

SK MINERALS & ADDITIVES PRIVATE LIMITED

(CIN:- U24100PB2022PTC055213)

Regd. Office: Satkartar Building, Near Khalsa Petrol Pump,

G.T. Road Khanna, Ludhiana-141401 PB

Email: mohitjindal2008@gmail.com

Contact No: 8130228881

NOTICE

Notice is hereby given that 02nd Annual General Meeting of the Members of **SK MINERALS & ADDITIVES PRIVATE LIMITED** will be held on Monday, 30th day of September, 2024, at 10:00 A.M. at the registered office of the company situated at Satkartar Building, Near Khalsa Petrol Pump, G.T. Road, Ludhiana, Khanna- 141401 PB, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 including the Audited Balance Sheet as at 31st March, 2024 and the statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To Approve Conversion of Private Limited Company into Public Limited Company

To consider and, if thought fit, to pass with or without modification the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13, 14, 18 read with Companies (Incorporation), Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any amendment there to or re-enactment thereof for the time being in force) subject to the approval of Registrar of Companies, the consent of the Shareholders of the company, be and is hereby accorded to convert the status of the Company from Private Limited to Public Limited Company and accordingly the name **“SK MINERALS & ADDITIVES PRIVATE LIMITED”** wherever it appears in Memorandum and Articles of Association be substituted with **“SK MINERALS & ADDITIVES LIMITED”**.

RESOLVED FURTHER THAT in accordance with the provisions of Section 13 of the Companies Act 2013 and rules framed there under and consequent upon conversion of Company into Public Limited, the Memorandum of Association of the Company be and is hereby altered by Substituting the existing name clause with the following clause:-

1. **“The name of the Company is SK Minerals & Additives Limited”**

RESOLVED FURTHER THAT in accordance with the provisions of Section 14 of the Companies Act 2013 and other applicable provisions, rules and regulations framed there under and consequent upon conversion of Company into Public Limited, the existing Articles

of Association of the Company be and is hereby altered by substituting the existing Articles of the company with new set of Articles of Association as per the provisions applicable to the Public Limited Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file necessary e-forms with Registrar of Companies and to take all necessary steps as may be required to give effect to this resolution.

3. Increase in the Authorized Share Capital and Consequent Alteration of the Capital Clause in 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 Section 13 sub-section (1) read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed there-under, the approval of the shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing **Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares having a face value of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares having a face value of Rs.10/- each** by creation of additional 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

**For and on behalf of the Board of Directors
SK MINERALS & ADDITIVES LIMITED**

For SK Minerals & Additives Private Limited

Director

(Mohit Jindal)
DIN: 05351969
Director

Date: 02/09/2024
Place: Ludhiana

NOTES:

1. The Explanatory Statement pursuant to Section 102 the Companies Act, 2013 in respect of said resolutions is furnished as Annexure to the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. A member holding more than ten percent (10%), of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as proxy for any other person or shareholder.
5. The instrument(s) appointing the proxy, if any, should be delivered at the registered office of the Company at Satkartar Building, Near Khalsa Petrol Pump, G.T. Road Khanna, Ludhiana-141401 PB, not less than 48 (forty eight) hours before the commencement of the meeting. The instrument of proxy if received in default of above shall be treated as invalid. Proxies shall not have any right to speak at the meeting. Proxy form is enclosed.
6. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution or Power of Attorney (POA) authorizing their representative to attend and vote at the meeting.
7. During the Period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 01:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.
8. Members having any queries relating to the Annual Report are requested to send their queries at least seven days before the date of the meeting.
9. Members are requested to notify change in address, if any, to the company at its registered Office quoting their folio number.
10. Only members carrying the attendance slips or the holders of valid proxies registered with the Company will be permitted to attend the meeting. Members attending the meeting are requested to bring their copy of annual report with them to the Annual General Meeting, as extra copies will not be supplied.

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

Item No. 2

The Private Limited Company has limited scope of expansion and to diversify its business activities and has limited fund raising options. Taking into consideration the overall growth in business and potential avenues for expansion of business, the Company may be required to tap public funds for meeting its long term financial needs by way of issue of securities as deemed fit. Thus the Board in its meeting held on 02nd September, 2024 decided to Change the status of the Company from “Private limited” to “Public Limited Company”. Consequently it is proposed to alter Memorandum of Association by deleting the word “Private” in its name and wherever it appears and further, altering Articles of Association of the Company by adopting new set of articles of association as applicable to Public Limited Company.

Pursuant to the provisions of Section 13, 14, 18 read with the Companies (Incorporation), Rules, 2014, the approval of members is required to convert the status of Company from “Private limited” to “Public Limited Company” and alteration of Memorandum of Association and Articles of Association.

Copy of the Altered Memorandum of Association and Articles of Association of the Company is available for inspection by members at the registered office of the Company

The Board of Directors accordingly recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members by way of Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions except to the extent of their shareholding in the Company.

ITEM NO. 3

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares having a face value of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares having a face value of Rs.10/- each by creation of additional 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the authorised share capital and to amend Capital Clause in Memorandum of Association.

The Board of Directors accordingly recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

A copy of the draft amended Memorandum of Association of the Company is available for inspection, which can be inspected at the Registered Office of the Company during working hours on any working day.

None of the Directors and their relatives are, in any way, concerned or interested in the said resolutions except to the extent of their shareholding in the Company.

**For and on behalf of the Board of Directors
SK MINERALS & ADDITIVES LIMITED**

For SK Minerals & Additives Private Limited

Director

(Mohit Jindal)
DIN: 05351969
Director

Date: 02/09/2024
Place: Ludhiana

Form 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]

CIN	U24100PB2022PTC055213
Name of the company	SK MINERALS & ADDITIVES PRIVATE LIMITED
Registered office	Satkartar Building, Near Khalsa Petrol Pump, G.T. Road, Khanna Ludhiana, - 141401 PB

Name of the member(s)		
Registered address		
Email ID	Folio No. / Client ID	DP ID

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

	Name		Email ID	
	Address		Signature	

Or failing him

	Name		Email ID	
	Address		Signature	

Or failing him

	Name		Email ID	
	Address		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 on 30/09/2024 at 10:00 A.M. at the registered office of the company situated at Satkartar Building, Near Khalsa Petrol Pump, G.T. Road, Ludhiana, Khanna- 141401 PB and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1) Adoption of Financial Statements
- 2) To Approve Conversion of Private Limited Company into Public Limited Company
- 3) Increase in the Authorized Share Capital and Consequent Alteration of the Capital Clause in the Memorandum of Association of the Company

Signed this _____
Signature of shareholder

Affix
Revenue
Stamp

Signature of Proxy holder (s)

Note: 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.

SK MINERALS & ADDITIVES PRIVATE LIMITED

(CIN:- U24100PB2022PTC055213)

Regd. Office: Satkartar Building, Near Khalsa Petrol Pump,

G.T. Road Khanna, Ludhiana-141401 PB

Email: mohitjindal2008@gmail.com

Contact No: 8130228881

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Date:	30/09/2024	Time :	10:00 A.M.
Place:	Ludhiana		

Folio No. / DP ID Client ID No.	
Name of First named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Annual General Meeting of the Company being held on 30/09/2024 at 10:00 A.M at the registered office of the company.

.....
Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
3. A Corporate Member, if any intending to send its authorised 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.