



**ENOX HARDWARE INDIA PVT. LTD.**

**NOTICE**

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of Enox Hardware India Private Limited will be held on Friday, the 28<sup>th</sup> September, 2018 at the registered office of the Company at 1101-1105, EcoStar, Vishweshwar Nagar, Off Aarey Road, Goregaon East, Mumbai - 400063 at 10.00 a.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and approve audited Financial Statements for the year ended 31<sup>st</sup> March, 2018 and the report of the Auditors and Directors, thereon.
2. To consider and ratify the appointment of existing auditors M/s. Price Waterhouse Chartered accountants LLP, Chartered Accountant, as Statutory Auditors of the Company for the year 2018-19.

**SPECIAL BUSINESS:**

3. **APPOINTMENT OF MR. ANDERS MALTESEN AS DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 (‘Act’) and the Rules made thereunder and pursuant to Articles of Association of the Company, Mr. Anders Maltesen, having Directors Identification Number (DIN) 08032467, who was appointed by the Board as an Additional Director on 5<sup>th</sup> January, 2018 and in terms of Section 161(1) of the Companies Act, 2013 who holds the office upto the date of this Annual General Meeting (AGM) and who has signified his consent to act as a Director, be and is hereby appointed as a Director of the Company AND THAT he would act as Professional Non Executive Director of the Company.”

4. **APPOINTMENT OF MR. DIVYESH MADHUKANT SHAH AS DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 (‘Act’) and the Rules made thereunder and pursuant to Articles of Association of the Company, Mr. Divyesh Madhukant Shah, having Directors Identification Number (DIN) 01351611, who was appointed by the Board as an Additional Director on 5<sup>th</sup> April, 2018 and in terms of Section 161(1) of the Companies Act, 2013 who holds the office upto the date



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of this Annual General Meeting (AGM) and who has signified his consent to act as a Director, be and is hereby appointed as a Director of the Company AND THAT he would continue to act as 'Whole-time Director' of the Company with effect from 5<sup>th</sup> April, 2018 for a period of 5 years on same terms and conditions, as approved by the Board of Directors by circular resolution dated 5<sup>th</sup> April, 2018 and at their Board meeting held on 5<sup>th</sup> May, 2018, pursuant to Section 2(94) & 196 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the Articles of Association of the Company and he would act as Professional Executive Director of the Company."

5. **APPOINTMENT OF MR. TROY VICTOR JACKSON AS DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 ('Act') and the Rules made thereunder and pursuant to Articles of Association of the Company, Mr. Troy Victor Jackson, having Directors Identification Number (DIN) 08157433, who was appointed by the Board as an Additional Director on 22<sup>nd</sup> June, 2018 and in terms of Section 161(1) of the Companies Act, 2013 who holds the office upto the date of this Annual General Meeting (AGM) and who has signified his consent to act as a Director, be and is hereby appointed as a Director of the Company AND THAT he would act as Professional Non Executive Director of the Company."

For and on Behalf of the Board of Directors of  
Enox Hardware India Private Limited

Sudhir Subhash Gawandi

Wholetime Director

DIN: 06745794

Address: A-403, Geetanjali CHS Ltd,  
Shastri Nagar, Off Link Road,  
Goregaon West, Mumbai 400104.

Date: 25<sup>th</sup> September, 2018

Place: Mumbai

NOTES:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself only on a poll and the proxy (ies) need not be a member. A proxy form is attached herewith.



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- (b) Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
- (c) An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- (d) Route Map is enclosed herewith.
- (e) Attendance Slip is enclosed herewith.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER:**

**Item No. 3:**

**Appointment of Mr. Anders Maltesen as Director of the Company:**

The Board of Directors of the Company, at their meeting held on 5<sup>th</sup> January, 2018 had appointed Mr. Anders Maltesen having Directors Identification Number (DIN) 08032467 as an Additional Director of the Company with effect from 5<sup>th</sup> January, 2018, who holds the office upto the date of this Annual General Meeting. Under Section 161(1) of the Companies Act, 2013 Mr. Anders Maltesen holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Anders Maltesen as a Director of the Company is appropriate and in the best interest of the Company and that the said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for the appointment of Mr. Anders Maltesen, in terms of Section 161 (1) of the Companies Act, 2013 as set out in the proposed resolution under item 3 of the Notice to be approved, as an Ordinary Resolution.

