

**NOTICE**

NOTICE is hereby given that the 01/2020-21 Extraordinary General Meeting of the Members of Inficold India Private Limited (“the Company”) will be held at shorter notice on Monday, April 27, 2020 at 12:00 Noon at R-9/279, Raj Nagar Ghaziabad-201001, Uttar Pradesh through video conferencing to transact the following business:

**SPECIAL BUSINESS:****1. TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

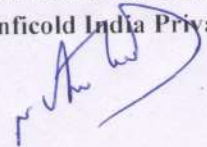
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and Section 64 of the Companies Act, 2013, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 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. 3,00,000/- (Rupees Three Lakh only) comprising of 30,000 (Thirty thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) comprising of (i) 30,000 Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and (ii) 5,000 (Five Thousand) Preference Shares of face value of Rs. 10/- (Rupees Ten only) each;

**RESOLVED FURTHER THAT** “Clause 5” of the Memorandum of Association of the Company be altered to read as follows:

“*V. The Share Capital of the Company is Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) comprising of (i) 30,000 (Thirty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and (ii) 5,000 (Five Thousand) Preference Shares of face value of Rs. 10/- (Rupees Ten only) each.*”

For and on behalf of  
Inficold India Private Limited

  
Nitin Goel  
Director  
DIN: 06748835  
Address: R-9/279, Raj Nagar,  
Ghaziabad-201001, Uttar Pradesh

Place: Ghaziabad  
Date: 27<sup>th</sup> April, 2020

**NOTES:****A. AVAILABILITY OF VIDEO CONFERENCE FACILITY**

In furtherance of the Government's objective of facilitating corporate compliances during the current lockdown period and other restrictions on account of COVID-19 and social distancing conditions, the Ministry of Corporate Affairs (MCA) vide Circular no 14/2020 dated 8<sup>th</sup> April, 2020, has allowed companies to hold Extra-Ordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Mode (OAVM).

Accordingly, the General Circular No. 14/2020 dated issued by the MCA allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circular, as the Company is an Unlisted Public Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Video Conferencing Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM is provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Special Business concurrently during the Extra-Ordinary General Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at [kashika.batra@emindslegal.com](mailto:kashika.batra@emindslegal.com) (' Designated Email').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.
3. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 11:45 am, and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of Members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. The members present shall elect the Chairman on show of hands.
6. Where Poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email.
7. ***AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.***
8. Relevant documents pertaining to the Special Business will be made available to the Member electronically upon sending a request at the Designated Email.

**B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email along with the Notice.



**Inficold India Private Limited**  
Registered Office: R-9/279, Raj Nagar, Ghaziabad – 201001, Uttar Pradesh, India  
Corp. Office: G-21, Sector-11, Noida (U.P.) India, 201301  
Ph: 0120-4562518, +91 987351865, [www.inficold.com](http://www.inficold.com)  
CIN: U74120UP2015PTC072958

2. Click "Join" to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at helpline number +91 9752422259 or write to [kashika.batra@emindslegal.com](mailto:kashika.batra@emindslegal.com) to receive a response.

Members desiring any assistance relating to joining the meeting are requested to write to us at least 2 Hours before the meeting to enable us to assist you effectively.

#### **C. OTHER NOTES**

1. Explanatory statement pursuant to Section 102 of the Companies Act 2013, which sets out the details relating to items of special business to be transacted at the meeting is annexed hereto.
2. The route map of the venue of the Extraordinary General Meeting is enclosed and forms part of Notice of this meeting

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

The following Explanatory Statement sets out the material facts relating to the business under Item No. 1 mentioned in the accompanying Notice.

**ITEM NO. 1:**

1. The Authorized Share Capital of the Company as reflected in the Memorandum of Association as on date is Rs. 3,00,000/- (Rupees Three lakh only) divided into 30,000 (Thirty thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.
2. Accordingly, the authorized share capital of the Company is proposed to be increased from existing Rs. 3,00,000/- (Rupees Three lakh only) comprising of 30,000 (Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) comprising of (i) 30,000 Equity Shares of face value of Rs. 10/- (Rupees Ten only) each and (ii) 5,000 (Five Thousand) Preference Shares of face value of Rs. 10/- (Rupees Ten only) each.

Consequent to the increase of authorized share capital, the authorized share capital clause contained in Clause 5 of the Memorandum of Association needs to be altered as indicated in Resolution no. 1 contained in the Notice convening the EGM.

3. Your Directors recommend the Resolution as set out at No. 1 for the approval of the shareholders of the Company.
4. None of the Directors, Key Managerial Personnel and relatives of the Directors / Key Managerial Personnel of the Company is interested in the proposed Resolution except as holders of equity shares in general.

**For and on behalf of  
Inficold India Private Limited**



**Nitin Goel**

**Director**

**DIN: 06748835**

**Address: R-9/279, Raj Nagar,  
Ghaziabad-201001, Uttar Pradesh**

**Place: Ghaziabad**

**Date: 27<sup>th</sup> April, 2020**

**ROUTE MAP OF THE VENUE OF THE EXTRAORDINARY GENERAL MEETING**

