

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT MUMBAI**

COMPANY SCHEME APPLICATION NO. C.A. (CAA)/37/MB/2024

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013**

AND

**IN THE MATTER OF SCHEME OF AMALGAMATION OF
KINGMAKER DEVELOPERS PRIVATE LIMITED WITH REAL
GEM BUILDTECH PRIVATE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS**

IN THE MATTER OF

**KINGMAKER DEVELOPERS PRIVATE LIMITED ... FIRST APPLICANT
COMPANY**

**REAL GEM BUILDTECH PRIVATE LIMITED ...SECOND APPLICANT
COMPANY**

To
**The Registrar
NCLT Mumbai**

Be pleased to take on record the Chairperson Report, as filed on behalf of the
Second Applicant Company.

Dated this 5th day of July 2024

For Khaitan & Co.



Advocates for the Second Applicant Company

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BENCH AT MUMBAI

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IN THE MATTER OF SCHEME OF AMALGAMATION OF
KINGMAKER DEVELOPERS PRIVATE LIMITED WITH REAL
GEM BUILDTECH PRIVATE LIMITED AND THEIR
RESPECTIVE SHAREHOLDERS

Real Gem Buildtech Private Limited, a)
company incorporated under the)
Companies Act, 1956 having Corporate)
Identification Number)
U45202MH2009PTC193816 and its)
registered office at 702 - Natraj, M. V.)
Road Junction Western Express)
Highway, Andheri East, Mumbai,) ...Second Applicant Company /
Maharashtra -400069) Transferee Company

INDEX

Sr. No.	Particulars	Page No.
1.	Chairperson's Compliance Report	1-2
2.	Exhibit A	
	Copy of the list of unsecured creditors of the Second Applicant Company as on 21 June 2024	3-13
3.	Exhibit B	
	Chairperson report to reflect the result of the meeting of the unsecured creditors of the Second Applicant Company	14-17
4.	Annexure "1" to Exhibit B	
	Copy of the Scrutinizer's report on the voting at the meeting of unsecured creditors of the Second Applicant Company	18-20



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Road Junction Western Express)
Highway, Andheri East, Mumbai,) ...Second Applicant Company /
Maharashtra -400069) Transferee Company**



CHAIRPERSON'S REPORT

I, S. K. Shah, the Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**") having my office at 203, Center Point Building, 100 Dr. Babasaheb Ambedkar Road, Opp. Bharatmata cinema, Parel Mumbai – 400 012, do hereby submit my report as follows:

1. I say that by the Order dated 29 April 2024, passed by the Hon'ble Tribunal in the captioned Company Application ("**said Order**"), I have been appointed as the Chairperson for the meeting of the unsecured creditors of the Second Applicant Company ("**Second Applicant Company**").

2. By the said Order, the Hon'ble Tribunal had, *inter alia*, directed the Second Applicant Company to convene and hold the meeting of its unsecured creditors on Friday, 28 June 2024 at 11:30 a.m. in physical mode at its registered office, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Kingmaker Developers Private Limited with Real Gem Buildtech Private Limited and their respective shareholders under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act ("**Scheme**").



(Handwritten signature)

- 3. I say that the meeting of the unsecured creditors of the Second Applicant Company was held in compliance with the directions of the Tribunal. The list of unsecured creditors of the Second Applicant Company as on the cut-off date i.e. 21 June 2024, who were entitled to vote is annexed hereto and marked as **Exhibit A**. I chaired the said meeting of the unsecured creditors of the Second Applicant Company. Pursuant thereto, I have made the necessary report to reflect the result of the said meeting of the unsecured creditors of the Second Applicant Company which is annexed hereto and marked as **Exhibit B**.
- 4. I state that the contents of the said report record the true facts relating to the proceedings of the said meeting.



Mr. S. K. Shah

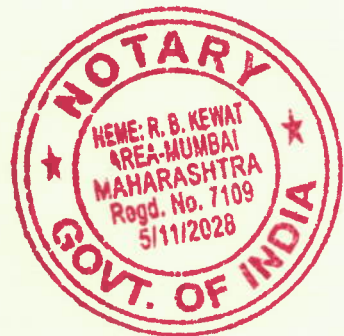
Chairperson appointed for the meeting of the unsecured creditors of the Second Applicant Company

Date this 5 day of July 2024

BEFORE ME



RAMBHAWAN B. KEWAT
 Regd. No. 7109 B. Com., LL.B
 ADVOCATE AND NOTARY
 16-A, Jimmy Bldg., 1st Floor,
 Room No. 10, Parel Station Road,
 Parel (E), Mumbai - 400 012.



NOTED & REGISTERED
 Sr. No. 3859 Page No. 9
 Date 5/7/2024



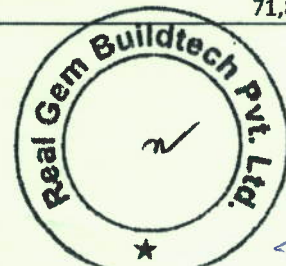
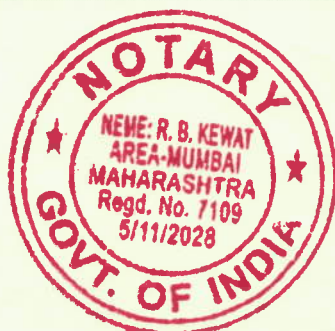


