

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65923WB1996PTC076763

NOTICE is hereby given that a extra ordinary general meeting of the members of the Company will be held at a SHORTER NOTICE at the registered office of the Company at SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING, 230 A, A.J.C. BOSE ROAD KOLKATA -700020 on SATURDAY 27th February , 2016 at 11.00 A.M to transact the following business :

## AS SPECIAL BUSINESS :

### 1. SUB- DIVISION (STOCK SPLIT) OF EQUITY SHARES OF THE COMPANY FOR RS. 10/- (RUPEES TEN ONLY) EACH TO RE. 1/- (RUPEE ONE ONLY), EACH

To consider and if thought to pass with or without modification(s) the following resolution as SPECIAL RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs.10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up."

"RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stands sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (Rupee One Only) each."

"RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees Ten Only) each shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be decided by the Board of Directors) and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of such old share certificates."

Shyamji Properties Private Limited

  
Authorised Signatory / Director

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65993WB1996PTC076763

"RESOLVED FURTHER THAT Mr. Nikhil Saraf , and/or Ms. Kavita Agarwal, Directors of the Company be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

## 2. ALTERATION OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association."

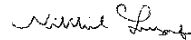
"RESOLVED FURTHER THAT the Existing Clause V of the Memorandum of Association of the Company, be and is hereby deleted and substituted with the following:

- V The Authorized Share Capital of the Company is Rs. 30,00,000/- (Rupees Thirty lacs only) divided into 30,00,000 (Thirty lacs ) Equity Shares of Re. 1/- (Rupees One Only) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same."

## 3. INCREASE IN AUTHORISED CAPITAL FROM RS 30,00,000/ TO RS 2,00,00,000/

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

Shyamji Properties Private Limited



Authorised Signatory / Director

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65913WB1996PTC076763

---

" **RESOLVED THAT** consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 61 and other applicable provisions , if any , of the Companies Act , 2013 that the authorized Capital of the Company be increased from RS 30,00,000 / to RS 2,00,00,000 / by creation of additional 1,70,00,000 equity shares of RS 1 / each ranking pari passu with the existing shares. "

" **FURTHER RESOLVED** that upon passing of the said resolution the authorized Capital of the Company as appearing in **CLAUSE V** of the Memorandum of Association will be as mentioned below :

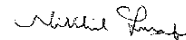
V The Authorized Share Capital of the Company is Rs.2,00,00,000/- (Rupees One Crore only) divided into 2,00,00,000 (TWO Crore Only ) Equity Shares of Re. 1/- (Rupee One Only) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same.

#### 4. **ISSUE OF 62,40,670 EQUITY SHARES BY WAY OF RIGHT SHARES**

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

" **RESOLVED THAT** pursuant to SEC 62 of the Companies Act ,2013 and read together with THE COMPANIES ( SHARE CAPITAL AND DEBENTURES ) RULES, 2014 the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company to issue and allot not exceeding 62,40,670 equity shares of Re1/ each issued at a price of Rs 1/68P per share ( including a premium of Rs 0/68P) for cash to the existing members by way of right whereby each existing member of the company will be entitled to apply for 11 equity shares against every 3 equity share held by them as on the date of passing of the resolution. "

Shyamji Properties Private Limited



Authorised Signatory / Director

---

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U 66923 WB1996PTC076763

---

" **RESOLVED FURTHER THAT** THE equity shares so allotted by way of right will rank parri passu with the existing shares in all respect except that they shall be entitled to dividend on a pro rata basis from the date of allotment ."

" **RESOLVED FURTHER THAT** in the event any member of the Company wants to renounce his rights entitlement he can renounce the same only in favour of any existing member of the company as on the date of passing of this resolution ."

" **RESOLVED FURTHER THAT** all fractional entitlements will be in the manner as is usually followed in case of similar issues and the same will be decided by the Board in the larger interest of the Company . "

Place : Kolkata  
Date : 22ND FEBRUARY ,2016

BY Order of the Board  
S/D NIKHIL SARAF  
DIRECTOR ( DIN

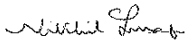
00611163 )

---

**NOTE :**

1. A Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the Registered Office of the Company at least 48 hours prior to the time of the meeting.
3. Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 annexed herewith and forms part of the Notice.

Shyamji Properties Private Limited

  
Authorised Signatory / Director

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65923.WB1996PTC076763

---

## EXPLANATORY STATEMENT

### UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### **ITEM NO - 1**

The Company has plans to get its shares dematerialized in the future . It is normally found that shares of Companies which are in dematerialized form are denominated with face value of Re1/ . The Company has therefore adopted the practice prevalent in the market for dematerialization of its shares at a later date and have sub divided the shares from Face Value of Rs10/ to Re 1/ . Further such sub division will also allow wider participation in the future if the Company wants to go to the public .

