

## NOTICE

Notice is hereby given that the 60<sup>th</sup> Annual General Meeting of the Members of the **Chowgule Industries Private Limited** shall be held on **Monday, 26<sup>th</sup> day of August 2024 at 09:15 a.m.** at 2<sup>nd</sup> Floor, Centenary Building, Vasco-Da-Gama, Goa to transact the following business:

### ORDINARY BUSINESS:

1. **To receive, consider, and adopt the Audited Financial Statements of the Company as of March 31, 2024, together with the report of the Director and Auditors thereon.**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company comprising of Profit and Loss Account for the year ended 31st March 2024 and Balance Sheet as of that date together with schedules and notes forming part thereof and Cash Flow Statements for the year ended 31st March 2024, together with the Directors' Report and the Auditors' Report thereon as circulated to the members, be and is hereby considered and adopted.”

### SPECIAL BUSINESS:

1. **To consider and approve to amend Articles of Association of the Company:**

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

**“RESOLVED THAT** under section 14 and any other applicable provisions of the Companies Act 2013 and Rules thereunder (including any modifications or re-enactment thereof), for the time being in force, approval of the members of the Company, is hereby accorded to insert Clause 20A in the Articles of Association of the Company.

**Clause 20A.** Notwithstanding anything contained in these Articles, the Company shall have powers to dematerialize its shares and other securities and to rematerialize the same, and to offer securities in a dematerialized form in accordance with the provisions of the Depositories Act, 1996 as amended from time to time. The rights of the parties concerned in respect of the shares and other securities in the dematerialized form, and all other matters connected therewith and/or incidental thereto shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time. Every person subscribing or holding shares and other securities of the Company shall have the option to

receive certificates thereof or to hold the same with a depository in dematerialized form.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and file all the requisite e-forms including MGT-14 along with such other documents as may be required, with the Registrar of Companies, Goa, and to do all such acts, deeds and things as may be or incidental thereto for giving effect to this resolution.”

**On behalf of the Board of Directors  
For Chowgule Industries Private Limited**

**Place: Mumbai  
Date: 20/05/2024**

**Sd/-  
Vijay Chowgule  
Chairman  
DIN: 00018903**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING (ELIGIBLE TO VOTE ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective, the duly filled proxy forms must be deposited at the registered office of the company not less than 48 hours before the meeting (or) before the commencement of the meeting.
2. The authorization in favour of representatives attending the meeting on behalf of corporate shareholders must be submitted to the company before the commencement of the meeting.
3. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed herewith.

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

**ITEM NO 2:**

The existing Articles of Association (“AOA”), were framed under the Companies Act, 2013, with Schedule-1 Table - “F” to the Companies Act, 2013, The Company has inserted Clause 20A in the Articles of Association of the Company, to enable dematerialization of its securities so as to comply with The Ministry of Corporate affairs notification dated 27th October 2023, “that every private company, other than small company, shall within 18 months of 31<sup>st</sup> March 2023, to provide facility to members for demat its securities. The Company intends to Facilitate the dematerialization of all its securities under Rule 9(B)(4) to its shareholders.

The Board of Directors recommends the resolution given in this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

**On behalf of the Board of Directors  
For Chowgule Industries Private Limited**

**Place: Mumbai  
Date: 20/05/2024**

**Sd/-  
Vijay Chowgule  
Chairman  
DIN: 00018903**

**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]

1.	CIN	U51109GA1963PTC000010
2.	Name of the Company	Chowgule Industries Private Limited
3.	Registered office address	503, 5th Floor Gabmar Appts Vasco da Gama, South Goa 403 802.

1.	Name of the Member(s)	
2.	Registered Address	
3.	E-mail Id	
4.	Folio No/Client Id	
5.	DP ID	

I/We, being the member(s) of Chowgule Industries Private Limited holding ..... shares of the above-named Company, hereby appoint:

1. Name :  
Address :  
E-mail Id :  
Signature : or failing him/her
2. Name :  
Address :  
E-mail Id :  
Signature : or failing him/her
3. Name :  
Address :  
E-mail Id :  
Signature :

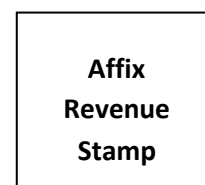
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 60<sup>th</sup> Annual General Meeting of the Company, to be held on **Monday, 26<sup>th</sup> day of August 2024** at 09.15 a.m. at 2<sup>nd</sup> Floor, Centenary Building, Vasco-Da-Gama, Goa, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particular of Resolution
1.	To receive, consider, and adopt the Audited Financial Statement of the Company as of March 31, 2024, together with the reports of the Directors and Auditors thereon.
2	To consider and approve to amend Articles of Association of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of shareholder

Signature of Proxy holder(s)



Note:

- i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

60<sup>th</sup> ANNUAL GENERAL MEETING HELD ON MONDAY, 26<sup>TH</sup> DAY OF AUGUST 2024 AT 09.15 A.M

**Meeting venue:**

2<sup>nd</sup> Floor, Centenary Building, Vasco-Da-Gama, Goa.

Name of the Member	
Address	
Folio Number	
Number of shares held	

I certify that I am a Member/proxy for the Member of the Company.

I hereby record my presence at 60<sup>th</sup> Annual General Meeting of the Company being held on Monday, 26<sup>th</sup> day of August 2024 at 09.15 a.m. at 2<sup>nd</sup> Floor, Centenary Building, Vasco-Da-Gama, Goa.

**Name of Member/Proxy**

**Signature**

*Note:*

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.