



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 Thursday, the 30th Day of March 2017 at 11.00 a.m. to transact the following business:

SPECIAL BUSINESS

1. SUB DIVISION OF THE EQUITY SHARE CAPITAL OF 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 61 and other applicable provisions, if any, of the Companies Act, 2013 and the provisions of Article 10 of the Articles of Association of the Company r/w. Article 36 of Table F and subject to the consents of the shareholders, each of the 15,00,000 equity shares of the nominal value of Rs. 100 each in the authorised share capital of the Company be sub-divided into 15,00,00,000 equity shares of Re. 1 each.

RESOLVED FURTHER THAT Mr. Pranav Majgaonkar and / or Mr. Vineet Majgaonkar, Directors of the Company be and hereby authorised to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid, subject to the rules as laid down in the Companies (Share Capital and Debenture) Rules, 2014, and the Articles of Association of the Company and execute all such documents, papers, instruments and writings as may be required to give effect this resolution."

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 (being capital clause) 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 15,00,00,000 (Fifteen Crore) Equity Shares of Re. 1/- (Rupee One) each."

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/-
MRS. VINA MAJGAONKAR
DIRECTOR
DIN: 02070951

Sd/-
MR. PRANAV MAJGAONKAR
DIRECTOR
DIN: 00350394

Date: 28.03.2017

Place: Nashik.

**EXPLANATORY STATEMENT U/S. 102 (2) OF THE COMPANIES ACT, 2013.****ITEM NO. 1 and 2 :**

The management of your Company has noticed that, after making bonus issue of shares, and considering future aspirations of the Company, there will be significant spurt in the market value of the equity shares of the Company. In order to improve liquidity of the shares and to make share transfers of small capital parts feasible, it desirable to sub-divide the nominal value of the equity portion of the authorised share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs. 100 each and consequent to the sub-division it is being divided into 100 (One Hundred) equity shares of Re. 1 (Rupee One) each. The sub-division would become effective on passing of the resolution by the members of 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, make sub-division of the equity shares capital 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 deemed to be concerned or interested in the resolution only to the extent of shares held by them in the Company. 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/-
MRS. VINA MAJGAONKAR
DIRECTOR
DIN: 02070951

Sd/-
MR. PRANAV MAJGAONKAR
DIRECTOR
DIN: 00350394

Date: 28.03.2017
Place: Nashik.