



GHG REDUCTION TECHNOLOGIES PRIVATE LIMITED

CIN: U31909MP2022PTC059070

Reg. Office: Flat 101, Plot 48 Scheme 78, Part-II, Vijay Nagar

Indore MP 452010 IN

E Mail: cs@enkingint.org

Phone No: +919822872133

NOTICE

2nd ANNUAL GENERAL MEETING

OF

GHG REDUCTION TECHNOLOGIES PRIVATE LIMITED

FOR THE F.Y. 2022-23



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NOTICE

NOTICE is hereby given that the **2nd Annual General Meeting** of the members of **GHG REDUCTION TECHNOLOGIES PRIVATE LIMITED** will be held on Monday September 18, 2023 at **11:00 A.M. (IST)** at registered office of the Company situated at Flat 101, Plot 48, Scheme 78, Part-II, Vijay Nagar, Indore, Madhya Pradesh 452010, to transact the following business:

ORDINARY BUSINESS:

ITEM NO: 1

TO CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE DIRECTOR'S AND AUDITOR'S REPORTS THEREON.

To consider and if thought fit, to pass, the following resolution as **ordinary resolution**:

"RESOLVED THAT pursuant to section 134 and 137 of the Companies Act, 2013, the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

ITEM NO: 2

TO APPOINT A DIRECTOR IN PLACE OF MR. MOHIT KUMAR AGARWAL (DIN-09459334), EXECUTIVE DIRECTOR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass the following resolution as **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Mohit Kumar Agarwal (DIN: 09459334), Executive Director, who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

ITEM: 3

TO CONSIDER AND APPROVE ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as an **special resolution**:



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“RESOLVED THAT pursuant to sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable rules and regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for amending/altering the Object Clause of the Memorandum of Association of the Company by substituting existing Clause no. 3 (a) with the following new clause:

- 1. To carry on the business of manufacturing, trading, selling, buying, exporting, importing repairing, installing, re-selling, whole-selling, retailing, consulting, designing, letting, hiring, take on lease, fabricating, developing, assembling, repairing, distributing, packing or re-packing, branding or otherwise deal in all kinds of models, shapes, sizes, design, capacities, technologies in all type of cook stoves, stoves, iron hot plates, ovens, rangers, heaters, dish geysers, including electric or non-electric, heating appliances and water filter, Batteries, panel, chokes, spare parts, Components and accessories of cook stove, home utilities products, stove elements and appliances and do all such acts to attain the main objects.*
- 2. To carry on business of biomass including manufacturing, trading, selling, buying, exporting, importing, re-selling, whole-selling, retailing, consulting of Biomass Feed Material, briquette, pellets, biochar production, carbon capture technologies and related equipment’s and do all such acts to attain the said objects.*

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

ITEM: 4

APPOINTMENT OF MR. NILESH SATISH DESHPANDE (DIN: 10221672) AS DIRECTOR OF COMPANY:

To consider and, if thought fit, to pass the following resolution as an **special resolution:**

“RESOLVED THAT pursuant to the provisions of section 152, read with Rule 8 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013. and in terms of the Articles of Association of the Company Mr. Nilesh Satish Deshpande (DIN: 10221672), who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on July 03, 2023 to hold office up to the date of this Annual General meeting, and who has signified his consent in the Form DIR-2, to act as a Director of the Company, be and is hereby elected and appointed as Director of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things



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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-form with the Registrar of Companies, Gwalior.”

ITEM: 5

APPOINTMENT OF MR. PANKAJ KUMAR RAMBISHLAL PANDEY (DIN: 09568059) AS DIRECTOR OF COMPANY:

To consider and, if thought fit, to pass the following resolution as an **special resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152, read with Rule 8 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013. and in terms of the Articles of Association of the Company Mr. Pankaj Kumar Rambishlal Pandey (DIN: 09568059), who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on April 11, 2022 to hold office up to the date of this Annual General meeting, and who has signified his consent in the Form DIR-2, to act as a Director of the Company, be and is hereby elected and appointed as Director of the Company.

“**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution any Director of the Company be and is hereby 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-form with the Registrar of Companies, Gwalior.”

