www.armstrongltd.com

ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED

CIN: U29100MH2002PTC136465

Regd. Office: Flat No.6 Yogeshwar Co-Op Hsg Soc Ltd, Sharanpur Road, New Pandit Colony, Lane No.10, Utkarsha Colony, Nashik – 422005.
Email ID: vp@armstrongltd.com; Telephone: +91 9673002942

NOTICE

NOTICE is hereby given that an EXTRA ORDINARY GENERAL MEETING of the Members of ARMSTRONG MACHINE BUILDERS PRIVATE LIMITED will be held at the Registered Office of the Company On Friday, the 24th Day of March 2017 at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS

1. INCREASE IN AUTHORIZED CAPITAL OF COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 61 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 100/- (Rupees One Hundred) each, by creation of additional 14,00,000 (Fourteen Lakhs) Equity Shares of Rs. 100/- each.

RESOLVED FURTHER THAT Mr. Pranav Majgaonkar and / or Mrs. Vina Majgaonkar, Directors of the Company be and is hereby authorized to take necessary steps to give effect to the increase in the Authorized Share Capital as above and for alteration of the capital clause of the Memorandum of Association of the Company.**"**

2. ALTERATION IN MEMORANDUM 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 pursuant to the provisions of Section 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, the Clause V of the Memorandum of Association be altered and substituted in the following manner:

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 100/- (Rupees One Hundred) each.**"**

3. ALTERATION IN 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 pursuant to the provisions of Section 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, the Clause 7 of the Articles of Association be altered and substituted in the following manner:

7. The authorized Share Capital of the Company shall be as stated in Clause No. V (a) of the Memorandum of Association of the Company from time to time.**"**

Notes:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.

2. 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.

3. 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 03.00 pm except on holidays.

4. 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 03.00 pm except on holidays, up to and including the date of the Annual General Meeting of the Company.

5. 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.

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

Sd/-	Sd/-
MRS. VINA MAJGAONKAR	MR. PRANAV MAJGAONKAR
DIRECTOR	DIRECTOR
DIN: 02070951	DIN: 00350394

Date: 15.03.2017 Place: Nashik.

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

ITEM NO. 1, 2 and 3:

The management is considering to issue Bonus shares to its existing shareholders for capitalizing reserves of the Company to widen the equity capital base and thereby obtaining better financial structure for availing better credit terms from Bankers and increase in market value for the Company. Therefore it is proposed to increase the authorized share capital of the Company from Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 100,000 (One Lakh) Equity Shares of Rs. 100/- (Rupees One Hundred) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 100/- (Rupee One Hundred Only) each, by creation of additional 14,00,000 (Twenty Fourteen Lakhs) Equity Shares of Rs. 100/- each. The proposed increase in Authorized Share Capital of the Company will require alterations / addition of relevant provisions / clause of Memorandum of Association of the Company.

Pursuant the provisions of Section 61, 13 and 14 of the Companies Act, 2013 and rules made there under, a Company may by passing requisites resolutions at the General Meeting of Members, increase the Authorized Share Capital and alter its Memorandum and Articles of Association of the Company.

Existing as well as amended copy of Memorandum as well as Articles of Association will be available for inspection of the members at the Registered Office of the Company between 11:00 a.m. to 03:00 p.m. on every working day, during the business hours till the date of Extra Ordinary General Meeting.

Mr. Pranav Majgaonkar, Mr. Vineet Majgaonkar and Mrs. Shubhada Majgaonkar, Directors of the Company are considered interested, as they are also shareholders of the Company, who can be benefitted by such increase in Authorized Capital and consequent bonus issue of the shares. None of the remaining Directors of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution. The resolution under consideration is for this purpose and your directors strongly recommend the passing thereof.

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

Sd/-	Sd/-
MRS. VINA MAJGAONKAR	MR. PRANAV MAJGAONKAR
DIRECTOR	DIRECTOR
DIN: 02070951	DIN: 00350394

Date: 15.03.2017
Place: Nashik.

Office
ARMSTRONG MACHINE BUILDERS PVT.LTD.
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CST NO. 275600718905C