

Shorter Notice of Extra-Ordinary General Meeting

SHORTER NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF THE OMNITECH ENGINEERING PRIVATE LIMITED IS SCHEDULED ON WEDNESDAY, 06TH DAY OF MARCH, 2024 AT 02:30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 2500, KRANTI GATE MAIN ROAD, GIDC LODHIKA IND ESTATE, KALAWAD ROAD, METODA, RAJKOT - 360021, GUJARAT, INDIA

TO CONSIDER THE FOLLOWING BUSINESS AS UNDER:

SPECIAL BUSINESS:

ITEM NO 1 : TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND ALTERNATION OF EXISTING MEMORANDUM OF ASSOCIATION :

To consider and thought fit to pass with or without modification the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the Provision of Section 13 read with Section 61 and Section 64 of the Companies Act, 2013 (The “Act”) Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act, read with Rules thereunder (including any Statutory modifications or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the Authorised Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10 (Rupees Ten) each TO Rs. 80,00,00,000/- (Rupees Eighty Crores only) divided into 7,30,00,000 (Seven Crore Thirty Lakh) Equity Shares of Rs. 10 each and 70,00,000 Preference Share of Rs. 10 (Rupees Ten) each.”

“RESOLVED FURTHER THAT the consent and approval of the members of the Company be and is hereby accorded in ensuing General Meeting of the Company, Clause V of the Memorandum of Association of the Company be altered to read as follows”:

The Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore) comprising of 7,30,00,000 (Seven Crore Thirty Lakh) Equity Shares of Rs. 10 (Rupees Ten) each, and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10 (Rupees Ten) each.”



OMNITECH ENGINEERING PRIVATE LIMITED

CIN: U29306GJ2021PTC124801

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“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent and approval of the members of the Company be and is hereby accorded for replacing the existing Clause V of the Memorandum of Association of the Company as placed above.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable to implement the aforesaid Resolution.”

“RESOLVED FURTHER THAT certified copies of this Resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

ITEM NO. 2 : TO ISSUE AND ALLOTMENT OF BONUS SHARES

To pass, with or without modification, following Resolution **as a Special Resolution**

“RESOLVED THAT in pursuance of Section 63 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 the consent of the members of the Company be and is hereby accorded to the Board of Directors to issue & allot 4,50,00,000 (Four crore fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten) each as fully paid bonus shares (hereinafter referred to as new shares) of an aggregate nominal value of Rs. 45,00,00,000/- [Rupees Forty Five Crore], as bonus shares to the shareholders out of the Free Reserves Account, such issue to be made on the following terms and conditions:-

The issue of shares will be made in the proportion of 09 new shares for every one equity share held on today on the meeting date i.e. 06/03/2024.

- The Equity Shares of the Company proposed to be issued and allotted as Bonus Equity Shares and the same shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company; and
- Share Certificates shall be issued to those to whom the new shares are allotted within the time prescribed in the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.



ITEM NO. 3 : SUB-DIVISION OF EQUITY SHARES

To pass, with or without modification, following Resolution **as an Ordinary Resolution** :

“RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013, and Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors to carry out sub-division of Equity Shares w.r.t Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore) comprising of Rs. 7,30,00,000 (Seven Crore thirty Lakh) Equity Share of Rs. 10 (Rupees Ten) each and Rs. 70,00,000 (Seventy Lakh) Preference Share of Rs. 10 each to be sub divided into 14,60,00,000 (Fourteen Crores Sixty Lakh) Equity Shares of Rs. 5 (Rupees Five each) of the Company and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10 (Rupees Ten) each.”

“RESOLVED FURTHER THAT the said subdivision shall not have any effect of increase in authorised share capital of the Company”.

“RESOLVED FURTHER THAT the corporate action for sub-division will be undertaken post issuance of the bonus shares as specified under previous resolution”.

“RESOLVED FURTHER THAT Mr. Udaykumar Arunkumar Parekh [DIN:01635339], Director and/or Mrs. Indumati Arunbhai Parekh, Director [DIN:09281779], be and are hereby authorized to digitally sign e-Form SH-7 for said sub-division of Capital.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.

