POWERICA LIMITED

POWERICA
A PROMISE FOR POWER

Regd. Office & Corp. Mktg. Office:
9th Floor, Bakhtawar,
Nariman Point,
Mumbai 400 021

Tel +91 22 6656 2525
E-mail atp@powericaltd.com
Web www.powericaltd.com
CIN : U31100MH1984PLC032825

SHORTER NOTICE OF AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF POWERICA LIMITED

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF POWERICA LIMITED (CIN U31100MH1984PLC032825) WILL BE HELD ON MONDAY, 7TH APRIL, 2025 AT 12.00 NOON AT REGISTERED OFFICE OF THE COMPANY AT 09TH FLOOR, BAKHTAWAR, NARIMAN POINT, MUMBAI – 400021 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. **Increase in Authorised Share Capital**:

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

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (including any statutory modification or re-enactment thereof for the time being in force) and the rules and regulations made thereunder, each as amended, and further subject to any applicable law, and the provisions of the articles of association of the Company, and all applicable approvals and permissions of regulatory authorities, approval of the members be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 45,01,00,000/- (Rupees Forty Five crores one lakh only) divided into 7,00,20,000 (Seven Crores Twenty Thousand) equity shares of ₹ 5/- (Rupees Five only) each and 1,00,00,000 (One Crore) Preference Shares of ₹ 10/- (Rupees Ten only) each to ₹ 110,00,00,000/- (Rupees One Hundred and Ten Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of ₹ 10/- (Rupees Ten only) each;

RESOLVED FURTHER THAT Mr. Naresh C. Oberoi, Chairman & Managing Director, Mr. Bharat Oberoi, Jt. Managing Director, Mr. Pradeep Gupta, Whole-time Director, Ms. Renu Oberoi, Whole-time Director and Ms. Anita Renuse, Company Secretary, be and are hereby severally authorized to make an application, sign and file necessary e-forms and other necessary documents with the Registrar of Companies, Maharashtra, Mumbai, and do all such acts, deeds, matters and things as may be

required to be done to give effect to the above resolution and to authorise such person or persons to liaise with the concerned authorities, as may be required;

RESOLVED FURTHER THAT Mr. Naresh C. Oberoi, Chairman & Managing Director, Mr. Bharat Oberoi, Jt. Managing Director, Mr. Pradeep Gupta, Whole-time Director, Ms. Renu Oberoi, Whole-time Director and Ms. Anita Renuse, Company Secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolution which may be forwarded to any concerned authorities for necessary action."

2. **Alteration of Memorandum of Association (MOA) of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 15, 61 and 64 of the Companies Act, 2013 and the Rules made thereunder, each as amended, and other applicable provisions, if any and in order to align the Memorandum of Association of the Company ("**Memorandum of Association**") with the requirements of the Companies Act, 2013, as amended, consent of the shareholders of the Company be and is hereby accorded to alter the existing Memorandum of Association of the Company by substituting the existing Clauses – Clause III. B.14, Clause III.B.19, Clause III.B.38, Clause III.B.45 and Clause V of the Memorandum of Association of the Company with the following clauses:

"III.B.14. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concession, amalgamation absorption or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company, Subject to the provisions of the Companies Act, 2013."

"III.B.19. To receive money on deposit or loan and borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement entered into by the Company in any way and in particular by the issue of debentures or debenture stocks, perpetual or otherwise, charge upon all or any of the Company's property and assets (both present and future), including its uncalled capital; and to purchase, redeem, cancel or pay off any such securities subject to provisions of Section 58A of the Companies Act, 2013 and directive of Reserve Bank of India."

"III.B.38. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company in the event of winding up, subject to the provisions of Companies Act, 2013."

"III.B.45. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execute on and

promotion thereof either directly or through as independent agency or in any other manner. Without prejudice to the generally of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which is likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under Section 80HHA of the Income-tax Act, 1961 or any other law relating to rural development for the time being in force discretion in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value subject to provisions of Act divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institution or Trusts or Funds."

"V. The Authorised Share Capital of the Company is ₹ 110,00,00,000/- (Rupees One Hundred and Ten Crores) divided into 20,00,00,000 (Twenty Crores) equity shares of face value of ₹ 5/- (Rupees Five Only) each and 1,00,00,000 (One crore) preference shares of face value of ₹ 10/- (Rupees Ten only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach hereto respectively such preferential, deferred, qualified, or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

RESOLVED FURTHER THAT Mr. Naresh Chander Oberoi, Chairman & Managing Director, Mr. Bharat Oberoi, Jt. Managing Director, Mr. Pradeep Gupta, Whole-time Director and Ms. Anita Renuse, Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to Clauses III.B.14, III.B.19, III.B.38, III.B.45 and V of the Memorandum of Association of the Company, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Maharashtra, Mumbai and to comply with all other requirements in this regard;

RESOLVED FURTHER THAT Mr. Naresh Chander Oberoi, Chairman & Managing Director, Mr. Bharat Oberoi, Jt. Managing Director, Mr. Pradeep Gupta, Whole-time Director and Ms. Anita Renuse, Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

