

03/FY 2023-24/EGM

## NOTICE

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PARAMOUNT SPECIALITY FORGINGS LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 4, 2023, AT 11.00 A.M. AT 3, 1, GURU HIMMAT BUILDING, DR. MASCARENHAS ROAD, ANJIRWADI, MAZGAON, MUMBAI - 400010 TO TRANSACT THE FOLLOWING BUSINESS:**

### Special Business:

#### **1. Capitalize Reserves of the Company and Issue Bonus Shares:**

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

**"RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article 38 of the Articles of Association of the Company, applicable provisions of SS-2 and subject to such consents and approvals as may be required from the appropriate authorities, consent of the Members be and is hereby accorded to capitalize a sum of Rs. 14,87,00,000 (Fourteen crore eighty seven lakh rupees) out of General Reserve Account or such other accounts as are permissible to be capitalized and utilized for the purpose of issue 1,48,70,000 (One crore forty eight lakh seventy thousand) equity shares, and distribute as fully paid up equity shares of Rs. 10 (Ten rupees) in the proportion of 1487 (One thousand four hundred eighty seven) new equity bonus share of Rs. 10/- (Ten rupees) each for every 1 (One) existing fully paid equity shares of Rs. 10/- each held by members, whose name will appear in the Register of Members maintained by the Company on the Record Date. The Board of Directors shall fix the Record date for the purpose of ascertaining the eligibility of members to receive bonus shares subject to the approval of members for the bonus issue.

**RESOLVED FURTHER THAT** the Bonus Shares so issued shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares



**Registered Office :** 3, Guru Himmat Bldg., 140, Dr. Mascarenhas Road, Mazgaon, Mumbai - 400 010.

☎ : 91-22-2373 2656 / 6657 0979 ✉ : accounts@paramountforge.org **CIN : U24109MH2023PLC402307**

**Unit - I :** 260/263, Jawahar Industrial Estate, Kamothe - 410 209, Panvel, Dist. Raigadh. ☎ : 91-22-2743 0301, 2743 5058

**Unit - II :** Survey No. 31/7, 47/11, 47/4D, 47/5, Savroli Kharpada Road, Village Dhamani Khalapur, Khopoli, Dist. Raigadh - 410 202.

☎ : 91-9136494715-16 ✉ : sales@paramountforge.org, ali@paramountforge.org Website : www.paramountforge.com

will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form.

**RESOLVED FURTHER THAT** the allotment of the new equity bonus shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as may be deemed necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper."

**For Paramount Speciality Forgings Limited**



**Aliasgar Roshan Harapwala**  
**Managing Director**  
**DIN: 00334957**

**Place: Mumbai**

**Date: September 1, 2023**

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company. Proxies in order to be valid and effective must be delivered at the registered office of the Company not later than forty-eight hours before the commencement of the meeting. Accordingly, the Proxy Form is annexed hereto.
2. The Memorandum of Association of the Company, the Articles of Association of the Company, Register of Director and Key Managerial Personnel and their shareholding, Register of Contract and Arrangement in which Directors are interested are open for inspection for the members at the Company's Registered Office between 10.00 A.M. and 6.00 P.M. on any working day up to the date of the Extra-Ordinary General Meeting and at the Extra-Ordinary General Meeting.
3. Corporate members who intend to send their authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
4. The route map of the venue of the meeting is annexed hereto.
5. A Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, relating to the Special Business to be transacted at the AGM, is annexed hereto.
6. The voting right of the members shall be in proportion to their shares of the paid-up equity share capital of the Company. Members shall have one vote for every one fully paid share of the Company held by them. Members can vote for their entire voting rights as per their discretion.





**Explanatory Statement**  
(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 1:**

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Twenty Crore rupees) and the Paid-up share Capital is Rs. 1,00,00,000/- (One lakh rupees), With a view to rationalize the capital structure and rewarding the shareholders of the Company, Board of Directors in its meeting held on September 1, 2023 has recommended issue bonus shares at the proportion of 1487 (One thousand four hundred eighty seven) new equity bonus share of Rs. 10/- (Ten rupees) each for every 1 (One) existing fully paid equity shares of Rs. 10/- (Ten rupees) each held by members, whose name will appear in the Register of Members maintained by the Company on the Record Date by capitalization of sum of Rs. Rs. 14,87,00,000/- (Fourteen crore eighty seven lakh rupees) out of General Reserve Account. Consequently, the paid-up equity share capital of the Company would increase to Rs. 14,88,00,000/- (Fourteen crore eighty eight lakh rupees) consisting of 1,48,80,000/- (One crore forty eight lakh eighty thousand) equity shares of Rs. 10/- (Ten rupees) each.

The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

Pursuant to the provisions of Section 63 of the Companies Act, 2013 and Article 38 of Article of Association of the Company, approval of the Members is required for issuance of Bonus Shares to the Members of the Company by way of passing Ordinary Resolution. Accordingly, the resolutions set out at Item No. 1 seek approval of the Members for Issue of Bonus Shares to the Members of the Company.

