

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF TSR DARASHAW LIMITED IS SCHEDULED TO BE HELD ON WEDNESDAY, 07<sup>TH</sup> FEBRUARY, 2024 AT 11.00 A.M THROUGH VIDEO CONFERENCING (“VC”) FACILITY / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS.

THE PROCEEDINGS OF THE EGM SHALL BE DEEMED TO BE CONDUCTED AT 10, MOOSA HAJI PATRAWALA INDUSTRIAL ESTATE, 20 DR. E. MOSES ROAD, MAHALAXMI, MUMBAI, MAHARASHTRA, INDIA, 400011 WHICH SHALL BE THE DEEMED VENUE OF THE EGM

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**SPECIAL BUSINESS:**

**1. CONVERSION OF PUBLIC COMPANY INTO PRIVATE LIMITED COMPANY:**

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

“**RESOLVED THAT** pursuant to section 13,14,18 of the Companies Act,2013 ,if any and subject to approval of the Central Government (power delegated to Regional Director) and any other regulatory authorities as may be necessary, the consent of the members be and is hereby accorded for the conversion of the status of the Company from “Public Limited” to “Private Limited”.

“**RESOLVED FURTHER THAT** consequent upon the conversion as aforesaid, the word “Private” be added before the word “Limited” and consequently the name of the Company be changed from “TSR Darashaw Limited” to “**TSR Darashaw Private Limited**” so as to make the company as Private Limited Company within the provisions of the Companies Act,2013.

“**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to represent, sign and verify the application pursuant to the Companies Act, 2013 read with rule 40 and 41 of the Companies (Incorporation) Rules, 2014 and to represent the company before the Office of the Regional Director, Mumbai, Maharashtra and to do all such acts and things as may be considered necessary or expedient to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to do all such acts, deed and to execute documents/deed as may be considered necessary or expedient to give effect to the above resolution.”

**2. ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:**

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

“**RESOLVED THAT** pursuant to section 13 of the Companies Act,2013 and any other applicable provision of the Companies Act,2013(including any statutory modifications, re-

**TSR DARASHAW LIMITED**

10, Moosa Haji Patrawala Industrial Estate, 20 Dr. E. Moses Road, Near Famous Studio, Mahalaxmi, Mumbai - 400 011. Tel: +91 90047 10333, CIN No: U67120MH1985PLC037369, website: [www.tsrdarashaw.com](http://www.tsrdarashaw.com)

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Business Days : Monday to Friday.

enactment thereof for the time being in force) the consent of the of members of the Company be and is hereby accorded for substituting clause I of the Memorandum of Association of the Company with the following Clause:

Clause I :

*The Name of the Company is "TSR Darashaw Private Limited"*

**"RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to do all such acts, deed and to execute documents/deed as may be considered necessary or expedient to give effect to the above resolution."

3. **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY PURSUANT TO CONVERSION OF LIMITED COMPANY INTO A PRIVATE LIMITED COMPANY:**

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

**"RESOLVED THAT** pursuant to section 14 including any other applicable provisions, if any of the of the Companies Act,2013 ("the Act") read with Companies (Incorporation )Rules,2014 including any statutory modifications or re-enactments thereof for the time being in force, the Articles of Association of the Company be and is hereby altered to be in conformity with the provisions of the Act relating to a private Company and thereby inserting the restrictive clause as per section 2(68) of the Act and other applicable clause so as to make the Company a "Private Company" pursuant to provision of the Companies Act,2013.

**"RESOLVED FURTHER THAT** the Articles of Association pursuant to Companies Act, 2013 be and is hereby approved and amended in conformity with the provision of the Act related to Private limited Company.

**"RESOLVED FURTHER THAT** the altered Articles of Association as placed before the members be and is hereby approved.

**"RESOLVED FURTHER THAT** any Director of the company be and is hereby authorized to do all such acts, deed and to execute documents/deed as may be considered necessary or expedient to give effect to the above resolution."

