
Notice

Notice is hereby given that the 31th (Thirty first) Annual General Meeting of the Shareholders of **Ecocat (India) Pvt. Ltd.** ("the Company") will be held on Friday, 30th September, 2022 at 10:00 A.M. at Registered Office of the Company at Plot no. 57, Rama Road, New Delhi – 110015, to transact the following businesses:

Ordinary business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the Report of the Auditors and Board of Directors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

Appointment of Auditors

"RESOLVED THAT pursuant to the provisions of section 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, M/s J.C. Bhalla & Co., Chartered Accountants (Firm Registration No. 001111N) be and are hereby appointed as Auditors of the Company in place of retiring auditors M/s. Uberoi Sood & Kapoor, Chartered Accountants (Firm Registration No. 001462N) to hold office from the conclusion of this annual general meeting upto the conclusion of the Thirty sixth annual general meeting of the Company to be held in the year 2027 at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all acts, things, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Special business

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

Payment of remuneration to Cost Auditors for FY 2021-22

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of INR 40,000 (Rupees Forty Thousand Only) plus taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the cost audit, payable to M/s Jay Narain & Co., Cost Accountant in practice (having Proprietor FRN 004576), who was appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company pertaining to the financial year 2021-22.

ECOCAT (INDIA) PVT. LTD.

Factory :
Plot No. 4, 20th Milestone,
Mathura Road, Faridabad
121006 Haryana (INDIA)

Tel. : +91 129 426 6500
Fax : +91 129 426 6517
E-mail : info@ecocatindia.com
Website : www.ecocatindiavikas.com

Regd. Office :
Plot No. 57, Rama Road,
New Delhi - 110015
CIN : U74899DL1991PTC044234

Notice Contd.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

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

Related Party Transaction

"RESOLVED THAT pursuant to provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, consent of shareholders of the Company be and is hereby accorded to approve the following related party transaction/ contract entered into by the Company upto the maximum amount appended below on the terms and conditions as mentioned in the copy of lease deed placed at the meeting and initialled by the Chairman for the purpose of identification:

Name of Related Party	Nature of Transaction	Term	Amount (in INR)
Kenmore Vikas (India) Pvt. Ltd.	Lease of a portion of premises located at Mathura Road, Faridabad	3 years w.e.f. 1 st April, 2022	INR 3,877,032 per month

RESOLVED FURTHER THAT all the acts done by the Board of Directors of the Company in relation to related party transaction already entered into with the aforesaid related party prior to this resolution be and are hereby ratified and approved.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

For and on behalf of the Board of
Ecocat (India) Pvt. Ltd.

Date: 24th September, 2022

Place: New Delhi

Praveen Agarwal
Chairman & Managing Director
DIN: 00036445

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AFORESAID ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Notice contd.

- 2. THE INSTRUMENT APPOINTING THE PROXY, DULY STAMPED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Corporate Members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
4. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special business, as mentioned in the Notice, is annexed hereto and forms part of the Notice.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the shareholders at the Annual General Meeting.
6. All the relevant documents in relation to the proposed resolutions shall be placed at the ensuing Annual General Meeting and shall also be available for inspection to the desirous shareholders of the Company during all working days between 10:00 A.M. and 2:00 P.M. at the Registered Office of the Company upto the date of this General Meeting.
7. The Members are requested to register/update their e-mail address with the Company to enable the Company to send future communications in electronic mode.
8. The Members/proxies/authorised representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Route-map to the venue of the meeting is enclosed to the Notice.
9. This meeting has been called at a shorter notice due to some exigencies which is subject to consent of requisite shareholders of the Company as required under the provisions of Companies Act, 2013.
10. The above notice may be deemed as Special Notice as required under section 115 read with section 140 of the Companies Act, 2013 for the purpose of appointment of new auditors other than the retiring auditors as proposed under item no. 2 of this Notice.

**EXPLANATORY STATEMENT
UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO. 3

In accordance with section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to appoint a cost auditor to audit the cost records maintained by the Company in relation to its products on annual basis.

Considering the statutory requirement, the Board by passing a resolution by way of circulation on 29th September, 2021 has appointed M/s Jay Narain & Co., Cost Accountant in practice (having Proprietor FRN 004576) as cost auditors of the Company for conducting the audit of cost records maintained by the Company pertaining to the financial year 2021-22. Thereafter, the Board at its meeting held on 24th September, 2022 has approved the remuneration payable to the cost auditors for an amount not exceeding INR 40,000 plus taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the cost audit for the financial year 2021-22.

