



CIN: U24130DL2012PLC240133

## **MV MOBILITY LIMITED**

(EARLIER KNOWN AS ADVANCED SILICONES PVT. LTD.)

KHASRA NO. 31/11, 12/1, NANGLA BHIKU

PRITHLA IND. ZONE, PALWAL – 121102 (HARYANA)

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GSTIN: 06AAKCA8134G1ZP

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### **MV MOBILITY LIMITED**

CIN: U24130DL2012PLC240133

Regd. Office: 118/1, First Floor, Gali No. 2

Govindpuri, New Delhi 110019, India

Email Id – [info@mvmobility.in](mailto:info@mvmobility.in), Website – [www.mvmobility.in](http://www.mvmobility.in)

### **NOTICE OF THE TENTH ANNUAL GENERAL MEETING (“AGM”)**

**TIME – 11:00 AM**

**DAY & DATE – Friday, 30<sup>th</sup> September, 2022**

To  
The Members,

Notice is hereby given that the Tenth Annual General Meeting (“AGM”) of the Members of MV Mobility Limited will be held through Virtual Video Conferencing, on **Friday, 30<sup>th</sup> September, 2022** at **11:00 AM** to transact the following Businesses:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Reports of the Directors and Auditors thereon and in this regard to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022 together with the Reports of the Directors and Auditors thereon be and hereby received considered approved and adopted.”

2. To re-appoint the retiring Director, Mr. Mohit Vohra, (DIN –02534402), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Mohit Vohra, (DIN –02534402), who retires by rotation in accordance with Section 152 of the Companies Act, 2013 be and is hereby re-appointed as Director.”

## **SPECIAL BUSINESS**

### **3. TO ALTER THE OBJECT CLAUSE OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable sections and provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) and rules framed there under, the consent of members of the Company be and is hereby accorded to insert the following new main objects after sub clause (3) of clause III(A) of the Memorandum of Association of Company and re-number accordingly:-

***(4)“To carry on the business of Manufacturing and trading of products for Rail Interiors like seats, berths, Composites, Modular Toilets & Complete turnkey Interiors of Trains and silicone products.”***

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution(s), any of the Directors of the Company be and are hereby authorized severally to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient.

**RESOLVED FURTHER THAT** pursuant to Section 117 of the Companies Act, 2013, any one of the Directors of the Company for the time being be and is/are hereby severally authorized to prepare, sign and file with the Registrar of Companies the e-form MGT-14 & all other relevant forms and documents.”

### **4. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with relevant Rules made as applicable thereunder, or any other applicable provisions of the act including any statutory modification thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “the Board”) to give any loan(s) and/ or any guarantee(s) and /or to provide any security(ies) in connection with any loan(s) to any other body corporate or person

and/or to make any further investments/acquisitions by way of subscription, purchase or otherwise, the securities up to an amount of INR 10 Crores (Indian Rupees Ten Crores only ) which is over and above the limits available to the company of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more and remaining outstanding at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to finalize and execute all contracts, documents and writings and to do all acts, deeds and things in this connection and incidental tehereto as they may in their absolute discretion deem fit to give effect to the foregoing resolution and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the company.

By Order of the Board of Directors  
**For MV Mobility Limited**

Sd/-  
**Sourabh Bansal**  
**Company Secretary**

**Place – Palwal**

**Date – 06<sup>th</sup> September 2022**

## NOTES: -

1. In view of the continuing CoVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 02/2022 dated May 05,2022 read with the circular no. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in reation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the 10<sup>th</sup> AGM of the Company is being convened and conducted through VC.
  2. As per the provisions under the MCA Circulars, Members attending the 10<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
  3. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 10<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 10<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  4. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos. 3 which set out details relating to Special Businesses at the Meeting, is annexed herewith. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically.
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## ANNEXURE TO ITEM NO. 2 OF THIS NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Secretarial Standard on General Meetings)

<b>BASIC DETAILS</b>	
Name	<b>MR. MOHIT VOHRA</b>
<b>BRIEF:-</b> Mr. Mohit Vohra had an Experience of Sales & Marketing since 1998 in various Indian & U.S. Multi-National Companies. His core Expertise is in the field of Engineering and Electronics. He has Strong Interpersonal & Relationship Building Skills. He has Excellent Negotiation and persuasive skills with a strong commercial acumen. He is Confident of handling challenges. Mr. Vohra is young and dynamic personality which helps him to deal with Foreign largest suppliers and Indian Railways. In 2008, He ventured MV Electrosystems Limited, in 2012, he ventured MV Mobility Limited, in 2014, he ventured Prime Electronics and in 2016, he ventured Quadrant Cables Private Limited.	
Director Identification Number (DIN)	02534402
Date of Birth	18.05.1975
Nationality	INDIAN
Date of first appointment on the Board of Directors of the Company	13.08.2012
Qualification	MECHANICAL ENGINEER
Memberships / Chairmanships of Committees of other Companies	NIL
Directorships held in other companies (Excluding Foreign, Private and Section 8 Company)	MV ELECTROSYSTEMS LIMITED, IBOARD INDIA PRIVATE LIMITED, QUADRANT FUTURE TEK LIMITED
Number of shares held in the Company	10,14,500

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement forms part of the Notice convening the 10<sup>th</sup> AGM

### **ITEM NO. 3**

In view of encouraging measures taken by the Government to liberalize the economy and in order to diversify into certain new business ventures, your directors are considering various proposals for diversifying the company's activities into other activities like entering into New and renewable energy sources and providing consultancy thereto etc.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

*(4) "To carry on the business of Manufacturing and trading of products for Rail Interiors like seats, berths, Composites, Modular Toilets & Complete turnkey Interiors of Trains and silicone products."*

Pursuant to section 13 of the Act, the above said proposal requires the consent of the members by way of **Special resolution**.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

### **ITEM NO. 4**

As per sub-section (2) & (3) of Section 186 of the Companies Act, 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to-

- (a) Give any loan to any person or other body corporate;
- (b) Give any guarantee or provide any security in connection with a loan to any other body corporate or person;
- (c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding 60 % of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Your company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of Directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution at item no. 04

The said approval is sought keeping in mind the fund requirements of company's subsidiaries/ sister concerns in the group companies to meet urgent needs from time to time to yield and grow in business segment.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

The Board commends the passing of the Special Resolution as set out at Item No. 04 of the Notice.

By Order of the Board of Directors  
**For MV Mobility Limited**

**Sd/-**  
**Sourabh Bansal**  
**Company Secretary**

**Place – Palwal**

**Date – 06<sup>th</sup> September 2022**