Real Gem Buildtech Private Limited

Reg. Office : 702, NATRAJ, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai 400069.
CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
1	Keystone Realtors Limited	4,836,015,337
2	Housing Development Finance Corpora	2,310,127,899
3	Society Payables	442,790,978
4	HDFC BANK LIMITED	179,300,000
5	Vikram Kumaraswamy	177,845,985
6	Rajesh Jagdish Goenka	176,623,005
7	Promod Sharma	162,186,481
8	Jigisha Chandak	162,170,985
9	Sarju Rajesh Vora	160,470,485
10	Sangeeta Rajesh Vora	159,781,322
11	Rupen Investment and Industries Pri	159,287,677
12	Milan Mansukhlal Sheth	139,377,406
13	Jaideep Iyer	125,658,006
14	Bijal Pratik Shah	118,156,751
15	Soumendra Nath Lahiri	117,325,647
16	Rajesh Kumar Varma	110,376,040
17	Palak Tracon Pvt Ltd	109,655,400
18	Anshul Gupta	98,734,219
19	Saraf Corporation Inida Private Lim	98,524,606
20	Manish Modi	96,712,911
21	R.C.Realtors Private Limited	91,437,500
22	Amit Kumar Sinha	90,203,150
23	Charu Naheta	89,765,766
24	BENTEX ENGINEERING PVT. LTD.	89,283,538
25	Rajiv Seth	89,243,000
26	USHA JHUNJHUNWALA	87,801,085
27	Bharat Ramanlal Chaudhari	87,597,490
28	Kaustubh Sudhakar Kulkarni	84,122,500
29	Shailendra Bhandari	83,364,818
30	Joseph Lonappan	81,213,606
31	Blooming Mining Private Limited	75,560,106
32	Ramesh S Mehta	74,964,419
33	Wellknown Housing Development Pvt.	74,750,000
34	Tanuj Properties PVT LTD	74,354,221
35	Chello Commotrade Pvt Ltd	73,760,981
36	Rameshkumar Jodhani	73,615,137
37	Bhavini Manoj Dalal	73,224,438
38	Vasu R Ariya	73,178,432
39	Sandeep Shashidhar Phanasgaonkar	72,716,800
40	Anish Saraf	72,081,250
41	Kavina Kishu Mansukhani	71,829,182



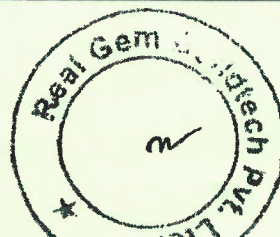
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Real Gem Buildtech Private Limited

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CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
42	Ravish Pahuja	71,007,737
43	Jaikumar Gajanand Gupta (HUF)	70,771,611
44	Namrata K. Choksi	68,292,132
45	ANILKUMAR VRAJDAS DATTANI	66,394,737
46	Balkrishna Dokania	66,341,255
47	Mr. Krishna Prasad	65,368,928
48	Abhishek Pasari	65,079,800
49	Shikha Realty Investors (India) Pri	64,500,538
50	Anamika Agarwal	63,945,432
51	Shishir Poddar	63,705,037
52	Anju Suresh Parakh	61,825,671
53	Yogesh Chandgothia	61,429,373
54	Manish Satyadeo Kanodia	60,504,500
55	Geetanjali Kedia	58,760,000
56	Swasti Vinayaka Investech PVT.LTD	58,248,899
57	Lalit Ratadia	58,198,471
58	Urvi K Parikh	58,028,909
59	Arun Kumar Nanda	57,429,449
60	Shalini Agarwal	56,736,148
61	Unico Connect Private Limited	56,650,253
62	Motilal Oswal Financial Services L	56,565,346
63	Motilal Oswal Financial Services Li	56,565,346
64	Anish Paul	56,546,432
65	Kapil Trikha	56,520,099
66	Milind Hardikar	55,782,586
67	Sanket Shailesh Jogani	55,779,552
68	Anshul Sadana	54,890,151
69	Akhil Jindal	53,974,757
70	Manish Gandhi	53,964,949
71	Shyam Sunder Khandelwal	53,782,723
72	Rahul Arunkumar Mulani	53,553,824
73	Sonal Rakesh Mehra	52,123,000
74	Jigna Gada	51,562,141
75	Rajesh Goyal	51,455,864
76	Motilal Oswal Financial services It	51,048,258
77	Cyrus Kersi Langrana	50,548,468
78	Mamta Gupta	50,396,682
79	MEGA SUPER REAL ESTATE DEVELOPERS (50,315,347
80	Shamji Vershi Faria	50,284,961
81	Shyam Hemraj Rao	49,668,110
82	Karnail Singh Cheema	48,762,500



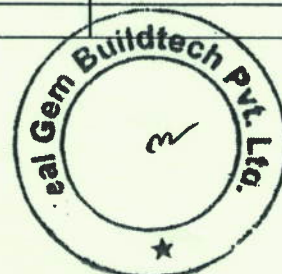
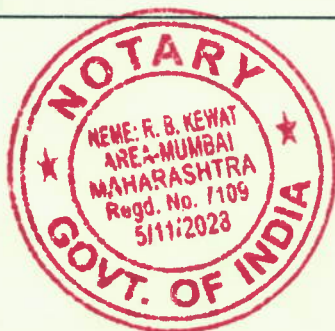
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Real Gem Buildtech Private Limited

