

**PSA AVTEC POWERTRAIN PRIVATE LIMITED**

(Corporate Identity Number: U29309DL2017PTC318264)

Regd. Office: 7<sup>th</sup> Floor, Birla Tower, 25, Barakhamba Road, New Delhi 110 001

Tel: +91 11 4209 2100, Web: [www.psa-avtec.com](http://www.psa-avtec.com)

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**Notice is hereby given of the third Extraordinary General Meeting (EGM)** of PSA AVTEC Powertrain Private Limited (the Company) to be held through video -conference (VC) facility on Thursday, 16<sup>th</sup> July 2020 at 1.30 PM(IST) for the following purposes:

**Special Business:**

To consider and if thought fit, to pass with or without modification(s), the following Ordinary Resolutions:

**1. Increase of Authorised Share Capital of the Company:**

**RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be increased from Rs.250,00,00,000/- (Rupees Two Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.300,00,00,000/- (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs.10/- (Rupees Ten only) each by the creation of additional capital of Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each and the Clause V of the Memorandum of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT** Mr. Prabhakar Kadapa, Managing Director & CEO and Ms. Rasika Kulkarni, Company Secretary of the Company be and is hereby severally authorised to sign and submit necessary forms with the Registrar of the Company as may be required and to do all such acts, deeds and take necessary steps as may be necessary and incidental to give effect to the foregoing resolution."

**2. Alteration of Clause V of the Memorandum of Association of the Company:**

**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent be and is hereby given to substitute the Clause V of the Memorandum of Association of the Company by the following:

V 'The Authorised Share Capital of the Company is Rs.300,00,00,000/- (Rupees Three Hundred Crore only) consisting of 30,00,00,000 (Thirty Crores) Equity Shares of Rs.10/- (Rupees Ten) each'

By Order of the Board,

Hosur  
June 23, 2020

**Rasika Kulkarni**  
**Company Secretary**

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**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 & 2 is annexed hereto.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC and participate thereat and cast their votes through show of hands.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC.
4. The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at [rasika.kulkarni@psa-avtec.com](mailto:rasika.kulkarni@psa-avtec.com)
6. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC can apply at [rasika.kulkarni@psa-avtec.com](mailto:rasika.kulkarni@psa-avtec.com) requesting for participation in the EGM, by giving their name as registered in the records of the Company.
7. Members who are desirous of attending the EGM may send their request by 3 July, 2020. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by 10 July, 2020
8. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. The members can join the meeting through the link 15 minutes before the time scheduled for the meeting. For technology assistance, you may contact this number +91-9600344416 or +91-9842713856.

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

**Item Nos. 1 & 2: Increase in Authorised Share Capital and Alteration of Clause V of the Memorandum of Association of the Company**

Presently, the Authorised Share Capital of the Company stands at Rs.250,00,00,000/- (Rupees Two Fifty Crores only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each. In order to meet its business objectives, it is proposed to increase the Authorised Share Capital of the Company to Rs.300,00,00,000/- (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs.10/- (Rupees Ten only) each by the creation of additional capital of Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten only) each. Hence, Subsequent to the increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company need to be altered by passing the Ordinary Resolution in the Extraordinary General Meeting of the Members of the Company. The Resolution at Item No.2 of the Notice is consequential upon the proposed increase in the Authorised Share Capital of the Company.

Your Directors recommend the passing of the Resolutions at Item Nos.1 and 2 as Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions as set out at Item Nos.1 and 2 of the Notice.

By Order of the Board,

Hosur  
June 23, 2020

**Rasika Kulkarni**  
**Company Secretary**