

Tuesday 21st May, 2024

NOTICE

NOTICE is hereby given that the 01st/2024-25 Extra-Ordinary General Meeting of **THE INDO-ITALIAN CHAMBER OF COMMERCE AND INDUSTRY** will be held on Monday, 10th June, 2024 at Vivitalia, Urmi Estate, Tower-A, 11th Floor, 95, Ganpatrao Kadam Marg, Lower Parel (West), Mumbai-400013 and also through Video-Conferencing at 04:00 p.m. (IST) to transact the following business:

SPECIAL BUSINESS:

ITEM NO.1:

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

“RESOLVED THAT pursuant the provisions of section 8(4) read with section 14 of the Companies Act, 2013 and relevant rules framed thereunder, consent of the members be and is hereby accorded to alter/add/replace/delete the existing Articles of Association of the Chamber (Company) as under in order to be in line with the provisions of the Companies Act, 2013 and effective management of the Chamber (Company):

<u>Old Article number</u>	<u>Type of Alteration</u>	<u>New Article Number</u>
1	Altered/Addition	1
2 (i) (a)	No change	2 (i) (a)
2 (i) (b)	No change	2 (i) (b)
2 (i) (c)	No change	2 (i) (c)
2 (i) (d)	No change	2 (i) (d)
2 (i) (e)	No change	2 (i) (e)
2 (i) (f)	No change	2 (i) (f)
2 (i) (g)	No change	2 (i) (g)
2 (i) (h)	No change	2 (i) (h)
2 (i) (i)	No change	2 (i) (i)
2 (i) (j)	No change	2 (i) (j)
2 (i) (k)	No change	2 (i) (k)
2 (i) (l)	No change	2 (i) (l)
2 (i) (m)	No change	2 (i) (m)
2 (i) (n)	No change	2 (i) (n)
2 (ii)	No change	2 (ii)
3	No change	3
4	No change	4
--	Newly Inserted	4 (A)
5	No change	5
6	No change	6

7	Altered/Addition	7
8	Altered/Addition	8
9	No change	9
10	No change	10
11	No change	11
12	No change	12
13	Altered/Addition	13
14	Altered/Replaced	14
15	No change	15
16	No change	16
17	No change	17
18	No change	18
19	No change	19
20	Altered/Addition	20
21	No change	21
22	No change	22
23	Altered/Addition	23
24	No change	24
25	Altered/Addition	25
26	Altered/Addition	26
27	No change	27
28	No change	28
29	No change	29
30	No change	30
31	No change	31
32	No change	32
33	No change	33
34	No change	34
35	No change	35
36	No change	36
37	No change	37
38	Altered/Addition	38
39	No change	39
40	Altered/Deletion	40
41	Altered/Replaced	41
42	Altered/Replaced	42
43	No change	43
44	Altered/Deletion	44
45	<i>DELETED</i>	-
46	No change	45
47	Altered/Addition	46
48	No change	47
49	Altered/Addition	48
50	No change	49
51	Altered/Addition	50
52	Altered/Addition	51
53	No change	52

54	No change	53
55	Altered/Addition	54
56	No change	55
57	No change	56
58	No change	57
59	No change	58
60	No change	59
61	No change	60
62	No change	61
63	No change	62
64	Altered/Addition	63
65	Altered/Replaced	64
66	Altered/Replaced	65
67	Altered/Replaced	66
68	No change	67
69	No change	68
70	No change	69
71	No change	70
72	No change	71
73	No change	72
74	No change	73
75	No change	74
76	No change	75
77	No change	76

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorised to file, sign, verify and execute all such forms, papers, writings or documents as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental to give effect to this resolution.”

By Order of the Council of Management

Mr. Alessandro Giuliani
IICCI - President

NOTES:

1. Pursuant to the General Circular No. 09/2023, issued by the Ministry of Corporate Affairs read with General Circular Nos. 3/2022, 14/2020, 17/2020, 20/2020 and 02/2021 dated 25th issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), holding of the Extra Ordinary General Meeting ('EGM') through VC/OAVM, without the physical presence of the Members, is permitted.
2. A member entitled to attend and vote at the meeting in person is entitled to appoint one or more persons as his/ her proxy (ies) to attend and vote instead of himself/herself and such proxy need not be a member of the company.
3. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto this notice.
5. The Log-in credentials to attend the Extraordinary General Meeting through Video Conference will be provided in the email.
6. Corporate members are requested to send duly certified copy of the Board Resolution/ duly signed Consent Letter pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Extraordinary General Meeting.
7. For any further correspondence, members may reach Ms. Priyanka Singh on 08291870804 or Email Id: p.singh@indiaitaly.com.

By Order of the Council of Management

SD/-

Mr. Alessandro Giuliani
IICCI - President

Annexure to the Notice

Statement Pursuant to Section 102 of the Companies Act, 2013

The Board of Directors in its meeting held on 21st March, 2024 decided (subject to the approval of members & Central government) to alter/add/replace/delete the existing Articles of Association of the Chamber (Company) in order to be in line with the provisions of the Companies Act, 2013 and effective management of the Chamber (Company). Subsequently, the form GNL-1 was filed on 06th April, 2024 to obtain the approval of Central Government (Powers delegated to Registrar of Companies (ROC)) which was approved by ROC on 30th April, 2024. Furthermore, following the ROC's approval, the Board acknowledged it during their meeting held on 21st May, 2024, and approved the notice of calling this Extra- Ordinary General Meeting.

The draft resolution proposed for approval, Altered AOA and the Comparison Sheet between existing and proposed Articles of Association is being circulated along with the notice of this Extra-Ordinary General Meeting and is also available for inspection by the Members of the Chambers during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for the above mentioned Alteration of Articles of Association.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

DIAMOND MEMBERS



PLATINUM MEMBERS



GOLD MEMBERS