Reg. Office : 702, NATRAJ, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai 400069.
CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
83	Niru Dhiren Shah	48,734,870
84	Dhiren Jayantilal Shah (HUF)	48,726,545
85	Shree Par Fragrance Pvt Ltd	48,448,625
86	Pradeep L Rochlani	48,150,000
87	CREATIVE ESTATES LLP	47,402,998
88	Divya Soni	46,716,795
89	Ketan Anant Awalegaonkar	46,577,030
90	Ratnakar.P Mahajan	46,399,998
91	Prabha Devi	46,364,271
92	Mukul Bansal Bansal	46,329,067
93	Sujata A. Dalvi	46,176,301
94	Julia Jagruti Dhansukhlal	46,000,000
95	Rakhi Nitin Jain	45,774,119
96	Ramesh P. Lulla	45,643,500
97	Vishesh Kapoor	45,560,747
98	Vipul Bansal	45,163,250
99	Chetan Manhar Sanghvi	45,136,235
100	Soniya Davkhare	44,275,856
101	Pradeep Kumar Mehta	44,213,050
102	Umesh Chhazzed	44,136,204
103	Rajkumari Navneet Kumar Jain	43,460,977
104	Rakesh Tarway	43,261,741
105	Vipul Bansal Bansal	41,981,683
106	Priti Nimesh Shah	41,910,000
107	Shobha Ratna Tanniru	41,817,970
108	Usha Jalan	41,689,087
109	Neelesh C Chhajed	41,636,204
110	Sanket Shrikant Deodhar	41,548,244
111	Viraang Pravin Shah	40,581,096
112	Adrish Ray Chaudhuri	39,284,246
113	Sundar Raman	38,674,805
114	Prem Prakash Bhandari	38,074,628
115	Manisha Rakesh Jha	37,492,887
116	Bhaves R. Thakkar	36,560,000
117	Kheraj K Chhadva	36,400,000
118	Dixit Dani	36,029,598
119	Neeti Chandra	35,696,384
120	Falguni P Padode	35,502,000
121	INDRA KUMAR JAISWAL	34,770,000
122	Satish Mathur	33,900,000
123	Malti Pande	32,972,763



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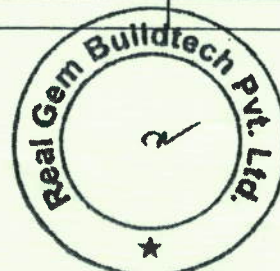
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Real Gem Buildtech Private Limited

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CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
124	Simran Gandhi	32,711,855
125	Ashish Makharia	32,343,127
126	Akanksha Jatin Mehta	32,324,156
127	Rekha Patodia	32,280,318
128	Rajiv K. patodia	32,279,798
129	Gaurav Suresh Mundra	30,449,426
130	Anjali Bajaj	28,170,626
131	Sneha Nangalia	28,170,626
132	Chandraprakash Agarwal	27,835,750
133	Opera Clothing Pvt. Ltd.	27,351,650
134	Farheen Asif Balwa	26,213,433
135	Khadiza Rizwan Patel	25,665,758
136	Manish Chandrashekhar Nagarsekar	25,443,891
137	Arun I Keswani	24,663,485
138	URMILA CHAURASIA	22,522,360
139	Pranav V. Makharia	21,885,880
140	East Tradvest Private Limited	20,750,000
141	Deepika Sunder Tulsaini	20,330,077
142	Faisal Aftab Badshah	20,303,479
143	Prakash L. Lulla	20,286,000
144	Prakash Lakhmichand Lulla	20,235,235
145	Dharini Bhaven Parekh	18,907,656
146	Mayuresh Structure Pvt Ltd	18,675,000
147	Shyam Sunder Poddar	15,892,857
148	Veena Sreeram	15,461,942
149	Alka Rani Jain	14,324,400
150	Bharat Mistry	13,452,579
151	Manama Impex Pvt. Ltd.	13,434,387
152	Zigma Enterprises	13,263,301
153	Brijesh Pratap Singh	13,132,602
154	Naba Kishore Nayak	12,450,500
155	Utsav Shah	12,358,042
156	Umesh G Chandgude	12,158,900
157	Puran Kumar	12,054,040
158	Uma Singi	11,388,054
159	Madan Mohan Singi	11,325,914
160	Chetan C. Sheth	10,807,800
161	Dreamz (A. N. Malhotra)	10,640,556
162	Midas Architectural	10,529,617
163	Neelam Jhamb	10,321,460
164	Rohit N Jhamb	10,282,576



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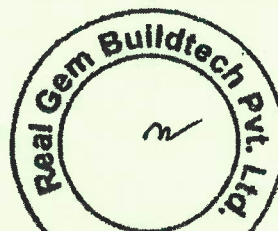
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Real Gem Buildtech Private Limited

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Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
165	Ashok Maheshwari	10,221,035
166	Grace Turnkey Projec	8,659,334
167	Kulwant Singh Bhatti	8,580,000
168	Metamorf Interiors &	6,835,221
169	Classic Marble Compa	5,605,519
170	AL Mak Engineers & C	5,583,278
171	Jain Engineers Pvt L	5,342,688
172	Western Infrabuild P	5,159,858
173	Cellcomm Solutions L	4,305,252
174	RGB Texteriors LLP	3,900,788
175	7 Petals Horticultur	3,751,641
176	I P W T Corporation	3,693,684
177	Brihanmumbai Municip	3,610,547
178	Vijay Systems Engine	3,488,168
179	Aconex India Pvt Ltd	3,314,048
180	Rocks And Logs India	3,288,026
181	Nina Percept Pvt Ltd	3,208,748
182	Vaishali Constructio	3,204,359
183	Mahesh Punjabi Assoc	2,598,240
184	Dinyar D. Madon	2,430,000
185	Cool Air Systems	1,982,678
186	Exellar Construction	1,963,774
187	Excelize Architectur	1,791,354
188	Reci Engineering Pvt	1,715,438
189	Surendra Enterprises	1,630,687
190	Mahalingam Earthmove	1,560,374
191	Vishal Interior & Co	1,515,696
192	Civil Construction E	1,500,000
193	Mehta Sons	1,411,572
194	S.Shobna Enterprises	1,398,817
195	Landscape Collaborat	1,388,700
196	Percept Profile(A Di	1,360,126
197	Gayatri Enterprises	1,311,724
198	Ogilvy & Mather Pvt.	1,243,329
199	Praval (India) Priva	1,137,100
200	J. Kumar Infracprojec	1,097,134
201	ALU MS	1,060,347
202	Giriraj And Sons	1,047,268
203	Odgers Berndtson Ind	1,046,320
204	Everlast Composites	989,125
205	Aan Style Arts	894,015



