

NOTICE OF ANNUAL GENERAL MEETING

Respected Member,

Notice is hereby given that the Annual General Meeting for the year 2023 of **KASHI VISHWANATH TEXTILE MILL PRIVATE LIMITED** (CIN: U51311DL1996PTC079814) will be held on **30th September, 2023** at the registered office of the company at A-80, VIVEK VIHAR, PHASE-I, DELHI-110095 at **11:00 A.M.** to transact the following business as mentioned in Agenda:

Item No.	Particulars
1.	To appoint Chairman of the Meeting.
2.	To confirm presence of Quorum.
3.	To read the notice of Annual General Meeting.
4.	To consider and adopt the Audited Financial Statements for the financial year ended on 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
5.	To approve name of Person under Section 62(3), Section 62(1)(c) of the Companies Act, 2013.
6.	Vote of Thanks.

DATE: 28/08/2023

PLACE: DELHI

For and on behalf of board of directors
KASHI VISHWANATH TEXTILE MILL PRIVATE LIMITED

Yogesh Kumar Jindal
(YOGESH KUMAAR JINDAL)
(WHOLETIME DIRECTOR)
(00753141)

S/O MITHLESH KUMAR AGARAWAL,
530, RAMNAGAR ROAD, KATORATAL
POORVI, KASHIPUR, UDHAM SINGH
NAGAR, UTTARAKHAND-244713

NOTES ON AGENDA

ITEM NO. 1: APPOINTMENT OF CHAIRMAN:

Yogesh Kumar Jindal shall take chair as the Chairman of the meeting.

ITEM NO. 2: QUORUM:

After the ascertainment of requisite quorum for the meeting, the meeting shall be called to the order.

ITEM NO. 3: NOTICE OF THE MEETING:

Any of the Directors of the company shall read the notice to the members of the company.

ITEM NO. 4: ADOPTION OF ANNUAL FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31/03/2023 (AN ORDINARY BUSINESS):

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

“RESOLVED THAT the Annual Financial Statements for the year ended on 31st March, 2023 alongwith Auditors Report thereon as well as Director’s Report be and are hereby adopted.”

ITEM NO. 5: APPROVAL OF NAME OF PERSON UNDER SECTION 62(1)(C) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of **Section 55, Section 62(1)(c) and Section 62(3) of Companies Act, 2013** read with **Rule 9 of the Companies (Share Capital and Debentures) Rules 2014, Rule 14 of Companies (prospectus of Securities) Rules, 2014** and other applicable rules, and subject to the availability of share valuation report of the Registered Valuer if any, the consent of the members of company be and is hereby accorded to issue and allot, **10% Non Cumulative, Non Participating, Non-convertible, Compulsorily Redeemable Preference Shares with call option after three months from the date of allotment but before the period not exceeding 20 years**, for an amount upto **Rs. 4,39,99,928.42/-** on such terms and conditions as mentioned in explanatory statement given below and at such price being not less than the price determined in accordance with the provisions of **Section 247 of Companies Act, 2013**, by way of conversion of unsecured loan on the basis of special resolution passed by the members of the company in the Extraordinary General Meeting held on 11/08/2023 by filing of Form MGT- 14 (vide SRN: AA4677380) to the Body Corporate namely:

S. NO.	NAME	CIN	ADDRESS
1.	Galwalia Ispat Udyog Private Limited	U25190DL1985PTC021934	A-80, VIVEK VIHAR PHASE-I DELHI - 110095

"RESOLVED FURTHER THAT each 10% Non Cumulative, Non Participating, Non-convertible, Compulsorily Redeemable Preference Shares with call option after three months from the date of allotment but before the period not exceeding 20 years shall:

- a) carry a preferential right vis-à-vis Equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
- b) be non-participating in the surplus of fund.
- c) be non-participating in the surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- d) be paid on a non-cumulative basis.
- e) be non-convertible.
- f) having a voting right only in respect of certain matters as per provisions of Section 47(2) of the Act;
- g) carry a call option after three months of allotment; and
- h) be redeemed on or before 20 years."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine size of each tranches, right entitlement ratio, timing of offer and various other matters in respect thereof and to settle any question, doubt, or difficulty which may arise in regard to offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this resolution."

