



SARASWATI SAREE DEPOT PVT. LTD.

S. No. 144/1, Manade Mala, Gandhinagar Road,

P.O. Uchgaon,

Dist. Kolhapur, Maharashtra, 416005

Ph: 0231-2683333, 0231-2532020, 0231-2610284

Email: saraswatisareepvtltd@gmail.com

Website: www.saraswatisareedepot.com

CIN: U52500PN2021PTC199578

SHORTER NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SARASWATI SAREE DEPOT PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON WEDNESDAY, 8TH DAY OF MARCH, 2023 AT 11.00A.M. AT REGISTERED OFFICE AT NO.144/1 MANADE MALA NR. TAWADE HOTEL, GANDHINAGAR RD UCHAGAON KOLHAPUR - 416005 ON A SHORTER NOTICETO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL :

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 section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increase in authorized share capital of the Company as follows:

Type of shares	From	New Creation	To
Equity Shares	1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, aggregating Rs. 10,00,000/- (Rupees Ten Lakhs Only)	4,09,00,000 (Four Crores Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, aggregating Rs. 40,90,00,000/- (Rupees Forty Crores Ninety Lakhs Only)	4,10,00,000 (Four Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, aggregating Rs. 41,00,00,000/- (Forty One Crores Only)

FURTHER RESOLVED THAT such newly created equity shares shall rank paripassu with the existing equity shares of the Company in all respects;

FURTHER RESOLVED THAT any of the Directors of the Company, be and is hereby individually authorized to sign, either digitally or physically and file required forms with the Registrar of Companies, Pune and sign and execute necessary papers, applications or any other documents and to do all such acts, deeds and things as may be required to give effect to this resolution."

2. ALTERATION OF CAPITAL CLAUSE IN MEMORANDUM OF ASSOCIATION

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 Section 13 and Section 61 of the Companies Act, 2013, consent of the board of the Company be and is hereby accorded for the Clause 5(a) of the Memorandum of Association of the Company subject to approval of members in general meeting be and is hereby altered to read as under:

"V (a) The Authorized Share Capital of the Company is Rs. 41,00,00,000/- (Rupees Forty One Crores Only) divided into 4,10,00,000 (Four Crores ten Lakhs) Equity Shares of Rs. 10/- each.



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FURTHER RESOLVED THAT any of the Directors of the Company, be and is hereby individually authorized to sign, either digitally or physically and file required forms with the Registrar of Companies and sign and execute necessary papers, applications or any other documents and to do all such acts, deeds and things as may be required to give effect to this resolution."

3. APPROVAL TO THE CONVERSION OF COMPANY FROM PRIVATE LIMITED COMPANY TO PUBLIC LIMITED COMPANY

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

RESOLVED THAT pursuant to Sections 13, 14 and 18 and all other applicable provisions of the Companies Act, 2013, as amended, read with the Companies (Incorporation) Rules, 2014, as amended, including any statutory modification or re-enactment thereof, for the time being in force, subject to such approval of the Central Government, and such other appropriate authorities, as may be prescribed, the consent of the Members of the Company be and is hereby accorded for the conversion of the Company from a private limited company into a public limited company and subsequently the name of the Company be and is hereby changed from 'Saraswati Saree Depot Private Limited' to 'Saraswati Saree Depot Limited', by deletion of the word 'Private' before the word 'Limited' from the name of the Company;

RESOLVED FURTHER THAT the Memorandum and Articles of Association of the Company be amended to change the name of the Company from 'Saraswati Saree Depot Private Limited' to 'Saraswati Saree Depot Limited', appearing wherever in the Memorandum and Articles of Association, respectively;

FURTHER RESOLVED THAT any director or company secretary of the Company be and is hereby authorised to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution and to obtain approval of the members."

4. APPROVAL FOR ADOPTION OF NEW 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 Section 14 and other applicable provisions of the Companies Act, 2013, as amended, and the rules made there under, as amended and subject to the approval of the Members of the Company, the Articles of Association of the Company be and are hereby altered and the revised Articles of Association, a copy of which has been placed before the members, duly initialed by the Chairman of the meeting, be and are hereby approved and adopted by the members 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 any one of the Managing Director and/or Executive Directors and/or Company Secretary of the Company be and are hereby authorized severally to take all such steps and actions necessary and incidental thereto and to make all such filing and registrations as may be required to give effect to the resolution."