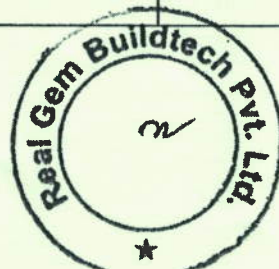
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Real Gem Buildtech Private Limited

Reg. Office : 702, NATRAJ, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai 400069.
CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
206	Edu-Bridge Consultan	851,515
207	Square Edge Infra	850,776
208	Vishal vaibhav	837,125
209	S.M Mahadik Construc	807,564
210	S S Enterprises	806,626
211	Vaishnvi Enterprises	751,213
212	TSV EXIMP PVT LTD	743,536
213	Bhoomika Clearing An	725,387
214	Crest Property Solut	699,347
215	S.S Decorators	687,252
216	R-Tech Engineering C	658,653
217	Structures and Sheft	629,551
218	M. J. Enterprises	622,951
219	A K Interiors	616,126
220	Shabd Interiors	579,047
221	Ambuja Cements Limit	572,640
222	Paramount Enterprise	551,128
223	Vandana Mhamunkar	547,709
224	C Bhogilal Trading C	540,342
225	Ting Works LLP	540,000
226	A C and R APPLIANCES	539,416
227	Max Cool Solutions P	538,625
228	Goel Power Controls	474,530
229	Supreme Gypsum Pvt L	457,800
230	MAST CLIMBER SPARES	453,563
231	Alfa Touch	448,840
232	WSP Cantor Seinuk In	406,252
233	Air Care Systems Pri	404,241
234	Altius Sports & Leis	394,289
235	Kala Engineering	384,419
236	Sigma-Byte Computers	382,305
237	T S Sawant & CO	371,345
238	Wadia Ghandy & Co.	363,736
239	M. L. Mansukhani & C	355,806
240	Ahad Pest Terminator	342,000
241	Insta Mark Private L	315,983
242	Systra MVA Consultin	303,372
243	Judo Mechatricals Pv	303,092
244	Raghunath M. Mistry	300,000
245	Bharat Engineers	299,925
246	Adfactors PR Pvt. Lt	297,810



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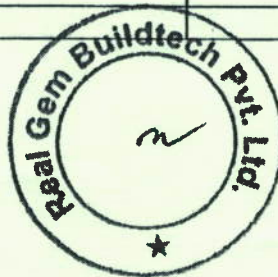
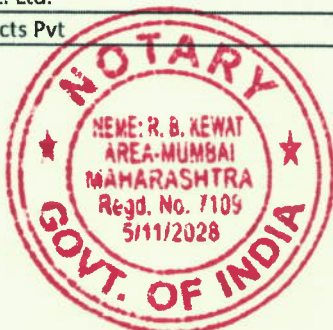
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Real Gem Buildtech Private Limited

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CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
247	UR Ground Engineerin	291,606
248	Square Edge Construc	285,492
249	Grow Green Irrigatio	278,875
250	RKS Enterprises	275,400
251	Shama Enterprises	268,875
252	MD Obaidullah SK	262,499
253	Nirav Sanitation	257,947
254	Mahesh Enterprises	256,325
255	Aviva Life Insurance	255,466
256	Firetex Protective T	233,048
257	Transportation & Tra	232,603
258	Corona Ugao0 Enterpr	218,214
259	Vibgyor Modellers	201,600
260	Chandrakant B Panchal	200,001
261	Varadavinayak Contra	199,864
262	Vijay Enterprises	197,747
263	CBM Engineers India	197,559
264	Rabs Net Solutions P	196,750
265	Digital 18 Media Ltd	196,000
266	Manikaran Enterprise	184,653
267	Aman Infra Engineeri	179,433
268	Aswani Industries Pv	173,247
269	Vedant Engineering	172,928
270	Shreeji House of Pri	171,718
271	STONE ART	171,269
272	Ogilvy Public Relati	169,813
273	V.K.Patel and Co.	168,180
274	Pollucon Enviro Engi	165,740
275	Ardex Endura (I) Pvt	164,020
276	S.D.Plaster	161,575
277	Bharati Contracting	147,600
278	Bhavesh Dilip Kuvadi	145,643
279	Mojaffar H.	138,050
280	Evavo Wellness and S	136,548
281	Absolute Contractors	120,468
282	Parkomate Solutions	117,618
283	ABEC Exhibition & Co	116,000
284	D B Realty Ltd	115,885
285	Harshdeep Roto Produ	115,474
286	Percept H. Pvt. Ltd.	106,068
287	M-Cube Projects Pvt	105,773



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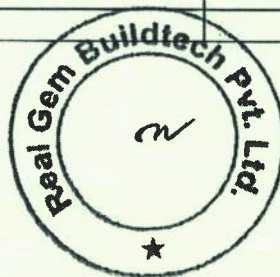
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Real Gem Buildtech Private Limited