The Board has fixed September 4, 2023 as the record date for the purpose of ascertaining the eligibility of members to receive bonus shares subject to the approval of members for the bonus issue.

Directors or Key Managerial Personnel of the Company or their respective relatives, are in concerned or interested, financially or otherwise in the said resolutions to the extent of new bonus shares as may be allotted to them in the Company.



**Consent by Member for Shorter Notice**  
(Pursuant to Section 101(1) of The Companies Act, 2013)

**03/FY 2023-24/EGM**

To,  
**The Board of Directors**  
**Paramount Speciality Forgings Limited**  
3, 1, Guru Himmat Building,  
Dr. Mascarenhas Road,  
Anjirwadi, Mazgaon,  
Mumbai – 400010

I/We, \_\_\_\_\_, holding \_\_\_\_\_ Equity Shares, aggregating to \_\_\_\_\_% of the paid-up Equity Share Capital of **Paramount Speciality Forgings Limited ("the Company")**, of face value of Rs. 10 (Ten rupees) each, hereby give my/our consent pursuant to Section 101 of the Companies Act, 2013 to hold the Extra-Ordinary General Meeting of the Company at shorter notice on Monday, September 4, 2023, at 11.00 A.M. at 3, 1, Guru Himmat Building, Dr. Mascarenhas Road Anjirwadi, Mazgaon, Mumbai – 400010.

**Place: Mumbai**

**Date:** \_\_\_\_\_

**Member's Signature**





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: U24109MH2023PLC402307  
Name of the Company: Paramount Speciality Forgings Limited  
Registered Office: 3, 1, Guru Himmat Building, Dr. Mascarenhas Road Anjirwadi, Mazgaon, Mumbai - 400010

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, to be held on Monday, September 4, 2023, at 11.00 A.M. at 3, 1, Guru Himmat Building, Dr. Mascarenhas Road Anjirwadi, Mazgaon, Mumbai - 400010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Capitalize Reserves of the Company and Issue Bonus Shares

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

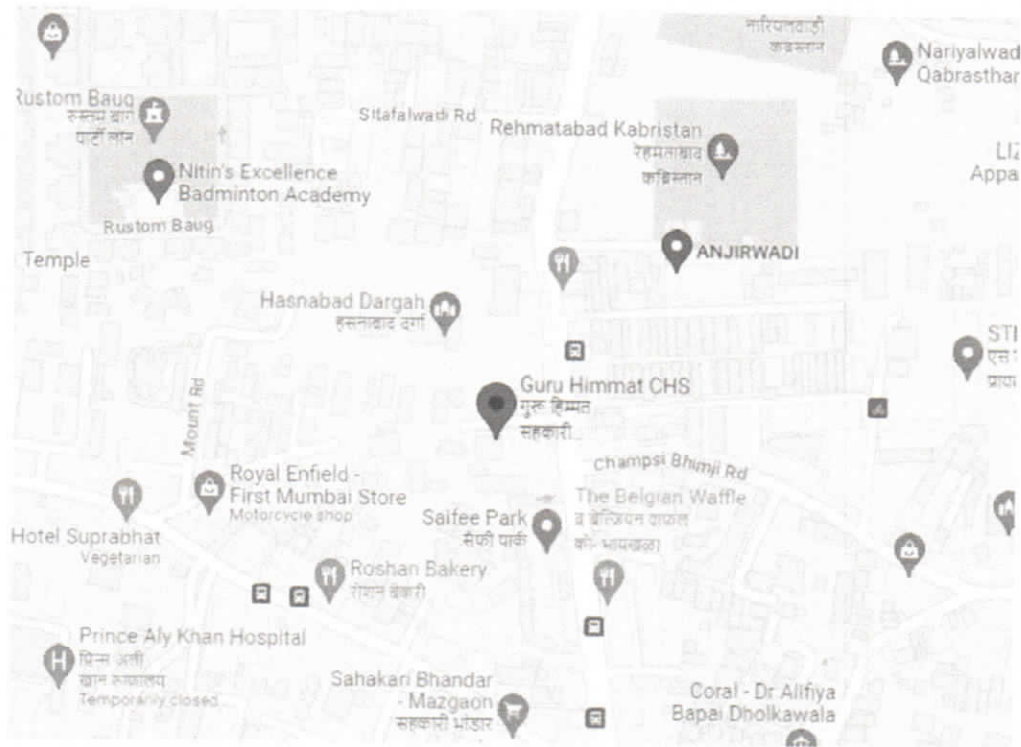
Affix  
Revenue  
Stamp

**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.**





### Extra-Ordinary General Meeting Venue



**Address: 3, 1, Guru Himmat Building, Dr. Mascarenhas Road Anjirwadi, Mazgaon, Mumbai - 400010**

A blue ink signature is written over a circular blue stamp. The stamp contains the text "PARAMOUNT SPECIALITY FOODS LIMITED", "MUMBAI", and "U24109MH2023PLC02307".