MURARI MOHAN HOTELS PRIVATE LIMITED

TO DELIVER THE BEST

NOTICE OF THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF MURARI MOHAN HOTELS PRIVATE LIMITED CONVENED AS PER THE ORDER DATED 10th JUNE, 2026 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH II IN COMPANY APPLICATION (CAA) No. 64/KB/2026

MEETING OF EQUITY SHAREHOLDERS OF MURARI MOHAN HOTELS PRIVATE LIMITED	
DAY	Monday
DATE	July 27th 2026
TIME	03:00 p.m.
VENUE	Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101

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1.	Notice of NCLT convened meeting of the Equity Shareholders of MURARI MOHAN HOTELS PRIVATE LIMITED (Transferor Company/Applicant Company No. 1)
2.	Explanatory Statement under section 102, section 230(3) read with other applicable provisions of the Companies Act, 2013 read with Rules 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 forming part of the Notice
3.	Copy of the Scheme of Arrangement cum Amalgamation between the Applicant Companies under Section 230 - 232 of the Companies Act, 2013
4.	Copy of the Valuation Report
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6.	Attendance Slip
7.	Audited Financial Statements for the year ended 31st March, 2025 along with Management Certified Financial Statements for the period ended on 31st March, 2026.

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MALDA-732101

9735602200
MMHOTELS2016@GMAIL.COM

FORM NO. CAA.2
[Pursuant to section 230(3) and rule 6 and 7]
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH II
C.A. (CAA) No. 64/KB/2026

In the matter of:

The Companies Act, 2013 ("the Act")

And

In the matter of:

Section 230-232 of the Act

And

In the matter of:

MURARI MOHAN HOTELS PRIVATE LIMITED
……Transferor Company/Applicant Company No. 1

MURARI MOHAN RICE MILLS PRIVATE LIMITED
……Transferee Company/Applicant Company No. 2

Notice of the Meeting of the Equity Shareholders of the Transferor Company/Applicant Company No. 1 namely, Murari Mohan Hotels Private Limited.

To,
The Equity Shareholders,
Murari Mohan Hotels Private Limited (the "Company")

NOTICE is hereby given that pursuant to an Order dated 10th June, 2026 (the said "Order") of the Kolkata Bench II of the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal") has directed a meeting to be held of the **Equity Shareholders** of the Company for the purpose of considering, and if thought fit, approving with or without modification, the Arrangement embodied in the Scheme of Arrangement cum Amalgamation between all the Applicant

Companies and their respective shareholders and creditors.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the **Equity Shareholders** of the Company will be held at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101** on **Monday**, the **27th** day of **July, 2026** at **03:00 p.m.** at which time and place the said **Equity Shareholders** are requested to attend, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement cum Amalgamation, under Section 230 and 232 read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, and in connection therewith it is hereby proposed that the **Equity Shareholders** of the Company may consider, and, if thought fit, to pass, with or without modification(s) the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the rules, circulars, and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable and subject to approval of the Hon'ble NCLT with such conditions and modifications as may be prescribed or imposed by the Hon'ble NCLT or by any other statutory authorities, while granting such consents, approvals and permissions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the consent of the **Equity Shareholders** of **Murari Mohan Hotels Private Limited** be and is hereby accorded to the proposed Scheme of Arrangement cum Amalgamation of **Murari Mohan Hotels Private Limited** ("Transferor Company") with **Murari Mohan Rice Mills Private Limited** ("Transferee Company") and their respective shareholders and creditors ("Scheme of Arrangement cum Amalgamation" or "this Scheme"), which inter alia provides for cancellation of 30% paid up share capital of the Transferor Company and the Transferee Company in Part II of the Scheme and then amalgamation of **Murari Mohan Hotels Private Limited** ("Transferor Company") with **Murari Mohan Rice Mills Private Limited** ("Transferee Company") and their respective

