

## **NOTICE OF 7TH (SEVENTH) ANNUAL GENERAL MEETING**

To,  
The Members,  
**EIPII EXPORTS PRIVATE LIMITED**

Notice is hereby given that the 7<sup>th</sup> (Seventh) Annual General Meeting of the Members of **EIPII EXPORTS PRIVATE LIMITED** will be held **Friday, 17<sup>th</sup> September, 2021 at 12.30 p.m.** at the Registered Office of the Company situated at D-59/60, Additional Ambarnath MIDC, Ambarnath (East), Dist. Thane, Pin-421506, Maharashtra to transact the following business: -

### **ORDINARY BUSINESS: -**

#### **1. Adoption of Financial Statements for the financial year ended March 31, 2021:**

To receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

### **SPECIAL BUSINESS: -**

#### **2. Increase in the Authorized Share Capital of the Company:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61, Section 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 1,00,000/- (Rupees One Lakh only) divided into 1,000 (One Thousand) Equity Shares of Rs. 100 (Rupees One Hundred) each to Rs. 1,00,00,000/- (Rupees One Crore only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 100 (Rupees One Hundred) each by creation of additional 99,000 (Ninety Nine Thousand) Equity Shares of Rs. 100 (Rupees One Hundred) each ranking pari-passu in all respect with the existing Equity Shares."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

#### **3. Alteration of the Capital Clause of the Memorandum of Association of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. The Authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 100/- (Rupees One Hundred) each."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

By Order of the Board of Directors  
**EIPII EXPORTSPRIVATE LIMITED**  
[CIN: U52100MH2014PTC259675]

Date: 25<sup>th</sup> August, 2021  
Place: Hyde Park, Mumbai

Sd/-  
**Bhadresh K. Thakkar**  
Director [DIN: 00774787]

Sd/-  
**Shibroor N. Kamath**  
Director [DIN: 00140593]

**Notes:**

1. A Member is entitled to attend and vote at the Annual General Meeting and entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member of the Company.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's Registered Office not less than 48 (forty-eight) hours before the commencement of the meeting.
3. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
4. Corporate member(s) intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding the shares in physical form are requested to notify immediately any update/change of address and/or details of PAN to the Company.
6. Statutory Auditors' Ratification: The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. Panachand K. Shah & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 107271W), who were appointed in the 6<sup>th</sup> Annual General Meeting, held on September 15, 2020 from the conclusion of 6<sup>th</sup> (sixth) Annual General Meeting till the conclusion of the 11<sup>th</sup> (eleventh) consecutive Annual General Meeting of the Company to be held in the year 2025.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the 7<sup>th</sup> (Seventh) Annual General Meeting is annexed thereto.

## **Explanatory Statement**

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice

### **Item No. 2**

The present Authorised Share Capital of the Company as reflected in the Memorandum of Association is Rs. 1,00,000/- (Rupees One Lakh only) divided into 1,000 (One Thousand) Equity Shares of Rs. 100 (Rupees One Hundred) each. Currently the paid-up share capital of the Company is already at par with its authorised share capital. The Company may require more funds for diversifying itself and to facilitate any fund raising in future and in such situation the Company is required to increase its authorised share capital before increasing its paid-up share capital. Hence a Company can be benefited by way of increase in authorised share capital of the Company as it will raise funds by issuing of fresh equity shares to the extent of gap between paid up and authorised capital. Also, it can also reduce dependency on bank loans as well as the Company's overall net worth also increases.

The proposed resolutions are in the interest of the Company and The Board recommends the Ordinary Resolution set forth at Item No. 2 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 2 of the Notice.

### **Item No. 3**

Consequently, it is proposed to make appropriate alteration in the Memorandum of Association of the Company to reflect the changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company and The Board recommends the Special Resolution set forth at Item No. 3 of the Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested in the Resolution mentioned in Item No. 3 of the Notice.

By Order of the Board of Directors  
**EIPII EXPORTSPRIVATE LIMITED**  
[CIN: U52100MH2014PTC259675]

Date: 25<sup>th</sup> August, 2021  
Place: Hyde Park, Mumbai

Sd/-  
**Bhadresh K. Thakkar**  
Director [DIN: 00774787]

Sd/-  
**Shibroor N. Kamath**  
Director [DIN: 00140593]