

**THE AMALGAMATED ELECTRICITY COMPANY  
LIMITED**

**Regd. Office: Bhupen Chambers, Ground Floor, Unit 1  
Dalal Street, Fort, Mumbai - 400 001**

**Tel: +91 22 4050 9999**

**Fax: +91 22 4050 9900**

**CIN: L31100MH1936PLC002497**

**E-mail: [milan@cifco.in](mailto:milan@cifco.in)**

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05.09.2019

The Secretary,  
Bombay Stock Exchange Limited,  
1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001

**Scrip Code: 501622**

Dear Sir,

**Subject: Submission of Notice and Allied documents of the Company as per the LODR  
rules and regulations**

Dear Sir,

With reference to the above we are enclosing herewith the Notice of the Extra Ordinary General Meeting as per the LODR.

We request you to kindly take the same on your record & oblige.

Yours Truly  
For **The Amalgamated Electricity Company Limited**



**Shreekant Kudtarkar  
Company Secretary**

**THE AMALGAMATED ELECTRICITY COMPANY LIMITED**

**Extra Ordinary General Meeting**

**27<sup>th</sup> September, 2019**

# THE AMALGAMATED ELECTRICITY COMPANY LIMITED

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## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the **EXTRA ORDINARY GENERAL MEETING** of the Members of **THE AMALGAMATED ELECTRICITY COMPANY LIMITED** will be held on Friday September 27, 2019 at 9.00 a.m. at M C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers Association, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, 18/20 K Dubash Marg, Kala Ghoda, Mumbai 400001 to transact the following business:

### **SPECIAL BUSINESS**

**Item No.01:** To consider and approve the proposal of sub-dividing/ splitting of Face Value of Equity Shares from ₹ 10/- each to ₹ 5/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013 subject to approval of the members of the Company by way of Postal Ballot u/s 110 of the Act-

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (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 and subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members be and is hereby accorded for sub-dividing the existing Authorised Equity Share capital of the Company as follows:”

Class of Share Capital	From			To		
	No. Of Shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. Of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Authorised Equity Share Capital	2250000	10	2,25,00,000	45,00,000	5	2,25,00,000

“**RESOLVED FURTHER THAT** pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up Equity Shares of the Company of the Face Value of ₹ 10 /- each (Rupees Ten Only) as existing on the Record Date (as and when be decided by the Board), shall stand sub-divided into fully paid-up Equity Shares of Face Value of ₹ 5/- each (Rupee five Only) w.e.f. the Record Date (as and when be decided by the Board).”

“**RESOLVED FURTHER THAT** upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of ₹ 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board) and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“**RESOLVED FURTHER THAT** any Director(s) / Company Secretary of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto.”

**Item No.02: To consider and approve Alteration of ‘Capital Clause’ of Memorandum of Association as per the Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013; subject to approval of the Members of the Company -**

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The members are requested to consider and, if though fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The authorised share capital of the Company is ₹ 2,25,00,000/- (Rupees Two Crore Twenty Five Lakhs Only) consisting of 4500000 equity shares of ₹ 5/- each, with power to increase or reduce the capital of the Company and to divided the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** any Director(s)/ Company Secretary of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

By order of the Board of Directors  
For **Amalgamated Electricity Company Limited**