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CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
288	CBRE South Asia Pvt	105,000
289	ICICI Home Finance C	105,000
290	Rustomjee Knowledge	104,340
291	Mahimtura Consultant	100,000
292	Sangir Plastics Pvt	100,000
293	Vaibhav Vijaykumar Karnik	100,000
294	Pareek Grani Marmo I	97,373
295	Navit Enterprises	93,939
296	S V Construction	93,746
297	Chaudhary Decor	91,266
298	Khan & Co. Infra Pro	87,396
299	Sukhvaastu Consultin	85,580
300	Ali Enterprises	83,231
301	Kallista Interiors	83,192
302	Ardex Endura I Pvt L	81,732
303	K Meenachi Sundaram	81,473
304	Imperial LPS And Ele	79,439
305	Siddiqui Enterprises	75,062
306	Structural Concepts	74,630
307	Audiotec	70,902
308	R.K.Engineering	70,000
309	Pratik Enterprises	67,832
310	Sunanda Enterprises	63,852
311	K Pallai Enterprises	61,969
312	Vishhal Construction	61,964
313	Interworld Furnishin	60,265
314	United Fabricators	58,505
315	Drywall Interior Fit	57,932
316	M H K Interior	54,574
317	Sterling & Wilson Po	54,338
318	Dodia Architectural	51,658
319	TALAH ENTERPRISES	50,099
320	Power Grip India	49,310
321	Sharad Enterprises	48,564
322	New Age Construction	47,043
323	Stoper Pest Control	44,982
324	Food Works	44,950
325	Somany Ceramics Ltd.	43,519
326	RNP Scaffolding & Fo	42,849
327	Geeta Art	41,521
328	Credo India	41,049



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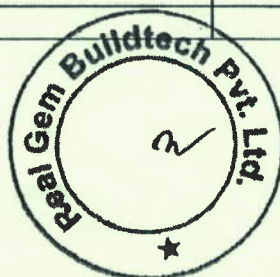
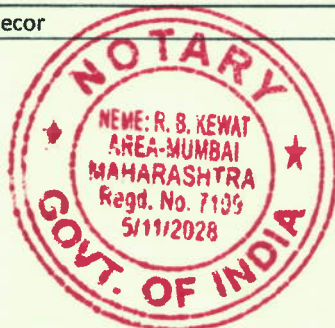


Real Gem Buildtech Private Limited

Reg. Office : 702, NATRAJ, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai 400069.
CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
329	Utsav Furniture	41,000
330	Trezure	40,483
331	M U Engineers	40,290
332	Dinesh & Company	40,196
333	Conmechauto Consulta	39,705
334	J A Enterprise	39,604
335	Siddhi Coatings	38,884
336	Shankar Laxman Dhuma	37,270
337	Lekhranj & Co	37,240
338	Krupali Fabrication	37,045
339	Fresh And Honest Caf	35,400
340	R Selvam Transport	34,830
341	Universal Tech Solut	34,422
342	Mascot Engineering W	33,550
343	Indu Corporation Pvt	31,774
344	Sharp HVAC Services	31,219
345	NEW CONSTRUCTION CON	30,718
346	Forum Creations	28,320
347	Prakash Fabcon & Eng	27,740
348	Naresh Rane	27,000
349	Masani Engg. Company	25,745
350	Hallmark Elevators P	25,000
351	Rup Civil Contractor	24,441
352	Metal Facade Systems	24,346
353	P & P Precast Produc	24,151
354	VB Corp	23,750
355	P. R. Ghule	23,387
356	N R Enterprise	22,833
357	LSG Construction LLP	21,941
358	Klean N Green Soluti	21,793
359	MAK Construction	20,810
360	Bhumit Enterprise	20,408
361	Kimpro Systems	20,000
362	Total Foundation	20,000
363	Shri Gouri Fabricati	19,453
364	AL ZAYIF Enterprises	19,000
365	TK Elevator India Pv	18,830
366	Bombay Heavy Lifters	17,125
367	Ambika Arts	16,596
368	Nirav M Shah	15,477
369	Om Sai Ganesh Decor	15,000



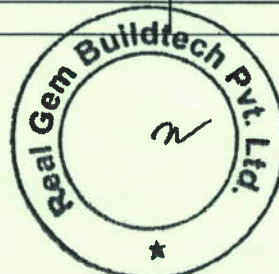
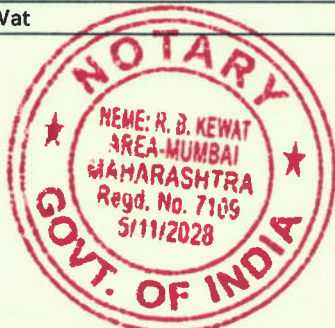
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Real Gem Buildtech Private Limited

