

# **PREPLADDER PRIVATE LIMITED**

CIN: U80903HR2017PTC068263 | E-mail: contact@prepladder.com

Registered Office: SCO-36, Sector-11 Panchkula, Haryana-134109

Branch Office: Plot A12, Third Floor, Microtek Building IT Park Chandigarh-160101

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**08 February 2020**

Dear  
Directors, Members & Auditors,

You are cordially invited to attend the Extra-Ordinary General Meeting (EGM) of the members of Prepladder Private Limited ('the Company') scheduled to be held on Tuesday, 03 March 2020 at 1:00 P.M. at the branch office of the company situated at Plot A12, Third Floor, Microtek Building IT Park, Chandigarh-160101

The notice of the meeting, containing the business to be transacted is enclosed.

**Thanking You,  
For Prepladder Private Limited**

**SD/-**

**Deepanshu Goyal**

Director

DIN: 07767509

Add: 1738, Sector-4,

Panchkula, Haryana-134112

**Encl:**

- 1. Notice of EGM**
- 2. Explanatory statement**
- 3. Proxy form**
- 4. Attendance slip**
- 5. Route map of EGM**
- 6. Altered Memorandum of Association**
- 7. Altered Article of Association**

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## **NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of Prepladder Private Limited (the Company) is scheduled to be held on Tuesday, 03 March 2020 at 1:00 P.M. at the branch office of the company situated at Plot A12, Third Floor, Microtek Building IT Park, Chandigarh-160101, to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **ITEM 1: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the consent of the members of the Company be and is hereby accorded to alter and consequently replace the existing Articles of Association of the company with a new set of Articles of Association, as circulated, read & adopted.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby jointly or severally authorized to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

#### **ITEM NO. 2: APPROVAL FOR ALTERATION IN THE OTHER OBJECTS OF MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed there under, as amended from time to time, the consent of the members be and is hereby accorded to alter and consequently, replace clauses III (b) point 4 to 23 of the existing Memorandum of Association of the Company with the following clauses:

1. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, absorption or merger
2. To advertise and adopt means of making known the business activities of the Company in any way as

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may be expedient by issue of circulars, books, pamphlets and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.

3. To enter into any arrangement with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
4. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how, and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
5. To raise funds and to invite and receive contributions from any individual, company or organization, whatsoever by way of subscription, donation or otherwise, whether from India or abroad but without prejudice to the provisions of the Companies Act, 2013.
6. To communicate with all kinds of organizations including charitable & educational bodies in India and elsewhere and promote measures for the protection and advancement of education and other facilities.
7. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
8. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, work, conveniences, and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, licenses, protections, and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
9. To apply for and obtain any order of Central/ State or such other authority for enabling the Company to carry on any of its objects into effect of for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the objects of this Company.

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11. To do all or any of the above things as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
12. To open bank accounts of all nature including overdraft account, to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bill of lading, warrants and the other negotiable or transferable instruments and to deal with all documents mercantile or otherwise, in the ordinary course of business.
13. To improve, alter, manage, develop, exchange, mortgage, enfranchise and dispose of any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as Company may determine.
14. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
15. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
16. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
17. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
18. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organizing exhibitions.
19. The Company would obtain approval of the concerned authorities to carry on the objects of the Company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association, wherever required.
20. To do all other things as may be conducive to the attainment of any of the aforementioned objects of the Company.

**RESOLVED FURTHER THAT** necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

**RESOLVED FURTHER THAT** the directors of the company be and are hereby jointly or severally authorised to sign all documents related thereto and to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms, e-forms with Registrar of

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Company, NCT of Delhi and Haryana or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

## **ITEM NO. 3: APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provision of section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed there under and pursuant to clause 40 of Articles of Association and applicable provisions of the Memorandum of Association the consent of the members of the company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs 10,00,000 (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakhs) equity shares of Rs 10 each (Rupees Ten Only) to Rs 11,00,000 (Rupees Eleven Lakhs Only) divided into 1,00,000 (One Lakh) equity shares of Rs 10 each (Rupees Ten Only) and 10,000 (Ten Thousand) preference shares of Rs 10 each (Rupees Ten only).