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shareholders and creditors from the appointed date as 1st April, 2026, 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 may be considered requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme of Arrangement cum Amalgamation and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the Scheme of Arrangement cum Amalgamation or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Copy of the said Scheme of Arrangement cum Amalgamation under Section 230 to 232 of the statement required to be furnished pursuant to Section 102 read with Section 230(3) of the Companies Act, 2013 can be obtained free of charge at the registered office of the Company or at the office of its authorized representative, Mr. Anil Kumar Dubey, Practicing Company Secretary, having office at Ajit Sen Bhawan, 13 Crooked Lane, 4th Floor, Kolkata - 700069. The **Equity Shareholders** seeking information related to the Scheme may contact the authorized representative, Mr. Anil Kumar Dubey, Practicing Company Secretary, (Contact No.: +91-8334984350 and Email Id: *anil@mandaassociates.in*) having office at Ajit Sen Bhawan, 13 Crooked Lane, 4th Floor, Kolkata - 700069. Persons entitled to attend and vote at the meeting may vote in person or by **PROXY**, provided that all **PROXIES** in the prescribed forms are deposited at the registered office of the Company as stated above **not later than 48 hours** before the meeting.

Forms of **PROXY** can be obtained free of charge from the registered office of the Company.

The copy of the Order dated 10th June, 2026 of the Hon'ble National Company Law Tribunal, Kolkata Bench II, the Scheme of Arrangement cum Amalgamation, Valuation Report, and the Audited Financial Statements for the year ended on 31st March 2025 along with the Management Certified Provisional Financials for the year ended on 31st March 2026, shall be made accessible upon requisition via email on the registered email-id of the Company (i.e. *murarimohan16@gmail.com*).

The Equity Shareholders can download the detailed notice along with all other relevant documents from the company website (i.e. *www.murarimohangroup.com*)

The Tribunal has appointed Mr. Vishawjeet Singh, Advocate, as the Chairperson and Mr. Sanjay Kumar Poddar, Practicing Company Secretary, as the Scrutinizer for the meeting of **Equity Shareholders** of the Company. The above-mentioned Scheme of Arrangement cum Amalgamation, if approved at the meeting, will be subject to the subsequent approval of the Hon'ble Tribunal, Kolkata Bench II.

Date: 16.06.2026
Place: Malda

Sd/-
Mr. Vishawjeet Singh
Chairperson Appointed for the Meeting

Encl:

i) Explanatory Statement as required under section 230(3) and Section 102 read along with the applicable rules;
ii) Copy of Scheme of Arrangement cum Amalgamation;
iii) Copy of Valuation Report;
iv) Form of **PROXY**;
v) Attendance Slip;
vi) Audited Financial Statements for the year ended 31st March, 2025 along with Management Certified Financial Statements for the year ended 31st March, 2026 of the Company;
vii) Copy of the Order dated 10th June, 2026 of the Hon'ble National Company Law Tribunal, Kolkata Bench II.

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTION 230(3) & 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 FORMING PART OF THIS NOTICE.

Pursuant to an Order dated 10th June, 2026 passed by the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal") in the Company Application (CAA) No. 64/KB/2026, a meeting of the **Equity Shareholders** of **Murari Mohan Hotels Private Limited** is being convened and held at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101** on **Monday**, the **27th** day of **July, 2026** at **03:00 p.m.** for the purpose of considering and if thought fit, approving the proposed Scheme of Arrangement cum Amalgamation between all the Applicant Companies as stated herein above and their respective shareholders and creditors.

I. BRIEF BACKGROUND OF THE SCHEME

1. A Scheme of Arrangement cum Amalgamation (hereinafter referred to as the "Scheme") is presented pursuant to provisions of Section 230-232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable, forth:

   Arrangement cum Amalgamation of **Murari Mohan Hotels Private Limited** ("Transferor Company") with **Murari Mohan Rice Mills Private Limited** ("Transferee Company"); which inter alia provides for cancellation of 30% paid up share capital of Daga Power Systems & Engineers Private Limited ("Transferor Company") in Part II of the Scheme and then amalgamation of **Murari Mohan Hotels Private Limited** ("Transferor Company") with **Murari Mohan Rice Mills Private Limited** ("Transferee Company") and their respective shareholders and creditors from the Appointed Date as 1st April, 2026.

