

NOTICE

TO MEMBERS:

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“MEETING”) OF THE MEMBERS OF ECE INDUSTRIES LIMITED (“**THE COMPANY**”) WILL BE HELD ON MONDAY, THE 08TH DAY OF APRIL 2024 AT 11:00 A.M. IST AT “SHREEGUNJAN”, 7, RONALDSHAY ROAD, ALIPORE, KOLKATA, WEST BENGAL-700027 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. SHIFTING OF REGISTERED OFFICE FROM THE “UNION TERRITORY OF DELHI” TO THE “STATE OF UTTAR PRADESH”

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

“**RESOLVED THAT** pursuant to the provisions of Section 12 and 13 of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 30 of the Companies (Incorporation) rules, 2014 and other applicable provisions, if any, and subject to the approval of the Regional Director, Northern Region and other Statutory Authorities, if any, and subject to such other approvals/ sanctions as may be required, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from the “Union Territory of Delhi” to the “State of Uttar Pradesh.”

“**RESOLVED FURTHER THAT** pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to such other approvals/ sanctions as may be required, the existing Clause 2 of the Memorandum of Association of the Company be substituted by the following:

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2. The Registered Office of the Company will be situated in the State of Uttar Pradesh.

RESOLVED FURTHER THAT in respect of application to be filed before the Regional Director, Northern Region, for confirmation of alteration of situation clause in the Memorandum of Association of the Company, Mr. Prakash Kumar Mohta, Managing Director of the Company or Mr. Mahendra Kumar Jajoo or Mr. Yogesh Dahyalal Korani or Mr. Sakate Khaitan, Directors of the Company or Mr. Rajat Sharma, President & CFO of the Company be and are hereby severally authorized to sign and file necessary application, affidavits, publications, notices and such other documents as may be required before the Regional Director and other Government Authorities, and reply to all such letter or correspondences in respect of objections, if any, raised by the Regional Director, Northern Region/ Registrar of Companies, Delhi & Haryana/Chief Secretary, NCT of Delhi and/or other authority or person(s), and to file necessary e-forms with the Registrar of Companies, NCT of Delhi and Haryana /Regional Director, Northern Region, and to do all such acts, things, deeds as may deemed fit.

RESOLVED FURTHER THAT Mr. Nitin Jaiswal, Practicing Company Secretary (Membership No. A45981 & COP No. 16762), be and is hereby severally authorized to enter appearance before the Office of Regional Director, Northern Region, Delhi and Haryana and/or Office of Registrar of Companies, NCT of Delhi and Haryana to prepare and file necessary application, affidavits, notices

and such other documents as may be required before the Regional Director and for other Concerned Authority and to do all such acts, things, deeds as may be necessary in this respect.”

Place: Kolkata

Date: 16th March 2024

By Order of the Board of Directors

(Prakash Kumar Mohta)
Managing Director
DIN: 00191299

Registered Office:

ECE House,

28-A, Kasturba Gandhi Marg,

New Delhi- 110001

CIN: U31500DL1945PLC008279

Email: ecehodelhi@gmail.com

Website: www.eceindustriesltd.com

Tel. No.: (+91-11) 233142 37-39

NOTES:

A. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.

- B.** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice and is attached hereto.
- C.** Details regarding the change of the Registered Office of the Company are given in the Explanatory Statement forming part of the notice.
- D.** The members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off) date i.e. 29th March, 2024, may cast their vote. The Registrar of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from 29th March, 2024 to 08th April, 2024 both days inclusive for updating the members register and share transfer books of the Company.
- E.** Members who hold shares in dematerialized form are requested to bring their Depository Participant Account Number (Client ID No.) for easier identification at the Extra-Ordinary General Meeting.
- F.** Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.eceindustriesltd.com for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ecehodelhi1@gmail.com.
- G.** Queries proposed to be raised at the Extra-Ordinary General Meeting may be sent to the Company at its registered office prior to the date of Extra-Ordinary General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
- H.** The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Extra Ordinary General Meeting and will also be available during the Extra Ordinary General Meeting.
- I.** A Route Map along with Prominent Landmark for easy location to reach the venue of Extra Ordinary General Meeting is annexed with the notice of Extra Ordinary General Meeting.
- J.** Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of Extra Ordinary General Meeting at the meeting.

