

**DELEX CARGO INDIA PRIVATE LIMITED**



**Extra Ordinary General Meeting during FY 2020-2021**

**Date** : August 10, 2020

**Day** : Monday

**Time** : 10:30 a.m

**Venue:** 3 sa 10, First Puliya, Chopasani Housing Board,  
Jodhpur Rajasthan 342008  
General Meeting is being held by Video  
Conferencing via Microsoft Teams)

## DELEX CARGO INDIA PRIVATE LIMITED



### NOTICE

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the members of **Delex Cargo India Private Limited** will be held on Monday, 10th day of August 2020 at 10:30 a.m. at 3 sa 10, First Puliya, Chopasani Housing Board, Jodhpur Rajasthan 342008 through video conference (Microsoft Teams) as provided under General Circulars No. 14/2020, 17/2020, 20/2020 and 22/2020 dated 08/04/2020, 13/04/2020, 05/05/2020 and 15/06/2020 respectively issued by Ministry of Corporate Affairs to transact the following business:

#### **SPECIAL BUSINESS:**

#### **1. Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association:**

To consider and, if thought fit, to pass, with or without modifications, if any, the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 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 approval of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing INR 80,00,00,000 (Rupees Eighty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10 (Rupees Ten Only) each aggregating to INR 30,00,00,000 and 5,00,00,000 (Five Crore) Optionally Convertible Redeemable Preference Shares of INR 10 (Rupees Ten Only) each aggregating to INR 50,00,00,000 to INR 115,00,00,000 (Rupees One Hundred Fifteen Crores) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of INR 10 (Rupees Ten Only) each aggregating to INR 65,00,00,000 and 5,00,00,000 (Five Crore) Optionally Convertible Redeemable Preference Shares of INR 10 (Rupees Ten Only) each aggregating to INR 50,00,00,000 by creation of additional 3,50,00,000 (Three Crores Fifty Lakh) equity shares of INR 10 (Ten only) each which shall rank pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new clause as Clause V:

*V. The Authorised Share Capital of the Company is INR 115,00,00,000 (Rupees One Hundred Fifteen Crores) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of INR 10 (Rupees Ten Only) each and 5,00,00,000 (Five Crore) Optionally Convertible Redeemable Preference Shares of INR 10 (Rupees Ten Only) each.*

**RESOLVED FURTHER THAT** any Director of the Company and/or Company Secretary be and are hereby severally authorized to sign and submit necessary applications, documents, forms, if any, with Registrar of Companies or any other Authority and to do all other acts, deeds, things as may be necessary in this regards.”

**By Order of the Board of Directors  
For Delex Cargo India Private Limited**



**Vinita Dandwani  
Company Secretary  
M. No. : A40879**

**Date :** August 5, 2020

**Place :** Jodhpur

**Registered Office Address:**  
NDR Estates,110,GMT Kanakkachatram  
Madhavaram Chennai TN 600110 IN

**Notes:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed hereto.
2. Corporate Shareholders are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
3. Any document referred to in the proposed resolution and explanatory statement annexed hereto shall be available for inspection by the members before and during the Extraordinary General Meeting electronically. Request for inspection of the documents can be made before or during the Extraordinary General Meeting by sending an email at [vinita.dandwani@dpworld.com](mailto:vinita.dandwani@dpworld.com).

**ANNEXURE TO THE NOTICE**

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 1: Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association:**

The Members are informed that the Company requires funds for capex, working capital requirements and general corporate purposes. Therefore, it is proposed to raise funds by issue of shares on rights basis to the existing shareholders of the Company. To issue shares, the Company is required to increase the Authorised Share Capital of the Company from existing INR 80,00,00,000 (Rupees Eighty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of INR 10 (Rupees Ten Only) each aggregating to INR 30,00,00,000 and 5,00,00,000 (Five Crore) Optionally Convertible Redeemable Preference Shares of INR 10 (Rupees Ten Only) each aggregating to INR 50,00,00,000 to INR 115,00,00,000 (Rupees One Hundred Fifteen Crores) divided into 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of INR 10 (Rupees Ten Only) each aggregating to INR 65,00,00,000 and 5,00,00,000 (Five Crore) Optionally Convertible Redeemable Preference Shares of INR 10 (Rupees Ten Only) each aggregating to INR 50,00,00,000 by creation of additional 3,50,00,000 (Three Crores Fifty Lakh) equity shares of INR 10 (Ten only) each which shall rank pari passu in all respects with the existing equity shares of the Company.

Accordingly, the approval of the Members is being sought by way of an Ordinary Resolution to increase in the Authorised Share Capital and consequently amendment in the Clause V of the Memorandum of Association of the Company.

A copy of the altered Memorandum of Association and Articles of Association of the Company are open for inspection of the members. Request for inspection of the documents can be made before or during the Extraordinary General Meeting by sending an email at [vinita.dandwani@dpworld.com](mailto:vinita.dandwani@dpworld.com).

None of the other Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 1 of the Notice.

Your Directors recommend the Resolution set out at Item No. 1 as Ordinary Resolution for approval of the members.

**By Order of the Board of Directors  
For Delex Cargo India Private Limited**



**Vinita Dandwani  
Company Secretary  
M. No.: A40879**

**Notes:**

- (a) This Extra-Ordinary General Meeting (“EGM”) is being held by way of video-conference, as provided under the General Circulars No. 14/2020, 17/2020, 20/2020 and 22/2020 dated 08/04/2020, 13/04/2020, 05/05/2020 and 15/06/2020 respectively. Accordingly, in compliance with the said circular:
- (b) The members shall be sent a Microsoft Teams link on their respective registered email ids to join the EGM through Audio Visual means at the scheduled time. At the scheduled time, the Members shall have to click on the “Join the meeting” link. The members shall keep their video on at all times. The Members may note that the proceedings shall be recorded as required by Companies Act, 2013 read with rules made and circulars issued thereunder.
- (c) The Members may send their questions, if any, before the meeting at [vinita.dandwani@dpworld.com](mailto:vinita.dandwani@dpworld.com).
- (d) The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company’s website, as soon as possible.
- (e) The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
- (f) The facility will be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- (g) Attendance of members through video-conference shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (h) The Members shall convey their vote, when a poll is required to be taken during the meeting on any resolution, at a designated email address which is [vinita.dandwani@dpworld.com](mailto:vinita.dandwani@dpworld.com).
- (i) The Shareholders may join the meeting through the link provided by the Company. The link will be sent separately at the registered email ID of the Shareholder. In case of difficulties in joining the meeting, through video conference the shareholders may contact to **Ms. Vinita Dandwani, Company Secretary at Mobile No. 8879586550.**