

SHORT NOTICE

EXTRAORDINARY GENERAL MEETING

SHORT NOTICE is hereby given that the first (01/2021-22) Extraordinary General Meeting of the Members of Pepper India Resolution Private Limited of the financial year 2021-22 will be held on Monday, 19th April, 2021, at 3:30 P.M. IST at 701, Stanford, Junction of SV Road & C.D. Burfiwala Marg, Andheri West, Mumbai – 400058, through video-conferencing/other audio-visual means, to transact the following business:

SPECIAL BUSINESS:

1. Increase in the Authorised share capital of the Company and alteration of the Capital clause of the Memorandum of Association of the Company

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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereunder, and the Articles of Association of the Company, and subject to such approvals as may be necessary, the Authorised Share Capital of the Company be and is hereby increased from Rs.18,00,00,000 (Rupees Eighteen Crore) comprising 1,80,00,000 (One Crore Eighty Lakh) equity shares of Rs.10 (Rupees Ten) each to Rs.25,00,00,000 (Rupees Twenty-five Crore) comprising 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs.10 (Rupees Ten) each, by the creation of 70,00,000 (Seventy Lakh) equity shares of Rs.10 each ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V. of the Memorandum of Association of the Company be and is hereby deleted and, in its stead, the following be substituted:

‘V. The Authorised Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty-five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10 (Rupees Ten) each.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, desirable or appropriate, including delegation of such powers as it may deem fit, to give effect to this resolution.”

2. Alteration of Clause (2)(ii) of Article V. of the 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder, and subject to such approvals and sanctions as may be necessary, the Articles of Association of the Company be and are hereby altered by substituting in place of the existing Clause (2)(ii) of Article V., the following new Clause:

‘Every certificate shall specify the shares to which it relates and the amount paid up thereon.’

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, desirable or appropriate, including delegation of such powers as it may deem fit, to give effect to this resolution.”

By Order of the Board of Directors
For Pepper India Resolution Private
Limited

Sd/-
Delissa D’Souza
Company Secretary and Head – Legal and
Compliance

Mumbai, 16th April, 2021

Registered office: 701, Stanford, Junction of SV Road & C.D. Burfiwala Marg,
Andheri West, Mumbai - 400058

CIN: U74110MH2019FTC332055

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide its circular dated May 5, 2020, read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020 and 31st December, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of an Extraordinary General Meeting (EGM) through Video conferencing (VC) facility/other audio visual means (OAVM) VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the Act) and MCA Circulars, the EGM of the Company is being held through VC/OAVM.

2. Notice of the EGM is being given through electronic mode only to those members whose email addresses are registered with the Company. If any shareholders wish to change their registered email id or give any instructions in this regard, they may email their instructions to delissa@pepperindia.com.
3. The relative explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) setting out the material facts in respect of business set out in the Notice is annexed hereto.
4. The Company's registered office situated at 701, Stanford, Junction of SV Road & C.D. Burfiwala Marg, Andheri West, Mumbai – 400058, shall be deemed to be the venue of the EGM.
5. Since the EGM will be held through VC/OAVM, no route map is being provided with this notice.
6. Pursuant to the section 105 of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his behalf and the proxy need not be a member of the Company. Since this EGM is being held in line with the MCA Circulars that permit it being held through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM, and hence the Proxy Form is not annexed to this notice.
7. Corporate members intending to send their authorised representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
8. Members/Representatives attending the Meeting through VC shall be considered for the purpose of quorum under Section 103 of the Act. Hence, Attendance Slip for this meeting is not annexed to this notice.
9. The EGM shall be conducted through VC by Microsoft Teams. Detailed instructions to attend, participate and vote at the meeting through VC are given below.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Since the Company has less than 50 members, the Chairman may decide to conduct a vote by show of hands, unless a member demands a poll in line with Section 109 of the Act.
12. Members seeking information or having any query on matters to be placed at the EGM may email the Company in advance at delissa@pepperindia.com or may pose questions concurrently during the EGM.
13. if a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Act, members can cast their vote during the EGM only by sending an email to the designated email address mentioned in 12 above, from their email addresses registered with the Company.

14. This EGM is proposed to be held at shorter notice. If you consent to the holding of this EGM at shorter notice, you are requested to inform the Company of your consent by returning the attached consent letter duly signed by you, to the Company.
15. All the documents relevant to the resolution specified in the Notice and which are referred to in the Statement are available for inspection by the shareholders of the Company at the registered office of the Company on all working days during business hours up to the date of the Meeting, and also at the Meeting up to the conclusion thereof.

