

## **NOTICE OF 22<sup>nd</sup> ANNUAL GENERAL MEETING**

The corporate insolvency resolution process (“**CIRP**”) of Ushdev Engitech Limited (Formerly known as Suzlon Engitech Limited)(“**Corporate Debtor**”/ “**Company**”) was initiated *vide* order dated 26 April 2023 passed by Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) in an application filed by ICICI Bank Limited under Section 7 of the Insolvency and Bankruptcy Code 2016 (“**Code**”). By way of the said order Mr. Sudip Bhattacharya was appointed as the Interim Resolution Professional (“**IRP**”) of the Company.

However, in the first meeting of the Committee of Creditors (“**CoC**”) of the Corporate Debtor held on 21 July 2023, the CoC appointed Mr. Trupalkumar Patel, Insolvency Professional, (IBBI Registration No. IBBI/IPA-001/IP-P01186/2018-19/11907) to act as the Resolution Professional of the Corporate Debtor. The said appointment was confirmed by the Hon’ble NCLT by way of its order dated 8 August 2023 (received on 18 August 2023).

In terms of Section 17 of the Code, upon commencement of CIRP the powers of the Board of Directors of the Company stand suspended and same are vested and exercised by Mr. Trupalkumar Patel as Resolution Professional (“**RP**”) of the Company. The Affairs, business and assets of the Company are being managed by the RP. Hence, this Annual General Meeting is being convened by the RP only to the limited extent of discharging the powers of the Board of Directors of the Company which has been conferred upon him as per the Code.

**NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND (22<sup>ND</sup>) ANNUAL GENERAL MEETING (“AGM/ 22<sup>ND</sup> AGM”) OF THE MEMBERS OF USHDEV ENGITECH LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, 22<sup>ND</sup> DAY, DECEMBER 2023 AT 11:00 A.M. INDIAN STANDARD TIME (IST), THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/ OAVM”) FACILITY, TO TRANSACT FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023, together with the Report of the Board of Directors and the Auditors thereon and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolutions:**

**“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2023, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

**2. Re-appointment of Ms. Seeta Niraj Shah (DIN: 09604357) as a director liable to retire by rotation**

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

**“RESOLVED** that pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Seeta Niraj Shah (DIN: 09604357) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**3. Re-Appointment of Statutory Auditors:**

To consider and re-appoint of **M/s Mukesh Kumar Jain & Co.**, Chartered Accountants (Firm Registration Number: 106619W) as the Statutory Auditors of the Company and to authorize the Resolution Professional, subject to the approval from the CoC, to fix their remuneration, and in this regard, to consider and if thought fit, to pass the following Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), of M/s Mukesh Kumar Jain & Co., Chartered Accountants (Firm Registration Number: 106619W) be and are hereby re-appointed as the Statutory Auditors of the Company for a further term of 01 (One) consecutive years to hold office from the conclusion of this 22<sup>nd</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024, at such remuneration (exclusive of applicable taxes and reimbursement of out of pocket expenses) as shall be fixed by the Resolution Professional, subject to the approval of the CoC, from time to time in consultation with them.”

**For and on behalf of the Board of Directors of  
Ushdev Engitech Limited**

(Company under Corporate Insolvency Resolution Process, Mumbai)

=====SD=====

**SEETA NIRAJ SHAH**  
**Director and Chief financial Officer**  
**(DIN: 09604357)**  
**Address:**  
**Date: November 29, 2023**  
**Place: Mumbai**

=====SD=====

**JITENDRA NATHURAM BIJUTKAR**  
**Director**  
**(DIN: 07058919)**  
**Address:**

**Registered office Address:**

Shop No. A9, First Floor, (Old No. 18),  
Parsn Commercial Complex, No. 600, Mount Road  
Chennai, Tamilnadu-600006, India  
CIN: U29999TN2001PLC097292  
Email: [ushdev.cirp@gmail.com](mailto:ushdev.cirp@gmail.com) , Website: <https://ushdevengitech.com>

## **NOTES**

1. In accordance with the provisions of the Act read with the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular Nos. 2/2022 and 3/2022 dated May 05, 2022 (hereinafter referred to as “MCA Circulars”), the forthcoming 22<sup>nd</sup> AGM of the Company is scheduled on 11/12/2023 through video conferencing (“VC”) or other audio visual means (“OAVM”). Hence, members can attend and participate in the ensuing 22<sup>nd</sup> AGM through VC/OAVM.
2. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (“the Act”).
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, pursuant to the applicable MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to appoint authorized representative(s) to attend and vote on their behalf at the 22<sup>nd</sup> AGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing their representative(s) to attend and vote by e-mail to [ushdev.cirp@gmail.com](mailto:ushdev.cirp@gmail.com) before the commencement of the 22<sup>nd</sup> AGM.
5. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. The Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed, if any.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 22<sup>nd</sup> December 2023. Members seeking to inspect such documents can send an email to [ushdev.cirp@gmail.com](mailto:ushdev.cirp@gmail.com)

- 8. 8. BOOK CLOSURE:** Register of Members and Share Transfer books will remain closed from Saturday, December 16<sup>th</sup> 2023 to Friday, December 22<sup>nd</sup> 2023 [both days inclusive].

**9. . ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:**

In accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022, the financial statements (including Board's Report, Auditors' Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2023 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/KFintech or the Depository Participant(s).

The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company / KFintech by following due procedure. A copy of the Notice of this AGM along with Annual Report for the FY 2022-23 is available on the website of the Company.

- 10.** Members having any queries in relation to the accounts are requested to send them at least ten days in advance to enable the Company to collect the relevant information.

- 11.** The Members are requested to note that due to ongoing matter in NCLT, Mumbai and NCLAT, Delhi limited time was available with the Statutory Auditor to conduct the Audit as there was shortage of employees in the Company and hence the RP on behalf of the Company envisaged delay in completion of the Audited Financial Statements and in calling and convening 22nd Annual General Meeting within the stipulated due date. Therefore, an extension of AGM was sought for 3 months and was approved by the ROC vide letter dated 22nd September 2023. Attached herewith is the said letter dated 22nd September 2023.

- 12.** Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Point No. 13 as mentioned below and this mode will be available throughout the proceedings of the AGM. In case of any query and/or help, in respect of attending AGM through VCs/OAVM mode, Members may refer to the "How it Works" contact at [ushdev.cirp@gmail.com](mailto:ushdev.cirp@gmail.com).

- 13.** Instructions For Members Attending the AGM through VC/OAVM:

The company will share a link in the registered email id with the company before 7 days to attend the 22nd AGM through VC/OAVM