**For and on behalf of the Board of Directors
GHG Reduction Technologies Private Limited**

Registered Office:

**Flat no 101,Plot No. 48, Scheme No.78 Part
II, Vijay Nagar Indore MP 452010 In**

CIN: U31909MP2022PTC059070

Tel. No. +91- 0731-4289086

E-mail:cs@enkingint.org

Sd/-

Mr. Mohit Kumar Agarwal

Director

DIN: 09459334

Place: **Indore**

Date: **August 23, 2023**



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Notes:

1. The Company has fixed Monday, September 11, 2023 as the cut-off date for identifying the members who shall be eligible for participation and voting in the AGM. A person whose name is recorded in the Register of Members as on the closure of business hours on cut-off date shall be entitled to participate and vote in the AGM.
2. The Notice of AGM, Annual Report, Proxy Form and Attendance Slip are being sent to Members. Members attending meeting are requested to bring their duly filled attendance slip. Members holding shares in physical form are requested to write their folio number in the attendance slip for attending the meeting
3. A Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto.
4. A member entitled to attend and vote 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. 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 48 hours (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
5. Copies of the Memorandum and Articles of Association of the Company and other relevant records in respect of the ordinary business are open for inspection at the registered office of the Company on all working days, except Saturdays, between 09:30 A.M. To 06:30 P.M. up to the date of the general meeting at the venue of the meeting and also during the meeting.
6. A corporate member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 3

TO CONSIDER AND APPROVE ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return.

Further, Company proposes to expand its existing business and further engage in the business of manufacturing and designing of heating appliances both electric and non-electric like geysers, hotplates etc. and as well as work in area related to biomass selling and buying. Consequently, an amendment to the main object clause of the company's Memorandum of Association is necessary.

This additional Object may conveniently and advantageously be combined with the existing businesses of the Company

Considering the new business activity, the Board of Directors at their meeting held on August 23, 2023 has approved, subject to the consent of the members, to alter the object clause of the Memorandum of Association of the Company and add suitable clauses reflecting the business activity proposed to be undertaken by the Company.

Pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 and the rules framed thereunder and with the consent of the Members by way of Special Resolution it is proposed to alter the Objects clause of Memorandum of Association.

The existing Clause 3 (a) of Memorandum of Association needs to be substituted and a new Clause 3 (a) needs to be inserted in place of existing clause under the Main Object.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the passing of the resolution in **Item No. 04** of the notice as a **Special Resolution**.



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ITEM NO. 4

APPOINTMENT OF MR. NILESH SATISH DESHPANDE (DIN: 10221672) AS DIRECTOR OF COMPANY:

Pursuant to the provisions of sections 152, 161 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”). The Board of Directors at their meeting held on Monday July 03, 2023, appointed Mr. Nilesh Satish Deshpande (DIN: 10221672) as an Additional Director, to hold office upto to the date of this Annual General Meeting.

Mr. Nilesh Satish Deshpande has given his consent in form DIR-2 for appointment as Director and the requisite declarations Pursuant to section 164 (1) and 164(2) and 184 (1) of the Companies Act,2013.

Accordingly, the approval of shareholders of the Company is sought by way of Ordinary Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No 04 of the notice as an Ordinary Resolution

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

ITEM NO. 5

APPOINTMENT OF MR. PANKAJ KUMAR RAMBISHLAL PANDEY (DIN: 09568059) AS DIRECTOR OF COMPANY:

Pursuant to the provisions of sections 152, 161 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”). The Board of Directors at their meeting held on Monday April 11, 2022, appointed Mr. Pankaj Kumar Rambishlal Pandey (DIN: 09568059) as an Additional Director, to hold office upto to the date of this Annual General Meeting.

Mr. Pankaj Kumar Rambishlal Pandey has given his consent in form DIR-2 for appointment as Director and the requisite declarations Pursuant to section 164 (1) and 164(2) and 184 (1) of the CompaniesAct,2013.

Accordingly, the approval of shareholders of the Company is sought by way of Ordinary Resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No 05 of the notice as an Ordinary Resolution



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None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Registered Office:

**Flat no 101,Plot No. 48, Scheme No.78 Part
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**For and on behalf of the Board of Directors
GHG Reduction Technologies Private
Limited**

CIN: U31909MP2022PTC059070

Tel. No. +91- 0731-4289086

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Sd/-

Mr. Mohit Kumar Agarwal

Director

DIN: 09459334

Place: **Indore**

Date: **August 23, 2023**



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ATTENDANCE SLIP

Annual General Meeting – September 18, 2023.

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

Folio No.:

Name of Shareholder:

Address:

.....

Name of Proxy Holder:

No. of Shares held:

I hereby record my presence at the 2nd Annual General Meeting of the Members of GHG Reduction Technologies Private Limited held on Monday, September 18, 2023 at 11:00 A.M.(IST) at the Registered office of the company situated at Flat 101, Plot No. 48, Scheme No.78 Part-II, Vijay Nagar Indore MP 452010 IN.

Signature of the shareholder or Proxy.....

NOTES:

(1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.



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Route Map