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5. ALTERATION OF OBJECT CLAUSE IN MEMORANDUM OF ASSOCIATION

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 Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies Pune. To add a word **'Manufacturers'** in an object clause 3 (a) of the Memorandum of Association of Company. Rest all the part of previous main object remains the same except above mentioned addition. And thus the revised amended clause 3 (a) would be:

"3RD a) THE OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

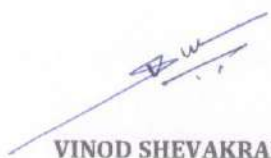
1. To carry on the business of buyers, sellers, traders, **manufacturers**, agents, importers, exporters and agents and to work as depot agency stockists and dealers in all kinds of sarees and garments made from cotton, jute, flex, hemp, silk, raw, silk, artificial silk, wool, rayon, nylon, terylene polyester, rexine, synthetic yarn, synthetic fibre, staple fibre and any other natural synthetic or man-made fibre and blends or fibrous substances and materials, textiles, fabrics."

FURTHER RESOLVED THAT any of the Directors / Company Secretary of the Company, be and is hereby individually authorized on behalf of the Company to do all such acts, deeds, matters and things as deem necessary. And to execute and sign, either digitally or physically, all necessary documents, applications, necessary papers, applications or any other documents for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors

Date: 04/03/2023

**SARASWATI SAREE DEPOT
PRIVATE LIMITED**


**VINOD SHEVAKRAM DULHANI
DIRECTOR
DIN-09105157**



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NOTES:

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

2. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

3. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

4. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pin code number, etc by quoting their folio no.

5. Statement pursuant to Section 102 of The Companies Act, 2013, is annexed herewith and forms part of notice.



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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 member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:	
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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 theAnnual general meeting/ Extraordinary general meeting of the company, to be held on the day of..... At..... a.m. / p.m. at..... (place) and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
- 1.....
 - 2.....
 - 3.....

Signed this..... day of..... 20....

Affix revenue stamp

Signature of shareholder

Signature of Proxy holder(s)



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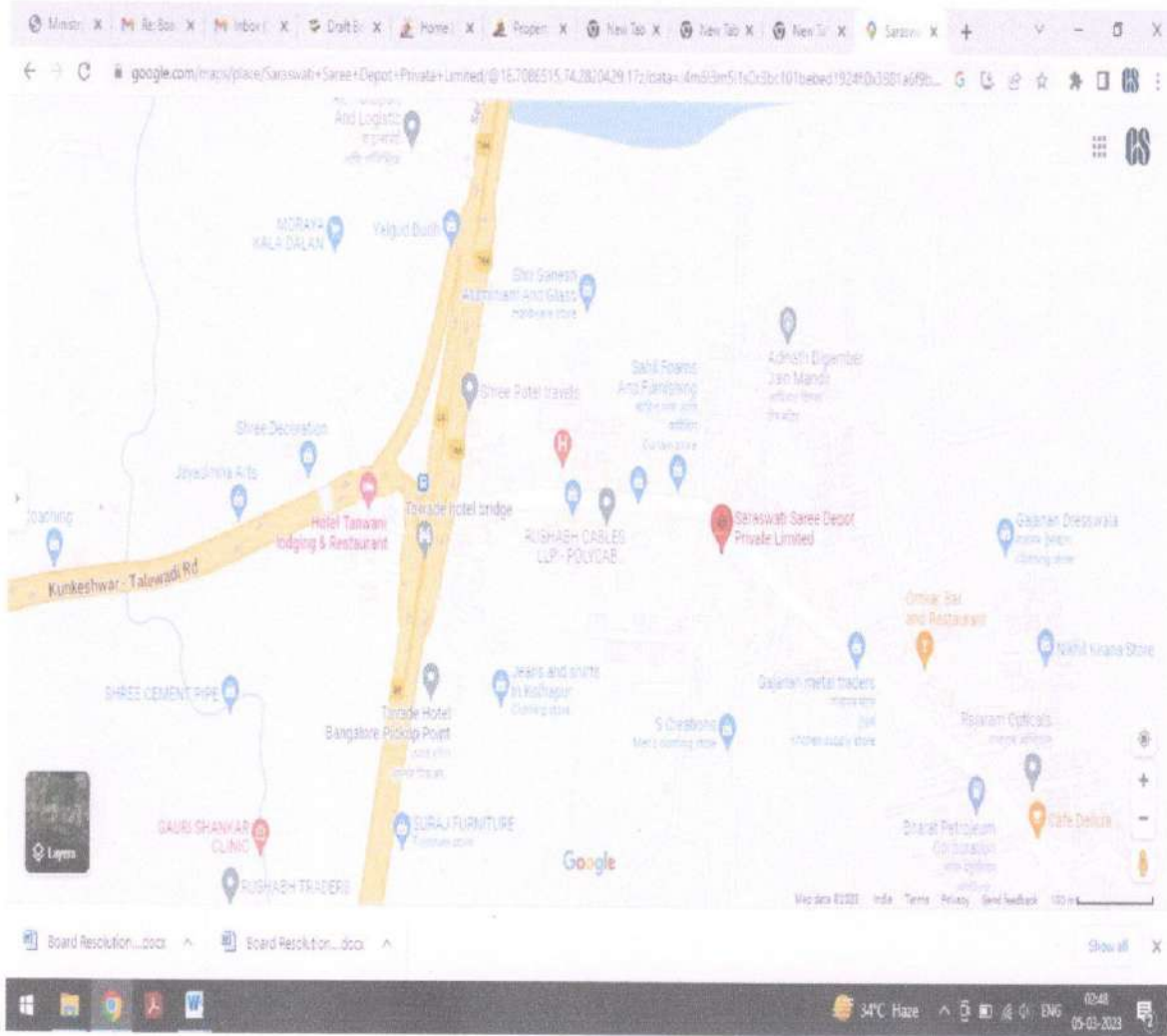
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Route Map