2. A copy of the Scheme setting out details of parties involved in the proposed Scheme, Appointed Date, Effective Date, Share Exchange Ratio, and other relevant particulars is enclosed herewith and forms part of the Notice as well as this Explanatory Statement thereto.

3. In accordance with the provisions of Sections 230-232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme of Arrangement cum Amalgamation shall be acted upon only if majority in number representing three fourth in value of the **Equity Shareholders** of the Company, voting in person or by **PROXY** agree to the Scheme of Arrangement cum Amalgamation.

II. SUMMARY OF THE ORDER

Pursuant to an Order dated 10th June, 2026 the Kolkata Bench II of the Hon'ble National Company Law Tribunal ("NCLT"/ "Tribunal") in Company Application (CAA) No. 64/KB/2026, has inter-alia passed the following order:

Murari Mohan Hotels Private Limited

1. Meeting of **Equity Shareholders** will be convened on **Monday**, the **27th** day of **July, 2026 at 03:00 p.m.** at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101**, for the purpose of considering and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme

2. Meeting of **Secured Creditors** will be convened on **Monday**, the **27th** day of **July, 2026 at 11:00 a.m.** at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101** for the purpose of considering and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme.

3. Meeting of **Unsecured Creditors** will be convened on **Monday**, the **27th** day of **July, 2026 at 01:00 p.m.** at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101**, for the purpose of considering and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme.

Murari Mohan Rice Mills Private Limited

1. Meeting of **Equity Shareholders** will be convened on **Monday**, the **27th** day of **July, 2026 at 04:00 p.m.** at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101**, for the purpose of considering and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme

2. Meeting of **Secured Creditors** will be convened on **Monday**, the **27th** day of **July, 2026** at **12:00 noon** at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101** for the purpose of considering and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme.

3. Meeting of **Unsecured Creditors** will be convened on **Monday**, the **27th** day of **July, 2026 at 02:00 p.m.** at the venue situated at **Hotel Silver Arcade Premier, 102/79/68 Sunny Park, Maheshmati, Near Rathbari More, Ward No. 24, Malda, West Bengal, 732101**, for the purpose of considering and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme.

III. BACKGROUND AND DESCRIPTION OF THE APPLICANT COMPANIES

1. Murari Mohan Hotels Private Limited

- **Murari Mohan Hotels Private Limited** (the **"Transferor Company"** or **"Applicant Company No. 1"** or **"MMHPL"**) is a company incorporated on 02nd May, 2016 under the Companies Act, 2013 bearing CIN: U55208WB2016PTC215597. The registered office of the company is situated at C/o. Niranjan Agarwala, Church Pally, P.S. – English Bazar, Malda, 732101 in the state of West Bengal. The company is not listed on any recognized stock exchange.

  PAN: AAKCM3697C

  Email Id: *murarimohan16@gmail.com*

- The Company deals in the business of Hotel, Motel, Holiday Home, Guest House, Resorts for the use and or owing of Indian and foreign tourists and to provide all sorts of facilities therein the said resorts like swimming, fishing boating, dancing, music, party, garden, indoor and outdoor games and to provide, residential accommodation to the tourists on time sharing basis or otherwise under such terms and conditions as the company shall think fit and proper and to carry on the business as refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietors, ice-cream merchants, sweet merchants, milk merchants, confectionery merchants and to acquire, equip and maintain a club house or club houses with all appropriate accommodation and facilities and to carry on business as proprietors of a club, with reading-rooms, billiards and other recreation rooms and refreshment rooms, television rooms and such sports facilities.