**Place:** Mumbai

**Date:** August 09, 2019

**Registered Office:**

Bhupen Chambers, Ground Floor,  
Unit No-1, Dalal Street,  
Fort, Mumbai 400001

**Nitin Velhal**  
Whole Time Director  
DIN: 00820859

## NOTES:

1. Explanatory Statements pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under Item no. 1 & 2 as stated above is annexed hereto.
2. The documents referred to in the notice, if any, are open for inspection at the Registered Office of the Company on all working days except Sunday(s) and Public holidays, between 11.30 A.M. to 01.30 P.M. from the date of dispatch of the Notice
3. The EOGM Notice is being sent to the Members, whose names appear in the Register of Members/ Records of Depositories as on close of working hours on August 23, 2019 i.e. "the cut-off date". The EOGM Notice is being sent through E-Mail to the Members who have registered their E-Mail IDs with their Depository Participants/ the Company's Registrar and Transfer Agent. For Members whose E-Mail IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode.
4. In compliance with provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (LODR) Regulations 2015, the Company will be providing to members the facility to exercise their right to vote on the resolutions through electronic means and the business may be transacted through e-Voting facility provided by Central Depository Services Limited (CDSL).
5. The voting rights of the Members shall be in proportion of the shares held by them in paid-up equity share capital of the Company as on August 23, 2019.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot form or remote e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid. The Postal Ballot Forms received via e-mail will not be considered and will be rejected.
7. Members, who have received the EOGM Notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to [cs@cifco.in](mailto:cs@cifco.in).
8. A Member cannot exercise his / her vote through proxy on postal ballot.
9. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 84th Annual General Meeting by electronic means. Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, September 20, 2019 are entitled to vote on the resolutions set forth in the Notice. The e-voting will commence on Monday September 23, 2019 at 10.00 a.m. and end at 5.00 p.m. on Thursday September 26, 2019. The Company has appointed Mr. Rajesh Kanojia , to act as the Scrutinizer for conducting the scrutiny of the votes cast. Members desirous of voting through electronic mode may go through the procedure on e-voting detailed hereunder:

Instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) Now, select “THE AMALGAMATED ELECTRICITY COMPANY LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) Now Enter your User ID
  - (a) For CDSL: 16 digits beneficiary ID,
  - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the name “THE AMALGAMATED ELECTRICITY COMPANY LIMITED” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired.  
The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting begins on Monday September 23, 2019 at 10.00 a.m. and ends on Thursday September 26, 2019 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday September 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The Results of e-voting, physical assent/dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

## EXPLANATORY STATEMENT

*(Pursuant to the Provisions of Section 102 (1) of the Companies Act, 2013)*

### **Item No. 1**

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Equity Shares of the Company from ₹. 10/- each to ₹.5/- each and consequent sub-division of Equity shares thereof.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 of the Notice of EOGM.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out in Item No.1 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Ordinary Resolution set out in Item No. 1 of the Notice for approval by the members.

### **Item No. 2**

The proposed sub-division of face value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with the a new Clause V to reflect the corresponding changes in the Authorised Share Capital consequent to the said sub-division of Face Value of Equity Shares of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, in the resolution set out in Item No.2 of the Notice, except to the extent of their respective shareholding in the Company.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval by the members.

By order of the Board of Directors  
For **Amalgamated Electricity Company Limited**

