustee	<p>The directors or key managerial personnel of the Demerged Company and Resulting Company, as applicable, do not have any material interest in the Scheme other than that as shareholders, promoters and directors.</p> <p>The Demerged Company and the Resulting Company have common management and business heads.</p> <p>Save as otherwise provided herein or in the Scheme, the effect of the Scheme on interests of the directors or key managerial personnel or their relatives, is not any different from the effect of the Scheme on like interests of other persons.</p>
10.	Investigation or proceedings, if any, pending against the company under the Act.	There are no pending proceedings against the Demerged Company or the Resulting Company.
11.	Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the purpose scheme of compromise or arrangement	<p>As provided in the Order, notice will be issued forthwith to the Central Government, Income Tax authority, Registrar of Companies and Reserve Bank of India for their representation, if any.</p> <p>If there are any other approvals, sanctions or no objections required from regulatory or any other government authorities, the same will be procured within the prescribed time.</p>

The following documents and other relevant documents pertaining to the Scheme are available for obtaining extract or for making/ obtaining copies of or for inspection by the members:

- a) Copy of the Order (in pursuance of which the meeting is to be convened);
- b) Latest audited financial statements for the FY 2015-2016 and un-audited financial statements for the FY 2016-2017;
- c) Copy of the Scheme;

- d) Memorandum of Association and Articles of Association;
- e) Certificate issued by the auditor to the effect that the accounting treatment if any proposed in the Scheme 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 believes necessary and relevant for making decision for or against the Scheme.

Place: Mumbai
Date: 3 July 2017



Mr. Rushabh Vora
Chairperson appointed for the meeting
Address: 508, 5th Floor, Olympus CHS.
LTD. Altamount Road, Cumballa Hill
Mumbai 400026

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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: U74110MH2015PTC262614

Name of the Company: Mister Homecare Services Private Limited

Registered office: 2nd Floor, Gordhan Bldg No. 1, Behind Girgaum Court Dr. Parekh St.,
Prathana Samaj Mumbai – 400004

Name of the member(s): Registered address: Email ID: Folio No. / Client ID: DP ID:
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I/We, being the member(s), holding _____ equity shares of the above named company,
hereby appoint:

- 1) Name:
Address:
Email – id:
Signature: _____, or failing him

- 2) Name:
Address:
Email – id:
Signature: _____, or failing him

- 3) Name:
Address:
Email – id:
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the tribunal convened meeting to be held on Tuesday, 8 August 2017 at 10:00 AM at 2nd Floor, Gordhan Bldg No. 1, Behind Girgaum Court Dr. Parekh St., Prathana Samaj Mumbai – 400004 Maharashtra, India and at any adjournment thereof in respect of such resolutions as a indicated below:

Resolution No.	Description	For*	Against*
Special Business			
1.	Approval for the Scheme of Arrangement for Demerging the Demerged Undertaking of Mister Homecare Services Private Limited to Sila Solutions Private Limited		