**For and behalf of Board  
For TSR Darashaw Limited**

  
**Darashaw Keki Mehta  
Director**

**DIN: 00017308**

**Date: 16.01.2024**

**Place: Mumbai**

**Registered office  
10, Moosa Haji Patrawala Industrial Estate,  
20 Dr. E. Moses Road, Mahalaxmi,  
Mumbai, Maharashtra, India, 400011**

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**NOTES:**

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 2/2022, 10/2021, 02/2021, 33/2020, 20/2020, 17/2020, 14/2020, 2/2022, 10/2022 & 11/2022 (hereinafter collectively referred to as “the MCA Circulars”), has permitted the holding of Annual General Meeting (“AGM”) & Extra-Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the members at a common venue. MCA Circular No. 09/2023 dated 25<sup>th</sup> September 2023 issued by Ministry of Corporate Affairs allow companies to hold their Extraordinary General Meetings through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) up to 30th September 2024. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. **To attend the meeting members are requested to access via:**  
**Link of the Zoom Meeting:**  
<https://us06web.zoom.us/j/81819151702?pwd=VdpALore3oHdewDZ5Ydh4VF0iap1TV.1>  
**Meeting Id:** 818 1915 1702  
**Passcode:** 315794
3. The link to join the meeting will also be sent to shareholders through email and shareholders are requested to access and join the meeting from the link so provided on their registered email addresses. Shareholders may contact on Mr. Naresh Khetan for assistance with using the technology before or during the meeting.
4. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.
5. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
6. Pursuant to the provisions of Section 113 of the Companies Act, 2013 Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [NKhetan@tsrdarashaw.com](mailto:NKhetan@tsrdarashaw.com) from their registered Email ID a scanned copy of certified copy of the Board Resolution/ Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
7. In case the Poll is demanded, the members may cast their vote by sending mail at the email id: [NKhetan@tsrdarashaw.com](mailto:NKhetan@tsrdarashaw.com). The Member need to mention Name, No of share, Item no and send/cast their vote through their registered email id.
8. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on

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applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

10. The Explanatory Statement setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed.
11. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, Register of Contracts and Arrangements in which the Directors and Key Managerial Personnel are interested, maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder, may please be sent to *NKhetan@tsrdarashaw.com*
12. In accordance with the MCA Circulars, the Notice of calling the EGM will be uploaded on the website of the Company at *https://www.tsrdarashaw.com*.
13. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection electronically and request regarding the same may please be sent to *NKhetan@tsrdarashaw.com*.

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**Explanatory Statement pursuant to Section 102 of the Companies Act 2013.**

**Item No. 1.**

The Board is of the view that since there is no involvement of public in the shareholding or management of the Company, thus it is a closely held Company and the Directors feel that no purpose would be served by retaining the Public Limited character of the company. Besides this, formalities to be complied by a Public Limited Companies on legal angle are much greater than the formalities to be complied by Private Limited Companies.

Therefore it would be appropriate to convert the Company into the Private Limited Company to avoid unnecessary formalities and to obtain privileges and exemption which are available to the Private Limited Companies under the provisions of the Companies Act 2013 and which would help the management to carry out its business efficient manner.

As per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company into a private limited company.

The members are requested to note that the amendment is subject to the approval granted by the Central Government and any other regulatory authorities including RD/ROC, as may be required.

Therefore, the resolution at Item no. 1 is recommended as **Special Resolution**.

None of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 of the accompanying Notice.

**Item No. 2**

Consequent to the conversion of Public Limited Company into Private Limited Company, Clause I of the Memorandum of Association of the Company need to be altered as indicated in Item No. 2 of the Notice convening the Extraordinary General Meeting.

In terms of Section 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association of the Company. The Board has approved the amendment at its meeting held on 11<sup>th</sup> Janaury,2024.

The members are requested to note that the amendment is subject to the approval granted by the Central Government and any other regulatory authorities including RD/ROC, as may be required.

Therefore, the resolution at Item no. 2 is recommended as **Special Resolution**.

None of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 2 of the accompanying Notice.

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**Item No. 3**

As it is proposed to convert the Public Company into a Private Limited Company, it is considered expedient to amend the Articles of Association by alteration/incorporation of provisions including restrictions as provided under 2(68) of the Companies Act, 2013 as applicable to a private limited company.

In terms of section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for amending new set of Articles of Association of the Company by incorporating the necessary sections for Private Limited Company.

The members are requested to note that the amendment is subject to the approval granted by the RD/ROC, Central Government, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

Therefore, the resolution at Item no. 3 is recommended as Special Resolution.

None of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 3 of the accompanying Notice.

**For and behalf of Board  
For TSR Darashaw Limited**



**Darashaw Keki Mehta  
Director  
DIN: 00017308**

**Date: 16.01.2024**

**Place: Mumbai**

**Registered office  
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