



NOTICE OF 13TH ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that 13th **Annual General Meeting** of the members of BOMS Private Limited is scheduled to be held on Saturday, 30th day of September, 2023 at 12:15 A.M. (IST) at the Registered Office of the Company situated at B-201, 2nd Floor, B Block, Somdutt Chamber-1, Bhikaji Cama Place, New Delhi – 110066 to transact the following business:

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023 AND REPORTS OF THE BOARD AND AUDITOR'S THEREON**

“RESOLVED THAT pursuant to the provisions of section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and other provision as may be applicable, of the Companies Act, 2013 (including any statutory re-enactment or modification thereof for the time being in force), the audited Financial Statements of the Company for the financial year 2022-23 along with the reports of the Board and Auditor's thereon, be and is hereby received, considered, approved and adopted.”

SPECIAL BUSINESS

- 2. TO APPROVE THE REGULARISATION OF MR. AVTAR KRISHAN SAKSENA (DIN: 10170585) AS A DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 and the rules made thereunder and any other provision(s), if any, as may be applicable (including any statutory re-enactment or modification thereof, for the time being in force), Mr. Avtar Krishan Saxena (DIN: 10170585), who was appointed as an Additional Director of the Company with effect from June 01, 2023 and who holds office up to the date of ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.”

- 3. TO APPROVE ALTERATION IN THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY**

To consider and, if thought fit, pass with or without modification(s), the following Resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded to substitute the existing Clause or insert new clause/s in the extant Articles of Association of the Company (AOA) as follows:

Existing Clause: 42(i) The Board may, whenever it thinks fit, call an extraordinary general meeting

Substituted Clause: 42(i) The Board may, whenever it thinks fit, call shareholders meetings including Annual General Meeting or Class's members meeting, if any, by giving at least 3 (three) days' clear notice. Provided that the Shareholders meetings may be convened at shorter notice subject to obtaining consents of the shareholders of the Company in accordance with provisions of the Companies Act, 2013.

New Clause 102: Powers of the Board has been added: Subject to the provisions of the Companies Act, 2013 and unless otherwise powers to be exercised by the Shareholders or Class Members in their Meetings, the Board, at its discretion, can exercise various powers including the following:

- i. To borrow money either secured or unsecured;
- ii. To issue and allot securities including debentures, whether in or outside India, in Physical or Dematerialize form;
- iii. To convert, if required, existing securities of the Company from physical form to demat or vice versa;
- iv. To open, operate and close Bank account in the name of the Company;
- v. To appoint necessary staff or employees in the Company;
- vi. To make calls on shareholders in respect of money unpaid on their shares;
- vii. To authorise buy-back of securities under section 68;
- viii. To invest the funds of the company;
- ix. To grant loans or give guarantee or provide security in respect of loans;
- x. To diversify the business of the company;
- xi. To approve amalgamation, merger or reconstruction;
- xii. To take over a company or acquire a controlling or substantial stake in another company;

By Order of the Board



KVK Subbaraju
Director
DIN: 09727636

Place: New Delhi

Date:- 28/09/2023

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Annual Report along with audited financial statements for the financial year end 31st March, 2023 is enclosed herewith.
3. Memorandum and Articles of Association of the Company & other relevant documents as referred in the Notice is open for inspection by the members at the Registered Office of the Company on all working days, except Saturday and Sunday, between 10:00 A.M to 12:00 P.M business hours, up to the date of the Meeting.
4. The Notice contains both Ordinary Business and Special Business.
5. Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of Special Business as set out in the notice is enclosed.
6. Relevant statutory registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
8. In the wake of containing spread of Covid-19, the members and attendee are requested to follow appropriate behavior, as per the issued guidelines of Govt. from time to time, such as Wearing Mask, keeping social distancing and frequent hand sanitization.
9. Attendance Slip and Proxy Form are enclosed.
10. Enclosed route map

ROUTE MAP



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No:2

TO APPROVE THE REGULARISATION OF MR. AVTAR KRISHAN SAKSENA (DIN: 10170585) AS A DIRECTOR OF THE COMPANY

Pursuant to provisions of Section 161 of the Companies Act, 2013, the Board in its meeting held 31.05.2023 appointed Mr. Avtar Krishan Saksena as an Additional Director in Executive Category for a period of 2 (Two) years w.e.f. June 01, 2023 to May 31, 2025 at remuneration of Rs. 24,00,000/- (Rupees Twenty-Four Lacs Only) Per Annum, subject to the approval of shareholder of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, appointed Additional Director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Considering skills, experience and his importance for the progress of the Company, the Board proposes his candidature for the post of Executive Director (HR) in the Company.

Form MBP-1 is available for inspection. None of the Directors / Key Managerial Personnel /their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except Mr. Avtar Krishan Saksena to the extent of his position as Managing Director.

Hence, the Board recommends the passing of the resolution(s) as set out at item no. 2 as Ordinary Resolution(s)

By Order of the Board




KVK Subbaraju
Director
DIN: 09727636

Place: ~~New Delhi~~

Date: 28.09.2023

Item No. 3

TO APPROVE ALTERATION IN THE ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

In order to ease administration process including reduce time period for taking decisions and to smoothen the various processes being followed by the company and also to carry on the activities of the company in a more efficient manner some articles have been substituted, altered or inserted new clause/s in the extant Articles of Association of the Company (AOA) by the Board of Directors vide resolution dated 15.09.2023

Accordingly, it is proposed to note the changes in the extant Articles of Association of the Company (AOA).

Copy of the altered Articles of Association of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:00 am to 1:30 pm up to the date of the Annual General meeting.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. Accordingly, the Board recommends the resolution, as set out in item no 3 of the Notice, to the shareholders for their approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

By Order of the Board




KVK Subbaraju
Director
DIN: 09727636

Place: New Delhi

Date:- 28/09/2023