

RUCHIKA INDUSTRIES INDIA LIMITED

Regd. Off: 126, Damji Shamji Industrial Estate, LBS Marg, Vikhroli (West), Mumbai – 400 083
CIN: U51503MH1985PLC301881 E-Mail ID: roc.ruchika@gmail.com

RUCHIKA INDUSTRIES INDIA LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the Company will be held on Wednesday, the 31st Day of January 2018 at 4.00 P.M., at 126, Damji Shamji, Estate, LBS Marg, Vikhroli (West), Mumbai – 400083 to transact the following business:

SPECIAL BUSINESS

Item No. 1. Adoption of new set of Articles of Association

To consider and, if thought fit, to pass the following resolution as a Special resolution:-

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), subject to approval of the Registrar of Companies, Maharashtra, The BSE Limited (BSE) and such other authorities as may be required, the consent of the members be and is hereby accorded to adopt the new set of Articles of Association in substitution, as per the New Companies Act, 2013 as placed before the meeting.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts and things which are incidental and ancillary to attain the purpose specified in the above resolution and to obtain all the required approvals and to file the necessary documents to the concern authorities.”

Item No. 2: Sub-division of face value of the equity share of the Company from Rs. 10 per share to Rs. 5 per share.

To consider and, if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with Articles of Association of the Company, subject to the approval of Securities and Exchange Board of India (SEBI) and The BSE Limited (BSE) and such other authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for subdividing the Equity Shares of the Company, including the Paid-up Shares, such that, each existing Equity share having nominal value of Rs.10/- (Rupees Ten only) each be sub-divided into 2(Two) Equity Shares of nominal value of Rs.5/- (Rupees Five only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, subscribed and paid-up Equity Share Capital of nominal value of Rs. 10/- each shall stands sub-divided into 2 equity shares of nominal value of Rs. 5/- each.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- each both in the electronic form and in the physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be determined by the Board for this purpose) and the company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the

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Company, in lieu of such old share certificates and give proportionate credit of shares, wherever required to those shareholders in demat form.

RESOLVED FURTHER THAT pursuant to sub-division, Clause V of the Memorandum of Association of the Company shall stand altered as:

“The Authorized Share Capital of the Company is Rs. 2, 50, 00,000/- (Rupees Two Crore Fifty Lac Only) divided into 50, 00,000 (Fifty Lac) equity shares of Rs. 5/- each.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do or cause to do all such acts, deeds, matters as may be necessary in the interest of the Company to give effect to this resolution, including but not limited to signing and execution of necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in this regard.”

Item No. 3 To alter the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION.

RESOLVED FURTHER THAT the consent of the members be and is hereby given, to replace the heading “The objects incidental or ancillary to the attainment of the main objects are:” as mentioned under Clause III B of the objects with the heading “Matters which are necessary for furtherance of the objects specified in clause III A are:”

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to completely delete Clause C, i.e. Other Objects of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby authorized to do all such acts and things which are incidental and ancillary to attain the purpose specified in the above resolution and to obtain all the required approvals and to file the necessary documents to the concern authorities.”

By order of the Board

Satishkumar Rajbhar
Director
DIN: - 06798717

Place: New Delhi
Date: 29.12.2017

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NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto.
2. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING. BLANK PROXY FORM IS GIVEN IN THE ANNUAL REPORT.***

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

1. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
2. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. Relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the Members at the Registered Office at 126, Damji Shamji, Estate, LBS Marg, Vikhroli (west), Mumbai-400083 of the Company on all working days of the Company, during business hours up to the date of the Meeting and will be available for inspection at the EGM.
4. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
7. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Limited at 9, Shiv Shakti Industrial Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lower Parel (East) Mumbai 400 011.

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8. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
9. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL) . The facility for voting through ballot paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
10. Notice of Extra-Ordinary General Meeting and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
11. Members may also note that the Notice of Extra-Ordinary General Meeting will be available on the Company's website. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: roc.ruchika@gmail.com.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
13. Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Limited at 9, Shiv Shakti Industrial Estate J.R. Boricha Marg, Opp. Kasturba Hospital Lower Parel (East) Mumbai 400 011.
14. Mr. Vikas Kumar Verma (M. No. 9192) Practicing Company Secretary, M/s Vikas Verma & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
16. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
17. Route map & landmark of venue of EGM is enclosed with Notice.

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18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 28th January, 2018 (9:00 am) and ends on 30th January, 2018 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24th January, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put your user ID and password. Click Login.