Signed this ____ day of ____ 2017

*Affix Revenue
Stamp of Re. 1*

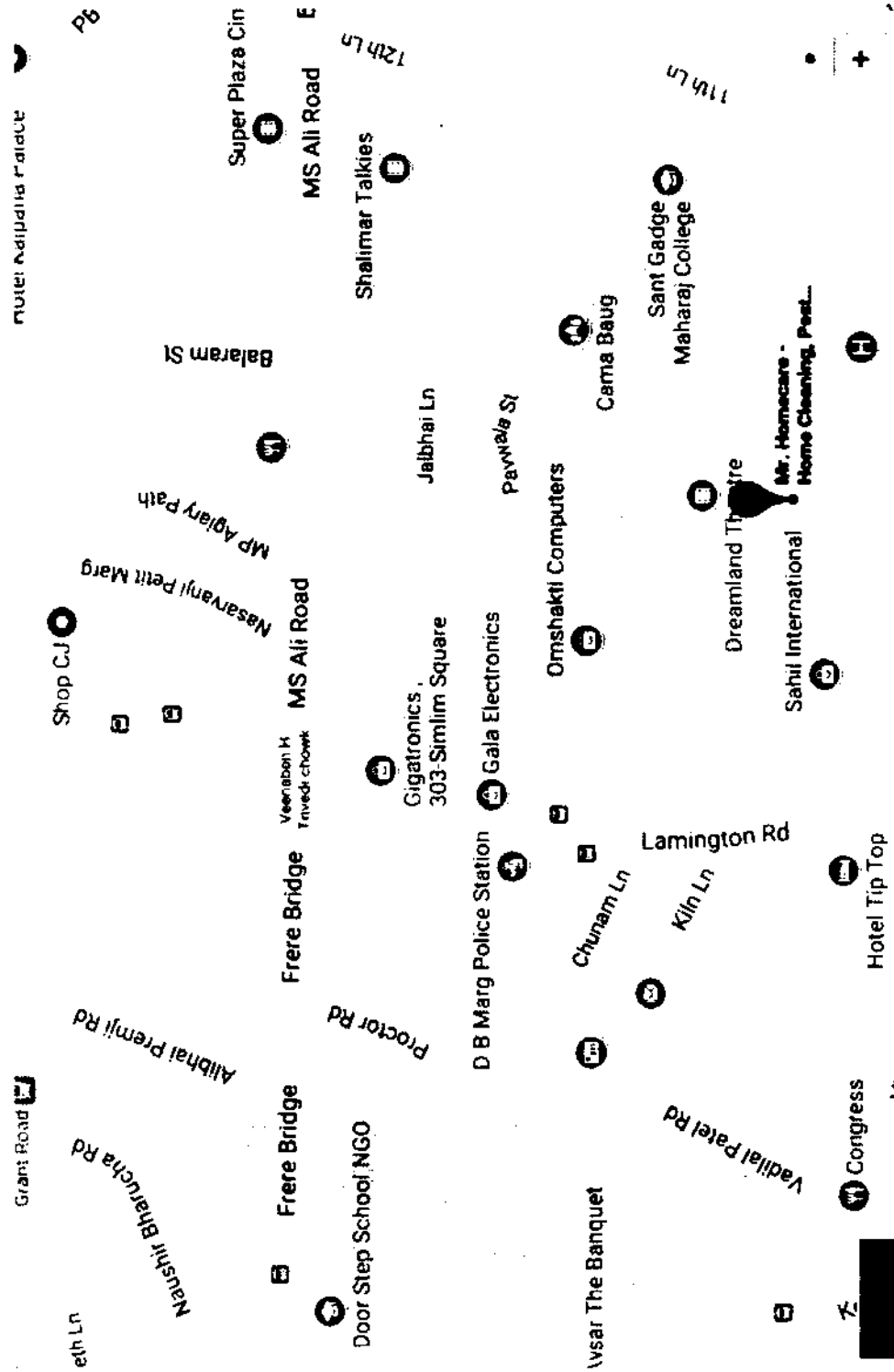
Signature of the shareholder(s)

Signature of the proxy holders

Note:

1. ***To put 'X' in the appropriate column against the respective resolutions. If you leave both the 'For' and 'Against' column blank, your proxy will be entitled to vote in manner as he/ she thinks appropriate.**
2. **A proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.**
3. **This form of proxy in order to be effective should be duly completed, signed and stamped should be deposited in person or through post at the registered office of the Company, not less than 48 hours before the commencement of the meeting or such longer period as the articles may prescribe. Incomplete proxy form will be treated as invalid.**
4. **Please affix revenue stamp of requisite amount on the proxy form and thereafter cancel the stamp affixed on the proxy form by signing across the stamp. Please note, unstamped or inadequately stamped proxy forms or proxy forms upon which the stamps have not been cancelled will be treated as invalid.**
5. **The proxy holder is required to furnish his / her proof of identity at the time of attending the meeting.**

Route Map to the venue of the meeting



**SCHEME OF ARRANGEMENT
BETWEEN
MISTER HOMECARE SERVICES PRIVATE LIMITED
("MHC" or "Demerged Company")
AND
SILA SOLUTIONS PRIVATE LIMITED
("Sila" or "Resulting Company")
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
(Under Sections 230 to 232 of the Companies Act, 2013)**

This Scheme of Arrangement (*as defined below*) is presented under Sections 230 to 232, 52 66 and other applicable provisions, if any, of the Companies Act 2013 for demerging the Demerged Undertaking (*as defined below*) of Mister Homecare Services Private Limited and vesting the said Demerged Undertaking in Sila Solutions Private Limited.

The Scheme is divided into the following parts:

- 1.1. Part I deals with the Preamble and Rationale.
- 1.2. Part II deals with Definitions and Share Capital.
- 1.3. Part III deals with Demerger of the Demerged Undertaking.
- 1.4. Part IV deals with the reorganisation of the Demerged Company.
- 1.5. Part V deals with the Accounting Treatment.
- 1.6. Part VI deals with the General Clauses.

