

**BRISK****BRISK ELECTRONICS PVT. LTD.**

319/320, Siddharth Towers, Bldg. 1, G A Kulkarni Path, Kothrud, PUNE 411038. INDIA
Tel: +91 20-66203233 Email: salespune@briskelectronics.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BRISK ELECTRONICS PRIVATE LIMITED WILL BE HELD AT SHORT NOTICE, ON WEDNESDAY, 2ND DAY OF NOVEMBER, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT 409, 4TH FLOOR, PLOT 391, DIAMOND PLAZA, DR. DADASAHEB BHADKAMKAR MARG, GIRGAON, MUMBAI 400004 AT 4.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. 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 5, Section 14 and any other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, and recommendation by the Board in its meeting dated 2nd Day of November, 2022 the consent of the members of Brisk Electronics Private Limited ("Company") be and is hereby accorded to adopt the amended and restated articles of association of the Company, draft of which is placed before the members, in substitution of and to the exclusion of the existing articles of association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the jurisdictional Registrar of Companies."

2. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to provisions of the Section 152, Section 161 and other applicable provisions of the Companies Act, 2013 read along with rules made thereunder, including any amendments, statutory modification(s) and re-enactment(s) thereof for the time being in force and the articles of association of the Company, the consent of the members of Brisk Electronics Private Limited ("Company") be and is hereby accorded to appoint Mr. Amit Manhar Gala (DIN: 08361439), who has signified his consent to act as a director and has given all the information as required under the



Companies Act, 2013., as a director in the Company to hold the office with immediate effect.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all such acts, deeds and things but not limited to the filing e-Form DIR-12, applications, documents and letters to give effect to the above resolution(s)."

3. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to provisions of the Section 152, Section 161 and other applicable provisions of the Companies Act, 2013 read along with rules made thereunder, including any amendments, statutory modification(s) and re-enactment(s) thereof for the time being in force and the articles of association of the Company, the consent of the members of Brisk Electronics Private Limited ("Company") be and is hereby accorded to appoint Mr. Partha Sarathi Dash (DIN: 09775565), who has signified his consent to act as a director and has given all the information as required under the Companies Act, 2013., as a director in the Company to hold the office with immediate effect.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all such acts, deeds and things but not limited to the filing e-Form DIR-12, applications, documents and letters to give effect to the above resolution(s)."

4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to provisions of the Section 152, Section 161 and other applicable provisions of the Companies Act, 2013 read along with rules made thereunder, including any amendments, statutory modification(s) and re-enactment(s) thereof for the time being in force and the articles of association of the Company, the consent of the members of Brisk Electronics Private Limited ("Company") be and is hereby accorded to appoint Mr. Rahul Goel (DIN: 06904374), who has signified his consent to act as a director and has given all the information as required under the Companies Act, 2013., as a director in the Company to hold the office with immediate effect.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do all such acts, deeds and things but not limited to the filing e-Form DIR-12, applications, documents and letters to give effect to the above resolution(s)."



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form duly filled in, stamped and attested should reach the Registered Office of the Company before the time of the meeting.
3. The relevant Explanatory Statement as required under Section 102 of the Companies Act, 2013 for the special business specified in the notice is annexed hereto.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR BRISK ELECTRONICS PRIVATE LIMITED**

**NAYAN PAREKH****DIRECTOR****DIN: 00869232**

10, Kismat 63/C, Off
Bhulabhai Desai Road,
Sahakari Bhandar Lane,
Warden Road,
Cumballa Hill,
Mumbai - 400026

ABHAY SATHE**DIRECTOR****DIN: 01894326**

K-Building, Flat No. 13,
Sneh Paradise, Paud Road,
Rambaug Colony, Near
MIT College, Kothrud,
Pune - 411038

AMOD SATHE**DIRECTOR****DIN: 07993698**

Flat No.13, Building No. K,
Sneh Paradise, Paud Road,
Near MIT College,
Rambaug Colony,
Kothrud, Ex . Servicem,
Pune - 411038

Date: 02/11/2022**Place: Mumbai**

**BRISK****BRISK ELECTRONICS PVT. LTD.**

319/320, Siddharth Towers, Bldg. 1, G A Kulkarni Path, Kothrud, PUNE 411038. INDIA
Tel: +91 20-66203233 Email: salespune@briskelectronics.com

ANNEXURE TO THE NOTICE

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following explanatory statement gives material facts relating to item no. 1 of the accompanying notice dated 02/11/2022

ITEM NO. 1

In line with the new provisions of new Companies Act 2013 in order to facilitate smooth business & administrative operations & also in compliance with the provisions of new Companies Act, 2013 it is proposed and recommended that a new set of Articles of Association be adopted by the Company.

Resolution for alteration of Articles of Association requires approval of shareholders by special resolution. Your directors recommend the passing of the resolution in the interests of the Company.

None of the Directors, Manager, Key managerial personnel and their relatives are concerned are interested in the above resolution of the Company.

ITEM NO. 2

The Board of Directors seeks approval from members of the company in a general meeting for appointment of Mr. Amit Manhar Gala having DIN: 08361439 as a Director of the Company not liable to retire by rotation in terms of the provisions under section 152 (2) of the Companies Act, 2013 and Articles of Association of the Company. You are requested to pass the resolution in the interest of the company.

The consent of the members in general meeting is required for the said appointment. Hence the proposed resolution is placed for your approval.

None of the existing Directors, Manager, Key managerial personnel and their relatives are concerned are interested in the above resolution of the Company.

ITEM NO. 3

The Board of Directors seeks approval from members of the company in a general meeting for appointment of Mr. Partha Sarathi Dash having DIN: 09775565 as a Director of the



Company not liable to retire by rotation in terms of the provisions under section 152 (2) of the Companies Act, 2013 and Articles of Association of the Company. You are requested to pass the resolution in the interest of the company.

The consent of the members in general meeting is required for the said appointment. Hence the proposed resolution is placed for your approval.

None of the existing Directors, Manager, Key managerial personnel and their relatives are concerned are interested in the above resolution of the Company.

ITEM NO. 4

The Board of Directors seeks approval from members of the company in a general meeting for appointment of Mr. Rahul Goel, having DIN: 06904374 as a Director of the Company not liable to retire by rotation in terms of the provisions under section 152 (2) of the Companies Act, 2013 and Articles of Association of the Company. You are requested to pass the resolution in the interest of the company.

The consent of the members in general meeting is required for the said appointment. Hence the proposed resolution is placed for your approval.

None of the existing Directors, Manager, Key managerial personnel and their relatives are concerned are interested in the above resolution of the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR BRISK ELECTRONICS PRIVATE LIMITED**



NAYAN PAREKH
DIRECTOR
DIN: 00869232
10, Kismat 63/C, Off
Bhulabhai Desai Road,
Sahakari Bhandar Lane,
Warden Road,
Cumballa Hill,
Mumbai - 400026

ABHAY SATHE
DIRECTOR
DIN: 01894326
K-Building, Flat No. 13,
Sneh Paradise, Paud Road,
Rambaug Colony, Near
MIT College, Kothrud,
Pune - 411038

AMOD SATHE
DIRECTOR
DIN: 07993698
Flat No.13, Building No. K,
Sneh Paradise, Paud Road,
Near MIT College,
Rambaug Colony,
Kothrud, Ex . Servicem,
Pune - 411038

Date: 02/11/2022
Place: Mumbai