



**NOTICE OF 1ST EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the 1<sup>st</sup> Extra Ordinary General Meeting of the members of New Vision Softcom and Consultancy Private Limited, to be held at its registered office, IT Plaza, E-8 Gulmohar Bhopal - 462039 (MP) on Saturday 25<sup>th</sup> day of March, 2023 at 11:00 A.M. to transact the following business:

**ITEM-1- ADOPTION OF NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013**

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

“RESOLVED THAT consequent upon the notification of the Companies Act, 2013 in place of the Companies Act, 1956 the Memorandum of Association of the Company as applicable under the Companies Act, 2013 be and is hereby adopted and that all the clauses of the Memorandum be replaced including Clause III and Clause V as per the new Companies Act, 2013.”

RESOLVED FURTHER THAT pursuant to provisions of section 371(3)(a) and other relevant provisions of the Companies Act, 2013 consent of members is hereby accorded to adopt **Table F of Schedule I** as prescribed in the Companies Act, 2013 for the Articles of Association of the Company.

RESOLVED FURTHER THAT Ms. Ahimsa Pathak, Director be and is hereby authorized to sign and execute all the relevant documents in this regard.”

**ITEM-2: SUB-DIVISION OF EQUITY SHARES FROM FACE VALUE OF RS. 100/- PER SHARE TO RS. 1/- 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 provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for sub-division of each of the Equity Shares of the Company having a face value of Rs. 100/- each into Equity Shares having a face value of Rs. 1/- each.

RESOLVED FURTHER THAT pursuant to sub-division of the Equity Shares, all issued subscribed paid up Equity Shares of face value of Rs. 100/- each of the Company existing on record date to be sub-divided into Equity Shares of face value of Rs. 1/- each without altering the aggregate amount of such capital and shall rank pari-passu in all respects with the existing Equity Shares, if any declared after the sub-divided equity shares are allotted.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the nominal value of Rs. 100/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the

*Ahimsa*

“Record Date” to be fixed by the Company and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s).

**RESOLVED FURTHER THAT** Ms. Ahimsa Pathak, Director, be and is hereby authorized to sign and execute all the relevant documents in this regard.”

Date: **08<sup>th</sup> March' 2023**

Place: **Bhopal**

**For and on behalf of**  
**New Vision Softcom And Consultancy Private**  
**Limited**



**Ahimsa Pathak**

**Director**

**DIN: 08839333**



**NOTES TO AGENDA  
(Annexure to notes of EGM)**

**Item No. 1:**

**TO ADOPT NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION AS PER THE COMPANIES ACT, 2013**

The company seeks approval of members through the proposed special resolution adopting the company's revised Memorandum of Association (MoA) fully compliant with Companies Act, 2013 format (replacing all clauses, notably III - Objects and V - Capital/Liability), alongside Table F of Schedule I for Articles of Association (AoA), as per Sections 13, 14, and other applicable provisions.

**Item No. 2:**

**TO SUB-DIVIDE EQUITY SHARES FROM FACE VALUE OF RS. 100/- PER SHARE TO RS. 1/- PER SHARE**

The Company seeks approval of members through ordinary resolution under Section 61(1)(d) for subdividing each Rs. 100/- equity share into 100 shares of Rs. 1/- face value, covering all issued/subscribed/paid-up shares on record date, without altering aggregate capital; authorizes automatic cancellation of physical certificates and issuance of new ones.

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**EXPLANATORY STATEMENT**

**(Pursuant to Section 102(1) of the Companies Act, 2013)  
Annexure to the Notice of Extra Ordinary General Meeting**

**Item No. 1**

The Memorandum and Articles of Association of the Company is presently in force since its incorporation of the Company i.e. year 2004.

The existing Memorandum and Articles of Association are in line with the erstwhile Companies Act, 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

Hence the Board of Directors at its meeting held on 08<sup>th</sup> March' 2023 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

Copy of the proposed set of new Memorandum and Articles of Association of the Company would be available for inspection for the members at the Registered Office of the company on all working days during usual business hours.

None of the Directors is interested in this resolution. The shareholders are requested to pass this resolution in the best interest of the Company.