INSTRUCTIONS FOR ATTENDING THE MEETING THROUGH VIDEO CONFERENCING

1. Invitation link to join the meeting shall be shared by the Company Secretary of the Company.
2. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM.
3. In case of any difficulties in connecting through VC or if you need technical assistance, please contact us at +91 8657511245/info@pepperindia.com.
4. Participants connecting from mobile devices or tablets or laptops via mobile hotspots may experience audio/video loss due to fluctuation in their respective network. Use of a stable Wi-Fi or LAN connection is recommended.
5. Members will be required to allow usage of camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.
6. Detailed instructions for the Members to join the meeting are given below:
 - A. For joining through laptop/desktops:
 - a. Select 'Join Microsoft Teams Meeting' in the meeting invite sent to you at your email address/calendar. A page will be displayed wherein you can choose to either join on the web by your browser or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
 - b. If you do not have a Teams account, select 'Join as a guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in' and join.
 - B. For joining through mobile phone/iPads:
 - a. It is advisable to download and install the Microsoft Teams mobile app before the meeting starts.
 - b. If you have the app, click on 'Join Microsoft Teams Meeting' in the meeting invite sent on your registered email address, to open the app and join the meeting. If you do not have the app, you will be taken to the app store where you can download the app.
 - c. If you do not have a Microsoft Teams account, select 'Join as guest' and enter your name to join the meeting as a guest. If you have a Teams account, select 'Sign in and join'.

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Pepper India Resolution Private Limited

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

ITEM 1:

The present Authorised Share Capital of the Company is Rs.18,00,00,000 (Rupees Eighteen Crore) comprising 1,80,00,000 (One Crore Eighty Lakh) equity shares of Rs.10 (Rupees Ten) each. The Company may consider the issue of equity shares in future to mobilise additional financial resources, and adequate authorised capital would be required. It is, therefore, proposed to increase the Authorised Share Capital to Rs.25,00,00,000 (Rupees Twenty-five Crore) comprising 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10 (Rupees Ten) each.

The aforesaid increase in the Company's Authorised Share Capital would require an alteration in the Capital Clause (Clause V) of the Memorandum of Association, as set out in the proposed resolution.

The Board of Directors recommends the passing of this resolution.

A draft of the proposed Memorandum of Association is available for inspection by the Members during normal business hours and will also be available for inspection by Members at the meeting.

None of the Directors, Key Managerial Persons of the Company or their relatives is interested or concerned, financially or otherwise, in the resolution set out at item 1 of this notice.

ITEM 2:

At the Extraordinary General Meeting of the Company held on 11th December, 2019, a new set of Articles of Association was adopted in substitution of the then existing (first) Articles of Association. Articles containing the 'Common Seal' clause and/or reference thereto, which formed part of the first Articles of Association, were not included in the new (present) set of Articles adopted by the members on 11th December, 2019. However, there continues to be a reference to the seal in Clause (2)(ii) of Article V. of the present Articles of Association; this clause states that every certificate shall be under the seal. Having regard to the foregoing, given that there is no other reference to the common seal in the present Articles of Association and that the Company does not have a common seal, reference to the seal in Clause (2)(ii) appears to be inadvertent. It is, therefore, proposed to set right this anomaly by amending the said Clause (2)(ii) of Article V.

The Board of Directors recommends the passing of this resolution.

A draft of the proposed Articles of Association is available for inspection by the Members during normal business hours and will also be available for inspection by Members at the meeting.

None of the Directors, Key Managerial Persons of the Company or their relatives is interested or concerned, financially or otherwise, in the resolution set out at item 2 of this notice.

By Order of the Board of Directors
For Pepper India Resolution Private
Limited

Sd/-
Delissa D'Souza
Company Secretary and Head – Legal and
Compliance

Mumbai, 16th April, 2021

Registered office: 701, Stanford, Junction of SV Road & C.D. Burfiwala Marg,
Andheri West, Mumbai - 400058

CIN: U74110MH2019FTC332055

Short Notice Consent Form
THE COMPANIES ACT, 2013
Consent by Shareholder for short notice
[Pursuant to proviso to Section 101(1)]

To
The Board of Directors,
Pepper India Resolution Private Limited,
701, Stanford,
Junction of SV Road & C.D. Burfiwala Marg,
Andheri West,
Mumbai - 400058

I/We, _____, authorised representative of
_____, having its address/office at

_____ and holding _____ equity shares of
Rs.10 (Rupees Ten) each (constituting _____% of the share capital) in the Company in
my/our/its own name, hereby give consent, pursuant to Section 101(1) and other
applicable provisions of the Companies Act, 2013, to hold the (01/2021-22)
Extraordinary General Meeting of the Company on Monday, 19th April, 2021 at 3:30
P.M. IST at 701, Stanford, Junction of SV Road & C.D. Burfiwala Marg, Andheri West,
Mumbai – 400058, at short notice.

Signature: _____

Name of authorised representative: _____

Name of shareholder: _____

Dated this _____th day of April, 2021