- The Authorized and the Issued, Subscribed, & Paid-up Share Capital of the **Transferor Company/Applicant Company No. 1** are as follows:

PRE-REDUCTION

Share Capital	Amount (Rs.)
Authorized Share Capital	
12,00,000 Equity Shares of Rs. 10/- each	1,20,00,000.00
TOTAL	**1,20,00,000.00**
Issued, Subscribed, & Paid-up Share Capital	
11,97,700 Equity Shares of Rs.10/- each fully paid up	1,19,77,000.00
TOTAL	**1,19,77,000.00**

POST-REDUCTION

Share Capital	Amount (Rs.)
Authorized Share Capital	
12,00,000 Equity Shares of Rs. 10/- each	1,20,00,000.00
TOTAL	**1,20,00,000.00**
Issued, Subscribed, & Paid-up Share Capital	
8,38,390 Equity Shares of Rs.10/- each fully paid up	83,83,900.00
TOTAL	**83,83,900.00**

2. Murari Mohan Rice Mills Private Limited

➢ **Murari Mohan Rice Mills Private Limited** (the **"Transferee Company"** or the **"Applicant Company No. 2"** or **"MMRMPL"**) is a company incorporated on 30th June, 2009 under the provisions of the Companies Act, 1956 and validly subsisting under the Companies Act, 2013 bearing CIN: U15312WB2009PTC137326. The registered office of the company is situated at Golapatty Bandh Road, Malda, 732101, in the State of West Bengal. The company is not listed on any recognized stock exchange.

PAN: AAGCM2296P

Email Id: *mmricemills@gmail.com*

➢ As per the Memorandum of Association, the company is mainly engaged in to carry on in India or elsewhere the manufacture, produce, process, crush, extract, reclaim, convert, commercialize, control, compound, establish mill, develop, distribute, derive, treat, grade, release, manipulate, prepare, supply, import, export, buy, sell, turn to account and to act as agent, broker, concessionaire, consultant, collaborator, jobworker, export house or otherwise to deal in all varieties, colours, dimensions, descriptions characteristics, applications and uses of rice, all kinds of rice, bran, middlings, grits, seeds, pulses, grains & other agri-items for manufacturing of rice, malta, atta, besan, suji and other allied products, their by-products, residues, ingredients & substances and to do all types, descriptions, tastes, uses and packs of consumer food items and to deal in all types of related and allied products.

➢ The Authorized and the Issued, Subscribed, & Paid-up Share Capital of the **Transferee Company/Applicant Company No. 2** are as follows:

PRE-REDUCTION

Share Capital	Amount (Rs.)
Authorized Share Capital	
35,00,000 Equity Shares of Rs. 10/- each	3,50,00,000.00
TOTAL	**3,50,00,000.00**
Issued, Subscribed, & Paid-up Share Capital	
32,60,000 Equity Shares of Rs.10/- each fully paid up	3,26,00,000.00
TOTAL	**3,26,00,000.00**

POST-REDUCTION

Share Capital	Amount (Rs.)
Authorized Share Capital	
35,00,000 Equity Shares of Rs. 10/- each	3,50,00,000.00
TOTAL	**3,50,00,000.00**

Share Capital	Amount (Rs.)
Issued, Subscribed, & Paid-up Share Capital 22,82,000 Equity Shares of Rs.10/- each fully paid up	2,28,20,000.00
TOTAL	**2,28,20,000.00**

IV. DETAILS OF DIRECTORS & PROMOTERS OF THE COMPANY AS ON 31st MARCH 2026:

i) Murari Mohan Hotels Private Limited

Sl. No.	Directors Name	DIN	CATEGORY	ADDRESS
1	Niranjan Agarwala	02010665	Promoter	Golapatty Bandh Road, PS- English Bazar, PO- Malda (HO) Dist.- Malda, PIN - 732101 (West Bengal)
2	Ashwyn Agarwal	07063299	Promoter	Golapatty Bandh Road, PS- English Bazar, PO- Malda (HO) Dist.- Malda, PIN - 732101 (West Bengal)

ii) Murari Mohan Rice Mills Private Limited

Sl. No.	Directors Name	DIN	CATEGORY	ADDRESS
1	Niranjan Agarwala	02010665	Promoter	Golapatty Bandh Road, PS- English Bazar, PO- Malda (HO) Dist.- Malda, PIN - 732101 (West Bengal)