The Company has received consent letter in DIR-2 to act as a Director under Section 152(5) of the Act and the Rules made thereunder alongwith Declaration in Form-DIR-8 under Section 164 of the Act and the Rules made thereunder from Mr. Anders Maltesen.

**Details of Mr. Anders Maltesen as required as per Secretarial Standard 2 (SS-2):**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Director	Anders Maltesen
2.	Designation	Director
3.	Age	53 Years
4.	Qualifications	Bachelor Degrees in Finance & Management and Marketing
5.	Experience	20 Years
6.	Terms and conditions of Appointment or re-appointment	As per earlier appointment letter
7.	Details of remuneration sought to be paid	Nil
8.	Remuneration last drawn	Nil
9.	Date of first appointment on the Board	5 <sup>th</sup> January, 2018
10.	Shareholding in the Company	Nil
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
12.	The number of meetings of the Board attended during the year.	3
13.	Other Directorships, Membership/Chairmanship of Committees of other Boards	As per Form MBP 1 dated 25.09.2018

**Following are the additional disclosures under section 102 of the Companies Act, 2013:**

<b>Particular</b>	<b>Remarks</b>
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil

ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Annual General Meeting.

**Item No. 4:**

**Appointment of Mr. Divyesh Madhukant Shah as Director of the Company:**

The Board of Directors of the Company, by circular resolution passed on 5<sup>th</sup> April, 2018 had appointed Mr. Divyesh Madhukant Shah having Directors Identification Number (DIN) 01351611 as an Additional Director of the Company with effect from 5<sup>th</sup> April, 2018, who holds the office upto the date of this Annual General Meeting and also appointed as Whole-time Director of the Company with effect from 5<sup>th</sup> April, 2018 for a period of 5 years as per the terms and conditions including remuneration mentioned in the letter of appointment issued to him dated 5<sup>th</sup> April, 2018 and 5<sup>th</sup> May, 2018.

Under Section 161(1) of the Companies Act, 2013 Mr. Divyesh Madhukant Shah holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Divyesh Madhukant Shah as a Director and Whole-time Director of the Company is appropriate and in the best interest of the Company and that the said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for the appointment of Mr. Divyesh Madhukant Shah, in terms of Section 161 (1) of the Companies Act, 2013 as set out in the proposed resolution under item 4 of the Notice to be approved, as an Ordinary Resolution.

The Company has received consent letter in DIR-2 to act as a Director under Section 152(5) of the Act and the Rules made thereunder alongwith Declaration in Form-DIR-8 under Section 164 of the Act and the Rules made thereunder from Mr. Divyesh Madhukant Shah.

**Details of Mr. Divyesh Madhukant Shah as required as per Secretarial Standard 2 (SS-2):**

Sr. No.	Particulars	Details
1.	Name of the Director	Divyesh Madhukant Shah
2.	Designation	Whole-time Director

3.	Age	39
4.	Qualifications	10th
5.	Experience	11 Years
6.	Terms and conditions of Appointment or re-appointment	As per earlier appointment letters
7.	Details of remuneration sought to be paid	As per Term Sheet
8.	Remuneration last drawn	As per Term Sheet
9.	Date of first appointment on the Board	5 <sup>th</sup> April, 2018
10.	Shareholding in the Company	Nil
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
12.	The number of meetings of the Board attended during the year.	3
13.	Other Directorships, Membership/Chairmanship of Committees of other Boards	As per Form MBP 1 dated 25.09.2018

Following are the additional disclosures under section 102 of the Companies Act, 2013:

Particular	Remarks
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above
iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil
iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Annual General Meeting.