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following clause:

*V. The share capital of the company is INR 11,00,000 (Rupees Eleven Lakh Only), divided into 1,00,000 (One Lakh) equity shares of Rs 10 each (Rupees Ten Only) and 10,000 (Ten Thousand) preference shares of Rs 10 each (Rupees Ten only).*

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorized jointly or severally to file necessary e-forms with the Registrar of Companies, NCT of Delhi and Haryana, and to do and perform all such other acts, deeds and things as may be necessary or desirable to give effect to the above resolution.”

**By order of the board of directors  
Prepladder Private Limited**

SD/-

**Deepanshu Goyal**  
Director  
DIN: 07767509

**Date : 08 February 2020**

**Place: Chandigarh**

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## NOTES:

- A. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of item No. 1 to 3 is annexed hereto.
- B. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED AT THE END OF THIS NOTICE.
- C. Members/Proxies attending the meeting are requested to bring their copy of EGM Notice to the Meeting and attendance slip duly signed to avoid inconvenience.
- D. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- E. Queries at the EGM: Queries proposed to be raised at the EGM may be sent to the Company at its registered office at least seven days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.
- F. Address Change intimation: Members are requested to intimate change in their address, if any, immediately to the company.
- G. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by attendance slip, which is enclosed with this notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the registration counter of the venue.
- H. Documents referred to in the notice and explanatory statement are open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) between 11:00 a.m. to 2:00 p.m. upto the date of the EGM and will also be available for inspection at the Meeting

**By order of the board of directors**  
**Prepladder Private Limited**

SD/-

**Deepanshu Goyal**

Director

DIN: 07767509

**Date : 08 February 2020**

**Place: Chandigarh**

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## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

#### **ITEM NO.1:**

##### **APPROVAL TO AMEND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Board of Directors of the Company at its meeting held on 08 February, 2020 recommended that the existing Article of Association be altered to the existing Article of Association of the Company.

Several regulations of the existing AOA of the Company require alteration or deletions in articles. Also, the board proposes to issue & allot securities on preferential basis, which is required to be guided by the AOA of the Company. Given this, it is considered expedient to alter the existing AOA of the Company.

As per provisions of the Act, any change in AOA requires prior approval of the members of the Company by way of passing a special resolution at a duly convened general meeting. Consequently, the board recommends the said resolution to be approved by the members by way of a special resolution.

None of the Directors or the Key Managerial Personnel of the company and their relatives are concerned or interested financially or otherwise in this resolution.

#### **ITEM NO.2:**

##### **ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

**The following statement sets out all material facts relating to special business mentioned in the accompanying Notice:**

The board of directors of the Company in its meeting held on 08 February, 2020 has proposed to amend the other objects of the Company to facilitate diversification to support the main objects of the Company. In order to undertake the necessary changes, the object clause III (B) point 4 to 23 of the existing Memorandum of Association of the Company is to be replaced by inserting the following new objects:

1. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company. To amalgamate, absorb or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deeds and things as may be necessary to give effect to the amalgamation, absorption or merger
2. To advertise and adopt means of making known the business activities of the Company in any way as may be expedient by issue of circulars, books, pamphlets and the conducting of competitions, exhibitions and giving of prizes, rewards and donations.
3. To enter into any arrangement with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.

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4. To enter into agreement with any company or persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how, and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
5. To raise funds and to invite and receive contributions from any individual, company or organization, whatsoever by way of subscription, donation or otherwise, whether from India or abroad but without prejudice to the provisions of the Companies Act, 2013.
6. To communicate with all kinds of organizations including charitable & educational bodies in India and elsewhere and promote measures for the protection and advancement of education and other facilities.
7. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
8. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, work, conveniences, and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, licenses, protections, and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
9. To apply for and obtain any order of Central/ State or such other authority for enabling the Company to carry on any of its objects into effect of for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceeding or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any Company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the objects of this Company.
11. To do all or any of the above things as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
12. To open bank accounts of all nature including overdraft account, to operate the same and to draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, bill of lading, warrants and the other negotiable or transferable instruments and to deal with all documents mercantile or otherwise, in the ordinary course of business.