- K.** Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- L.** Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company's at its Registered Office.
- M.** Mr. Nitin Jaiswal, Practicing Company Secretary (PCS), (Membership No. A45981) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
- N.** Members are requested to give their consent to hold the Extra Ordinary General Meeting of the Company at shorter Notice.

Annexures/ Attachments:

1. Explanatory Statement
2. Route Map
3. Attendance Slip
4. Proxy Form
5. Draft Shorter Notice Consent

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013

Item No. 1

In conformity with the provisions of Section 102 (1) of The Companies Act, 2013, the following explanatory statement sets out all material facts relating to Special Business mentioned in the accompanying notice dated 16th March, 2024 shall be taken as part of the notice.

Presently, the registered office of the company is situated in Union Territory of Delhi. Your Board reconsidered to shift its registered office from the “Union Territory of Delhi” to the “State of Uttar Pradesh”, which would be the best interest of the Company for the following reasons:

1. Cost effective and core business activities are situated in Uttar Pradesh which will be of great essence to the Company.
2. Company is having its owned and vast premises which will further help in managing day to day Secretarial work and near to Union Territory of Delhi.
3. The staff of the Company is mostly based in Uttar Pradesh, so it will be convenient for them to handle the compliances.

Therefore, the Board of Directors of the Company decided to shift the Registered Office of the Company from the “**UNION TERRITORY OF DELHI**” to the “**STATE OF UTTAR PRADESH**”.

In compliance of section 13 of the Companies Act, 2013 for shifting the Registered Office of the Company from one state to another approval of Shareholders of the Company is required by the way of Special Resolution.

The Board recommends the aforesaid **Special Resolution** for your approval.

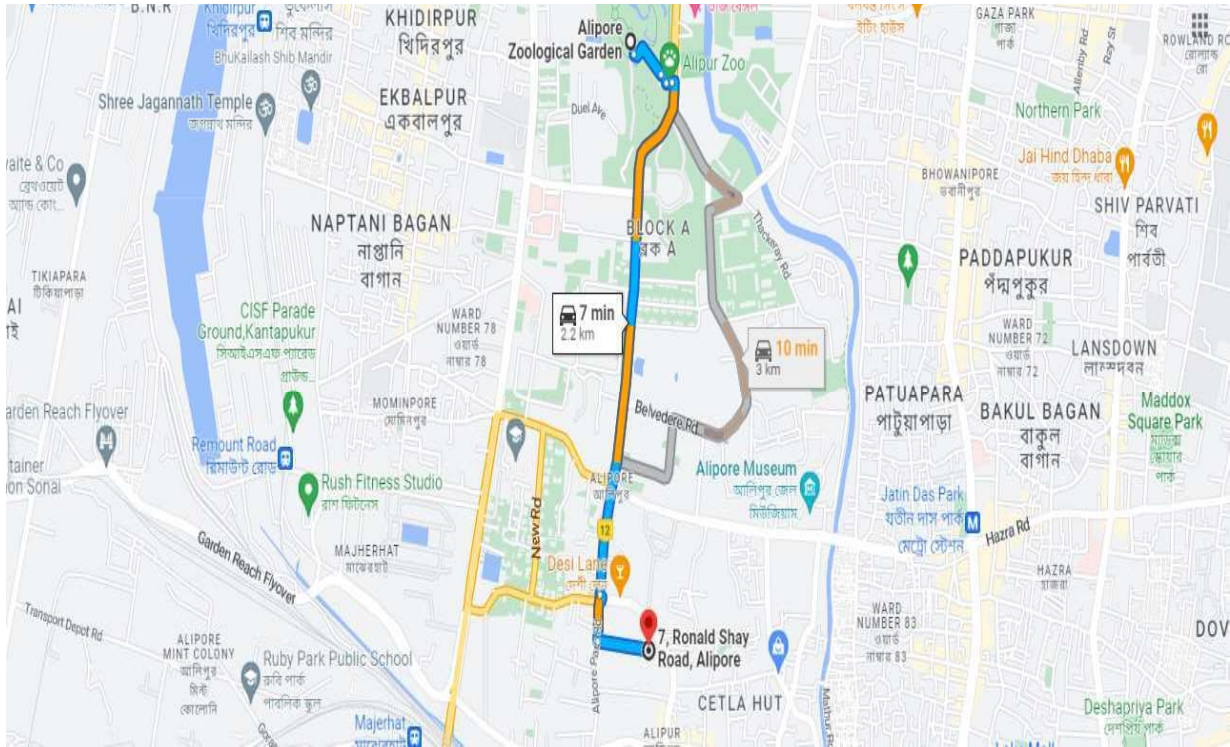
None of the Directors, Key managerial Personnel and relatives of Directors, Key managerial Personnel of the company is concerned or interested in the said resolution except in the capacity of Director & Shareholder of the company.

