

SADHAV SHIPPING LIMITED

Add: 521 5th Floor, Loha Bhavan, P. D'mello Road, Masjid (East), Mumbai - 400009

Email Id: accounts@sadhav.com CIN: U35100MH1996PLC101909

SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the Extraordinary General Meeting of the Members of **M/s. Sadhav Shipping Limited** will be held on Friday, 22nd September, 2023 at 11:00 A.M. IST ("EOGM") at the Registered Office of the Company situated at 521, 5th Floor, Loha Bhavan, P. D'Mello Road, Masjid (East), Mumbai - 400009 to transact the following businesses:

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION 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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the authorized share capital of the Company from existing Rs 4,90,00,000/- (Rupees Four Crore Ninety Lakh Only) divided into 49,00,000 (Forty-Nine Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following:

"V. The Authorised share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."



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2. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and consent of the Members is accorded for adopting in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Mumbai, Maharashtra.”

3. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and consent of members is hereby accorded for adopting in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any of the Directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Mumbai, Maharashtra.”



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**By and on behalf of Board of Directors
For: Sadhav Shipping Limited**



**Kamal Kant Biswanath Choudhury
Wholetime Director
DIN- 00249338**



**Vedant Kamalkant Choudhury
Wholetime Director
DIN- 07694884**



Date: 16/09/2023
Place: Mumbai.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1 - Increase in Authorised Share Capital of the Company

The present Authorised Share Capital of the Company is Rs 4,90,00,000/- (Rupees Four Crore Ninety Lakh Only) divided into 49,00,000 (Forty-Nine Lakh) Equity Shares of Rs. 10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 16th September, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs 4,90,00,000/- (Rupees Four Crore Ninety Lakh Only) divided into 49,00,000 (Forty-Nine Lakh) Equity Shares of Rs. 10/- each (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of 10,10,00,000/- (Ten Crore Ten Lakh Only) comprises of 1,01,00,000 (One Crore One Lakh) Equity Shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

Item No. 2 & 3

The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

According to the new Act, the Companies now have only main Business and Ancillary and Incidental Business to the attainment of Main Business, therefore it is important to alter and adopt the new set of MOA as per Companies Act, 2013.




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The new set of MOA is based on Table-A of the Companies Act, 2013.

Your directors have decided to adopt new set of Memorandum of Association and Articles of Association as per Companies Act, 2013, as a fair part of Compliance.

Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors considered as concerned or interested in the said resolution.

**By on behalf of the Board of Directors
For: Sadhav Shipping Limited**



Kamal Kant Biswanath Choudhury
Wholetime Director
DIN- 00249338



Vedant Kamalkant Choudhury
Wholetime Director
DIN- 07694884



DATE: 16/09/2023

PLACE: Mumbai

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NOTES & INSTRUCTIONS:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent, of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.

The Explanatory Statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof are annexed for your consideration and requisite action.

Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution/Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.

Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company on the Company e-mail address: accounts@sadhav.com at to the date of Extra Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

**By on behalf of the Board of Directors
For: Sadhav Shipping Limited**



Kamal Kant Biswanath Choudhury
Wholetime Director
DIN- 00249338



Vedant Kamalkant Choudhury
Wholetime Director
DIN- 07694884



Date: 16/09/2023

Place: Mumbai

**Registered Office: 521 5th Floor, Loha Bhavan, P. D'Mello Road, Masjid (East),
Mumbai-400009.**