



**NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING OF THE MEMBERS OF IMPERATIVE BUSINESS VENTURES LIMITED WILL BE HELD ON SATURDAY, 30<sup>th</sup> SEPTEMBER, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 4<sup>th</sup> FLOOR, BHAIKRAV MILESTONE, PLOT NO C-15, NEHRU NAGAR, ROAD NO 16, WAGLE ESTATE, THANE – 400604, MAHARASHTRA, INDIA AT 03.00 P.M TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2023, the Profit & Loss Account for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Ms. Manjusha Sachin Paithankar (DIN: 05107225), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
3. To appoint a director in place of Ms. Sakshi Sanjay Paithankar (DIN: 07417810), who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS:**

**Ordinary Resolution**

4. To regularize the appointment of Ms. Sanika Sachin Paithankar (DIN: 10190235) as a 'Non-Executive Director' who has been appointed as an additional director of the Company and whose 'Term of Office' is expiring in this annual general meeting.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to provision of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sanika Sachin Paithankar (DIN: 10190235) who was appointed as an Additional Director of the Company w.e.f. 05th June, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing her candidature for the office of the Director and who is eligible for appointment, be and hereby appointed as an Director (Non-Executive) of the Company to hold office for five (5) consecutive years for the maximum period upto 04th June, 2028."

5. To regularize the appointment of Mr. Sujith Mahendran Kombra (DIN: 03212711) as a 'Non-Executive Director' who has been appointed as an additional director of the Company and whose 'Term of Office' is expiring in this annual general meeting.



To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to provision of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sujith Mahendran Kombra (DIN: 03212711) who was appointed as an Additional Director of the Company w.e.f. 25th July, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and who is eligible for appointment, be and hereby appointed as an Director (Non-Executive) of the Company to hold office for five (5) consecutive years for the maximum period upto 24th July, 2028.”

#### Special Resolution

6. To alter the object clause of the Memorandum and Association of the Company

To consider passing the following resolution as a Special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

B. The existing Main Objects of Clause III (A) be altered by inserting new object sub clause 4 to the existing Clause III(A) as under:

4. “To carry on the business of immovable property and its consultants and to give on rent, sale and purchase, designing and construction of residential houses, Infrastructure as a service, commercial building flats and factory’s sheds and building in or out side of India and to act as builders, colonizers and civil and constructional contractors and purchase, hire or otherwise sell and mortgage any estates, building, basements or such other interest in any immovable property.”

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent



or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

**By and on behalf of the Board**  
**For IMPERATIVE BUSINESS VENTURES LIMITED**  
**Sd/-**  
**Rashesh Gandhi**  
**Company Secretary**  
**ACS 57526**

Date: 08<sup>th</sup> September, 2023

Place: Thane

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING 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. THE FOLLOWING STATUTORY REGISTERS ARE OPEN FOR INSPECTION OF MEMBERS AT THE REGISTERED OFFICE ON THE DATE OF ANNUAL GENERAL MEETING.
  - a) Register of Contracts with companies and firms in which Directors are interested under the provisions of Section 189 of the Companies Act, 2013.
  - b) Register of Directors' Shareholdings under the provision of Section 170 of the Companies Act, 2013.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

**For Item no. 4 of Special Business – To regularize the appointment of Ms. Sanika Sachin Paithankar (DIN: 10190235) as a ‘Non-Executive Director’ who has been appointed as an additional director of the Company and whose ‘Term of Office’ is expiring in this Annual General Meeting.**

The Board, in its meeting held on 05<sup>th</sup> June,2023 has appointed Ms. Sanika Sachin Paithankar as an Additional Director (Non-Executive) of the company with effect from 05<sup>th</sup> June,2023.

As per the provisions of the Companies Act 2013 the said Directors shall hold office up to the date of the ensuing Annual General Meeting and the appointment shall be regularised at the general meeting.

Ms. Sanika Sachin Paithankar is currently pursuing B.A. LLB and would be an asset to the Company wherein she will be looking after the compliance management of the Company. The Board feels that, the presence of the said Director on the Board is desirable and would be beneficial to the Company and therefore recommends to ‘confirm’ her appointment as ‘Director’ of the Company.

The Company has received consent in writing to act as Director in form DIR-2 pursuant to Section 152(5) Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 from Ms. Sanika Sachin Paithankar.

Accordingly, the Board recommends the resolution No.4 mentioned in the Special Business, in relation to appointment of Ms. Sanika Sachin Paithankar as a Director (Non-Executive) of the Company, for the approval of the shareholders of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives except Mrs. Manjusha Paithankar & Mr. Sachin Paithankar are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item no. 5- To regularize the appointment of Mr. Sujith Mahendran Kombra (DIN: 03212711) as a ‘Non-Executive Director’ who has been appointed as an additional director of the Company and whose ‘Term of Office’ is expiring in this Annual General Meeting.**

The Board, in its meeting held on 25<sup>th</sup> July,2023 has appointed Mr. Sujith Kombra as an Additional Director (Non-Executive) of the company with effect from 25<sup>th</sup> July,2023.



As per the provisions of the Companies Act 2013 the said Directors shall hold office up to the date of the ensuing Annual General Meeting and the appointment shall be regularised at the general meeting.

Mr. Sujith Kombra has enormous expertise in the domain of Cyber Security, Data Centre Management which is one of the vertical that the Company is currently eyeing to maximise therefore the Board feels that, the presence of the said Director on the Board is desirable and would be beneficial to the Company and therefore recommends to 'confirm' his appointment as 'Director' (Non-Executive) of the Company.

The Company has received consent in writing to act as Director in form DIR-2 pursuant to Section 152(5) Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 from Mr. Sujith Kombra.

Accordingly, the Board recommends the resolution No.5 mentioned in the Special Business, in relation to appointment of Mr. Sujith Kombra as a Director (Non-Executive) of the Company, for the approval of the shareholders of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **Item no. 6 : To alter the object clause of the Memorandum and Association of the Company**

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. The "Main Object" clause of the Memorandum of Association of the Company is being amended by addition of sub clause 4 to Clause III (A).

The Board at its meeting held on 07<sup>th</sup> September, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.



The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

**ROUTEMAP**

