

SPAAR ENVIRONMENTAL TECHNOLOGIES PRIVATE LIMITED

Registered Office: DOOR No.28/437/1A, SWIMMING POOL ROAD, NEAR NORTH BUS STAND, THRISSUR-680020
U90000KL2010PTC025660

NOTICE TO SHAREHOLDERS

Notice is hereby given that Annual General Meeting of the company will be held on Thursday, the 29th September 2016 at 11.00 a.m. at the Registered Office of the company to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2016 and Profit and Loss Account for the year ended 31st March 2016 together with Auditors' Report there on and Report of the Directors.
2. To appoint auditors and fix their remuneration for a term of next one year. The retiring auditors M/s Udaya Raj Rao and Associates, Chartered Accountants, Soorya Gardens Apartments, Paliyam Road, Thrissur- 680 001 being eligible offer themselves for re-appointment.
3. To appoint a director in place of Mr. JOHNSON KORAH, Director (DIN: 02874877) who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint a director in place of Mr. RENEESH K. C, Director (DIN: 02873885) who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution, with or without modifications as an Ordinary Resolution.

"RESOLVED THAT Mr. Deepak K, Company Secretary, Thrissur be and are hereby appointed as Secretarial Auditor of the company on a remuneration to be fixed by the Board in consultation with him."

6. Rescinding Resolution passed in previous Annual General Meeting

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

"RESOLVED THAT the resolution No.5 passed at the Annual General Meeting held on 10/09/2015 be and is hereby rescinded."

By order of the Board

**Thrissur,
29.08.2016**

**Reneesh K.C.
(Managing Director)
DIN: 02873885**

NOTES:

- i) A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member. Proxy form in order to be effective must be received by the company not less than 48 hours before the commencement of the Meeting. A proxy so appointed shall not have any right to speak at the meeting. The blank proxy form is enclosed.
- ii) Explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- iii) Documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
- iv) Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Board discussed the requirement of appointment of a secretarial auditor for checking the secretarial compliances. Hence Board decided to appoint Mr. Deepak K, Practicing Company Secretary at Thrissur as Secretarial Auditor of the company and the Board seeks your approval for the appointment.

None of the Directors is interested in the resolution.

Item No.6

It is proposed that the Resolution No.5 passed at the AGM held on 10/09/2015 be rescinded in view of the fact that some non compliances and errors found in passed resolution.

For the ready reference of the members, the resolution passed at the AGM held on 10/09/2015 reads as under:

"RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 read with (share capital and debentures)rules, 2014 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the company and subject to such sanctions and approvals as may be required, consent of the company be and is hereby accorded to the board of directors to offer, issue and allot 300 (Three Hundred) equity shares at a face value of Rs.1000/- each be allotted to the following persons:-

Sl. No	Name & Occupation of Allottee	Address of Allottee	Number of Shares allotted	Total amount Paid (in Rs.)
1	Reneesh Kizhakke Chalil (Business)	S/o. Ramachandran Kannoth Kizhakkechalil House, P.O.Mavilayi, Mundalore - Via, Kannur-670622	64	64000
2	Johnson Korah (Business)	S/o. John Korah Chalakary, Viloonni P.O., Arpookara, Kottayam- 686008	78	78000
3	Unnikrishnan Kadavil Raman (Busienss)	S/o. Raman Kadavil Krishnan Kadavil House, Cheruvathery, Chevoor P.O., Thrissur- 680027	70	70000
4	Muhammad Kudakaparambath (Business)	S/o. Mappilakandy Ibrahim Kudakaparambath House, Vadayam P.O. Via Kakkattil, Kozhikode- 673518	70	70000

“RESOLVED FURTHER THAT the equity shares to be allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company”

“ RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such act(s), deed(s) and thing(s) as it may, in its absolute discretion , deem necessary for issuance and allotment of shares and to settle any or all matters arising in respect thereof and further to do all such act(s), deed(s) and thing(s) and to finalize and execute all such deeds , documents , agreements and writings as may be necessary for the purpose of giving effect to the to the resolution .”

None of the Directors is interested in the resolution.

By order of the Board

Thrissur,
29.08.2016

Reneesh K.C.
(Managing Director)
DIN: 02873885