By Order of the Board of Directors

Place: Kolkata
Date: 16th March, 2024

(Prakash Kumar Mohta)
Managing Director
DIN: 00191299

MAP FOR THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING OF ECE INDUSTRIES LIMITED



Attendance Slip of the Extra Ordinary General Meeting

ECE INDUSTRIES LIMITED

Reg. office: ECE House 28-A, Kasturba Gandhi Marg
New Delhi -110001

CIN: U31500DL1945PLC008279

ATTENDANCE SLIP

Extra Ordinary General Meeting held on Monday, 08th day of April 2024 at 11:00 A.M. IST

| |
|---|
| Folio No. / DP ID Client ID No.: |
| Name of First named Member/Proxy/Authorized Representative: |
| Name of Joint Member(s), if any: |
| No. of Shares held: |

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday, the 08th day of April, 2024 at 11:00 A.M. IST at “SHREEGUNJAN”, 7, Ronaldshay Road, Alipore, Kolkata, West Bengal-700027.

Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Notes:

- 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.*
- 2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.*

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: U31500DL1945PLC008279

Name of the Company: ECE INDUSTRIES LIMITED

Registered office: ECE House 28-A, Kasturba Gandhi Marg, New Delhi -110001

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

I / We, being the member (s) of _____ shares 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

3. 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 Extra Ordinary General Meeting of the of the Company, to be held on Monday, 08th day of April, 2024 at 11:00 A.M. at “SHREEGUNJAN”, 7, Ronaldshay Road Alipore, Kolkata, West Bengal-700027 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S No. | Resolutions | Optional* | |
|-------|---|-----------|---------|
| | | For | Against |
| 1. | Shifting of Registered Office from the “Union Territory of Delhi” to the “State of Uttar Pradesh” | | |

Signed this on _____

Signature of Member _____

Signature of Proxy holder(s) _____

Notes:

- 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.*
- For the Resolution, Explanatory Statement and Notes, please refer to the notice of Extra-Ordinary General Meeting.*
- *It is optional to put a ‘✓’ in the appropriate column against the Resolution indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any Resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.*
- Please complete all details including details of member(s) in above box before submission.*

CONSENT BY SHAREHOLDER FOR SHORTER NOTICE
(Pursuant to provision of Section 101 (1) of the Companies Act, 2013)

Date:

To,
The Board of Directors
ECE Industries Limited
Regd. Office: ECE House 28-A,
Kasturba Gandhi Marg, New Delhi -110001

Dear Sir,

Subject: Consent to hold Extraordinary General Meeting at shorter Notice

I/We, _____ (Name of the shareholder) having _____ (Client ID/DP ID) of ECE Industries Limited having address _____ (Address of the shareholder), holding _____ (Number of Equity Shares) of Rs. 10/- each in the company, in my/our name/joint name, hereby give consent pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold the Extraordinary General Meeting of the Company scheduled to be held on Monday, 08th day of April, 2024 at 11:00 A.M. at “SHREEGUNJAN”, 7, Ronaldshay Road, Alipore, Kolkata, West Bengal-700027

Thank you

(Signature of shareholder)