**NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that an Extraordinary General Meeting of the Members of **----------------------------Private Limited**, will be held on **--------------------------** at 11:00 A.M. at the Registered Office of the Company at ---------------------------------------------------------------------------------- to transact the following business:

**SPECIAL BUSINESS: Ordinary Resolution**

**ITEM NO. 1 : INCREASE THE AUTHORISED SHARE CAPITAL**

To consider and if thought fit to pass with or without modification(s), the following resolution:

**“RESOLVED THAT,** pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 1,00,000 (Rupees One Lac) divided into 10,000 (Ten Thousand) equity shares of Rs. 10/- each to Rs. 560,00,000 (Rupees Five Crores Sixty Lacs Only) divided into 56,00,000 (Fifty Six Lacs) equity shares of Rs. 10/- each by creation of additional 55,90,000 (Fifty Five Lacs Ninty Thousands) equity shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.”

**ITEM NO. 2 : ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

To consider and if thought fit to pass with or without modification(s), the following resolution :

**“RESOLVED THAT,** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, t the consent of the members of the Company be and is hereby accorded for amending **Clause V** of the Memorandum of Association of the Company with the following clause.

**V. The Authorised Share Capital of the Company is Rs. 5,60,00,000/- (Rupees Five Crores Sixty Lacs) divided into 56,00,000 (Fifty Six Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”**

**Registered Office**  *By Order of the Board*

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CIN: - --------------------------

Email: ---------------------------- Director

Ph. No: ----------------------------

Dated:--------------------------

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.**
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

To meet the business requirements and expansion of business the Company is in urgent need of equity infusion, and is therefore proposing to raise further capital. However, since the paid-up capital of the Company has already reached at par with the Authorized Share Capital of the Company; in order to issue further shares to the Shareholders, the Company must first increase its authorized share capital. Hence the Board of Directors of the Company vide its resolution dated November 23rd, 2016 has proposed to increase the authorised share capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorised share capital. The Board therefore seeks approval for the same.

None of the Directors, Key Managerial Personnel and their relatives are interested in passing of the resolutions.

**ITEM NO. 2**

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, **Clause V** of the Memorandum of Association of the Company must be amended. A draft of the amended Memorandum of Association with the following **Clause V** was tabled and initialled for discussion:

**V. The Authorised Share Capital of the Company is Rs. 5,60,00,000/- (Rupees Five Crores Sixty Lacs) divided into 56,00,000 (Fifty Six Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”**

As per section 13 of Companies Act, 2013, the alteration of the Memorandum of Association of the Company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same.

None of the Directors, Key Managerial Personnel and their relatives are interested in passing of the resolutions.

**Registered Office**  *By Order of the Board*

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CIN: - --------------------------

Email: ---------------------------- Director

Ph. No: ----------------------------

Dated:--------------------------