



## **EPC Industrié Limited**

**Registered Office:** Plot No. H-109, MIDC Ambad, Nashik-422 010

**Website:** www.epcind.com

**Notice** is hereby given that an Extra-ordinary General Meeting of the Members of the Company will be held at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik - 422 010 on Wednesday, 3<sup>rd</sup> April, 2013, at 11.30 A.M. to transact the following special business:

### **SPECIAL BUSINESS**

**1. To consider and if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 31 and all other applicable provisions (including any statutory modification(s) and reenactments thereof for the time being in force), if any, of the Companies Act, 1956 and Rules framed there under and the provisions of other statutes as applicable and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the existing Articles of Association of the Company be amended as under:-

- i) The word “Promoters” appearing in the existing Article 2 of Interpretation to be replaced with the words “Erstwhile Promoters”.
- ii) The following existing Articles be deleted:  
68; 70; 71; 72; and 73
- iii) The words “the Parties hereby agree that” appearing in the first line of the existing Article 74 be deleted.

**FURTHER RESOLVED** that the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee or any person which the Board may constitute/ nominate to exercise its powers, including the powers by this Resolution) be authorised to carry out the abovementioned deletions in the existing Articles of Association of the Company and that the Board may take all such steps as may be necessary to give effect to this Resolution.”

**For EPC Industrié Limited**

**Ratnakar Nawghare  
Company Secretary**

**Registered Office :**

Plot No. H-109, MIDC  
Ambad, Nashik - 422 010

February 25, 2013

## NOTES:

1. The Explanatory Statement, pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.
2. **A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member of the Company. The instrument of proxy should, however be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.**
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting.

### **Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956**

#### **Item No.1**

The Company had entered into a New Share Subscription Agreement and a New Shareholders Agreement with (i) Mahindra & Mahindra Limited, Mumbai, ("M&M") (ii) Mr. K.L. Khanna and (iii) Trenton Investment Company Private Limited, Garuda Plant Products Limited, Mrs. Indrani Khanna, Mr. Anirudh Khanna, Mrs. Neelanjana Banerjee and Mrs. Deepanjali Chhapwale ("Erstwhile Promoters") both dated 27<sup>th</sup> June, 2011 in connection with subscription by M & M in the share capital of the Company and consequential change in the ownership/management.

In view of the smooth transition as aforesaid, the Company, M & M and Erstwhile Promoters have on 25th January, 2013 entered into the Amendment to the Shareholders Agreement dated 27th June, 2011 deleting the clauses relating to non-disposal of shares.

Correspondingly, the clauses appearing in the existing Articles of Association of the Company needs to be deleted and also the interpretation of and the reference of expression "Promoters" appearing in Article 2 of the Articles of Association needs to be changed to "Erstwhile Promoters".

In terms of Section 31 of the Companies Act, 1956, approval of the members by way of a Special Resolution is required to amend the Articles of Association of the Company. A copy of existing Memorandum and Articles of Association is available for inspection by any Member at Registered Office of the Company between 10.00 a.m to 12.00 noon on all working days (except Sundays and Public Holidays).

Your Directors therefore recommend passing of the Resolution set out at Item No. 1 in the accompanying Notice for approval of the Members as Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in this item of business.

**For EPC Industrié Limited**

**Ratnakar Nawghare  
Company Secretary**

#### **Registered Office :**

Plot No. H-109, MIDC  
Ambad, Nashik - 422 010

February 25, 2013



**ATTENDANCE SLIP**

**EPC Industrié Limited**

**Registered Office:** Plot No. H-109, MIDC Ambad, Nashik-422 010

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**

D.P. Id*		Client Id*		Ledger Folio No.		No. of Shares held	
----------	--	------------	--	------------------	--	--------------------	--

NAME AND ADDRESS OF THE SHAREHOLDER : \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

I/We hereby record my/our presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik - 422 010 on Wednesday, 3<sup>rd</sup> April, 2013, at 11.30 A.M.

Signature of the shareholder or proxy : \_\_\_\_\_

\*Applicable for investors holding shares in electronic form.



**PROXY FORM**

**EPC Industrié Limited**

**Registered Office:** Plot No. H-109, MIDC Ambad, Nashik-422 010

D.P. Id*		Client Id*		Ledger Folio No.		No. of Shares held	
----------	--	------------	--	------------------	--	--------------------	--

I/We ..... of .....  
 ..... being a member/members of **EPC Industrié Limited**  
 hereby appoint ..... of .....  
 ..... or failing him .....

of ..... as my/our proxy to vote for me/us and on my/our behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the Company to be held at the Registered Office of the Company at Plot No. H-109, MIDC Ambad, Nashik - 422 010 on Wednesday, 3<sup>rd</sup> April, 2013 at 11.30 A.M. or at any adjournment thereof.

Signed this ..... day of ....., 2013

Affix a Revenue Stamp

\*Applicable for investors holding shares in electronic form.

**Note:** The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.