



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of Members of Three-M-Paper Manufacturing Company Private Limited will be held on Tuesday, December 26, 2023 at 11.00 a.m at the registered office of the Company situated at Royal Industrial Estate, Office No.- A-33/34, 5-B Naigaum Cross Road, Wadala, Mumbai Maharashtra 400031 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CHANGE THE NAME OF THE 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 the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of members and Central Government or such other authority(ies) as may be necessary, consent of the Board of Directors be and is hereby accorded for change of name of the Company from **"THREE-M-PAPER MANUFACTURING COMPANY PRIVATE LIMITED"** to **"THREE M PAPER BOARDS PRIVATE LIMITED"**.

"RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name **"THREE-M-PAPER MANUFACTURING COMPANY PRIVATE LIMITED"** as appearing in Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places be substituted with the new name **"THREE M PAPER BOARDS PRIVATE LIMITED"**.

"RESOLVED FURTHER THAT any director of the Company be and is hereby severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or



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**COATED DUPLEX BOARD
BOTH SIDE COATED
WHITE BOARD**

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CIN No.: U22219MH1989PTC052740

incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALETERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

(1) 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 Section 61(1)(a) and 64(1)(a) and other applicable provisions, if any, of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and pursuant to the Rule 15 of the Companies (Share Capital & Debentures) Rules, 2014 and subject to the approval of members, consent of the board of directors of the Company be and is hereby accorded to increase in the Authorized Share Capital of the Company from existing Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 10,00,000 (Ten lakhs) Equity Shares of Rs. 100/- each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 25,00,000 (Twenty Five Lakhs) Equity Shares of Rs. 100/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder and subject to member's approval, consent of the board of directors of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:-

"V. The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore) divided into 25,00,000 (Twenty Five Lakhs) Equity Shares of Rs. 100/- (Rupees Hundred Only) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of directors of the company be and are hereby authorised to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."



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ITEM NO 3: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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 14, 61, 64 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of members, consent of the Board of Directors of the Company be and is hereby accorded for alteration of Article 4 with the following new Article 4:

"The Authorised Share Capital of the Company is as per Clause V of Memorandum of Association. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO 4: SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 100/- PER SHARE TO FACE OF RS. 10/- PER SHARE

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS 100/- TO FACE VALUE OF RS 10/- PER SHARE

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 provision of Section 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to the member's approval, consent of board of directors of the Company be and is hereby accorded for subdivision of the face value of equity shares of the Company from the existing face value of Rs. 100/- each to the face value of Rs.10/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered as below:-



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"V. The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

FURTHER RESOLVED THAT pursuant to the Sub-Division of the equity shares of the Company, existing face value of Rs. 100/- of all the issued, subscribed and paid-up equity shares of the Company shall stand sub-divided into equity shares of nominal value of Rs. 10/- each fully paid and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

"RESOLVED FURTHER THAT, the existing certificates of shares be called back by the Board of Directors and cancelled and that new certificates in respect of the equity shares of Rs. 10/- each be issued in lieu of the existing equity shares of Rs.100/- each in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014."

RESOLVED FURTHTER THAT the Board of Directors of the Company ("the Board") be and is hereby authorised to execute all deeds, applications, documents and writings as may be required and to do all such acts, deeds, matters and things, on behalf of the Company and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to this above resolution.

ITEM NO 5: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting for the member's review, board of directors be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;



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"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution."

ITEM NO. 6: ADOPTION OF NEW MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act ad subject to the member's approval, consent of board of directors of the company be and is hereby accorded for alteration in the Memorandum of Association of the Company by removing the Objects of the Company mentioned under Clause III (C) - "Other Objects" and re-drafting of Clause 3 (B) - "Objects Incidental or Ancillary to the attainment of the Main Objects of the Company and consequently changing the object numbering as may be appropriate;

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause 2 (A) - The objects to be pursued by the Company on its incorporation are:

Clause 2 (B) - Matters which are necessary for furtherance of the objects specified in Clause 2 (A) are:

To replace the existing Clause 4 with the text prescribed under Schedule I of the Companies Act, 2013 to be read hereinafter as:

Clause 3 - The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

"RESOLVED FURTHER THAT Mr. Hitendra Dhanji Shah and Mr. Rushabh Hitendra Shah, Directors of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Registrar of Companies 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."



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"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution."

Item No 7. : CONVERSION OF UNSECURED LOAN INTO EQUITY SHARES:

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

"RESOLVED THAT pursuant to provisions of Section 62(3) of the Companies Act, 2013 or such other provisions as may be applicable and the rules made thereunder and subject to member's approval, consent of the board of directors of the Company be and is hereby accorded to convert, issue and allotment of 18248 equity shares of Rs. 10 each at a premium of Rs. 1360 per share to Shri Hitendra D Shah, the Director of the Company as mentioned below to be credited as fully paid up, in lieu of and against conversion of part of unsecured loan to the extent of Rs. 2,50,00,000/- taken by the Company from the Director."

SR NO	NAME OF THE ALLOTTEE	ADDRESS	SHARES ALLOTTED	NOMINAL VALUE PER SHARES (RS)	TOTAL AMOUNT (RS)
1	Hitendra Shah	Flat No.603/604, 6 th Floor, Plot No.806, EL Prado, Dr. Babasaheb Ambedkar Road, Khodad Circle, Dadar East, Mumbai - 400014	18,248	10	2,49,99,760
		TOTAL	18,248	10	2,49,99,760

"RESOLVED FURTHER THAT 18248 equity shares of the Company to be allotted upon conversion of the Unsecured Loan in accordance with the terms above, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- each of the Company."



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"RESOLVED FURTHER THAT, any one of the Director of the company be and is hereby severally authorized to file with the Registrar of Companies a Return of Allotment in E-Form PAS 3, affix the digital signature in respect of the aforesaid e-forms/ returns, make the necessary entries in the Register of Members, issue the share certificates and to take all such steps as may be necessary, proper and expedient in this connection".

Certified True Copy

By Order of Board Directors

For **THREE-M-PAPER MANUFACTURING COMPANY PRIVATE LIMITED**

HD Shah

**MR. HITENDRA DHANJI SHAH
DIRECTOR
DIN: 00448925**



Date: 01/12/2023

Place: Mumbai

Registered Office

A33 & 34, Floor-2, 5-B Royal Industrial Estate,
Sewree Wadala Road No. 26 Wadala,
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NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint Proxy to attend and vote instead of himself on a poll only. The Proxy need not be a member of the Company. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Members are requested to register their e-mail address, including changes therein from time to time, with the Company to receive various notices, reports, documents etc. in electronic mode.
3. Members/Proxies are requested to bring the Attendance Slip duly filled in.
4. Route map of the meeting venue is enclosed.
5. The relevant Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed herewith.

Certified True Copy
By Order of Board Directors

For **THREE-M-PAPER MANUFACTURING COMPANY PRIVATE LIMITED**

H D Shah

**MR. HITENDRA DHANJI SHAH
DIRECTOR
DIN: 00448925**