Pursuant to section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the remuneration payable to the cost auditors has to be ratified by the shareholders of the Company. Accordingly, ratification by the shareholders is sought by way of ordinary resolution to the remuneration payable to cost auditors for conducting the audit of cost records maintained by the Company pertaining to the financial year 2021-22. The Board recommends this resolution for approval of the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4

The Company has taken on lease a portion of an industrial premises located at Plot no 4, 20th Milestone, Mathura Road, Faridabad, Haryana in terms of Lease Deed executed on 31st March, 2022 from Kenmore Vikas (India) Pvt. Ltd., one of the related parties of the Company, for the purpose of carrying its manufacturing activities on the terms and conditions including consideration and tenure as contained in the said lease deed.

Members may note that the Company has taken the said premises on lease in its ordinary course of business and at arms' length basis which is not prejudicial to the interest of the Company and its members. However, in the absence of any specific definition of terms such as "arms' length basis" and "ordinary course of business" and as said related party transaction exceeds the prescribed limits, shareholders' approval is sought by way of ordinary resolution.

Notice contd.

As required under section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of the Board and its Power) Rules, 2014, the necessary information, with respect to above matter, is disclosed as under:

Name of the related party	Kenmore Vikas (India) Pvt. Ltd.
Name of the Director / Key Managerial Personnel who is related:	Mr. Praveen Agarwal, Mr. Abhimanyu Sharaff and Mrs. Surabhi Agarwal Tuli, Directors of the Company
Nature of relationship:	Mr. Praveen Agarwal, Mr. Abhimanyu Sharaff and Mrs. Surabhi Agarwal Tuli and/or their relatives (directors & shareholders)
Nature, material terms, monetary value and particulars of Contract:	Lease Deed has entered into for obtaining the premises located at Plot no 4, 20 th Milestone, Main Mathura Road, Faridabad, Haryana on lease for a maximum period of 3 years w.e.f. 1 st April, 2022 at a monthly rent of INR 3,877,032 commencing from 1 st April, 2022.
Any other information relevant for the shareholders:	As contained in Lease Deed dated 31 st March, 2022

None of the Directors and Key Managerial personnel and their relatives except as stated above is interested in the resolution. The extent of shareholding of promoters, directors and key managerial personnel in such related party is disclosed as under:

S. No.	Name of the Promoter/ Director/ KMP	Number of shares	% of total shareholding
1.	Mr. Praveen Agarwal jointly with Mrs. Sumedha Sharaff	35,344	27.83
2.	Mrs. Puja Agarwal Jointly with Mr. Praveen Agarwal and Mrs. Sumedha Sharaff	31,575	24.86
3.	Mrs. Sumedha Sharaff	9,445	7.44

The Board recommends your consent by way of ordinary resolution for the aforesaid related party transaction.

For and on behalf of the Board of
Ecocat (India) Pvt. Ltd.

Date: 24th September, 2022
Place: New Delhi

Praveen Agarwal
Chairman & Managing Director
DIN: 00036445

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]

Name of the Company: **Ecocat (India) Pvt. Ltd.**Registered Office: **Plot no. 57, Rama Road, New Delhi- 110015**CIN: **U74899DL1991PTC044234**

Name of the member(s):	
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:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st
Annual general meeting of the Company, to be held on the Friday, 30th September, 2022 at
10:00 A.M. at Plot no. 57, Rama Road, New Delhi - 110015 and at any adjournment
thereof in respect of such resolutions as are indicated below:

Resolution No.1

Ordinary resolution to receive, consider and adopt the audited financial statements for the
year ended 31st March, 2022 together with the Report of the Board of Directors and
Auditors thereon.

Resolution No.2

Ordinary resolution to appoint M/s J.C. Bhalla & Co., Chartered Accountants as Auditors of
the Company.

Resolution No.3

Ordinary resolution to approve remuneration payable to Cost Auditors for FY 2021-22.

Resolution No.4

Ordinary resolution to approve the related party transaction

Signed this..... day of 2022

Signature of shareholder

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.

Ecocat (India) Pvt. Ltd.

Plot no. 57, Rama Road, New Delhi- 110015

CIN: U74899DL1991PTC044234

ATTENDANCE SLIP

I hereby record my presence at the 31st Annual General Meeting being held at Plot no. 57, Rama Road, New Delhi – 110015 on Friday, 30th day of September, 2022 at 10:00 A.M.

Name of the Shareholder _____

Regd. Folio No. _____

Signature of the attending Member / Proxy _____

Shareholder /proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and handover at the entrance duly signed.