**PART I
PREAMBLE AND RATIONALE**

1. Preamble

- 1.1. Mister Homecare Services Private Limited ("MHC" or "Demerged Company"), is a company incorporated on 11 March 2015 under the Act (*as defined below*) bearing CIN: U74999MH2015PTC262614. The registered office of the Demerged Company is situated at 2nd Floor, Gordhan Bldg No. 1, behind Girgaum Court Dr. Parekh St., Prarthana Samaj, Mumbai- 400004, Maharashtra, India. The main objects of the Demerged Company *inter alia* include providing maintenance and facility management services and home décor and home style consulting.
- 1.2. Sila Solutions Private Limited ("Sila" or "Resulting Company"), is a company incorporated on 29 August 2009 under the Companies Act, 1956 bearing CIN: U74900MH2009PTC195321. The registered office of the Resulting Company is situated at Gordhan Bldg. No. II, 12/14, Parekh Street, Prarthana Samaj, Mumbai - 400004, Maharashtra, India. The main objects of the Resulting Company *inter alia* are to carry on the business as a building management solutions provider.
- 1.3. As on the date of approval of the Scheme by the respective Boards of the Resulting Company and the Demerged Company, the Resulting

Company holds 1000 equity shares in the Demerged Company constituting 6.86% of the total issued, subscribed and paid up equity share capital of the Demerged Company.

2. Rationale

- 2.1. The Demerged Company i.e. MHC is currently engaged in diverse businesses such as providing maintenance and cleaning and home maintenance services primarily to residential and retail clients (constituting a major part of the business of the Demerged Company) and providing home style consulting and interior décor services (constituting a minor part of the entire business of the Demerged Company).
- 2.2. The Resulting Company i.e. Sila has been and is currently engaged in the business of providing building management solutions and facility management services to its corporate clients. The Resulting Company has substantial and in-depth experience in this sector and has also built a strong brand in this sector, especially, in the corporate sector.
- 2.3. The management/Board of the Demerged Company believes that the business interests of the Demerged Company in the Demerged Undertaking which comprises of the business of providing home maintenance and facility management services and the facility management business of the Resulting Company are similar i.e. both are in the facility management sectors with the only difference being that the Resulting Company is focused on large corporate clients whereas the Demerged Undertaking has focused primarily on the home/retail sector.
- 2.4. Since the Resulting Company has substantial experience in the facility management business and since the Demerged Undertaking is also in the same business, the respective Boards of the Demerged Company and the Resulting Company are desirous of consolidating their respective businesses of providing maintenance and facility management services so that both the corporate as well as the home sector is serviced through a single entity i.e. the Resulting Company. This would eliminate multiplicity of management, compliances, reduce operational costs/expenses, increase the market footprint of the Resulting Company to include the home sector and retail sector, enable the Resulting Company to avail of the technology infrastructure built by the Demerged Company and provide the Demerged Undertaking with the necessary expertise that lies with the Resulting Company to grow its business in the home sector.
- 2.5. Both the Demerged Company and the Resulting Company have a common promoter namely Mr. Sahil Vora. The Resulting Company is also one of the promoters of the Demerged Company. After their respective incorporation, each of the companies has acquired several other shareholders.

- 2.6. Post the demerger, the management/Board of the Demerged Company will focus on and expand the business of home décor and home style consulting in the Demerged Company on an ongoing, long term basis.
- 2.7. With a view to achieve the aforesaid, the management of the Demerged Company is desirous of demerging the Demerged Undertaking and vesting the same with the Resulting Company on a going concern basis. Pursuant to the demerger of the Demerged Undertaking and vesting of the same in the Resulting Company, the shareholders of the Demerged Company will be allotted shares of the Resulting Company in accordance with the Share Exchange Ratio and the Scheme and pursuant to the order of the Tribunal sanctioning this Scheme. The securities premium account of the Demerged Company will stand reduced/ adjusted in accordance with this Scheme.
- 2.8. The abovementioned demerger of the Demerged Undertaking and vesting of the same in the Resultant Company pursuant to and in accordance with this Scheme shall be in accordance with Section 2(19AA) of the IT Act (*as defined below*).

PART II DEFINITIONS AND SHARE CAPITAL

3. Definitions

In this Scheme unless inconsistent with the subject, context or meaning thereof, the following capitalised words and expressions shall have the meanings as provided herein below:

- 3.1. "Act" means the Companies Act, 2013, the rules, regulations, circulars and notifications made and issued thereunder and will include any statutory modifications, re-enactments and / or amendments thereof.
- 3.2. "Appointed Date" means 1 April 2017 or such other date as may be approved by the Tribunal.
- 3.3. "Board" or "Board of Directors" means the board of directors of the Demerged Company and/or the Resulting Company, as the case may be, and shall, unless it is repugnant to the context or meaning thereof, include a committee of directors or any person authorized by the Board Directors or such committee of directors.
- 3.4. "Demerged Business" means and comprises of the business and business interests of the Demerged Company of providing home maintenance and facility management services (primarily in the home sector).
- 3.5. "Demerged Company" or "MHC" means Mister Homecare Services Private Limited as specified in Clause 1.1 above.