Reg. Office : 702, NATRAJ, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai 400069.
CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
370	R.B.Dande & Associat	14,633
371	Pioneer Engineers	13,897
372	Shree Sadguru Aqua	13,859
373	Raj Interior	13,797
374	Anoop And Associates	13,220
375	N. S. & Associates	12,960
376	Rustomjee Realty Pri	11,546
377	Amhi Furnishers	10,750
378	Laxmi Enterprises	10,404
379	Vicky M Kundaliya	10,266
380	Insteel Engineers Pv	10,000
381	Nehal V. Kundaliya	10,000
382	Rangoli Stationery	9,775
383	Unitech Aircon	9,556
384	Canon India Pvt Ltd	8,753
385	Sanju & Co.	8,634
386	Chaka-Chak Housekeep	8,439
387	MK Studios	8,393
388	Kulaswamini Enterpri	8,300
389	Raghavendra Electric	7,945
390	Innovative Civil Eng	7,699
391	Ganesh	7,368
392	Precision Rubber & E	7,250
393	Kalpesh Fire Fitting	6,930
394	Atlantic Industries	6,909
395	Indian Airconditione	6,674
396	Kalimi Enterprise	6,592
397	Divya Construction	6,390
398	SDEC	6,272
399	Zenn Techno-Teade Pv	6,088
400	Capital Tourist Taxi	5,734
401	Hari Om Furnitures	5,551
402	ITZ SHOWTIME	5,520
403	Glasspaane Aluminium	5,267
404	Classic Glass Glazin	5,000
405	S V Ventures	5,000
406	Skyway Rmc Plants Pv	5,000
407	MopShop Distribution	4,747
408	Shyam Enterprises	4,699
409	Vinayak Video Vision	4,602
410	Triumph Purified Wat	4,185



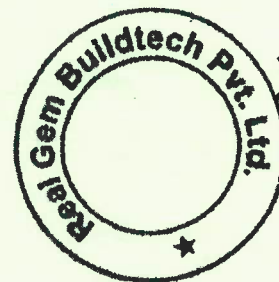
Real Gem Buildtech Private Limited

Reg. Office : 702, NATRAJ, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai 400069.
CIN: U70100MH1996PTC096712

Provisional unsecured creditors listing for the period ended June 21, 2024

Sr No	Name	Amount
411	Crystal Printers	4,095
412	Shriji Waterproofing	4,000
413	Power Print Cartridg	3,640
414	S.S Construction	3,531
415	Riddhi Siddhi Market	3,373
416	Bijon Trading Pvt. L	3,003
417	Orrlee Enterprises	2,596
418	Rahil Enterprises	2,504
419	Hiravati Enterprises	2,289
420	Pragnesh Oza	2,000
421	Viparkit Solutions P	1,950
422	Taha Khot	1,720
423	Ashapura Trading	1,600
424	Jyoti Furnitures	1,270
425	Ultra Pest Control (1,230
426	Green World Enterpri	609
427	Royal Furniture	576
428	K. K. Enterprises	500
429	Virat Enterprises	447
430	Chriscars Tours and	321
431	Acme Refrigeration C	314
432	Dharti Stationery &	150
433	Ganesh Trading Co.	53
434	Jay Jalaram Sanitary	3
TOTAL		16,704,524,069

For Real Gem Buildtech Private Limited



Zubin Patel
Director
DIN: 10295818





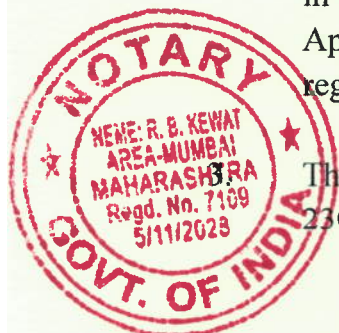
EXHIBIT "B"

REPORT OF THE MEETING OF THE UNSECURED CREDITORS OF REAL GEM BUILDTECH PRIVATE LIMITED ("SECOND APPLICANT COMPANY") HELD IN PHYSICAL MODE ON FRIDAY, 28 JUNE 2024 AT 11:30 A.M. (IST) IN TERMS OF THE ORDER DATED 29 APRIL 2024 PASSED BY THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

I, S. K. Shah, the Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble Tribunal**"), for the meeting of the unsecured creditors of Real Gem Buildtech Private Limited ("**Second Applicant Company**") chaired the meeting of the unsecured creditors of the Second Applicant Company held for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Kingmaker Developers Private Limited with Real Gem Buildtech Private Limited and their respective shareholders under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act ("**Scheme**"), in terms of the Order dated 29 April 2024 passed by the Hon'ble Tribunal in the Company Scheme Application No. C.A. (CAA)/37/MB/2024 ("**said Order**"). In terms of the said Order the meeting of the unsecured creditors of the Second Applicant Company was summoned by serving the notice along with statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") and accompanying documents, upon the unsecured creditors by email at their respective registered e-mail addresses available with the Second Applicant Company and by publishing advertisements in in 'Business Standard' in English and 'Navshakti' in Marathi, having wide circulation in Maharashtra. For those unsecured creditors of the Second Applicant Company whose e-mail address' were not available with the Second Applicant Company or who had not received notice convening said meeting, could access/download the said notice from the website of the Second Applicant Company viz www.rustomjee.com, as mentioned in more detail in the pre meeting Chairperson's Report dated 20 June 2024 reporting compliance of the Order by me and filed before the Hon'ble Tribunal on 20 June 2024. In terms of the said Order, I do hereby report to the Hon'ble Tribunal as under:

1. Pursuant to the said Order, a meeting of the unsecured creditors of the Second Applicant Company was held on Friday, 28 June 2024 where I chaired the said meeting. The quorum fixed for the said meeting was in terms of the said Order. The said meeting was attended personally or through proxies, in physical mode, by 6 unsecured creditors of the Second Applicant Company having outstanding amount of Rs. 4,83,85,21,548 as on the cut-off date i.e. 21 June 2024. Since the quorum being present, the said meeting was called 'to order'.
2. I informed the unsecured creditors that the documents for inspection, as referred to in the notices of the said meeting, are available on the website of the Second Applicant Company at www.rustomjee.com and they can also be accessed at the registered office of Second Applicant Company.

