

NOTICE

NOTICE IS HEREBY GIVEN THAT 19th ANNUAL GENERAL MEETING OF THE MEMBERS OF ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED WILL BE HELD ON TUESDAY 12TH OCTOBER 2021 AT 03.00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2021 and Reports of the Directors' and Auditors thereon.**
- 2) To appoint M/s MSKA & Associates, Chartered Accountant, Pune as Statutory Auditors in place of retiring auditor M/s Sanvy & Associates, Chartered Accountant (formerly known as M/s VKGAAM & Associates) from the conclusion of this Annual General Meeting until the conclusion of the 24th Annual General Meeting and to fix their remuneration.**

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

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time for appointment of statutory auditors, M/s MSKA & Associates, Chartered Accountant, Pune (Firm Registration No. 105047W) who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditor M/s Sanvy & Associates, Chartered Accountant (formerly known as M/s VKGAAM & Associates) to hold office for a period of 5 years from the conclusion of 19th Annual General Meeting (AGM) of the Company till the conclusion of the 24th Annual General Meeting, to examine and audit the accounts of the Company on such remuneration as may be approved by the Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them."

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the resolution including filing of requisite E-Forms with the Registrar of Companies, Mumbai."

SPECIAL BUSINESS:

- 3) To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2020-21 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) excluding applicable Tax payable M/s Manjiri Patankar & Associates, Cost Accountants, Nashik (Registration No. 101625), for conducting cost audit of the Company for the financial year 2020-21, as approved by the Board of Directors of the Company, be and is hereby ratified.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

4) To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2021-22 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) excluding applicable Tax payable M/s Manjiri Patankar & Associates, Cost Accountants, Nashik (Registration No. 101625), for conducting cost audit of the Company for the financial year 2021-22, as approved by the Board of Directors of the Company, be and is hereby ratified.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

For and on behalf of the Board of Directors of
ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED

Sd/-
Archana Salian
Company Secretary

Date: 30.09.2021
Place: Nashik.

Notes:

1. The Registrar of Companies, Mumbai has issued order dated 23/09/2021 for extension of Annual General Meeting by a period of two months from the due by which the AGM sought to have been held in accordance with the provisions of sub-section (1) to section 96 of the Act, without requiring the compliance to file applications for seeking such extension by filling the prescribe Form No. GNL-1.
2. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed to the Notice.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 01.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.
7. As the Annual General Meeting of the Company has been called on a shorter notice, members of the company are requested to give their consent to conduct the 19th Annual General Meeting.
8. Members are requested to:
 - (a) Notify immediately any change in their address to the Company.
 - (b) Quote their folio number in all correspondence with the Company.

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

ITEM NO. 2

M/s Sanvy & Associates, Chartered Accountant (formerly known as M/s VKGAAM & Associates) were appointed as the Statutory Auditors of the Company for period of five years each till the conclusion of 19th Annual General Meeting (AGM) of the Company scheduled in 2021 and considering their unwillingness to continue as a Statutory Auditor and they would retire at the conclusion of the ensuing 19th AGM.

M/s MSKA & Associates, Chartered Accountant, Pune (Firm Registration No. 105047W) is proposed to be appointed as the Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 19th AGM till the conclusion of the 24th AGM to be held for the financial year 2025-26.

M/s MSKA & Associates, Chartered Accountant, Pune, has provided their consent and statement of independence to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

ITEM NO. 3

The Board has approved the appointment of M/s Manjiri Patankar & Associates, Cost Accountants, Nashik (Registration No. 101625) as the Cost Auditors for conducting the Cost Audit of the Company for the financial year 2020-21 at a remuneration of Rs. 60,000/- plus taxes as applicable and reimbursement of reasonable out of-pocket expenses.

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, remuneration payable to M/s Manjiri Patankar & Associates, Cost Accountants, Nashik (Registration No. 101625), as stated above, requires ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board recommends the resolution set forth in Item No. 3 for the approval of Members as an Ordinary Resolution.

ITEM NO. 4

The Board has approved the appointment of M/s Manjiri Patankar & Associates, Cost Accountants, Nashik (Registration No. 101625) as the Cost Auditors for conducting the Cost Audit of the Company for the financial year 2021-22 at a remuneration of Rs. 60,000/- plus taxes as applicable and reimbursement of reasonable out of-pocket expenses.

Pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, remuneration payable to M/s Manjiri Patankar & Associates, Cost Accountants, Nashik (Registration No. 101625), as stated above, requires ratification by the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

For and on behalf of the Board of Directors of
ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED

Sd/-
Archana Salian
Company Secretary

Date: 30.09.2021
Place: Nashik.