

NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DECODE RESOLVENCY INTERNATIONAL PRIVATE LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 4.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 1101, FLOOR-11, PLOT-211, DALAMAL TOWER, FREE PRESS JOURNAL MARG, NARIMAN POINT, MUMBAI - 400021 THROUGH VIDEO CONFERENCING BY WAY OF MICROSOFT TEAMS TO TRANSACT THE FOLLOWING BUSINESS:

LINK FOR THE CALL IS AS FOLLOWS:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZWRhMjY3ODQtMDE1YS00MGFkLWFhOGItZDhhYzE3M2U5MzQ4%40thread.v2/0?context=%7b%22Tid%22%3a%22c4335987-4add-491c-b126-800a07ce3fcf%22%2c%22Oid%22%3a%22be7f296e-4a59-444f-8093-d995bc79d17d%22%7d

Meeting Id: 441 152 466 46

Passcode: LcJkNp

ORDINARY BUSINESS:

- 1. To consider and adopt, the Audited Profit and Loss Account, Balance Sheet and the reports of the Directors and Auditors thereon of the Company for the year ended 31stMarch, 2024:**

The members are requested to pass following resolution with or without modification as an **ORDINARY RESOLUTION:**

“RESOLVED THAT the Audited Profit and Loss of the Company for the year ended on 31st March, 2024 and the Balance Sheet as at that date together with the reports of the statutory Auditors and of the Board of Directors thereon placed before the meeting be and are hereby approved and adopted”

- 2. To approve the re-appointment of M/s C.T Gandhi & Co., Chartered Accountants (FRN: 102976W) as the statutory auditor of the Company:**

The members are requested to pass following resolution with or without modification as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 139(1) and 142 read with the Companies (Audit and Auditors) Rules, 2014 made thereunder and

other applicable provisions of the Companies Act, 2013, if any, consent of members is be and hereby accorded for the re-appointment of M/s C.T Gandhi & Co., Chartered Accountants (FRN: 102976W) as the Statutory Auditors of the Company, to hold office for a period of 5(five) consecutive years from conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the Financial Year 2028-29 on a remuneration including out of pocket expenses as mutually agreed between the Board of Directors and Auditor.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary be and is hereby authorized to sign and execute all the necessary documents, papers, etc. and file necessary forms, if any, with the Registrar of Companies and do all such acts as may be considered appropriate to give effect to the above resolution.”

SPECIAL BUSINESS:

3. To approve the regularization of Mr. Chigilipalli Dhilleswara Rao (DIN: 02904462) as a Director of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Mr. Chigilipalli Dhilleswara Rao (DIN: 02904462) who was appointed as an Additional Director of the Company w.e.f. 29th June 2024 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendations of the Board of Directors, be and is hereby appointed as a director of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution.”

4. To approve the regularization of Mr. Harihar Prakash Chaturvedi (DIN: 10663986) as a Director of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Mr. Harihar Prakash Chaturvedi (DIN: 10663986) who was appointed as an Additional Director of the Company w.e.f. 29th June 2024 by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the recommendations of the Board of Directors, be and is hereby appointed as a director of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to the aforesaid resolution."

5. To approve the Alteration of Articles of Association (AOA) of the Company:

The members are requested to pass following resolution with or without modification as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 including any statutory modification (s) or re-enactment thereof, for the time being in force), and in accordance with the meeting of Board of Directors held on 30th September 2024, consent of shareholders of the Company be and is hereby accorded for alteration of Articles of Association of the Company as mentioned below:

Accorded for alteration/addition of clause 64(iii) of Articles of Association of the Company as mentioned below:

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*64(iii). Subject to the relevant provisions of the Companies Act 2013, the First Directors of the Company shall have the power to appoint and remove Directors of the Company from time to time as required.

Removal of directors shall be done as per procedure provided under the provisions of Companies Act, 2013.

RESOLVED FURTHER THAT any of the Board of Directors, be and is hereby authorized to make necessary filings with statutory Authorities, including but not limiting to the Registrar of Companies and to take necessary action in this regard."

For DECODE RESOLVENCY INTERNATIONAL PRIVATE LIMITED

Sd/-

Dushyant Chandrakant Dave

Director

DIN: 01080929

Address: Mumba MH IN 400026

Date: 30.09.2024

Place: Mumbai

NOTES:

1. This Annual General Meeting of the Company is being held through Video Conferencing facility; in accordance with the General Circular dated April 08th, 2020, General Circular dated April 13, 2020 and General circular Dated May 05, 2022, December 28 ,2022 and general circular no. 09/2023 dated 25 September, 2023.
2. The web-link of the meeting is -----

to access and participate in the meeting, shareholders and other participating stakeholders are requested to attend through Microsoft Teams video conferencing application or program.
3. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
4. The notice of the Annual General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered / available with the Company.
5. Attendance of members through Video Conferencing shall be counted for quorum. Therefore, proxy shall not be allowed to attend and vote at the meeting.
6. The documents covered under this Annual General Meeting such as Balance Sheet and Profit & Loss Account as on March 31, 2024, Directors' Report for the Year ended March 31, 2024 and the Auditors Report for the year ended March 31, 2024 are made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.
7. The Register of Director's and Key Managerial Personnel and the Register of Contracts with related party and contracts and bodies in which directors are interested and all other documents referred to in the Annual General Meeting Notice are made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.
8. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.

