BOLZEN & MUTTER INDIA PVT. LTD

Factory	:	Gut No. 13, Mauje Vitava, Behind Varroc Corp. Office, MIDC, Waluj Industrial Area, Tq. Gangapur, Dist. Aurangabad - 431 136.
Reg. Office	:	8, Chetan Plaza, Samrat Nagar, Shahnoorwadi Road, Aurangabad, 431 005.
Email	:	hemant@bolzenindia.com
CIN No.	:	U27209MH2017PTC300388
Website	:	bolzenindia.com

NOTICE TO SHAREHOLDERS

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of the Company will be held on Thursday, September 12, 2024 at IST 1400 HRS at the registered office of the company via video conferencing (other audio visual means) transact the following business:

SPECIAL BUSINESS

1. **TO SHIFT THE REGISTERED OFFICE FROM ONE PLACE TO ANOTHER OUTSIDE THE LOCAL LIMITS BUT WITHIN THE SAME STATE AND ROC.**

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

"RESOLVED THAT, pursuant to the provisions of section 12 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of members of the Company, the consent of the Board of directors of the Company be and hereby accorded to shift the registered office of the Company from its present location situated at

FLAT NO. 8 CHETNA NAGAR CHETNA PLAZA, AURANGABAD, MAHARASHTRA, INDIA, 431001

TO

GUT NO-13, VITAVA, WALUJ, 431136

which is located near Aurangabad City and comes under the jurisdiction of Waluj Police Station, under jurisdiction of registrar of Companies, Mumbai.

"RESOLVED FURTHER THAT, any Director of the Company be and is hereby authorised to file the necessary forms electronically with the office of the Registrar of Companies and take suitable action for implementation of the above resolution."

2. **NAME CHANGE OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies act, 2013 read along with applicable rules, the approval of the Shareholders in Extra-Ordinary General Meeting be and is hereby accorded to the Board of Director of the company to change the name of the Company from "Bolzen and Mutter India Private Limited" to "Bolzen and Mutter Private Limited" by deleting the word "India" from the name of the company.

RESOLVED FURTHER THAT, the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. *The Name of the Company is "Bolzen and Mutter Private Limited"*

RESOLVED FURTHER THAT, in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT, Mr. Babasaheb Aute, Whole-Time Director of the Company be and is hereby authorized to do all such acts , things and deeds as may be required in order to the effective execution of the said resolution including but not limited to file necessary e-forms under his digital signature with Registrar of Companies, Mumbai or such other Regulatory Authorities."

By Order of the Board of Directors
For **BOLZEN AND MUTTER INDIA PRIVATE LIMITED**

Hemant Madhavrao Mirkhelkar
Digitally signed by Hemant Madhavrao Mirkhelkar
Date: 2024.09.11 17:50:06 +05'30'

Place: Chh. Sambhajinagar
Date: 11.09.2024

HEMANT MADHAVRAO MIRKHELKAR
MANAGING DIRECTOR
DIN: 01659097

NOTES:

- 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 INSTEAD OF HIMSELF/HERSELF 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 TWENTY-FOUR HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- CORPORATE MEMBERS ARE REQUESTED TO SEND AT THE REGISTERED OFFICE OF THE COMPANY A DULY CERTIFIED COPY OF THE BOARD RESOLUTION, PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING.

- IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, A STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING IS ANNEXED AND FORMS PART OF THIS NOTICE.

- ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE ARE OPEN FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY ON ALL WORKING DAYS BETWEEN 11.00 A.M. AND 1.00 P.M. UP TO THE DATE OF THE EXTRA-ORDINARY GENERAL MEETING.

- THE ROUTE MAP FOR THE COMPLETE PARTICULARS OF THE VENUE OF THE MEETING AND PROMINENT LAND MARK FOR EASY LOCATION IS ANNEXED TO THE NOTICE.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

1. TO SHIFT THE REGISTERED OFFICE FROM ONE PLACE TO ANOTHER OUTSIDE THE LOCAL LIMITS BUT WITHIN THE SAME STATE AND ROC.

The Board of Directors of the Company proposes to change the registered office of the Company from Aurangabad, to Waluj MIDC, Gangapur.

The proposed shift of the registered office is aimed at better administrative efficiency, proximity to key markets, cost reduction. The new location is expected to provide the Company with improved operational efficiency, better infrastructure, access to skilled workforce.

As per the provisions of Section 12 and other applicable provisions of the Companies Act, 2013, read with the relevant Rules, the change of registered office from one city to another within the same state, but outside the local limits of the existing city, requires the approval of the shareholders of the Company by way of a Special Resolution.

The Board of Directors, at its meeting held on 11/09/2024, has approved the change in the registered office and recommends the passing of the Special Resolution as set out in the Notice of this meeting.

The Board recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of the members.

The Board of Directors recommends SPECIAL RESOLUTION as proposed at item no. 1 of the notice for approval of the Members. None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

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2. NAME CHANGE OF THE COMPANY.

The Board of Directors of the Company proposes to change the name of the company by deleting the word "India" from it.

The proposed changed is suggested for better reflection of the activities, as company is planning to expand its business in future and does not want to restrict the jurisdiction of the same.

Section 13 and other applicable provisions, if any, of the Companies act, 2013 read along with applicable rules, the approval of the Shareholders in Extra-Ordinary General Meeting is required to change the name of the Company from "Bolzen and Mutter India Private Limited" to "Bolzen and Mutter Private Limited" by deleting the word "India" from the name of the company as stated in the item no.2.

The Board recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of the members.

The Board of Directors recommends SPECIAL RESOLUTION as proposed at item no. 2 of the notice for approval of the Members. None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors
For **BOLZEN AND MUTTER INDIA PRIVATE LIMITED**

Hemant Madhavrao Mirkhelkar
Digitally signed by Hemant Madhavrao Mirkhelkar
Date: 2024.09.11 17:50:23 +05'30'

Place: Chh. Sambhajinagar
Date: 11.09.2024

HEMANT MADHAVRAO MIRKHELKAR
MANAGING DIRECTOR
DIN: 01659097