

## **Notice of Extra – Ordinary General Meeting**

Notice is hereby given that the Extra - Ordinary General Meeting of the members of Seasons International Private Limited will be held on Wednesday 20<sup>th</sup> November 2019 at the registered office of the company at 5-O-20, first floor R.C. Vyas colony Bhilwara at 10.00 a.m. to transact the following business:

### **SPECIAL BUSINESS**

#### **Item No. 1 TO INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 and articles of association of the Company (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and subject to members approval, consent of the board be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 50,00,000/- (Rupees Fifty Lakhs only) divided into 500,000 (Five Lakhs) Equity Shares of Rs 10/- (Rupees Ten only) each to Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs.10 /- (Rupees Ten only) by creating further Equity Share Capital of Rs. 450,00,000/- (Rupees Four Crore Fifty Lakhs only) divided into 45,00,000 (Forty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and ranking pari passu in all respect with existing Equity shares of the Company.”

**FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. "The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of the Face value of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take necessary actions for, submission of documents and papers with the concerned authorities to register and implement the aforesaid amendment to the Memorandum of Association of the Company and to do all such acts, deeds and things as may be necessary in this regard including authorizing any person of the Company for this purpose."

**Item No. 2 : TO CONSIDER ISSUE OF BONUS EQUITY SHARES**

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

"RESOLVED THAT in pursuance of Section 63 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 and on the recommendation of the Board, the approval of the members be and is hereby accorded to the Company to capitalize a sum of Rs. 8312480/- out of credit of Free Reserves, Capital Reserves & Securities Premium Account and to apply this sum of Rs. 8312480/- for paying in full at par 831248 equity shares of Rs. 10/- each in the capital of the company to be allotted and distributed as fully paid bonus shares to the holders of equity shares of Rs. 10/- each in the Company, whose names appear in the Register of Members of the Company on the date of allotment, in the ratio of 2:1 i.e., 2 shares of Rs. 10/- for every one equity share held and that such new equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013**

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 1 & 2 of the accompanying Notice dated 24.10.2019

**Item No. 1**

In order to meet business requirement, it is required to raise further capital in the Company and hence it is necessary to increase the Authorized Share Capital of the Company and also to amend Capital Clause V of Memorandum of Association of the Company.

Present Authorised Capital of the Company is Rs. 50,00,000 (Rupees Fifty Lakhs Only) divided into 500,000 (Five Lakhs ) Equity Shares of 10/- (Rupees Ten) each. After the increased Authorised Capital would be Rs. 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 45,00,000 (Rupees four Crore fifty lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each ranking pari passu in all the respect with the existing equity shares of the Company.

The proposed increase in the authorized capital requires alteration of the Memorandum of Association of the Company and the Board of Directors recommends the passing of this resolution as ordinary resolution set out at Item No. 1.

The Directors are deemed to be interested or concerned in this resolution to the extent of their holding of equity shares of the company.

Item No. 2

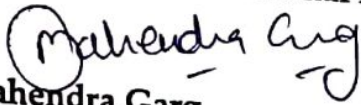
The Board of Directors recommended to capitalize a sum of Rs. 8312480/- out of to the credit of Free Reserves, Capital Reserves & Securities Premium Account and to apply this sum of Rs. 8312480 /- for paying in full at par 10 equity shares of Rs. 10/- each in the capital of the company in the ratio of 2:1 i.e., 2 shares of Rs. 10/- for every one equity share held by members.

Now, consent of the members is required for issue of Bonus Shares. Accordingly, the Members are requested to consider the special resolutions favourably.

The Board recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

For Seasons International Private Limited



Mahendra Garg

Director

DIN: 02262765

Place: Bhilwara

Dated: 24.10.2019