The notices convening the said meeting along with the statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and

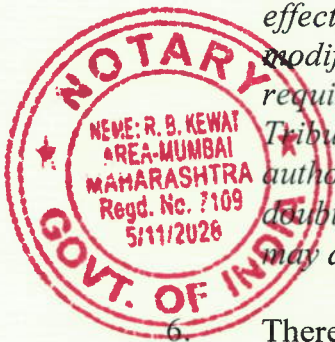


Rule 6 of the CAA Rules and accompanying documents had already been dispatched to the unsecured creditors, and was accordingly, taken as received, read and understood. I then explained the brief background and rationale of the Scheme to the unsecured creditors at the said meeting.

4. I further informed the unsecured creditors that pursuant to the Tribunal Order, Ms. Ria Ahuja, Practicing Company Secretary, failing whom, Mr. Dinesh Kumar Deora or failing him Mr. Tribhuwneshwar Kaushik was appointed as the Scrutinizer to scrutinize the votes in a fair and transparent manner. I thereafter requested the Scrutinizer to oversee the conduct of voting through poll paper at the said meeting.
5. The following resolution as set out in the notice convening and holding the said meeting of the unsecured creditors of the Second Applicant Company for approving the Scheme was placed before the unsecured creditors of the Second Applicant Company:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory or other 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”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of Kingmaker Developers Private Limited with Real Gem Buildtech Private Limited and their respective shareholders (“Scheme”) on the terms and conditions as stated therein placed before this meeting 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, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme 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.”



6. Thereafter, the unsecured creditors were invited to express their views, ask questions and seek clarifications on the Scheme at their meeting. No questions were raised by the unsecured creditors at the said meeting.
7. I thereafter ordered voting through poll paper at the said meeting and requested the Scrutinizer to ensure an orderly conduct of the voting.

8. I further informed the unsecured creditors that voting results along with the Scrutiniser's report will be displayed on the website of the Second Applicant Company at www.rustomjee.com.
9. I then thanked the unsecured creditors of the Second Applicant Company, who attended the said meeting, for the orderly conduct of the said meeting.
10. I thereafter announced that the item of business set out in the Notice of the said meeting had been concluded.
11. Ms. Ria Ahuja, Practicing Company Secretary, the Scrutinizer, submitted the Scrutinizer's Report on 28 June 2024 on the votes cast at the said meeting.
12. I submit that the Scrutinizer's report clearly sets out the result of the said meeting and the voting thereat. Accordingly, the requisite majority of unsecured creditors in number representing more than three-fourth in value, present and voting are of the opinion that the Scheme should be approved and agreed to. The summary of result of the said meeting of the unsecured creditors of the Second Applicant Company and the voting thereat is as under:

(iv) Voted **in favour** of the resolution:

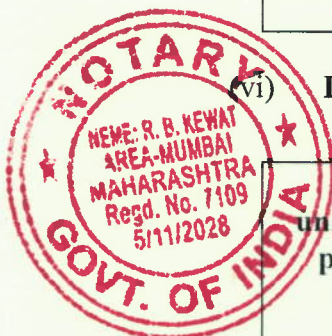
Numbers of unsecured creditors present and voting (in person or in proxy)	Number of Votes cast by them	Value of the total valid votes cast	Percentage of Total number of valid votes cast
5	5	4,83,67,30,194	99.96%

(v) Voted **against** the resolution:

Numbers of unsecured creditors present and voting (in person or in proxy)	Number of Votes cast by them	Value of the total valid votes cast	Percentage of Total number of valid votes cast
1	1	17,91,354	0.04%

(vi) **Invalid votes:**

Total number of unsecured creditors (in person or by proxy) whose votes were declared invalid	Value of the total invalid votes cast	Total number of votes cast by them
0	0	0



13. The above table shows that the proposed Scheme has been approved by 99.96% of the unsecured creditors representing Rs. 4,83,67,30,194 (in value) of the valid votes cast by the unsecured creditors of the Second Applicant Company, who voted at the

[Handwritten Signature]

Section 230 of the Companies Act, 2013. A copy of the Scrutinizer's report on the voting at the said meeting is annexed hereto and marked as **Annexure "1"**.

14. I say that all relevant records relating to attendance at the said meeting have been handed over to me, by Ms. Ria Ahuja, Practicing Company Secretary.
15. I crave leave to refer to and rely upon the said attendance list of the unsecured creditors of the First Applicant Company, as and when produced.
16. Accordingly, the Scheme has been approved by the requisite majority of the unsecured creditors of the First Applicant Company.

Dated this 5 day of July 2024



Mr. S. K. Shah

Chairperson appointed for the meeting of the unsecured creditors of the First Applicant Company





RIA AHUJA

COMPANY SECRETARY

C/204, Park Ivory, Park Street, Wakad, Pune-411057, Mob: 9167929989; email: csriaahuja@gmail.com

Report of Scrutinizer

[Pursuant to the directions of the National Company Law Tribunal vide its order dated April 29, 2024]

To,
Mr. S. K. Shah
Chairperson appointed by the Hon'ble National
Company Law Tribunal, Mumbai Bench
for the Meeting of the unsecured creditors of
REAL GEM BUILDTECH PRIVATE LIMITED
CIN: U45202MH2009PTC193816
Registered office: 702, Natraj, M. V. Road Junction,
Western Express Highway, Andheri (East),
Mumbai, Maharashtra-400069.