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- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “EVEN” of “Ruchika Industries India Limited”.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vikasverma@vvanda.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :

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EVEN (Remote e-voting Event Number) **USER ID** **PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24th January, 2018.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th January, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be

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entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

- XIII. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two (2) days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The result shall be declared on 2nd February, 2018 by the chairman of the meeting or any other director so authorized by the Board/chairman.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange, where equity shares are listed, if any.

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Form No. 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]**

Extra- Ordinary General Meeting – 31st January, 2018

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature	

Or failing him / her

Name :	E-mail Id:
Address:	
Signature	

Or failing him / her

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the company, to be held on the 31st January, 2018 at 4:00 P.M. at 126, Damji Shamji, Estate, LBS Marg, Vikhroli (west), Mumbai-400083 and at any adjournment thereof in respect of such resolutions as are indicated below:

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Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of New set of Article of Association of Company		
2.	Sub-division of face value of the equity share of the Company from Rs. 10 per share to Rs. 5 per share.		
3.	To alter the Memorandum of Association of the Company.		

Signed thisday of 2018.

.....
Signature of the member Signature of the proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Extra-ordinary General Meeting i.e., to reach on or before 29th day of January, 2018 at 4:00 P.M.

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra-Ordinary General Meeting – 31st January, 2018

Full name of the member(s) attending _____

(In block capitals)

Registered Folio no. / DP ID no. / Client ID no. : _____

No. of shares held: _____

Name of Proxy: _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra-Ordinary General Meeting of Ruchika Industries India Limited at _____ on **31st January, 2018 at 4:00 P.M.**

(Member's /Proxy's Signature)

Notes:

- 1) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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Electronic Voting Particulars

EVEN (E voting Event Number)	USER ID	Sequence Number
108126		

NOTE: Please read carefully the instructions printed in the notice before exercising vote.

Explanatory Statement under section 102 of the Companies Act, 2013

Item No. 1: Adoption of New set of Article of Association of Company

The Board of Directors in its meeting held on 29th December, 2017 proposed to adopt the new set of Articles of Association of the Company and as per the provisions of Companies Act, 2013, any alteration in the articles require approval of the members by way of Special resolution.

The memorandum of association, articles of association and other relevant documents are available for inspection in physical form during the business hours at the registered office of the Company. Further, the copies thereof shall also be made available for inspection at the registered office of the Company and at the meeting.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution.

Item No. 2: Sub-division of face value of the equity share of the Company from Rs. 10 per share to Rs. 5 per share.

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Board of Directors at its meeting held on 29th December, 2017, has approved the proposal for sub-division(stock split) of each Equity Share of the Company having a face value of Rs.10/- each into 2 Equity Shares of the Face value of Rs. 5/-each, subject to the approval of shareholders and all statutory authorities concerned.

The Company's Equity Shares are listed on BSE. The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors.

As per the provisions of Section 61 of the Companies Act, 2013, approval of the Shareholders is required for sub division of shares. Further approval is also being sought for alteration in Clause V of

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Memorandum of Association of the Company, pursuant to sub-division. Hence, the said resolution, as set out under Item No. 2 of the Notice, is hereby recommended for your approval.

Since the resolution under consideration, for the approval of the members of the Company does not affect or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

The memorandum of association, articles of association and other relevant documents are available for inspection in physical form during the business hours at the registered office of the Company. Further, the copies thereof shall also be made available for inspection at the registered office of the Company and at the meeting.

None of the Directors and/or relatives of the Company are concerned or interested in the said resolution except till the extent of their shareholding in the company.

Item No. 3: To alter the Memorandum of Association of the Company.

The members of the Company are informed that any alteration in the Memorandum of Association of the Company requires approval of the members by way of Special Resolution under the provisions of the Companies Act, 2013. There is proposal to alter the capital clause of the MOA of the Company. Due to such alteration, there is a need to alter the heading under Clause IIIB and deletion of clause IIIC as per the extant of the provisions of the Companies Act, 2013.

The memorandum of association, articles of association and other relevant documents are available for inspection in physical form during the business hours at the registered office of the Company. Further, the copies thereof shall also be made available for inspection at the registered office of the Company and at the meeting.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution.

Since the resolution passed by the members of the Company does not affects or relates to any other company in terms of the provisions of Section 102(2) of the Companies Act, accordingly requirement of giving shareholding of the promoter, director, manager and other key managerial personnel of the Company in that other Company is not applicable.

The Board recommends that the resolution set out at item no. 3 to be passed as a **Special Resolution**.

By order of the Board

Satishkumar Rajbhar
Director
DIN: - 06798717

Place: New Delhi
Date: 29.12.2017