

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To,
Members,
BRANDWORKS TECHNOLOGIES PRIVATE LIMITED

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE BRANDWORKS TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON TUESDAY JULY 18, 2023 AT 3.00 PM, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GALA NO.1, GROUND PLUS 1ST FLR, KAPOOR COMPOUND, CTS NO.63, NR.E. D DEVELOPERS, SAGPADA, VASAI EAST, PALGHAR MUMBAI 401208 MAHARASHTRA, INDIA FOR TRANSACTING FOLLOWING BUSINESS:

SPECIAL BUSINESS**ITEM NO. 1****1. Change of Object Clause of the Memorandum 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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Shareholders of the company and such other approvals, permissions, and sanctions of statutory authorities as may be required be and is hereby accorded, for amendment in the existing Object Clause of the Memorandum of Association (THE MOA) of the company in the following manner:-

Existing Sub Clause No: 1 to 3 of 3 (a) of the Main Object Clause of the Memorandum of Association of the Company be and is hereby deleted and the following new sub-clauses 1 to 3 be inserted in its place and reads as under:

- 1. To carry on the business as Manufacturer, assemblers, distributors, Importers, Exporters traders and seller of power banks, data cables, chargers, and other mobile accessories, as well as audio devices and to provide after-sales support, warranty services, and technical assistance to customers.**

2. To carry on Research and development of new products in the field of mobile accessories and audio devices and to engage in marketing and promotional activities for creating brand awareness and increasing product sales and to collaborate with suppliers, manufacturers, distributors, and retailers to ensure the availability and quality of products.
3. To buy, sell, import of raw materials for power bank, charger, and other mobile accessories etc.

RESOLVED FURTHER THAT the draft copy of the amended MOA as tabled before the board at the meeting duly initialed by the chairperson be and is hereby approved and adopted.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Kunal Ramesh Hundia having DIN: 00596581 and Ms. Nikita Kumawat having DIN: 07898317 Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign 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, Mumbai."

**BY ORDER OF THE BOARD
FOR BRANDWORKS TECHNOLOGIES PRIVATE LIMITED**

For BRANDWORKS TECHNOLOGIES PRIVATE LIMITED

Kunal
Director

**KUNAL RAMESH HUNDIA
DIRECTOR
DIN: 00596581**

**PLACE: MUMBAI
DATE: JUNE 22, 2023**

NOTES:

1. A member entitled to attend and vote at the Extra Ordinary general meeting may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be submitted at the registered address of the company, not less than forty-eight hours before the commencement of the annual general meeting.
3. Corporate members are required to send a certified copy of the board resolution, pursuant to section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the Extra Ordinary general meeting.
4. Members/proxies/authorized representatives should bring the duly filed attendance slip enclosed with the notice of Extra Ordinary general meeting to attend the meeting.
5. Explanatory statement, pursuant to section 102 of the Companies Act, 2013, relating to the special business to be transacted at this Extra Ordinary general meeting, is annexed.
6. Route map of the Extra Ordinary general meeting venue is also annexed with notice.

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: U74999MH2017PTC299270

Name of the Company: BRANDWORKS TECHNOLOGIES PRIVATE LIMITED

Registered office: GALA NO.1, GROUND PLUS 1ST FLR, KAPOOR COMPOUND, CTS NO.63, NR.E.D
DEVELOPERS, SAGPADA, VASAI EAST, PALGHAR MUMBAI 401208 MAHARASHTRA INDIA.

Email: kapil@bwtech.in

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

Extra-Ordinary General Meeting on July 18, 2023

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 Tuesday, July 18, 2023 at 03:00 P.M at the registered office of the Company situated at GALA NO.1, GROUND PLUS 1ST FLR, KAPOOR COMPOUND, CTS NO.63, NR.E. D DEVELOPERS, SAGPADA, VASAI EAST, PALGHAR MUMBAI 401208 MAHARASHTRA, INDIA and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	RESOLUTION	FOR	AGAINST
1.	CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		

Signed this..... day of, 2023.

Affix
Revenue
Stamp
Signature

Signature of Shareholder
holder(s)

Signature of Proxy

Notes:-

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. 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.
5. Please put a 'V' 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 Investors holding shares in demat form.**