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- 13.** To improve, alter, manage, develop, exchange, mortgage, enfranchise and dispose of any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as Company may determine.
- 14.** To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
- 15.** To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
- 16.** To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
- 17.** To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
- 18.** To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organizing exhibitions.
- 19.** The Company would obtain approval of the concerned authorities to carry on the objects of the Company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association, wherever required.
- 20.** To do all other things as may be conducive to the attainment of any of the aforementioned objects of the Company.

As per provisions of the Act, any change in objects of the MOA requires prior approval of the members of the Company by way of passing a special resolution at a duly convened general meeting. Consequently, the board recommends the said resolution to be approved by the members by way of a special resolution.

None of the Directors or the Key Managerial Personnel of the company and their relatives are concerned or interested financially or otherwise in this resolution.

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## **ITEM NO. 3**

### **APPROVAL TO INCREASE THE AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

The Board of directors of the Company in its meeting held on 08 February, 2020 decided to increase the authorised share capital of the Company from Rs.10,00,000 (Rupees Ten Lakh Only) consisting of 10,000 (One Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs 11,00,000 (Rupees Eleven Lakhs Only) divided into 1,00,000 (One Lakh) equity shares of Rs 10 each (Rupees Ten Only) and 10,000 (Ten Thousand) preference shares of Rs 10 each (Rupees Ten only).

The said increase is required, as the company anticipates issuing preference shares and the current authorized capital is required to be increased and for that clause V of the MOA needs to be amended.

As per provisions of the Act, any change in capital clause of the MOA requires prior approval of the members of the Company by way of passing an ordinary resolution at a duly convened general meeting. Consequently, the board recommends the said resolution to be approved by the members by way of an ordinary resolution.

None of the Directors or the Key Managerial Personnel of the company and their relatives are concerned or interested financially or otherwise in this resolution.

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## ATTENDANCE SLIP

**EXTRA ORDINARY GENERAL MEETING- TUESDAY, 03 MARCH 2020 AT 01:00 P.M.**

Folio No.	
No. of Shares	

Name & Address of Shareholder / Proxy holder

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I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Extra Ordinary General Meeting of the Company on Tuesday, 03 March 2020 at 01:00 p.m. at Plot A12, Third Floor, Microtek Building IT Park, Chandigarh-160101

Member's / Proxy's Signature

*Note: Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall*

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## 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	U80903HR2017PTC068263
Name of the company	Prepladder Private Limited
Registered office	SCO-36, Sector-11, Panchkula, Haryana-134109

Name of the member(s)	
Registered address	
Email Id	
Folio No.	

I/We \_\_\_\_\_ being a Member/Members of \_\_\_\_\_ shares of Prepladder Private Limited hereby appoint

Name- \_\_\_\_\_  
Address- \_\_\_\_\_  
Email ID- \_\_\_\_\_  
Signature- \_\_\_\_\_

as my /our proxy to attend for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Tuesday, the 03 March 2020 at 01:00 p.m. at branch office of the company situated at Plot A12, Third Floor, Microtek Building IT Park, Chandigarh-160101 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Item No.	Special Resolution	For*	Against*
1	Approval to Amend Articles of Association of the Company		
2	Approval for alteration in the other objects of Memorandum of Association		
<b>Ordinary Resolution</b>			
3	Approval to Increase the authorised Share Capital and alteration in the capital clause of Memorandum of Association		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature of Member \_\_\_\_\_

Signature of proxy holder \_\_\_\_\_

Note:

Affix Re.1/-  
Revenue  
Stamp

1. The proxy form should be signed by the member across the stamp.
2. A member intending to appoint a proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
3. \*It is optional to put "X" in the appropriate column against the resolution indicated in the box.

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## ROUTE MAP FOR VENUE OF EXTRA-ORDINARY GENERAL MEETING



- **Prepladder Private Limited**  
Plot A12, Third Floor, Microtek Building IT Park, Chandigarh-160101