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013 FOR ITEM NO. 5:

1. PURPOSE OF THE RESOLUTION:

Members are aware that the present paid up share capital of Company is Rs. 7,12,74,830 divided into 63,42,635 Equity Shares of Rs. 10 each and 7,84,848 Preference shares of Rs. 10 each, fully paid up. The company has raised an unsecured loan from their member which we intends to allot fresh **10% Non Cumulative, Non Participating, Non-convertible, Compulsorily Redeemable Preference Shares with call option after three months from the date of allotment but before the period not exceeding 20 years** by way of conversion of unsecured loan to the creditor namely **Galwalia Ispat Udyog Private Limited** in pursuance of Section 62(3), Section 62(1)(c) and Section 55 of Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules 2014, Rule 14 of Companies (prospectus of Securities) Rules, 2014 and other applicable rules, if any. As per Companies Act, 2013, these Fresh Preference Shares can be issued only if a Special Permission of Members by way of Special Resolution in this behalf is accorded to the Board of Directors.

The brief particulars of terms of issue of fresh 10% Non Cumulative, Non Participating, Non-convertible, Compulsorily Redeemable Preference Shares with call option after three months from the date of allotment but before the period not exceeding 20 years are reproduced below for your kind consideration:

(i) The Size of The Issue and Number of Preference Shares to be Issued and Nominal Value of Each Share:

Number of preference shares to be issued are 441,722 on the basis of Report of Registered Valuer subject to maximum investment of **Rs. 4,39,99,928.42/-** only.

- (ii) **The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible:**
10% Non Cumulative, Non Participating, Non-convertible, Compulsorily Redeemable Preference Shares with call option after three months from the date of allotment but before the period not exceeding 20 years.
- (iii) **The manner of issue of shares:**
Conversion of unsecured loan into preference shares.
- (iv) **The price or price band at/ within which the allotment is proposed:**
Such Shares are to be issued at a price including a premium on the basis of share valuation report of the Registered Valuer.
- (v) **Particulars of registered Valuer:**
The Company has engaged **Sandeep Kumar Agarwal**, having **Registration No.: IBBI/RV/06/2019/10705** as a registered valuer to provide a valuation report to determine the price of preference shares.
- (vi) **The terms of issue, including terms and rate of dividend on each share, etc.**
The shares shall carry a fixed Non-Cumulative dividend at a rate of 10% on the capital for the time being paid-up thereon.
- (vii) **The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:**
- **Terms of redemption:** Preference share is redeemable in case call option for redemption is exercised for redemption. Call option may be exercised in one or more tranches at the discretion of company. On expiry of tenure of preference share; all outstanding preference share is Compulsorily Redeemable.
 - **Tenure of redemption:** after three months from the date of allotment but before the period not exceeding 20 years
 - **Call option:** Call option for redemption is available in favour of the issuer Company after three months of allotment but before the tenure.
 - **Redemption price:** Redemption price (whether on exercise of Call Option or on expiry of the Tenure) shall be at such a price as may be decided by the board on the basis of the Valuation Report.
- (viii) **The manner and modes of redemption:**
Redemption of shares shall be out of profits available for distribution as dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.
- (ix) **The expected dilution in equity share capital upon conversion of preference shares:**
Nil

(x) **Current shareholding pattern of the Company:**

EQUITY SHARES (Face Value: Rs 10 each)				
S. No.	Category	No. of Shares	Amount	Percentage (%)
1.	BODY CORPORATES	10,95,140	1,09,51,400	17.27
2.	INDIVIDUALS / HUF	52,47,495	5,24,74,950	82.73
	TOTAL	63,42,635	6,34,26,350	100.00

PREFERENCE SHARES (Face Value: Rs 10 each)				
S. No.	Category	No. of Shares	Amount	Percentage (%)
1.	BODY CORPORATES	6,63,519	6,635,190	84.54
2.	INDIVIDUALS	1,21,329	1,213,290	15.46
	TOTAL	7,84,848	78,48,480	100.00

2. DISCLOSURE OF DIRECTOR'S INTEREST:

Yogesh Kumar Jindal (DIN: 00753141), Whole time Director of the company is interested in above said Resolution as the common director in both the companies.

3. PLACE AT WHICH DOCUMENTS CAN BE INSPECTED:

Members can inspect the documents in relation to above said matters and can take any information or documents relating to said matter from the Registered Office of Company during the business hours on any working day of Company.

ITEM NO. 6 VOTE OF THANKS:

The meeting shall conclude with a vote of thanks to the chair.

DATE: 28/08/2023

PLACE: DELHI

For and on behalf of board of directors
KASHI VISHWANATH TEXTILE MILL PRIVATE LIMITED

Yogesh Kumar Jindal

**(YOGESH KUMAAR JINDAL)
(WHOLETIME DIRECTOR)
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NOTES:

1. In terms of Section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the General Meeting is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.

3. The instrument appointing the proxy, in order to be effective, must be deposited at the Corporate office of the Company, duly completed and signed, not less than 48 Hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

DATE: 28/08/2023

PLACE: DELHI

For and on behalf of board of directors
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