**Item No. 5:**

**Appointment of Mr. Troy Victor Jackson as Director of the Company:**

The Board of Directors of the Company, at their meeting held on 22<sup>nd</sup> June, 2018 had appointed Mr. Troy Victor Jackson having Directors Identification Number (DIN) 08157433 as an Additional Director of the Company with effect from 22<sup>nd</sup> June, 2018, who holds the office upto the date of this Annual General Meeting. Under Section 161(1) of the Companies Act, 2013 Mr. Troy Victor Jackson holds office up to the date of this Annual General Meeting of the Company.

The Board is of the opinion that appointment of Mr. Troy Victor Jackson as a Director of the Company is appropriate and in the best interest of the Company and that the said appointment would be in compliance with all the relevant provisions of Companies Act, 2013 and the Rules made thereunder.

Hence, the Board of Directors of your Company recommends the resolution for the Members' approval for the appointment of Mr. Troy Victor Jackson, in terms of Section 161 (1) of the Companies Act, 2013 as set out in the proposed resolution under item 5 of the Notice to be approved, as an Ordinary Resolution.

The Company has received consent letter in DIR-2 to act as a Director under Section 152(5) of the Act and the Rules made thereunder alongwith Declaration in Form-DIR-8 under Section 164 of the Act and the Rules made thereunder from Mr. Troy Victor Jackson.

**Details of Mr. Troy Victor Jackson as required as per Secretarial Standard 2 (SS-2):**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Director	Mr. Troy Victor Jackson
2.	Designation	Director
3.	Age	44 Years
4.	Qualifications	MBA and Bachelors degree in Economics
5.	Experience	15 Years
6.	Terms and conditions of Appointment or re-appointment	As per earlier appointment letter
7.	Details of remuneration sought to be paid	Nil
8.	Remuneration last drawn	Nil
9.	Date of first appointment on the Board	22 <sup>nd</sup> June, 2018
10.	Shareholding in the Company	Nil
11.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
12.	The number of meetings of the Board attended during the year.	0
13.	Other Directorships, Membership/Chairmanship of Committees of other Boards	As per Form MBP 1 dated 25.09.2018

**Following are the additional disclosures under section 102 of the Companies Act, 2013:**

<b>Particular</b>	<b>Remarks</b>
i) To specify the nature of the concerned or interested financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	Nil
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the	As above

<p>items of business and to take a decision thereon.</p> <p>iii) Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.</p>	<p>Nil</p>
<p>iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.</p>	<p>Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on any working day, excluding Saturday and including the date of the Annual General Meeting.</p>

For and on Behalf of the Board of Directors of  
Enox Hardware India Private Limited

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Sudhir Subhash Gawandi  
Wholetime Director  
DIN: 06745794  
Address: A-403, Geetanjali CHS Ltd,  
Shastri Nagar, Off Link Road,  
Goregaon (West), Mumbai 400104.



**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** : U74900MH2014PTC255598  
**Name of the Company** : Enox Hardware India Private Limited  
**Registered office** : 1101-1105, EcoStar, Vishweshwar Nagar, Off Aarey Road, Goregaon East, Mumbai - 400063.

<b>Name of the member (s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No/ Client Id:</b>	
<b>DP ID:</b>	

I/We, being the member (s) of ..... equity shares of Rs. ..../- each of Enox Hardware India Private Limited, 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 Fourth Annual General Meeting (AGM) of the Company, to be held on the Friday, the 28<sup>th</sup> September, 2018 at the Registered Office of the Company at 1101-1105, EcoStar, Vishweshwar Nagar, Off Aarey Road, Goregaon East, Mumbai - 400063 at 10.00 a.m. and at any adjournment thereof in respect of such resolution, as are indicated below:

SR No.	Resolutions
<b>ORDINARY BUSINESS</b>	
1.	To consider and approve audited Financial Statements for the year ended 31 <sup>st</sup> March, 2018 and the report of the Auditors and Directors, thereon.
2.	To consider and ratify the appointment of existing auditors M/s. Price Waterhouse Chartered accountants LLP, Chartered Accountant, as Statutory Auditors of the Company for the year 2018-19.
<b>SPECIAL BUSINESS</b>	
3.	Appointment of Mr. Anders Maltesen as Director of the Company
4.	Appointment of Mr. Divyesh Madhukant Shah as Director of the Company
5.	Appointment of Mr. Troy Victor Jackson as Director of the Company

