

WORLDONE PRIVATE LIMITED

(formerly known as WORLDONE TRADING PRIVATE LIMITED)
Registered Office: Plot No. 2, Sector- 32, Gurgaon, Haryana- 122001
Corporate Identity Number (CIN): U51909HR1999PTC103218
E-mail: secretarial@worldonebusiness.com; Tel: 0124-6616112

NOTICE

Notice is hereby given that **EXTRA-ORDINARY GENERAL MEETING** of the Members of Worldone Private Limited will be held on November 11, 2022 at 05.00 P.M. at the Registered Office of the Company at Plot No. 2, Sector- 32, Gurgaon, Haryana - 122001, to transact the following business:

SPECIAL BUSINESS

1. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect) and pursuant to the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,16,00,000/- (Rupees Five Crore Sixteen lakhs Only) divided into 49,90,000 (Forty Nine Lakh Ninety Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 1,70,000 (One Lakh Seventy Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each to Rs. 145,16,00,000/- (Rupees One Hundred Forty Five Crore Sixteen Lakhs Only) divided 49,90,000 (Forty Nine Lakh Ninety Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 14,01,70,000 (Fourteen Crore One Lakh Seventy Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 145,16,00,000/- (Rupees One Hundred Forty Five Crore Sixteen Lakhs Only) divided 49,90,000 (Forty Nine Lakh Ninety Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 14,01,70,000 (Fourteen Crore One Lakh Seventy Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each with a power to Board to issue them as with or without warrant attached thereto and with different rights as to voting, dividend, repayment and/or any other terms & condition to the said issue and it, from time to time, may deem proper.”

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to sign and fill the necessary forms, applications, documents and other papers etc. with the Registrar of the Companies and other relevant authorities, and to do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise in such manner as they may deem fit in order to give effect to the above resolution”

By Order of the Board of Directors

Registered Office:

Plot No. 2, Sector- 32, Gurgaon,
Haryana - 122001

Place: Gurugram

Date: November 11, 2022

Rajeev Jain

Director

DIN - 00053627

Address: G-22, Third Floor, Ashok Vihar, Ashok Vihar Phase I, Near Gupta Handloom, New Delhi-110052

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF 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.
2. A blank proxy form is sent herewith.
3. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the meeting is given herein below.
4. All documents referred to in the accompanying Notice and Explanatory Statement are open to inspection at the Registered Office of the Company during office hours on all working days up to the date of Extra-Ordinary General Meeting between 11:00 AM to 3:00 PM.
5. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

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

ITEM NO.-1:

Increase in Authorised Share Capital of the Company and consequential Alteration in Memorandum of Association of the Company

At present, the Authorised Share Capital of the Company is Rs. 5,16,00,000/- (Rupees Five Crore Sixteen lakhs Only) divided into 49,90,000 (Forty Nine Lakh Ninety Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 1,70,000 (One Lakh Seventy Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each.

Considering the rising financial needs of Company and to maintain a sufficient buffer in the Authorised Share Capital to facilitate the future expansion plans of the Company, the Board of Directors of the Company ("the Board") in its meeting held earlier today has proposed to increase the Authorised Share Capital of the Company from Rs. 5,16,00,000/- (Rupees Five Crore Sixteen lakhs Only) divided into 49,90,000 (Forty Nine Lakh Ninety Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 1,70,000 (One Lakh Seventy Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each to each to Rs. 145,16,00,000/- (Rupees One Hundred Forty Five Crore Sixteen Lakhs Only) divided into 49,90,000 (Forty Nine Lakh Ninety Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each and 14,01,70,000 (Fourteen Crore One Lakh Seventy Thousand) Preference shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in the authorised share capital will necessitate amendment to clause V of the Memorandum of Association of the Company pertaining to the Share Capital of the Company. The amendment of the Memorandum relating to the increase in the share capital, in terms of Section 61 of the Companies Act, 2013, requires shareholders' approval by way of an Ordinary Resolution.

The Directors recommends the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives is in any way, concerned or interested in this resolution.

By Order of the Board of Directors

Registered Office:

Plot No. 2, Sector- 32, Gurgaon,
Haryana - 122001

Place: Gurugram

Date: November 11, 2022

Rajeev Jain

Director

DIN - 00053627

Address: G-22, Third Floor, Ashok Vihar, Ashok Vihar Phase I, Near Gupta Handloom, New Delhi-110052

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WORLDONE PRIVATE LIMITED

ATTENDANCE SLIP

Folio No.		D.P. Id.*		Client Id.*	
No. of Shares					
Name of Shareholder					
Address of Shareholder					

I/We hereby record my/our presence at Extra- Ordinary General Meeting of the Company at its Registered Office at Plot No. 2, Sector- 32, Gurgaon, Haryana - 122001 on Friday, November 11, 2022 at 3.00 p.m.

Signature of the Shareholder / Proxy

NOTES:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, copy of Notice and Annual report may please be brought by you/your proxy for reference at the meeting.
3. *Applicable for Investor(s) holding share(s) in demat form.

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Form No. 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: U51909HR1999PTC103218

Name of the company: **Worldone Private Limited**

Registered office: Plot No. 2, Sector- 32, Gurgaon, Haryana - 122001

Name of the Member (s) :	
Registered Address :	
E-mail Id:	
Folio No/ Client Id* :	
*DP ID :	

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

1. Name: Address: E-mail Id: Signature
:....., or failing him
2. Name: Address: E-mail Id: Signature
:....., or failing him
3. Name: Address: E-mail Id: Signature
:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra- Ordinary General Meeting of the Company at its Registered Office at Plot No. 2, Sector- 32, Gurgaon, Haryana - 122001 on Friday, November 11, 2022 at 3.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Items	For	Against
Special	Business		
1.	Increase in Authorised Share Capital of the Company and consequential Alteration in Memorandum of Association of the Company		

Signed this..... day of..... 2022.

Affix 30Ps. Revenue Stamp Signature
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Signature of Shareholder

Signature of Proxy holder(s)

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Notes:-

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. A proxy need not be a member of the Company.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.
4. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

*Applicable for Investor(s) holding share(s) in demat form.