- 3.6. **“Demerged Company Shares”** means the equity shares of the Demerged Company having a face value of Rs. 10 each.
- 3.7. **“Demerged Company Shareholders”** means the shareholders of the Demerged Company holding the Demerged Company Shares.
- 3.8. **“Demerged Undertaking”** means the undertaking of the Demerged Company pertaining to the Demerged Business as a going concern (as on the Appointed Date and as modified and altered from time to time till the Effective Date), including but not limited to:
- 3.8.1. All assets and properties, whether movable or immovable, real or personal, freehold or leasehold, including all rights, titles, interests, reserves, provisions, funds, import quotas, claims, equipments, installations and utilities, covenants, undertakings, machinery, capital work in progress, furniture, fixtures, office equipment, vehicles, electrical equipments and fixtures including any other hardware or software applications, appliances, accessories, inventories, tools, solutions, formulae, products, materials of the Demerged Company pertaining to the Demerged Business as on the commencement of the Appointed Date as more particularly described in Schedule A;
- 3.8.2. All investments, receivables, loans and advances extended (including CENVAT credit or other tax assets), including accrued interest thereon of the Demerged Company pertaining to the Demerged Business as on the commencement of the Appointed Date as more particularly described in Schedule A;
- 3.8.3. All debts, borrowings, liabilities, duties and obligations whether present or future, whether secured or unsecured availed by the Demerged Company pertaining to the Demerged Business as on the commencement of the Appointed Date as more particularly described in Schedule A;
- 3.8.4. All permits, powers, authorities, rights, entitlements, licenses, registrations, approvals, grants, allotments, recommendations, clearances, service connections, tenancies, offices, taxes, tax deferrals and benefits, tax losses, subsidies, concessions, refund of any tax, duty, cess or of any excess payments, tax credits (including but not limited to credits in respect of income tax, tax deducted at source, sales tax, value added tax, turnover tax, excise duty, service tax, minimum alternate tax credit, goods and services tax, as may be applicable etc.) of every kind and description whatsoever of the Demerged Company pertaining to the Demerged Business;
- 3.8.5. All trademarks, service marks, copyrights, patents, labels, designs and other intellectual property rights of every kind and description whatsoever of the Demerged Company pertaining to the Demerged Business including but not limited to ‘Mister Homecare’;

- 3.8.6. All privileges and benefits of all contracts, engagements, agreements, arrangements, and all other rights including lease rights, licenses, powers and facilities of every description whatsoever of the Demerged Company pertaining to the Demerged Business;
- 3.8.7. All employees of the Demerged Company engaged in the Demerged Business;
- 3.8.8. All advance payments, earnest monies, security deposits, payment against warrants, if any, or other entitlements of the Demerged Company pertaining to the Demerged Business;
- 3.8.9. All legal, tax, regulatory, quasi-judicial, administrative or other proceedings, suits, appeals, applications or proceedings of whatsoever nature initiated by or against the Demerged Company pertaining to the Demerged Business;
- 3.8.10. All books, records, files, papers, computer programmes, engineering and process information, manuals, contact lists, lists and database of present, former and potential customers, catalogues, quotations, websites including www.homecare.in, domain names, sales and advertising material, marketing strategies, customer credit information, customer pricing information and other records whether in physical, electronic or any other form in connection with or relating to the Demerged Company pertaining to the Demerged Business;
- 3.8.11. All other rights, claims, and powers, of whatsoever name and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Demerged Company pertaining to the Demerged Business, as on the commencement of the Appointed Date and all entrust money and/or deposits including security deposits paid by the Demerged Company in relation to the Demerged Business as on the commencement of the Appointed Date and all other rights, benefits available under any rules, regulations, statutes of the Demerged Company pertaining to the Demerged Business.
- 3.9. "Effective Date" means the date on which the certified/ authenticated copies of the orders of the Tribunal sanctioning the Scheme under Sections 230 to 232 and other applicable provisions of the Act are filed with the ROC by the Resulting Company and/or the Demerged Company, whichever is later. Any references in the Scheme to the words "date of coming into effect of the Scheme" or "upon the Scheme becoming effective" or "Scheme coming into effect" shall mean the "Effective Date".
- 3.10. "Governmental Authority" means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.