Sl. No.	Directors Name	DIN	CATEGORY	ADDRESS
2	Kusum Agarwala	02838535	Independent	Golapatty Bandh Road, PS-English Bazar, PO- Malda (HO) Dist.- Malda, PIN - 732101 (West Bengal)
3	Neelam Agarwala	03391490	Promoter	C/o.: Late Prasadi Lal Agarwala, Vill.- Samsi, PO- Samsi, Dist.- Malda, PIN-732139 (West Bengal)
4	Ashwyn Agarwala	07063299	Promoter	Golapatti Bandh Road, PS-English Bazar, PO- Malda (HO) Dist.- Malda, PIN - 732101 (West Bengal)
5	Anil Kumar Agarwal	02638737	Promoter	C/o.: Late Prasadi Lal Agarwala, Vill.- Samsi, PO- Samsi, Dist.- Malda, PIN-732139 (West Bengal)

V. RATIONALE FOR THE SCHEME

With a view of consolidating business under a single entity and to achieve simplified corporate structure by way of group reorganization, the management has envisaged to undertake the proposed Arrangement under this Scheme.

The Scheme does not adversely affect the stakeholders and creditors of any of the Applicant Companies.

The proposed Scheme of Arrangement cum Amalgamation would inter alia result into the following benefits to the Parties and all other Stakeholders including the Shareholders, Creditors and Employees and will be in the long-term interest of the Parties, Employees, and other Stakeholders:

a. Streamlining the current organization structure, achieving administrative, and operational convenience, and to realign the shareholding;

b. Strengthening of financial position with a wider capital base and increased leverage capacity of the Transferee Company and thereby achieving optimum utilization of various resources of the group;

c. Synergies such as enhancement of net-worth of the combined entities/businesses which shall lead to better ability to leverage the business including a reduction in the cost of capital;

d. The proposed Scheme of Arrangement cum Amalgamation would enable consolidation of businesses into the Transferee Company which will result in unlocking of value and creation of additional liquidity for the Shareholders of the Transferee Company.

e. Greater administrative efficiency & enhanced productivity and reduction in multiplicity of legal and regulatory compliances and reduction of fixed costs.

In view of the aforesaid, the Board of Directors of all the Applicant Companies have considered and proposed the Arrangement of the entire undertakings and businesses of the Transferor Company into the Transferee Company in order to benefit the stakeholders of all the Applicant Companies. Accordingly, the Board of Directors of all the Applicant Companies have formulated this Scheme of Arrangement cum Amalgamation for the said purpose pursuant to the provisions of Section 230 to Section 232 of the Company Act, 2013 and any other provision of the Act, and rules made thereunder.

VI. VALUATION

For the purpose of this Scheme, Mr. Anil Dubey, a Registered Valuer having IBBI Registration No. IBBI/RV/03/2019/12411, have recommended the value of shares for the computation of the Exchange Ratio. The copy of the said Valuation Report is attached herewith.

VII. GENERAL

Details of the Secured and the Unsecured Creditors of both the Applicant Companies as on 31st March, 2026, are as follows:

1. **Murari Mohan Hotels Private Limited** has 1 Secured Creditors amounting to **Rs. 66,969.00** (Sixty-Six Thousand Nine Hundred and Sixty-Nine only), 39 Unsecured

Creditors amounting to **Rs. 3,34,40,270.00** (Three Crore Thirty-Four Lakh Forty Thousand Two Hundred and Seventy only).

2. **Murari Mohan Rice Mills Private Limited** has 6 Secured Loans amounting to **Rs. 36,31,86,295.00** (Thirty-Six Crore Thirty-One Lakh Eighty-Six Thousand Two Hundred and Ninety-Five only) and 71 Unsecured Creditors amounting to **Rs. 41,41,11,208.00** (Forty-One Crore Forty-One Lakh Eleven Thousand Two Hundred and Eight only).

Details of the Equity Shareholders of both the Applicant Companies as on 31st March, 2026, are as follows:

1. **Murari Mohan Hotels Private Limited** has 25 Equity Shareholders holding **11,97,700 Equity Shares** fully paid up amounting to **Rs. 1,19,77,000.00** (One Crore Nineteen Lakh Seventy-Seven Thousand only).

