

ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED

CIN: U29100MH2002PTC136465

REG. OFFICE: FLAT NO.6 YOGESHWAR CO-OP HSG SOC LTD, SHARANPUR ROAD,
NEW PANDIT COLONY LANE NO.10, UTKARSHA COLONY, NASHIK MH 422002 IN

E-Mail ID: vp@armstrongltd.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED WILL BE HELD ON SATURDAY 29TH DAY OF SEPTEMBER, AT 11 A.M AT THE REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet as at and the Profit and Loss Account for the year ended 31st March 2018 and Reports of the Directors' and Auditors thereon.

SPECIAL BUSINESSES

2) ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Pranav Majgaonkar and / or Vineet Majgaonkar, Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

3) ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

"RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft clauses contained in the memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT Pranav Majgaonkar and / or Vineet Majgaonkar, Directors of the Company be and is 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) **APPROVAL UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions of the Companies Act, 2013, if any, the Board of Directors are authorized to borrow from time to time on behalf of the Company, any sum or sums of money on such terms and conditions and with or without security, as the Board of Directors may think fit which, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money / moneys so borrowed by the Board shall not at any time exceed the limit of Rs. 250,000,000/- (Rupees Twenty Five Crores Only).

RESOLVED FURTHER THAT consent of the members, be and is hereby accorded to the Board of Directors to mortgage or charge all or any part of the undertaking of the Company of any nature and kind whatsoever and or creating a floating charge in all or any immovable properties of the Company, in certain events, to or in favor of banks, financial institutions, any other lenders to secure the amount borrowed / to be borrowed by the Company, from time to time for the due payment of the principal monies together with the interest payable by the company in respect of such borrowings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to negotiate and settle the terms and conditions with the concerned Banks / Financial Institutions, finalize the agreements / contracts and documents for creating the aforesaid mortgages and or charges to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any principal officer of the Company as it may consider appropriate in order to give effect to this Resolution and to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution and to file the necessary e-form with the Registrar of Companies, Maharashtra, Mumbai."

For and On Behalf Of the Board of Directors of
ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED

Sd/-
PRANAV MAJGAONKAR
DIN: 00350394
DIRECTOR

Sd/-
VINEET MAJGAONKAR
DIN: 02070793
DIRECTOR

Date: 05.09.2018
Place: Nashik.

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EXPLANATORY STATEMENT U/S. 102 (2) OF THE COMPANIES ACT, 2013.

SPECIAL BUSINESS : ITEM NO. 2 and 3:

The Memorandum of Association and Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

The Companies Act, 2013 is now largely in force. On 12.09.2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26.03.2014, MCA notified most of the remaining Sections (except those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

With the coming into force of the Act several regulations of the existing MOA and AOA of the Company require alteration or deletions in several articles, clauses. Given this position, it is considered expedient to wholly replace the existing MOA as well as AOA by a new set of Memorandum and Articles of Association.

The Company has made no changes in the Main Object clause of the Memorandum of Association. However, it has removed Clause 3 (c) i.e. Other Objects and has altered Headings of Clauses to bring them in line with New Act requirements.

Certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

None of the Directors are concerned or interested, in any way, in the passing of the Special Resolution set out at item number 2 and 3 of the Notice.