

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

## NOTICE

Notice is hereby given that the 1/2018-19 Extra-Ordinary General Meeting of the Members of Moira Institute of Design Private Limited will be held on Monday the 7<sup>th</sup> February, 2019 at 11:00 A.M at registered office of the Company situated at Survey No. 293/2 Niranjanpur, Ring Road Square Indore (M.P.) 452001 to transact the following as Special business:-

**1. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.34,00,000 (Rupees Thirty Four Lakhs) divided into 1,00,000 (Rupees One Lakh) Equity Shares of Rs. 10/- each and 24,000 (Twenty Thousand) 0.1% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100 each to Rs. 3,25,00,000 (Rupees Three Crore Twenty five Lacs) divided into 1,00,000 (One Lac) Equity Shares of Rs. 10/- each and 3,15,000 0.1% Non-cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each by creation of additional 2,91,000 (Two Lac Ninety One Thousand) 0.1% Non-cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each.”

**2. To consider and if thought fit to pass the following Resolution with or without modification, if any, as Special Resolution.**

**“RESOLVED THAT** pursuant to the provision of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, consent of the members be and is hereby accorded for altering the existing Clause 5 of the Memorandum of Association with the following clause:

*5. The Authorised Share Capital of the Company is Rs. 3,25,00,000 (Rupees Three Crores Twenty Five lakh) divided into 1,00,000 (One lakh) Equity shares of Rs.10/- (Rupees Ten) each and 3,15,000 (Three Lakh Fifteen Thousand) 0.1% Non Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- each with the power to increase or reduce the capital for the time being into several classes and to attach hereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may be for the time being approved by the regulations of the Company and the Statutory provisions.*

**FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED**

**DATE: 20/12/2018**  
**PLACE: INDORE**

  
  
**VIMAL TODDI**  
**DIRECTOR**  
**DIN: 00106880**

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

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

### ITEM NO. 1 AND 2 :

The Authorised Share Capital of the Company, at the time of incorporation was Rs. 10,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each. After amalgamation of NICG Combines Pvt. Ltd. with Moira Institute of Design Pvt. Ltd. as per NCLT order dated 14.11.2018 the Authorised Share Capital of the Company was increased to Rs. 34,00,000/- as per Clause 12.2 of the Scheme of Amalgamation divided into 1,00,000 equity shares of Rs. 10/- each and 24,000 0.1% Non cumulative Non convertible preference shares of Rs. 100/- each.

As per clause 5.1 of the Scheme the shareholders of Transferor company will be receiving 187, 0.1% Non cumulative Non convertible Preference shares of Rs. 100/- each for every 100 equity shares by Transferee Company. The shareholders of Transferor company will get Preference shares to the tune of Rs. 3,14,53,400/- 0.1% Non cumulative non convertible Preference Shares of Rs. 100/- each (Total 3,14,534 Preference Shares) .

Present Authorised capital of the company is not sufficient to cover the additional allotment as per Scheme of Amalgamation. Therefore the company proposes to increase the share capital of the company from Present Rs. 34,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each and 24,000 0.1% Non cumulative Non convertible preference shares of Rs. 100/- each to Rs. 3,25,00,000/- divided into 1,00,000 (One lakh) Equity shares of Rs.10/- (Rupees Ten) each and 3,15,000 (Three Lakh Fifteen Thousand) 0.1% Non Cumulative Non Convertible Preference Shares of Rs. 100/- each.

The increase in Authorised Capital requires the approval of Members in a General Meeting by way of Ordinary Resolution as per Article No. 36 of the Article of Association of the Company.

Consequently, in terms of the provisions of Section 13 of the Companies Act, 2013 it is also proposed to make appropriate alterations in the Memorandum of Association of the Company to reflect the changes in the Authorised Share Capital of the Company by way of Ordinary Resolution, for alteration in the Existing Clause 5 of the Memorandum of Association of the Company reflecting the Increased Share Capital of the Company.

The proposed resolutions are in the interest of the Company and your Directors recommend Resolutions at item Nos. 1 and 2 for your approval.

Draft Amended copy of the Memorandum of Association of the Company is available for inspection by Members of the Company.

None of the Directors of the Company including their relatives are concerned or interested in aforesaid resolutions

**FOR MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED**

**DATE: 20/12/2018**  
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**DIRECTOR**  
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# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

## ATTENDANCE SLIP

**1<sup>st</sup> EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED ON MONDAY, 7<sup>th</sup> FEBRUARY 2019 at 11:00 A.M.**

Date:	07.02.2019	Time:	11:00 A.M
Place:	Survey No. 293/2 Niranjapur, Ring Road Square, Indore, Madhya Pradesh - 452001		

Signature of the Shareholder/ Proxy/Representative present	
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Regd. Folio No.	
Name of the Shareholder	
Number. of shares held	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on *Monday, 7<sup>th</sup> February 2019* at 11:00 A.M.

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

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: U80101MP2017PTC044669

Name of the company: MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

Registered office: Survey No. 293/2 Niranjapur, Ring Road Square, Indore, INDORE, Madhya Pradesh, India, 452001

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID: NA

I/We, being the member (s) of \_\_\_ share of the above-named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

2. Name:

Address:

E-mail Id:

Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held at Survey No. 293/2 Niranjapur, Ring Road Square, Indore, Madhya Pradesh, India, 452001 on Monday, 07<sup>th</sup> day of February, 2019 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolution

1. Ordinary Resolution for increase in the Authorized Capital
2. Special Resolution for Alteration in the Capital Clause of the Memorandum of Association

Signed this \_\_\_ 2019

\_\_\_\_\_  
Signature of shareholder

# MOIRA INSTITUTE OF DESIGN PRIVATE LIMITED

\_\_\_\_\_  
Signature of Proxy holder(s)

**Affix 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, not less than 48 hours before the commencement of the Meeting.**

## **INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM**

1. No instrument of proxy shall be valid unless,
  - a) in the case of an individual shareholder, it is signed by him/her or his/her attorney, duly authorized in writing,
  - b) in the case of joint holders, it is signed by the shareholder first named in the register or his / her attorney, duly authorized in writing,
  - c) in the case of a body corporate signed by its officer or an attorney duly authorized in writing.
2. An instrument of proxy shall be sufficiently signed by the shareholder and the proxy holder.
3. No instrument of Proxy shall be valid unless it is in Form MGT-11 and duly stamped.