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For **DECODE RESOLVENCY INTERNATIONAL PRIVATE LIMITED**

Sd/-

Dushyant Chandrakant Dave

Director

DIN: 01080929

Address:

Mumba MH IN 400026

Date: 30.09.2024

Place: Mumbai

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

Item No.3

Mr. Chigilipalli Dhilleswara Rao (DIN: 02904462) was appointed as an Additional Director of the Company on 29th June, 2024. In terms of Section 161(1) of the Companies Act, 2013. Mr. Joydeep Dutt can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company, subject to the approval of the shareholders. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Chigilipalli Dhilleswara Rao by the Company. The Board is of the opinion that the appointment and presence of Mr. Chigilipalli Dhilleswara Rao on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Joydeep Dutt will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company. None of the Directors of the Company except Mr. Chigilipalli Dhilleswara Rao is concerned or interested in the proposed resolution.

Item No.4

Mr. Harihar Prakash Chaturvedi (DIN: 10663986) was appointed as an Additional Director of the Company on 29th June, 2024. In terms of Section 161(1) of the Companies Act, 2013 Mr. Harihar Prakash Chaturvedi can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company, subject to the approval of the shareholders. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Harihar Prakash Chaturvedi by the Company. The Board is of the opinion that the appointment and presence of Mr. Harihar Prakash Chaturvedi on the Board will be desirable, beneficial and in the best interest of the Company. The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. Harihar Prakash Chaturvedi will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered

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Office of the Company. None of the Directors of the Company except Mr. Harihar Prakash Chaturvedi is concerned or interested in the proposed resolution.

Item No.5

The Members are hereby informed that the Company seeks to approve the adoption of amended and restated Articles of Association (AOA) of the company pursuant to applicable provisions of the Companies Act 2013.

The aforesaid adoption of amended and restated AOA is required to be approved by the Members as per the provisions of Companies Act 2013.

The Articles of Association (AOA) together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hours on any working day upto the date of the Meeting and will be kept open during the continuation of the Meeting.

Save and except to the extent of their shareholding interest in the Company, none of the Directors, relatives and Key Managerial persons are deemed to be concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends special resolution for item no. 5 for the approval of the members of the company.

For **DECODE RESOLVENCY INTERNATIONAL PRIVATE LIMITED**

Dushyant Chandrakant Dave

Director

DIN: 01080929

Address: 83/A, Sky Scraper, Bhulabhai Desai Road,
Breach Candy, Cumballa Hill, Mumba MH IN 400026

Date: 30.09.2024

Place: Mumbai

1101 Dalamal Towers, Nariman Point, Mumbai – 400021 INDIA

CIN No.: U74999MH2018PTC317048

Tel + 91 22 43456200

Website: www.decoderesolvency.com

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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]

DECODE RESOLVENCY INTERNATIONAL PRIVATE LIMITED

Regd. Office: 1101, Floor-11, Plot-211, Dalamal Tower, Free Press Journal Marg,
Nariman Point, Mumbai City, MUMBAI, Maharashtra, India, 400021

[CIN: U74999MH2018PTC317048]

Name of the member(s).....

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

Name:

Address:

E-mail Id:

Signature:or failing him

Name:

Address:

E-mail Id:

Signature:or failing him

1101 Dalamal Towers, Nariman Point, Mumbai – 400021 INDIA

CIN No.: U74999MH2018PTC317048

Tel + 91 22 43456200

Website: www.decoderesolvency.com

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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 Annual General Meeting of the Company to be held at a shorter notice on Monday, 30th September, 2024 at Registered Office of the Company through Video conferencing through Microsoft Teams and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No. 1: To consider and adopt, the Audited Profit and Loss Account, Balance Sheet and the reports of the Directors and Auditors thereon of the Company for the year ended 31stMarch, 2024

Item No. 02: To approve the re-appointment of M/s C.T Gandhi & Co., Chartered Accountants (FRN: 102976W) as the statutory auditor of the Company

Item No. 03: To approve the regularization of Mr. Chigilipalli Dhilleswara Rao (DIN: 02904462) as a Director of the Company

Item No. 04: To approve the regularization of Mr. Harihar Prakash Chaturvedi (DIN: 10663986) as a Director of the Company

Item No. 05: To approve the Alteration of Articles of Association (AOA) of the Company.

Signed this day of 2024.

Signature of shareholder

Affix H1/-
Revenue
Stamp
Here

_____Signature of Proxy holder(s)

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Notes:

1. 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.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Bank carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.