**Item No. 2**

Pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for sub-division of each of the Equity Shares of the Company having a face value of Rs. 100/- each into Equity Shares having a face value of Rs. 1/- each.

Pursuant to sub-division of the Equity Shares, all issued subscribed paid up Equity Shares of face value of Rs. 100/- each of the Company existing on record date to be sub-divided into Equity Shares of face value of Rs. 1/- each without altering the aggregate amount of such capital and shall rank pari-passu in all respects with the existing Equity Shares, if any declared after the sub-divided equity shares are allotted.

Upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the nominal value of Rs. 100/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" to be fixed by the Company and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s).

None of the Directors is interested in this resolution. The shareholders are requested to pass this resolution in the best interest of the Company.

*Amit*

Date: 08<sup>th</sup> March' 2023

Place: Bhopal

For and on behalf of  
New Vision Softcom And Consultancy Private  
Limited



Ahimsa Pathak  
Director  
DIN: 08839333



**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: U72200MP2004PTC016532

Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED

Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 , India

Name of the Member(s): Neeti Pathak Registered Address: 88, Paras Majestic, Near Rajiv Gandhi College, Gulmohar Colony, Huzur, Bhopal-462039 (MP). E-mail ID: bhargava_neeti@hotmail.com
Folio No. / DP ID & Client ID:02 No. of Shares held:5880,000

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
 failing him/her
2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
 failing him/her
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
 E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_,

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on 25<sup>th</sup> day of March, 2023 at 11.00 AM at the registered office of the company and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

Resolution No.	Particulars	For	Against
Item-1	Adoption of new MOA and AOA per Companies Act, 2013 (Special Resolution)		
Item-2	Sub-division of equity shares from Rs. 100/- to Rs. 1/- per share (Ordinary Resolution)		






Signed this ..... day of .....

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s):

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**NOTES:**

1. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
2. A person can act as proxy for members not exceeding 50 and holding  $\leq 10\%$  of total share capital;  $>10\%$  holders appoint single proxy.
3. Optional to mark For/Against; unmarked allows proxy discretion.
4. Joint holders sign via first-named; body corporates attach Board resolution.

*Shree*





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[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72200MP2004PTC016532

Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED

Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Ramaswamy Balan
Registered Address: M-302, Laburnum Park, Magarpatta City, Hadapsar, Pune- 411013 MH
E-mail ID: balan.ramaswamy@newvisionsoftware.in
Folio No. / DP ID & Client ID:06
No. of Shares held:2,40,000

I/We, being the member(s) holding 2,40,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

4. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
5. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
6. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_,

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on 25<sup>th</sup> day of March, 2023 at 11.00 AM at the registered office of the company, and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

Resolution No.	Particulars	For	Against

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Item-2	Sub-division of equity shares from Rs. 100/- to Rs. 1/- per share (Ordinary Resolution)		

Signed this ..... day of .....

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s):

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**NOTES:**

5. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
6. A person can act as proxy for members not exceeding 50 and holding  $\leq 10\%$  of total share capital;  $>10\%$  holders appoint single proxy.
7. Optional to mark For/Against; unmarked allows proxy discretion.
8. Joint holders sign via first-named; body corporates attach Board resolution.

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CIN: U72200MP2004PTC016532

Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED

Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Kapil Godani
Registered Address: M-602, Laburnum Park, Magarpatta City Pune Hadapsar, (MH)
E-mail ID: kapil@newvision-software.com
Folio No. / DP ID & Client ID: 05
No. of Shares held: 58,80,000

I/We, being the member(s) holding 58,80,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_,

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on 25<sup>th</sup> day of March, 2023 at the registered office of the company, and at any adjournment thereof, in respect of such resolutions as are indicated below:  
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Item-1	Adoption of new MOA and AOA per Companies Act, 2013 (Special Resolution)		
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*Prave*



Signed this ..... day of .....

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s):

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_

**NOTES:**

- 9. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
- 10. A person can act as proxy for members not exceeding 50 and holding  $\leq 10\%$  of total share capital;  $>10\%$  holders appoint single proxy.
- 11. Optional to mark For/Against; unmarked allows proxy discretion.
- 12. Joint holders sign via first-named; body corporates attach Board resolution.

*Shives*





**Route Map for the venue of the Extra Ordinary General Meeting**



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