FORMAT OF ATTENDANCE SLIP OF EXTRA-ORDINARY GENERAL MEETING

ATTENDANCE SLIP

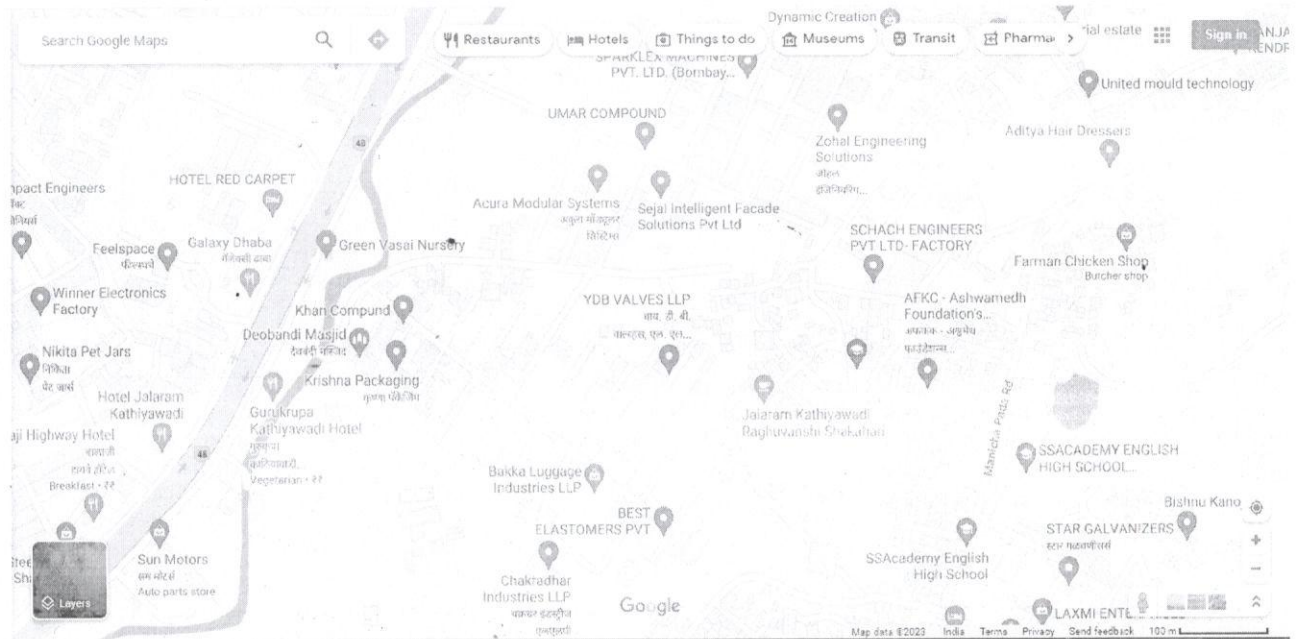
Extra-Ordinary General Meeting, Tuesday, July 18, 2023 at 03:00 P.M.Regd. Folio No._____/DP ID_____
Client ID/Ben. A/C_____
No. of shares held_____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra-Ordinary General Meeting of the Company on Tuesday, July 18, 2023 at 03:00 PM at GALA NO.1, GROUND PLUS 1ST FLR, KAPOOR COMPOUND, CTS NO.63, NR.E. D DEVELOPERS, SAGPADA, VASAI EAST, PALGHAR MUMBAI 401208 MAHARASHTRA.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.



BRANDWORKS TECHNOLOGIES PRIVATE LIMITED

Plant 1 : Crescent Industrial Estate, Survey No. 238/1,
Behind Classic Stripes, Chinpada,
Gokhivare Village, Vasai (East) - 401208

Plant 2 : Gala No.1, Ground Floor, Kapoor Compound,
CTS No.63, Hissa No-A/1, Sagpada, Kohil Village,
Vasai East- 401208, Palghar Dist, Maharashtra

 www.bwtech.in
 Info@bwtech.in
 022-40826666

BRANDWORKS TECHNOLOGIES PVT. LTD.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
ITEM NO. 1
CHANGE OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

In order to make the main object clause of the Memorandum of Association comprehensive and to include following activities:

a) To carry on the business as Manufacturer, assemblers, distributors, Importers, Exporters traders and seller of power banks, data cables, chargers, and other mobile accessories, as well as audio devices and to provide after-sales support, warranty services, and technical assistance to customers.

c) To carry on Research and development of new products in the field of mobile accessories and audio devices and to engage in marketing and promotional activities for creating brand awareness and increasing product sales and to collaborate with suppliers, manufacturers, distributors, and retailers to ensure the availability and quality of products.

c) To buy, sell, import of raw materials for power bank, charger, and other mobile accessories etc.

It is proposed to modify the main object clause of the Memorandum of Association of the Company.

The Board at its meeting held on July 18, 2023 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.



The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

For and on behalf of the Board

BRANDWORKS TECHNOLOGIES PRIVATE LIMITED

For BRANDWORKS TECHNOLOGIES PRIVATE LIMITED

Kunal
Director

KUNAL RAMESH HUNDIA

DIRECTOR

DIN: 00596581

PLACE: MUMBAI

DATE: JUNE 22, 2023

