

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Company will be held at their Registered Office at 202, 2nd floor, Raj Tower-1, G-1, Alaknanda Community Centre , New Delhi-110019 on 25th day of September 2020 (Friday), at 4.30 p.m. to transact the following businesses:

ORDINARY BUSINESS:-

1. To receive consider and adopt the annual account for the year ended 31st March 2020 together with Directors report and Auditor's report thereon.
2. To Declare Dividend on Equity Shares.
3. To appoint Director in place of Shri Alok Shriram, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Director in place of Ms. Deepika Jindal, who retires by rotation and being eligible, offers herself for reappointment.
5. To appoint Auditors and fix their remuneration. The retiring Auditors M/S Rajan K Gupta & Co., Chartered Accountants being eligible offer themselves for re- appointment.

Special Business

6. **To consider and, if thought fit, to pass with or without modification(s) the following as Ordinary Resolution:**
"Resolved that Mr. Ravish Sawrup who has consented to Act, if appointed as Director of the Company be and is hereby appointed as Director of the Company, be liable to retire by rotation."
7. **To consider and, if thought fit, to pass with or without modification(s) the following as Ordinary Resolution:**
"Resolved THAT Pursuant to approval of the Board and subject to the provisions of section 196,197,198 and other applicable provisions of the Companies Act, 2013 and the rule made there under, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ajay Poddar as "MANAGING DIRECTOR" of the Company with effect from 01.04.2020 to 31.03.2025."
8. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 4 and section 13 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, approval of the members be and is hereby accorded to amend the Memorandum of association of the Company as per the draft circulated with the notice of this meeting with respect to the object clause (Clause III) of the Memorandum of Association of the Company and such other amendments as may be required to align the Memorandum of Association with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Ajay Kumar Poddar, Managing Director and/or Mr. Pranav Poddar, Directors of the Company be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT Mr. Ajay Kumar Poddar, Managing Director and/or Mr. Pranav Poddar, Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, New Delhi/ Ministry of Corporate Affairs), in connection

with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER Mr. Ajay Kumar Poddar, Managing Director and/or Mr. Pranav Poddar, Directors be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT Mr. Ajay Kumar Poddar, Managing Director and/or Mr. Pranav Poddar, Directors, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, New Delhi/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

By order of the board

SD
(PRANAV PODDAR)
DIRECTOR

Place: New Delhi

Date: 26.08.2020

Note: A member entitled to attend and vote is entitled to appoint a proxy to attend and vote (on poll) instead of himself and the proxy need not be a member of the company.
Explanatory Statement relating to the special business is annexed.

Item No.6

Mr. Ravish Sawrup who has given his consent to Act as Director of the company, if appointed. The summary of his professional occupations was seen and it was felt by the Board that his diverse and considerable experience and leadership skills will help the company greatly and therefore he was recommended by the Board of Directors in their meeting held on 04.03.2020. The appointment is being made in accordance with the provisions of the Companies Act, 2013. In the opinion of the Board he fulfills the conditions specified in this Act for such an appointment.

The Board of Directors recommends the resolution set out in the Notice for approval of the shareholders. None of the Director, except the appointee themselves is interested in or concerned with the proposed resolution.

Item No.7

The Board of Directors in their meeting held on 04.03.2020 approved the re-appointment of Mr. Ajay Poddar as Managing Director for a further period of five years with retrospective effect from 01.04.2020 to 31.03.2025 subject to the approval of shareholders on the revised remuneration which will be effective from 01.07.2020 as detailed hereunder:

- a) **Salary:** Rs. 2,15,000/- per month.
- b) **House Rent Allowance:** Rs 1,50,000/-per month
- c) **Special Allowance-** Rs 1,35,000/- per month
- d) **Facility:** Car with driver for Office use.
- e) **Leave:** One month leave for 11 months of service, encashment of leave at the end of the tenure.
- f) **Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred in business of the Company.
- g) **Membership of Clubs:** Restricted to two Clubs only and no Life membership fee.
- h) **Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year, the remuneration shall be paid as mentioned above or such higher remuneration as may be approved by the Board of Directors of the Company subject to the limits prescribed or as may be prescribed in Part II of Schedule V to the Companies Act, 2013.

All other existing terms and conditions will remain same.

The Board of Directors recommends the resolution set out in the Notice for approval of the shareholders. None of the Director, except Mr. Pranav Poddar and the appointee himself is interested in or concerned with the proposed resolution.

Item No.8

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act.

Your directors' in its meeting held on 25.08.2020 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company with respect to the following:

- a. Clause IIIA - Main Objects of the Company by way of insertion(s)/ deletion(s)/ alteration(s);
- b. Clause IIIB - Matters which are necessary for furtherance of the Objects specified In Clause 3(A) by way of insertion(s)/ deletion(s)/ alteration(s);
- c. Clause III(C) - Other objects have been deleted;
- d. Other amendments required to align the existing memorandum of association with the provisions of the Companies act, 2013.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Extraordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution set out above.

Item No.9

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors in its meeting held on 25.08.2020 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Annual General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