ITEM NO. 4 : ALTERATION OF CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION OF COMPANY

To Consider, and if thought fit, to pass with or without modification, the following Resolution **as an Ordinary Resolution**:

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company for



replacing the existing Clause V of the Memorandum of Association of the Company with the following:

Clause No. V Authorized Capital

The Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore) comprising of 14,60,00,000 (Fourteen Crore Sixty Lakh) Equity Shares of Rs. 5 (Rupees Five) each, and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10 (Rupees Ten) each.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Udaykumar Arunkumar Parekh [DIN:01635339], Director and Mrs. Indumati Arunbhai Parekh [DIN:09281779], Director of the Company, be and are hereby jointly and severally 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-forms with the Registrar of Companies Gujarat at Ahmedabad (RoC), including remittance of fees and duties as applicable.”

“**RESOLVED FURTHER THAT** Mr. Udaykumar Arunkumar Parekh [DIN:01635339], Director and/or Mrs. Indumati Arunbhai Parekh, Director [DIN:09281779], of the Company be and are hereby authorized to sign, certify this Resolution and submit the copy to any authority, if required.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorize to take all steps to implement the above resolutions, finalize and take all actions in connections with the bonus issue and allotment of shares to the members and others where applicable”.

On behalf of the Board

For, OMNITECH ENGINEERING PRIVATE LIMITED

Date : 06-03-2024

Sd/-

Place : Metoda, Rajkot

.....
Udaykumar A. Parekh

Director (DIN: 01635339)



OMNITECH ENGINEERING PRIVATE LIMITED

CIN: U29306GJ2021PTC124801

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NOTES :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of above resolutions at Item No. 1 to 4 are enclosed
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/ HER BEHALF. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy who shall not act as a proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than forty eight hours before the commencement of the meeting. A proxy form is annexed to this notice. Proxies submitted on behalf of limited Companies, Societies, etc, must be supported by an appropriate resolution / authority, as applicable.
3. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



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**THIS EXPLANATORY STATEMENT IS ISSUED PURSUANT TO SECTION 102
OF THE COMPANIES ACT, 2013**

**ITEM NO 1 : TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND
ALTERNATION OF EXISTING MEMORANDUM OF ASSOCIATION:**

Members are aware that the Company is making constant growth and it has sufficient reserves. Further, it is proposed to issue bonus shares to the existing shareholders of the Company. Moreover, the Company intends to widen its capital base, and therefore, it is required to increase the authorised share capital of the Company in consonance with proposed increase in paid up share capital of the Company.

Therefore, the Resolution as set out at Item No. 1 is proposed to be passed as an Ordinary Resolution in pursuant to the provisions of Section 13, 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) for increase in Authorised Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 Equity Shares of Rs. 10 each TO Rs. 80,00,00,000/- (Rupees Eighty Crores only) divided into 7,30,00,000 Equity Shares of Rs. 10 each and 70,00,000 Preference Share of Rs. 10 each ranking pari passu in all respect with the existing share of the Company and it is also essential to amend Clause V i.e. the Capital Clause of the Memorandum of Association and Articles of Association and in pursuant to the provisions of Section 13, 61 read with other applicable provisions, if any, of the Companies Act, 2013. The Resolution Item No. 1 is proposed to be passed as an Ordinary Resolution.

Clause No. V Authorized Capital

The Authorised Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore) comprising of 7,30,00,000 (Seven Crore Thirty Lakh) Equity Shares of Rs. 10 (Rupees Ten) each, and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10 (Rupees Ten) each."

The Board, at its meeting held on 06th day of March, 2024 approved yearly Business Expansion Plan with infusion of Capital and broad road map for the Growth strategy and Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company.



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 resolutions.

On behalf of the Board

For, OMNITECH ENGINEERING PRIVATE LIMITED

Date : 06-03-2024

Sd/-

Place : Metoda, Rajkot

.....