Upon sub division the Company will issue new share certificate to the existing members and the old share certificate shall stand automatically cancelled without requiring the members to surrender .

Your Directors recommend the resolution for your approval by way of Special resolution .

None of the Directors and Key managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

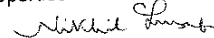
#### **ITEM NO - 2**

Upon sub division of shares as per ITEM NO - 1 above ,Clause V of the Memorandum Of Association will stand suitably modified / amended to give effect to the subdivision .

Your Directors recommend the resolution for your approval by way of Special Resolution .

None of the Directors and Key managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

Shyamji Properties Private Limited



Authorised Signatory / Director

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65993WB1996PTC076763

---

## ITEM NO - 3

The Company propose to infuse further Capital in the Company for the purpose of its expansion and growth . The portion lying un issued in the authorized capital of the Company is negligible considering the growth projected and the capital

that the company proposes to infuse . Further it is thought just and appropriate to increase the authorized capital to a larger amount to meet future requirements of capital in the Company . Accordingly it is proposed to increase the authorized capital of the Company from Rs 30,00,000/ to Rs 2,00,00,000 by creation of 1,70,00,000 equity shares of Re1/ each ranking pari passu with the existing equity shares .

Your Directors recommend the resolution for your approval by way of ordinary Resolution .

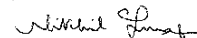
None of the Directors and Key managerial Personnel of the Company and their relatives are concerned or interested in the said resolution.

## ITEM NO - 4

The Company is a Non Banking Finance Company duly Registered with Reserve Bank Of India . As per the directives issued by the Reserve bank Of India the Company should have a Net Owned Fund of Rs 100 lacs by 31St March , 2016 and Rs 200 lacs by 31St March , 2017 failing which the Reserve Bank Of India will proceed to cancel the Certificate Of Registration issued by it to the Company for carrying on Non Banking Finance Business . The net owned fund of the Company as on 31St March , 2015 is around Rs 29 Lacs .

In order to meet the criteria for achieving the Net Owned Fund ( NOF ) of Rs 100 lacs as on 31ST March , 2016 as set out by the Reserve Bank Of India the company proposes to infuse further capital by way of issue of further shares in the form of right shares to be subscribed by the existing members of the company . The right shares are being offered in the ratio of 11:3 ( i.e every member who is holding 3 shares of the Company will a right to scribe for 11 equity shares of the company by way of right ). The right shares have been

Shyamji Properties Private Limited



Authorised Signatory / Director

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65923 WB1996PTC076763

priced at Re1/68p per share being the Net Asset Value of the shares arrived at on the basis of audited Balance Sheet as at 31st March , 2015 .

The right shares will be subscribed elusively by the members of the Company as mentioned below . A member can renounce his right entitlement only in favour of a person whose is a member of the Company as on the date of passing of this resolution .

Name of the member	No of shares held	No of right share entitlement
RISHI KEDIA	153,180	5,61,660
RADHIKA KEDIA	68,080	2,49,626
VIKAS NAWAL JHUNJHUNWALA	17,020	62,407
MANISHA JHUNJHUNWALA	17,020	62,407
AMIT JAISWAL	241,170	8,84,290
SUNITA JAISWAL	241,170	8,84,290
SAMIR AGARWAL	160,840	5,89,747
KAVITA AGARWAL	160,670	5,89,124
SAMIR AGARWAL HUF	160,670	5,89,124
NIKHIL SARAF	160,840	5,89,747
POOJA SARAF	160,670	5,89,124
NIKHIL SARAF HUF	160,670	5,89,124

The said right shares will rank pari passu with the existing equity shares except that they shall be entitled to dividend on a prorata basis from the date of allotment .

Shyamji Properties Private Limited



Authorised Signatory / Director

# SHYAMJI PROPERTIES PVT LTD

SUIT NO. 68, 6TH FLOOR, CHITRAKOOT BUILDING  
230 A, A.J.C. BOSE ROAD KOLKATA -700020  
CIN : U65913 WB1996PTC076763

---

Your Directors recommend the resolution for your approval by way of ordinary Resolution .

All the Directors and Key managerial Personnel of the Company and their relatives are concerned or interested in the said resolution to the extent of their shareholding in the company .

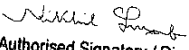
Place : Kolkata  
Date : 22ND FEBRUARY ,2016

BY Order of the Board  
S/D NIKHIL SARAF

DIRECTOR  
(DIN 00611163 )

---

Shyamji Properties Private Limited

  
Authorised Signatory / Director