2. **Murari Mohan Rice Mills Private Limited** has 32 Equity Shareholders holding **32,60,000 Equity Shares** fully paid up amounting to **Rs. 3,26,00,000.00** (Three Crore Twenty-Six Lakh only).

In relation to the meeting of the **Transferor Company/Applicant Company No. 1,** the **Equity Shareholders** of the Company whose names are appearing in the records of the Company as on 31st March, 2026 shall be eligible to attend and vote at the meeting either in person or by **PROXIES** convened as per the directions of the Tribunal.

The quorum for the said meeting of the Members of the Transferor Company and Unsecured and Secured Creditors of the Transferor Company and Transferee Company shall be 2 (Two) persons present personally or by proxy. In case the quorum of meeting is not available on the scheduled time and date, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum for the adjourned meeting.

The Board Meeting at which the Scheme was approved by the Board of Directors of the Transferor and the Transferee Company was held on 15th May, 2026. The meeting was attended by all the respective directors of the Transferor and the Transferee Company. The resolution was passed unanimously by the Board.

There is no relation subsisting between the companies who are parties to the said Scheme of Arrangement and Amalgamation, including holding, subsidiary or of associate companies.

There is no change in the registered office of the Companies involved in the said Scheme of Arrangement and Amalgamation.

The Directors of the respective Applicant Companies may be deemed to be concerned and/or interested in the Scheme of Arrangement cum Amalgamation only to the extent of their shareholding, if they hold any in the respective Applicant Companies, or to the extent the said directors are common directors in the Companies, or to the extent the said directors are the partners, directors, members of the Companies, firms, association of persons, bodies corporate and/or beneficiary of trust that holds shares in any of these Companies.

None of the Directors and Key Managerial Personnel, if any, of the Applicant Companies have any material interest in the Scheme of Arrangement cum Amalgamation except as shareholders to the extent, which will appear from the Register of Director's and Shareholding maintained by the Applicant Companies. Additionally, the Scheme does not have any effect on the Directors/Key Managerial Personnel/Promoters/Non-Promoter Members, if any/Creditors, if any/Employees of the Applicant Companies.

The financial position of the Applicant Companies will not be adversely affected by the Scheme.

No Inquiry, Inspection and Investigation proceedings have been initiated or are pending against any of the Applicant Companies under the Companies Act, 1956 or the Companies Act, 2013, whichever applicable.

The following documents will be open for obtaining extract from or for making/obtaining copies of or for inspection by the Creditors, from the registered office of the Company:

a) Copy of Order of the Tribunal dated 10^{th} June, 2026 passed by the Kolkata Bench II of the Hon'ble National Company Law Tribunal ("NCLT"/ "Tribunal") in Company Application (CAA) No. 64/KB/2026;

b) Memorandum and Articles of Association of both the Applicant Companies;

c) Audited Financial Statements for the year ended 31st March, 2025 along with Management Certified Balance Sheet and Profit and Loss Statement as on 31^{st} March, 2026 of both the Applicant Companies;

d) Copy of Scheme of Arrangement cum Amalgamation;

MURARI MOHAN HOTELS PRIVATE LIMITED

TO DELIVER THE BEST

e) Certificate issued by Statutory Auditors of the respective Applicant Companies to the effect that the Accounting Treatment proposed in the Scheme of Arrangement cum Amalgamation is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013;

f) Copy of Valuation Report

There are no contracts or agreements material in the instant Scheme of Arrangement cum Amalgamation.

This Statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and 232(2), and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016. A copy of this Scheme of Arrangement cum Amalgamation, the Explanatory Statement and the Form of **PROXY** may be obtained free of charge on any working day (except Saturdays, Sundays and Public Holidays) prior to the date of the meeting, from the Registered Office of the Company.

Date: 16.06.2026
Place: Malda

Sd/-
Vishawjeet Singh
Chairperson Appointed for the Meeting

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