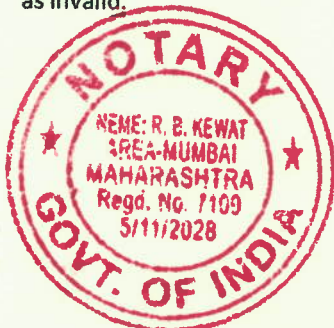
Dear Sir,

Subject: Scrutinizer's Report on passing of resolution through poll by ballot paper at the meeting of unsecured creditors of Real Gem Buildtech Private Limited ("the Company") held pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") on 28 June, 2024 at 11:30 a.m. at the registered office of the Company in the matter of the Scheme of Amalgamation of Kingmaker Developers Private Limited with Real Gem Buildtech Private Limited and their respective shareholders ("Scheme") under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Act").

I, Ms. Ria Ahuja, Practicing Company Secretary, have been duly appointed as the Scrutinizer for the meeting of the unsecured creditors of the Company convened and held on 28 June 2024 at 702, Natraj, M. V. Road Junction, Western Express Highway, Andheri (East), Mumbai, Maharashtra-400069, for considering the Scheme, pursuant to the directions of the Hon'ble Tribunal vide order dated 29 April 2024 passed in Company Scheme Application No. CA(CAA)-37/MB/2024.

At the meeting venue, after the unsecured creditors of the Company were informed of my appointment as the Scrutinizer, the poll was duly conducted, I wish to state that before the poll was conducted, the Ballot Box was sealed in my presence, and I had verified that there were no Ballot Papers inside the Ballot Box when sealed. The Ballot Papers were then deposited by the unsecured creditors of the Company in my presence in the Ballot Box and the poll papers were duly scrutinized. I initialled all the 6 ([six]) Ballot Papers found in the Ballot Box.

Before the detailed scrutiny of Ballot Papers was undertaken, the Ballot Papers received in the Ballot Box were segregated into "FOR", "AGAINST" and "INVALID". Thereafter, I got the signatures on the Ballot Papers verified with the specimen signature recorded under the Letters of Authorisation and Proxy Forms received by the Company wherever applicable. The Ballot Papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company. I have also examined the instruments of proxies and the Letters of Authorisation received by the Company. I have also examined that the Ballot Papers were complete, and not liable to be rejected as invalid.



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RIA AHUJA

COMPANY SECRETARY

C/204, Park Ivory, Park Street, Wakad, Pune-411057, Mob: 9167929989; email: csriaahuja@gmail.com

The Scrutinizer's Report on the resolutions proposed in the Notice of the Tribunal convened meeting with respect to Poll Process is as under.

The Chairperson demanded poll at the said meeting and declared that all items shall be decided through Poll as per provisions of the Companies Act, 2013 read with the relevant rules made thereunder.

Based on our scrutiny, the results of the poll conducted are as given under:

(a) Resolution Item No 1

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai Bench of the National Company Law Tribunal or by any other regulatory or other 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", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Amalgamation of Kingmaker Developers Private Limited with Real Gem Buildtech Private Limited and their respective shareholders ("**Scheme**") on the terms and conditions as stated therein placed before this meeting, 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, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Mumbai Bench of the National Company Law Tribunal while sanctioning the arrangement embodied in the Scheme 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."

(i) Voted in favour of the resolution:

Numbers of members present and voting (in person or in proxy)	Number of Votes cast by them	Value of the total valid votes cast	Percentage of Total number of valid votes cast
5	5	4,83,67,30,194/-	99.96%

(ii) Voted against the resolution:

Numbers of members present and voting (in person or in proxy)	Number of Votes cast by them	Value of the total valid votes cast	Percentage of Total number of valid votes



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RIA AHUJA

COMPANY SECRETARY

C/204, Park Ivory, Park Street, Wakad, Pune-411057, Mob: 9167929989; email: csriaahuja@gmail.com

			cast
1	1	17,91,354/-	0.04%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Value of the total invalid votes cast	Total number of votes cast by them
0	0	0

We state as follows:

1. Based on the foregoing, resolutions stated above, were passed with requisite majority.
2. All the relevant records relating to the Ballot Papers is under my safe custody and it will be handed over to the Chairperson for preserving safely after the Chairperson considers, approves and signs the minutes of the said meeting.
3. Meeting concluded at 12.30 p.m.
4. The ballot box was opened on 28 June 2024 at 12.30 p.m. in my presence.
5. Of the 6 (six) Ballot Papers received and all 6 (six) were considered as valid Ballot Papers.

Thanking you,
Yours faithfully,

For Ms. Ria Ahuja
Practicing Company Secretary

Ria Ahuja

Place: Mumbai
Date: June 28, 2024

ACS: 29556, COP: 16838
Peer Review No. 3597/2023
UDIN No.: A029556F000631146

Countersigned by



Mr. S. K. Shah
Chairperson of the Meeting of the Unsecured Creditors of
REAL GEM BUILDTECH PRIVATE LIMITED





**BEFORE THE NATIONAL COMPAY LAW TRIBUNAL,
MUMBAI BENCH
COMPANY SCHEME APPLICATION NO. C.A. (CAA)/37/MB/2024**

In the matter of the Companies
Act, 2013

AND

In the matter of Sections 230 to 232
read with Section 66 and other
applicable provisions of the Companies
Act, 2013

AND

In the matter of Scheme of
Amalgamation of Kingmaker
Developers Private Limited with Real
Gem Buildtech Private Limited and
their respective shareholders
("Scheme")

COMPANY	SCHEME
APPLICATION	

DATED THIS 5 day of July 2024

M/s. KHAITAN & CO.,

Advocates for the Applicant Companies

One World Centre,

13th Floor, Tower 1,

841 Senapati Bapat Marg, Mumbai –
400 013

Telephone No. 022 - 6636 5000

Email:

litigation.mumbai@khaitanco.com

