

Notice

Notice is hereby given that the 33rd (Thirty Third) Annual General Meeting of the Shareholders of **Ecocat (India) Pvt. Ltd.** ("the Company") will be held on Monday, 30th September, 2024 at 02:30 P.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, 2024 together with the Report of the Auditors and Board of Directors thereon.

Special business

2. 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 2023-24

"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 75,000 (Rupees Seventy Five 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 2023-24.

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."

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

Approval for making inter-corporate deposits

"RESOLVED THAT pursuant to the provisions of section 185 of the Companies Act, 2013 and, as amended by the Companies (Amendment) Act, 2017 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, consent of the shareholders of the Company be and is hereby accorded to empower the Board of Directors of the Company, on behalf of the Company, to make inter-corporate deposit in the form of unsecured loan with the Pacific Alloys Private Limited, being the entity covered under the category of 'a person in whom any of the director of the Company is interested', upto 5 Crores, in one or more tranches for the

ECOCAT (INDIA) PVT. LTD.

Factory :
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Mathura Road, Faridabad
121006 Haryana (INDIA)

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E-mail : info@ecocatindia.com
Website : www.ecocatindiavikas.com

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

Notice contd.

principal business activities of the borrower, on the mutually agreed terms and conditions.

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

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

Date: 02nd September, 2024
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.
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.

Notice contd.

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.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 2**

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 on 14th September, 2023 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 2023-24. Thereafter, the Board at its meeting held on 02nd September, 2024 has approved the remuneration payable to the cost auditors for an amount not exceeding INR 75,000 plus taxes and reimbursement of out of pocket expenses at actuals, if any, in connection with the cost audit for the financial year 2023-24.

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 2023-24. 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. 3

The Company has provided a short term funding support to Pacific Alloys Private Limited out of the Company's cash flows, by way of unsecured loan, which may be given in one or more tranches as and when required by the borrowing party. Since the borrowing party is considered as entity covered under the category of 'a person in whom any of the director of the company is interested as specified in the explanation to sub-section 2(b) of the section 185 of Companies Act, 2013, making inter-corporate deposit in the form of unsecured loan with such party is subject to approval of the shareholders by way of special resolution.

Hence, consent of the shareholders is being sought by way of a special resolution pursuant to section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for such transactions with monetary limit appended thereto.

Notice contd.

As required under section 185 of the Companies Act, 2013, the necessary information, with respect to above transaction is disclosed as under:

- o Inter-corporate deposits:

Name of the Company	Nature of transaction	Amount (in INR million)
Pacific Alloys Private Limited	Inter-corporate Deposit	50.00

- o Rate of interest – mutually agreed from time to time based on prevailing norms
- o Purpose of utilisation of loan - General business requirements including but not limited to re-pay/pre-pay their existing loans, capital expenditures, working capital requirements etc. The loans will be utilised by the borrower for its principal business activities.
- o Repayment terms – repayable on demand

None of the Directors and Key Managerial personnel and their relatives except Mr. Abhimanyu Sharaff to the extent of his shareholding and directorship in the aforesaid entity is interested in the resolution. The extent of shareholding of promoters, directors and key managerial personnel in such entities is disclosed as under:

S. No.	Name of the Promoter/ Director/ KMP	Name of the related party	Number of shares	% of total shareholding
1.	Mr. Abhimanyu Sharaff (Joint Managing Director)	Pacific Alloys Private Limited	10,500	1.05%
2.	Mrs. Sumedha Sharaff (Promoter)	Pacific Alloys Private Limited	20,000	2.01%

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

Date: 02nd September, 2024
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 33rd Annual general meeting of the Company, to be held on the Monday, 30th September, 2024 at 02:30 P.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, 2024 together with the Report of the Board of Directors and Auditors thereon.

Resolution No. 2

Ordinary resolution to approve remuneration payable to Cost Auditors for FY 2023-24.

Resolution No. 3

Special Resolution to approve inter corporate deposit under section 185 of the Companies Act, 2013

Signed this..... day of 2024

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 33rd Annual General Meeting being held at Plot no. 57, Rama Road, New Delhi – 110015 on Monday, 30th September, 2024 at 02:30 P.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.

Route map to the venue of the AGM from Kirti Nagar Metro Station

