



Cottage Industries Exposition Ltd.

NOTICE

Notice is hereby given that Extraordinary General Meeting of the members of the Cottage Industries Exposition Limited will be held on Saturday, the 29th day of August, 2015 at 01:00 p.m. at the Corporate office of the Company situated at D.C.M. Building, 16, Barakhamba Road, New Delhi-110 001 to transact the following special business:

1. To alter the Objects Clause in the Memorandum as per Companies Act, 2013
To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013 (‘Act’) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and such other rules and regulations, as may be applicable, consent of the shareholders be and is hereby accorded, to alter/amend the Memorandum of Association of Company in the manner given below:

- a) Title of Clause iii stands omitted.
- b) Title of Clause iii (A) stands substituted by the following:
“THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:”
- c) Addition of sub clause (4) ,(5) , (6) and (7) after sub clause (3) of clause iii (A) of the Memorandum of Association of Company:
 4. To acquire, utilise, grow, plant, cultivate, produce and to exploit any estates or lands for floricultural, agricultural, horticultural, plantation, sericulture and farming purposes and agro industrial projects and to carry on business as producers, planters, processors, growers, cultivators, traders, buyers, and sellers, importers, agents, consultants, dealers, storekeepers, and distributors and exporters for any ordinary or

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specialised floricultural, agricultural, horticultural, sericultural and agro-industrial products and commodities, including flowers, fruits, vegetables, food-grains, pulses, seeds, cash crops, cereal products and flora.

5. To construct, erect, maintain, improve and work or aid in, contribute or subscribe to the construction, erection and maintenance, design, establish and develop on a turnkey basis outlets for all kinds of products and to acquire, set up, construct, establish, run, operate and manage stores, markets, malls, shopping outlets, cash and carry operations, or any format and carry on business as agent, franchisee, distributor and dealer of all kinds of products for the consumer market. To act as consultants in the field of electrical, civil, industrial and other branches of engineering and technology, production, marketing, distribution, finance, materials, personnel, planning of Commercial Undertakings and businesses of hospitality Industry.
6. To carry on the business of Travel Agents
7. To carry on business of hotels, restaurants, motels, lodging, housekeepers and houseboat owners.

d) Title of Clause iii (B) stands substituted by the following:

“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE iii (A) ARE:”

e) Sub-clause 12 of Clause iii (B) stands substituted by the following:

To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the company's property (both

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present and future) including its uncalled capital and to purchase, redeem or pay off any such securities, subject to the relevant provisions of Companies Act, 2013.

f) Sub-clause 18 of Clause iii (B) stands substituted by the following:

To sell or dispose of the undertaking of the Company or any part thereof in such manner and for such consideration as the Company may think fit and particularly for shares (fully or partly paid up) debenture stocks or securities of any other company whether promoted by this Company for the purpose or not and to improve, manage, develop, exchange, dispose off, turn to account or otherwise deal with all or any part of the property or rights of Company, subject to the provisions contained in the Companies Act, 2013.

g) Sub-clause 22 of Clause iii (B) stands substituted by the following:

Subject to section 73 and 179 of the Companies Act, 2013 and the regulations made thereunder and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow money in such manner as the Company shall think fit, and in particular by issue of debentures or debenture stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage charges or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or Company of any obligation undertaken by the Company.

h) Clause iii (C) stands omitted

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign

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and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Jammu And Kashmir.”

Order of the Board of Directors

Cottage Industries Exposition Limited

Mohamed Ashraf Mir
(Managing Director)

DIN: 00343839

Address: 18 - B, Malcha
Marg, New Delhi- 110021

Date: 4th August, 2015

Place: Delhi

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Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The proxies in order to be valid and effective, should be duly stamped, signed and completed in all respects and must be delivered in the enclosed format at the Corporate/Registered office of the Company not less than forty-eight hours before the scheduled time of commencement of the Extra – ordinary General Meeting .
3. A member holding more than ten percent 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 member.
4. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of any Body Corporate which is a shareholder of the Company, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary, shall have been deposited at the registered office of the Company before the time fixed for the commencement of the meeting.
5. The said notice is available on the website of the Company i.e. www.cieworld.com

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned in the accompanying Notice dated 4th August, 2015:

The Board of Directors in its meeting held on Tuesday, 4th August, 2015 discussed that pursuant to the commencement of the Companies Act, 2013 Company is required to alter its Memorandum of Association as per Schedule I, Table A. Thus, as per the provisions of section 4 of the Act read with the Companies (Incorporation) Rules, 2014 the Memorandum of Association of the Company will no longer carry other objects Clause. However, the existing Memorandum of Association of the Company carries other objects Clause, thus, in order to comply it is proposed to delete clause iii (C) – Other Objects. Also, the title of clause iii (A) and iii (B) will be substituted.

The board of directors also discussed the need of adding more object in the object clause of the memorandum for diversification of the business of the Company. It's been proposed to diversify the business activity of the Company in the field of floricultural, agricultural, horticultural, plantation, sericulture, farming and in the field of construction, establishment of stores, markets, malls, hotels, restaurants etc.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 4, 5, 6 and 7 after the existing sub-clause 3 as stated in the Resolution in the annexed notice.

In order to enable the company to do so, it is required to alter the Object clause of the Memorandum of Association of the Company so as to include the said business.

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A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives are concerned or interested in the passing of the above Resolution.

The Board recommends the Special Resolution set out at item No. 1 of the Notice for approval by the members.

Order of the Board of Directors
Cottage Industries Exposition Limited

Mohamed Ashraf Mir
(Managing Director)

DIN: 00343839

Address: 18 - B, Malcha
Marg, New Delhi- 110021

Date: 4th August, 2015

Place: Delhi

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ATTENDANCE SLIP

Folio No.

Name of Member

Name of Proxy holder

Number of Shares Held

I hereby record my presence at the Extra Ordinary General Meeting of the Cottage Industries Exposition Limited held on Saturday, the 29th day of August, 2015 at 01:00 p.m. at the Corporate office of the Company situated at D.C.M. Building, 16, Barakhamba Road, New Delhi-110 001 to transact the following special business:

Signature of Member/Proxy

Note:

Members/Proxyholders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

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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]

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Name of the member (s):

Registered address

E-mail Id.....

Folio No/ Client 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

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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 Cottage Industries Exposition Limited held on Saturday, the 29th day of August, 2015 at 01:00 p.m. at the Corporate office of the Company situated at D.C.M. Building, 16, Barakhamba Road, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To alter the Objects Clause in the Memorandum as per Companies Act, 2013.

Signed this day of2015.

Signature of Shareholder

Signature of Proxy holder(s)

Note:

The form of proxy in order to be valid and effective should be duly stamped, signed and completed in all respects and must be delivered in the enclosed format at the Corporate/Registered office of the Company not less than forty-eight hours before the scheduled time of commencement of the Extra – ordinary General Meeting .

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