POWERICA

A PROMISE FOR POWER

3. **Adoption of amended set of Articles of Association of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14, and 15 of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, (collectively, referred to as the "**Companies Act**") the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and other applicable provisions, if any, and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the requirements of the stock exchanges where the equity shares of the Company are proposed to be listed and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the applicable provisions of any other applicable law and commercial consideration, the set of existing Articles of Association of the Company, as placed before the shareholders of the Company be and is hereby substituted with an amended set of Articles of Association and the same be approved and be adopted as the Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT Mr. Naresh Chander Oberoi, Chairman & Managing Director, Mr. Bharat Oberoi, Jt. Managing Director, Mr. Pradeep Gupta, Whole-time Director and Ms. Anita Renuse, Company Secretary be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

RESOLVED FURTHER THAT Mr. Naresh Chander Oberoi, Chairman & Managing Director, Mr. Bharat Oberoi, Jt. Managing Director, Mr. Pradeep Gupta, Whole-time Director and Ms. Anita Renuse, Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

4. **Appointment of Ms. Sowmya Chaturvedi (DIN: 08173748) as an Independent Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members be and is hereby accorded to appoint Ms. Sowmya Chaturvedi (DIN: 08173748) as Director (Non-Executive & Independent), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, for a term upto 3 (three) consecutive years from

POWERICA
A PROMISE FOR POWER

April 1, 2025 to March 31, 2028, not liable to retire by rotation, who has submitted the requisite consent and declaration under section 149 of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Naresh C. Oberoi, Chairman and Managing Director, Mr. Bharat Oberoi, Jt. Managing Director and Mr. Pradeep Gupta be and are hereby jointly or severally authorised to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution;

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

By Order of the Board
For and on behalf of Powerica Limited

POWERICA LTD.

Naresh C. Oberoi
Chairman & Managing Director
(DIN: 00009000)

Date: March 19, 2025
Place: Mumbai

Registered Office:
9th Floor, Bakhtawar, Nariman Point,
Mumbai – 400021

POWERICA

A PROMISE FOR POWER

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the business as set out in the Notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
   A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. The proxy in order to be effective should be lodged with the Company at least 48 hours before the commencement of the Meeting.

4. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited Companies, Societies, etc., must be supported by appropriate resolution or authority as applicable.

5. Members are requested to bring the attendance slip enclosed herewith duly completed and Signed. The attendance slip should be presented at the venue of the Meeting.

6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

7. All documents referred to in the Notice and the Explanatory Statement and requiring Member's approval, and such statutory records and registers, as are required to be kept open for inspection under the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company between 9.30 a.m. to 6.30 p.m. on all working days of the Company.

By Order of the Board
For and on behalf of Powerica Limited

POWERICA LTD.

Naresh C.Oberoi
Chairman & Managing Director
(DIN: 00009000)

Date: March 19, 2025
Place: Mumbai
Registered Office:
9th Floor, Bakhtawar, Nariman Point,
Mumbai – 400021

POWERICA

A PROMISE FOR POWER

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL,
ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY, AND
ITEM NO. 3: ADOPTION OF AMENDED SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

The Company intend to explore and evaluate the options for raising of capital and issue of Bonus shares. To enable the issuance of equity shares by the Company, it is proposed to increase the authorised share capital of the Company from existing Rs. 45,01,00,000/- (Rupees Forty Five Crores One Lakh Only) divided into 7,00,20,000 (Seven Crores Twenty Thousand) equity shares of ₹ 5/- (Rupees Five only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each to Rs. 110,00,00,000/- (Rupees One Hundred Ten Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each and recommended the same for shareholder's approval.

Pursuant to section 61 of the Companies Act, 2013, a Company may alter its share capital with the consent of the shareholders of the Company. Hence, The Board of Directors at their meeting held on March 19, 2025 has approved the proposal of increased in Authorised Share Capital to Rs. 110,00,00,000 (Rupees One Hundred Ten Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- (Rupees Ten only) each.

Further, it is proposed to make changes to the Articles of Association of the Company to align it with the requirements of law for the purposes of fund raising especially for undertaking an IPO.

Therefore, members are requested to give their approval for the increase in Authorised share capital of the Company, alteration of Clause V and other clauses of the Memorandum of Association and amendment of the Articles of Association.

The Directors recommend the Ordinary Resolution no. 1, and special resolution no. 2 and 3 as set out in the accompanying Notice for Members' approval.

The copies of the existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

None of the Directors of the Company or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the ordinary resolution no. 1, and special resolution no. 2 and 3.

POWERICA
A PROMISE FOR POWER

The board of directors of the Company recommends the resolutions set out at Item No. 1, 2 and 3 of the accompanying Notice for your approval.

ITEM NO. 4: APPOINTMENT OF MS. SOWMYA CHATURVEDI (DIN: 08173748) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Based on recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013, Board of Directors of the Company at their meeting held on March 19, 2025 appointed Ms. Sowmya Chaturvedi (DIN: 08173748) as a Director (Non –Executive & Independent) of the Company for the period of three (3) years with the effect from April 01, 2025 to March 31, 2028 subject to approval of members of the Company.