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STATEMENT U/S 102

This statement sets out as required under Section 102 of the Companies Act 2013, the material facts relating to Special Business mentioned in the accompanying Notice dated 4th day March 2023.

ITEM NOS. 1 & 2:

The company proposes to raise a further capital of up to 4,10,00,000 (Four Crores and ten Lakhs) Equity shares of Face Value Rs. 10 Each aggregating to Rs. 41,00,00,000/ (Rupees Forty One Crore Only) in order to infuse more equity in the capital structure of the company for working capital necessities, also the Company is planning to go public and list its shares on Bombay Stock Exchange and National Stock Exchange. To meet the capital requirement of the same the Company is willing to increase its Capital in one or more tranches. Hence, the Authorised Share Capital of the Company should be adequately increased to accommodate the proposed augmentation of the Capital base. The present Authorised Capital is Rs. 10,00,000/- (Rupees Ten Lakhs Only) which is not enough to accommodate the further increase in the capital and hence it is proposed to increase the Authorized Capital to Rs. 41,00,00,000/- (Rupees Forty One Crores Only). The proposed increase in Authorised Share Capital will necessitate amendment to the Capital Clause of the Memorandum of Association of the Company.

Pursuant to Section 61 of the Companies Act, 2013, the proposed amendment requires approval of Shareholders of the Company by passing a special Resolution in the General Meeting. Your Directors recommend the proposed resolution giving effect to the above amendment, for your approval.

None of the Directors of the Company and their relatives are directly or indirectly concerned or interested in the said resolutions, except to the extent of shares held by them (and proposed to be issued to them) respectively.

The Company has not appointed any key managerial personnel apart from directors of the company and hence the question of disclosure of information with respect to key managerial personnel does not arise.

All Documents, referred to in the Notice are open for an inspection at the Registered Office of the Company during office hours between 11.30 a.m. to 4.00 p.m. on all working days except Sundays and Holidays up to the date of Extra Ordinary General Meeting of the Company.

ITEM NOS. 3, 4 & 5:

The Company was incorporated on 18th March 2021 as 'SaraswatiSaree Depot Private Limited'. It is now proposed to convert the Company from private limited to public company to expand the business activities and tap public markets for funding requirements.

Pursuant to the provisions of Section 18 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, approval of the members of the Company at a General Meeting is required by a Special Resolution, for conversion of the Company into a Public Limited Company (by deleting the word 'Private' wherever it appears in Memorandum and Articles of Association of the Company).

Accordingly, to facilitate the conversion of the Company from Private Limited to Public Limited and the change in the name of the Company from 'SaraswatiSaree Depot Private Limited' to 'SaraswatiSaree Depot Limited', an approval of the Members will be sought through a Special Resolution



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It is proposed to amend the existing Articles of Association of the Company and adopt new set of Articles of Association in substitution, and to the entire exclusion of the existing Articles of Association of the Company due to conversion of a Company into Public Limited Company.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Members by way of Special Resolution.

Further it is proposed to amend the Object clause of memorandum of association of the Company in the view of expansion of Business, restructuring of board and conversion of private limited to public limited. It was proposed to enhance the scope of main object of the Company by going in to backward integration and adding the word '**manufacturing**' as an additional business activity to the current class of business.

Pursuant to the provisions of the Companies Act, 2013, the proposed amendments require approval of Shareholders of the Company by passing a special Resolution in the General Meeting. Your Directors recommend the proposed resolution giving effect to the above amendment, for your approval.

None of the Directors of the Company and their relatives are directly or indirectly concerned or interested in the said resolutions, except to the extent of shares held by them (and proposed to be issued to them) respectively.

The Company has not appointed any key managerial personnel till date apart from directors of the company and hence the question of disclosure of information with respect to key managerial personnel does not arise.

All Documents, referred to in the Notice are open for an inspection at the Registered Office of the Company during office hours between 11.30 a.m. to 4.00 p.m. on all working days except Sundays and Holidays up to the date of Extra Ordinary General Meeting of the Company.

By order of the Board of Directors
SARASWATI SAREE DEPOT PRIVATE LIMITED

VINOD SHEVAKRAM DULHANI

DIRECTOR

DIN-09105157