Udaykumar A. Parekh

Director (DIN: 01635339)



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ITEM NO. 2 : TO ISSUE AND ALLOTMENT OF BONUS SHARES

Members are aware that the Company was converted from Partnership Firm to Private Limited Company w.e.f. 9th August, 2021 and since then, it has been making continuous growth. Due to sustained growth, the Company has reserves of approx Rs. 66.66 Crores as on 31st March, 2023. Looking to the turnover & growth of the Company, the Board has recommended to increase the capital base and reward the shareholders for their continuous investment in the Company. It is recommended to issue equity shares as bonus by way of capitalizing reserves of the Company. However, the present authorised share capital is insufficient to meet the said requirement. Consequently, it is proposed to increase the authorized share capital of the Company as summarised at Item No. 2

As stated earlier, with the motive of strengthening the capital base of the Company, the Board of Directors of the Company, in its Meeting held on 6th day of March, 2024, recommended, subject to approval of members at the General Meeting, to issue & allot Bonus Equity shares to the existing shareholders of the Company in the ratio of 9 (Nine) equity shares for every 1 (One) equity share held.

The Resolution as set out at Item No. 2 is proposed to be passed as a Special Resolution provided that Bonus equity shares, as and when allotted, from the date of allotment, shall be subject to provisions of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with existing equity shares. Further, as per Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, except to the extent of their shareholding, in the said resolutions.

On behalf of the Board

For, OMNITECH ENGINEERING PRIVATE LIMITED

Date : 06-03-2024

Sd/-

Place : Metoda, Rajkot

.....
Udaykumar A. Parekh

Director (DIN: 01635339)



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ITEM NO. 3 : SUB-DIVISION EQUITY SHARES:

The Board of Directors at their meeting held on 6th day of March, 2024 considered and approved the proposal of restructuring the Share Capital of the Company by sub-dividing the existing equity shares into face value of Rs. 5/- per share in place of Rs. 10/- per share. The new equity shares to be issued and allotted upon sub-division shall rank pari passu with the then existing equity shares of the Company in all respects.

Pursuant to the provisions of Section 13, 14 and 61 of the Companies Act, 2013 approval of the Members is required for sub-division of shares and consequent amendment to Clause V of the Memorandum of Association and for altering the relevant clauses in the Articles of Association of the Company (if any). Accordingly, the resolutions set out at Item No. 4 seek approval of the Members for the proposed sub division of face value of the Equity Shares and the consequent amendments to the existing Clause V of the Memorandum of Association of the Company

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of Equity Shares, is in the best interest of the Company and hence recommends passing of the resolutions set out at Item No.4 as Ordinary Resolutions.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, except to the extent of their shareholding, in the said resolutions.

ITEM NO. 4 : Alteration of Capital Clause V of Memorandum of Association of Company

The Board, at its meeting held on 6th day of March, 2024 it is also essential to amend Clause V i.e. the Capital Clause of the Memorandum of Association and Articles of Association and in pursuant to the provisions of Section 13, 61 read with other applicable provisions, if any, of the Companies Act, 2013. The Resolution Item No. 5 is proposed to be passed as an Ordinary Resolution.

Clause No. V Authorized Capital

The Authorized Share Capital of the Company is Rs. 80,00,00,000/- (Rupees Eighty Crore) comprising of 14,60,00,000 (Fourteen Crore Sixty Lakh) Equity Shares of Rs. 05 (Rupees Five) each, and 70,00,000 (Seventy Lakh) Preference Shares of Rs. 10 (Rupees Ten) each.”



None of the Directors, any other Key Managerial Personnel, or their relatives is interested in the aforesaid Resolutions, except in capacity as a shareholder of the Company.

Any documents referred to in the aforesaid Resolutions at Item No. 1 to 4 are available for inspection between 10:00 am and 2:00 pm during any working day (Monday to Saturday).

On behalf of the Board

For, OMNITECH ENGINEERING PRIVATE LIMITED

Date : 06-03-2024

Sd/-

Place : Metoda, Rajkot

.....

Udaykumar A. Parekh

Director (DIN: 01635339)



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