Signed this ..... day of ..... 2018

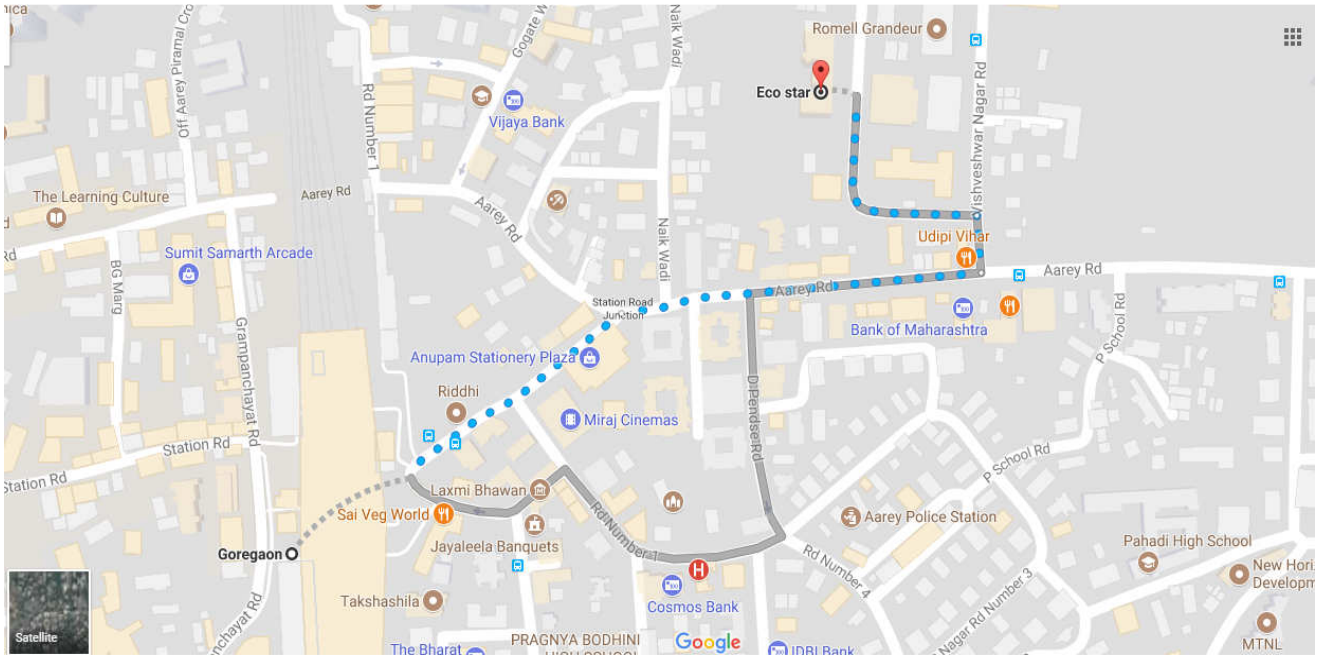
Affix a  
Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

**Note: 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.**

# ROUTE MAP



**ATTENDANCE SLIP FOR 4<sup>TH</sup> ANNUAL GENERAL MEETING**  
**OF**  
**ENOX HARDWARE INDIA PRIVATE LIMITED**

**Date:** 28<sup>th</sup> September, 2018

**Time:** 10.00 a.m.

**Venue:** 1101-1105, EcoStar, Vishweshwar Nagar, Off Aarey Road, Goregaon East, Mumbai - 400063.

Name and Registered address  
of Sole / First named member :

Name(s) of Joint Holders, if any :

Ledger Folio / DP ID & Client ID No. :

Number of Shares held :

Please tick in the box  Member  Proxy :

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Name of the Proxy in Block Letter

\_\_\_\_\_  
Proxy's Signature