**Place:** Mumbai

**Date:** August 09, 2019

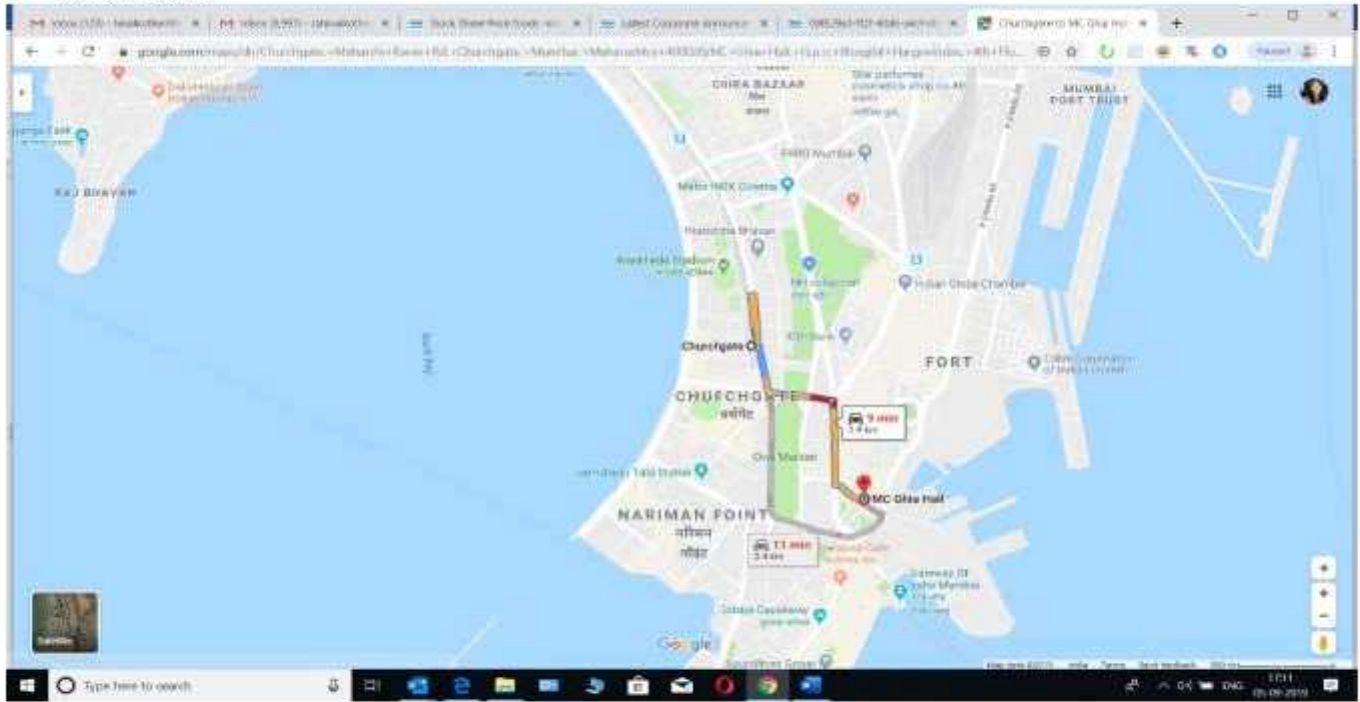
### **Registered Office:**

Bhupen Chambers, Ground Floor,  
Unit No-1, Dalal Street,  
Fort, Mumbai 400001

**Nitin Velhal**  
Whole Time Director  
DIN: 00820859



# ROUTE MAP



**THE AMALGAMATED ELECTRICITY COMPANY LIMITED**

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CIN: L31100MH1936PLC002497

E-mail: [milan@cifco.in](mailto:milan@cifco.in)

**EXTRA ORDINARY GENERAL MEETING  
ATTENDANCE SLIP**

This attendance slip duly filled in is to be handed over at the entrance of the meeting hall.

**For Demat Shares**

**For Physical Shares**

**DP ID :**

**REGD Folio NO.:**

**Client ID :**

**No of Shares Held:**

Full name of the member attending : \_\_\_\_\_

Name of Proxy : \_\_\_\_\_

(To be filled in if Proxy form has been duly deposited with the Company)

I hereby record my presence at the Extra Ordinary Annual General Meeting of the Company at M C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers Association, Bhogilal Hargovindas Building, 4th Floor, 18/20 K Dubash Marg, Kala Ghoda, Mumbai 400001 on Friday September 27 2019 at 9.00a.m.

Member's / Proxy's signature  
(To be signed at the time of handing over  
this slip)

note : Persons attending the Annual General Meeting are requested to bring their copies of Annual report.

**EXTRA ORDINARY GENERAL MEETING**

**PROXY FORM**

[pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies  
(Management and Administration) rules, 2014]

Name of the member: \_\_\_\_\_

registered address : \_\_\_\_\_

e-mail id: \_\_\_\_\_

folio no. / Client id / : \_\_\_\_\_

DP id : \_\_\_\_\_

I/ We being the member (s) of \_\_\_\_\_ equity shares of the Amalgamated Business Solutions Limited, hereby appoint;

1 Name : _____	e-mail id : _____
Address : _____	signature : _____

or failing him/her

2 Name : _____	e-mail id : _____
Address : _____	signature : _____

or failing him/her

3 Name : _____	e-mail id : _____
Address : _____	signature : _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary Annual General Meeting of the Company, to be held on Friday September 27 2019 at 9.00 a.m . at M C Ghia Hall, Indian Textile Accessories & Machinery Manufacturers Association, Bhogilal Hargovindas Building, 4th Floor, 18/20 K Dubash Marg, Kala Ghoda, Mumbai 400001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr.No	Resolution	No. of shares held	I assent to the resolution Please tick (v)	I dissent to the resolution Please tick (v)
	<b>Special Business</b>			
1..	Sub-dividing/ splitting of Face Value of Equity Shares from ₹ 10/- each to ₹ 5/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013			
2.	Alteration of 'Capital Clause' of Memorandum of Association as per the Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013			

Signature of Shareholder

Signature of proxy

signed this day of \_\_\_\_\_, 2019.

Affix revenue

\_\_\_\_\_

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.