The Company has received a notice in writing from a member proposing the candidature of Ms. Sowmya Chaturvedi to be appointed as Director of the Company. Additionally, the Company has received a declaration from Ms. Sowmya Chaturvedi confirming that she meets the criteria of independence under the Companies Act, 2013 and has also received consent from Ms. Sowmya Chaturvedi, to act as a Director in terms of section 152 of the Companies Act, 2013 alongwith a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The brief profile of Ms. Sowmya Chaturvedi is as follows:

Ms. Sowmya Chaturvedi has more than 23 years of experience in supply chain, operations with exposure to P&L responsibilities and driving business growth and change. She has Master's degree in Executive Business Management from SP Jain at Mumbai and Bachelor in Engineering from Pune University, Maharashtra. She was on the Board of Cummins Generator Technologies India Private Limited and was Supply Chain Leader. She was also Supply Chain Director at Cummins Asia Pacific. Prior to Cummins, she has led business excellence at Tata BlueScope Steel and was senior business excellence assessor for Tata Group under the Malcolm Baldrige Framework. She is currently pursuing Doctorate in Business Management from Rushford Business School – Lucerne Switzerland.

Except Ms. Sowmya Chaturvedi, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to appointment of Ms. Sowmya Chaturvedi as an Independent Director of the Company, as set out in Item No. 4 for approval of the members by way of Special Resolution.

POWERICA
A PROMISE FOR POWER

Annexure- I

Relevant details of Directors seeking appointment/ Re - appointment as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided here under:

Name of the Director	**Ms. Sowmya Chaturvedi**
DIN	08173748
Designation	Director (Non-Executive & Independent)
Age	50
Experience and qualification	Ms. Sowmya Chaturvedi has more than 23 years of experience in supply chain, operations with exposure to P&L responsibilities and driving business growth and change. She has Master's degree in Executive Business Management from SP Jain at Mumbai and Bachelor in Engineering from Pune University, Maharashtra. She was on the Board of Cummins Generator Technologies India Private Limited and was also Supply Chain Leader. She was also Supply Chain Director at Cummins Asia Pacific. Prior to Cummins, she has led business excellence at Tata BlueScope Steel and was senior business excellence assessor for Tata Group under the Malcolm Baldrige Framework. She is currently pursuing Doctorate in Business Management from Rushford Business School – Lucerne Switzerland.
Experience in specific functional area	More than 2 decades of experience in supply chain, operations with exposure to P&L responsibilities and driving business growth and change
Date of first appointment in Current designation	NIL
Shareholding in the Company as on 31st March, 2024	NIL
Inter se relationship between • Directors • Key Managerial Personnel	NA
No. of Board Meetings attended during the financial year 2024-25	NA
Details of remuneration last drawn (₹)	NA

POWERICA
A PROMISE FOR POWER

Terms and Conditions of reappointment	Three (3) years with the effect from April 01, 2025 to March 31, 2028
Details of proposed remuneration (₹)	Sitting Fees as may be decided by the Board
Chairperson/Membership of the Statutory Committee(s) of the Board of Directors of the Company	NIL
Other Companies in which he is a Director excluding Directorship in Private and Companies under Section 8 of the Companies Act, 2013	NIL
Chairperson/Membership of Statutory Committee(s) of the Board of Directors of other Companies in which he is a Director*	NIL

POWERICA
A PROMISE FOR POWER

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: U31100MH1984PLC032825

Name of Company: Powerica Limited

Registered Office: 9th Floor, Bakhtawar, Nariman Point, Mumbai – 400 021

Name of the Member(s): _____

Registered Address: _____

_____

Email ID: _____ Folio No./DP ID & Client ID: _____

I/We, being the member(s) of _____ Shares of the above-named Company, hereby appoint

1. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, or failing him /her

2. Name: _____ E-mail ID: _____

Address: _____

Signature: _____, or failing him /her

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, April 07, 2025 at 12.00 noon at the Registered Office of the Company at 09th Floor, Bakhtawar, Nariman Point, Mumbai – 400021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	Optional*	
Special Business		**For**	**Against**
1.	Increase in Authorised Share Capital		
2.	Alteration of Memorandum of Association (MOA) of the Company		
3.	Adoption of amended set of Articles of Association of the Company		
4.	Appointment of Ms. Sowmya Chaturvedi (DIN: 08173748) as an Independent Director of the Company		

POWERICA

A PROMISE FOR POWER

Signed this.....

Affix Revenue Stamp

.....
Signature of Member

.....
Signature of Proxy holder(s)

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in ended, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencements of the meeting.
3. A proxy need not be a member of the Company.
4. Please put a (√) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

POWERICA

A PROMISE FOR POWER

Attendance Slip

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Monday, April 07, 2025 at 12.00 noon at the Registered Office of the Company at 9th Floor, Bakhtawar, Nariman Point, Mumbai – 400021.

Signature of Shareholder / Proxy Present.....

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

POWERICA

A PROMISE FOR POWER

Extra-ordinary General Meeting Information

Date	Monday, April 07, 2025
Location	9th Floor, Bakhtawar, Nariman Point, Mumbai - 400021

Route Map

