

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting of the members of the **GREENCHEF APPLIANCES LIMITED** will be held on Saturday, September 29, 2018 at 11.00 A.M. at No. 19/3, 3rd Cross, Mango Garden, Srinivasa Industrial Estate, Behind Metro, Kanakpura Road Bangalore - 560062, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Praveen Kumar Sukhlal Jain (DIN: 02043628), Director who retires by rotation and being eligible offers himself for reappointment.
3. Ratification of Auditor: 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the members hereby ratify the appointment of **M/s. J R Jain And Co, Chartered Accountants, having Firm Reg. No 103915W**, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."*

SPECIAL BUSINESS:

4. Appointment of Mr. Hitesh Kumar Jain as Director of the Company

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Hitesh Kumar Jain, DIN: 01863942 who was appointed as an Additional Director by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from January 17, 2018 who holds office as an Additional Director upto the date of this Annual General Meeting, be and who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company."

GREENCHEF APPLIANCES LIMITED

HEAD OFFICE: 19/3, 3rd Cross, Srinivasa Industrial Estate, Kanakapura Road, Bengaluru, Karnataka - 560062
Missed Call Service: +91 7848992244, Toll Free Number: 1800 103 7477

FACTORY: No. 477E, 12th Cross, 3rd Main Road, Peenya, 4th Phase, Opp. Bata Factory,
Next to Shivapura Lake, Bangalore - 560 058 Karnataka State

CIN No : U29300KA2010PLC054118

5. Appointment of Ms. Pooja Shantilal Jain as Director of the Company

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT Ms. Pooja Shantilal Jain, DIN: 06500348 who was appointed as an Additional Director by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from January 17, 2018 who holds office as an Additional Director upto the date of this Annual General Meeting, be and who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company."

6. Appointment of Mr. Vikas Kumar Sukhlal Jain as Director of the Company

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Vikas Kumar Sukhlal Jain, DIN: 06763779 who was appointed as an Additional Director by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from January 17, 2018 who holds office as an Additional Director upto the date of this Annual General Meeting, be and who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company."

7. Appointment of Ms. Manju Jain as Director of the Company

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT Ms. Manju Jain, DIN: 02035885 who was appointed as an Additional Director by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from June 28, 2018 who holds office as an Additional Director upto the date of this Annual General Meeting, be and who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company."

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8. Appointment of Mr. Ashok Kumar as Director of the Company

To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

"RESOLVED THAT Mr. Ashok Kumar, DIN: 02035889 who was appointed as an Additional Director by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 with effect from June 28, 2018 who holds office as an Additional Director upto the date of this Annual General Meeting, be and who is eligible for appointment and has consented to act as Director of the Company be and is hereby appointed as a Director of the Company."

**By order of the Board
For GREENCHEF APPLIANCES LIMITED**

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|  x | |
| Name | SUKHLAL JAIN |
| DIN | 02179430 |
| Designation | Director |
| Address | # 34/A, 9th B Cross, 2nd Stage, West of Chord Road, Bangalore - 560086 |

Place: Bangalore

Date: 05.09.2018

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. A person can act as a proxy on behalf of members and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.
3. Members/Proxies are requested to fill in and sign attendance slip for attending the Meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to special business is annexed hereto.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT
2013:**

**ITEM NO: 4: APPOINTMENT OF MR. HITESH KUMAR JAIN AS DIRECTOR OF THE
COMPANY**

Under Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Hitesh Kumar Jain, holds office only up to the date of this Annual General Meeting of the Company. A notice has been received for appointment of Mr. Hitesh Kumar Jain from himself, proposing as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Hitesh Kumar Jain as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company.

Except Mr. Hitesh Kumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**ITEM NO: 5: APPOINTMENT OF MS. POOJA SHANTILAL JAIN AS DIRECTOR OF THE
COMPANY**

Under Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Pooja Shantilal Jain, holds office only up to the date of this Annual General Meeting of the Company. A notice has been received for appointment of Ms. Pooja Shantilal Jain from herself, proposing as a candidate for the office of Director of the Company.

The Board considers that the appointment of Ms. Pooja Shantilal Jain as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company.

Except Ms. Pooja Shantilal Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

**ITEM NO: 6: APPOINTMENT OF MR. VIKAS KUMAR SUKHLAL JAIN AS DIRECTOR OF
THE COMPANY**

Under Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Vikas Kumar Sukhlal Jain, holds office only up to the date of this Annual General Meeting of the Company. A notice has been received for appointment of Mr. Vikas Kumar Sukhlal Jain from himself, proposing as a candidate for the office of Director of the Company.

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The Board considers that the appointment of Mr. Vikas Kumar Sukhlal Jain as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company.

Except Mr. Vikas Kumar Sukhlal Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

ITEM NO: 7: APPOINTMENT OF MS. MANJU JAIN AS DIRECTOR OF THE COMPANY

Under Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Manju Jain, holds office only up to the date of this Annual General Meeting of the Company. A notice has been received for appointment of Ms. Manju Jain from herself, proposing as a candidate for the office of Director of the Company.

The Board considers that the appointment of Ms. Manju Jain as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company.

Except Ms. Manju Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

ITEM NO: 8: APPOINTMENT OF MR. ASHOK KUMAR AS DIRECTOR OF THE COMPANY

Under Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Ashok Kumar, holds office only up to the date of this Annual General Meeting of the Company. A notice has been received for appointment of Mr. Ashok Kumar from himself, proposing as a candidate for the office of Director of the Company.

The Board considers that the appointment of Mr. Ashok Kumar as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company.

Except Mr. Ashok Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.


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By order of the Board
For GREENCHEF APPLIANCES LIMITED

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|---|--|
|  × | |
| Name | SUKHLAL JAIN |
| DIN | 02179430 |
| Designation | Director |
| Address | # 34/A, 9th B Cross, 2nd Stage, West of Chord Road, Bangalore - 560086 |

Place: Bangalore
Date: 05.09.2018

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