

NOTICE OF EXTRAORDINARY GENERAL MEETING

To,
The Members, Directors and Statutory Auditors

Notice is hereby given that the (05/2023-24) extraordinary general meeting of the shareholders of Renold Chain India Private Limited (“**Company**”) will be held at a shorter notice on Thursday, 21st December 2023 at 10:00 Hrs IST at the registered office of the Company at 568/1A, 569/ 1 & 2, D. Gudalur Post, Guziliamparai Taluk, Dindigul, Tamil Nadu – 624620, India, to transact the following business:

SPECIAL BUSINESS

1. To approve the amendment in the articles of association 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 14 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the shareholders be and is hereby accorded to amend the articles of association of the Company to include relevant clauses in the articles of association of the Company to facilitate the dematerialisation of shares of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to sign and file all the requisite e-forms including e-form MGT-14 along with such other documents as may be required, with the Registrar of Companies and to do all such deeds, and things as may be ancillary or incidental thereto for giving effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified to be true by any Director or Company Secretary of the Company be given to any person or entity as may be required.”

Date: 20th December 2023

Place: Tamil Nadu

By Order of the Board

Renold Chain India Private Limited

Sd/-

Sivavadivelu Ramachandran

Managing Director

DIN: 03535894

Residential address: 3C, Apple Paradise Apartments,
SF643 Andan Kovil East Po Reddipalayam, Ponnagar,
Andankovil East Karur, Tamil Nadu – 639002, India

NOTES:

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY OR AT THE VENUE OF THE MEETING BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE EXTRAORDINARY GENERAL MEETING.**
2. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board/Governing Body resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The draft of the altered articles of association of the Company is attached with the notice for convening the extraordinary general meeting of the Company.
4. The explanatory statement pursuant to section 102 of the Companies Act, 2013 which sets out the details regarding the special business to be transacted at the meeting is annexed hereto.
5. Shareholders/proxies /authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the extraordinary general meeting.
6. Pursuant to Section 101 of the Companies Act, 2013, shareholders have to submit consent to hold the extraordinary general meeting at a shorter notice. Format of consent for shorter notice is annexed herewith and forms a part of this notice. Shareholders/authorized representatives are requested to submit the duly filled consent for shorter notice prior to the date of the extraordinary general meeting.
7. All documents referred to in the Notice will be available for inspection at the registered office of the Company during normal business hours on all working days (Monday to Friday) upto the date of extraordinary general meeting and will also be available for inspection at the extraordinary general meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

The Board of Directors of the Company at its meeting held on November 30, 2023 recommended that the existing articles of association should be altered to incorporate the clauses related to dematerialisation of shares of the Company. The resolution for the alteration of articles of association was approved in the said meeting. The shareholders are informed that pursuant to Section 14 of the Companies Act, 2013, a company can amend its articles of association subject to the approval of shareholders of the company.

Accordingly, the Board of Directors recommended the proposed resolution for approval by the shareholders of the Company.

None of your Directors are interested in the above proposal.

The Board recommends the resolution for shareholders' approval as **Special Resolution**.

Date: 20th December 2023

Place: Tamil Nadu

By Order of the Board

Renold Chain India Private Limited

Sd/-

Sivavadivelu Ramachandran

Managing Director

DIN: 03535894

Residential address: 3C, Apple Paradise Apartments,
SF643 Andan Kovil East Po Reddipalayam, Ponnagar,
Andankovil East Karur, Tamil Nadu – 639002, India

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U27109TZ2008FTC017737

Name of the company: Renold Chain India Private Limited

Registered office: 568/1A, 569/ 1 & 2, D. Gudalur Post Guziliamparai Taluk Dindigul, Tamil Nadu – 624620, India

Name of the member (s) : Registered address: E-mail Id: Folio No/ Client Id: DP ID:

I/We being the Member(s) / Members of _____ shares of the above named company, hereby appoint

1. Name: _____
Address: _____
E mail ID: _____
Signature: _____ or failing him/her

2. Name _____
Address _____
E mail ID: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company, to be held on Thursday, 21st December 2023 at 10:00 Hrs IST at the registered office of the Company at 568/1A, 569/ 1 & 2 D. Gudalur Post Guziliamparai Taluk Dindigul, Tamil Nadu – 624620, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1. To approve the amendment in the articles of association of the Company for dematerialization provisions

Signed this..... day of..... 2023.

Signature of Member/s as per specimen signature on Company's record

Signature of Proxy holder(s)

Please affix Re. 1/- Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company or at the venue of the meeting before the commencement of the meeting.

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ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF VENUE

Member/Proxy

(First)

(Middle)

(Surname)

I hereby record my presence at the (05/2023-24) extraordinary general meeting of Renold Chain India Private Limited held at a shorter notice on Thursday, 21st December 2023 at 10:00Hrs IST at 568/1A, 569/ 1 & 2, D. Gudalur, Post Guziliamparai Taluk, Dindigul, Tamil Nadu – 624620, India.

Regd. Folio No. _____

No. of Shares held _____

(Signature of Member/s or Proxy)

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to section 101]

To

The Board of Directors
Renold Chain India Private Limited
568/1A, 569/ 1 & 2 D. Gudalur,
Post Guziliamparai Taluk, Dindigul,
Tamil Nadu – 624620, India,

I/We, _____, resident of/ having office at _____,
holding _____ equity shares of Rs.10 each, in Renold Chain India Private Limited,
hereby give consent, pursuant to section 101 of the Companies Act, 2013, to hold (05/2023-
24) extraordinary general meeting of the Company on Thursday, 21st December 2023 at
10:00Hrs IST at 568/1A, 569/ 1 & 2, D. Gudalur Post, Guziliamparai Taluk, Dindigul, Tamil
Nadu – 624620, India, at a shorter notice.

[Name]

Dated: _____