



EMF INNOVATIONS PRIVATE LIMITED

Regd. Office: 2/209 to 2/212 Shasti Building, Rajiv Gandhi Nagar, Mylapatti, Neelambur, Coimbatore, Tamil Nadu- 641062

CIN: U29309TZ2016PTC027538

Phone: +91-9910853666

Email: companysecretary@emf-i.com

Website: www.emf-i.com

NOTICE

Notice is hereby given that 1st (01/2023-24) Extra-Ordinary General meeting of the Members of EMF Innovations Private Limited ("**Company**") will be held on Thursday, February 15, 2024 at 10:00 A.M. through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") at Company's Registered Office situated at 2/209 to 2/212 Shasti Building, Rajiv Gandhi Nagar, Mylapatti Village, Neelambur, Coimbatore - 641062 (Deemed Venue) at a shorter notice to transact the following business: -

SPECIAL BUSINESS

ITEM NO. 1

CHANGE IN NAME OF THE COMPANY FROM 'EMF INNOVATIONS PRIVATE LIMITED' TO 'SPR EMF INNOVATIONS PRIVATE LIMITED' AND CONSEQUENTIAL ALTERATION TO MEMORANDUM OF ASSOCIATION (MOA) AND ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from 'EMF Innovations Private Limited' to 'SPR EMF Innovations Private Limited' as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

*"The name of the Company is '**SPR EMF Innovations Private Limited**'.*

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. 'EMF Innovations Private Limited' be substituted with the new name, i.e. 'SPR EMF Innovations Private Limited' in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds,



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documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit."

**By Order of the Board of Directors
For EMF Innovations Private Limited**

Sd/-

Date: 12.02.2024
Place: New Delhi

Arun Kumar Shukla
Director
DIN: 0009854946



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NOTES TO NOTICE OF MEETING:

- a. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013, the Company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue at a shorter notice.
- b. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their e-mails registered with the Company.
- c. Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular(s), the facility for appointment of Proxies by the Members will not be available for this EGM; and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
- d. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- e. Institutional/ Corporate Members (i.e. other than Individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board's or Governing body's Resolution/Authorisation etc., authorising their representative to attend the EGM on its behalf and to vote in the EGM to the Company at email id: Krishna.m@shrirampistons.com.
- f. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- g. As the EGM will be conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM), Zoom Meeting invite will be sent to the registered e-mails of the authorised representatives of the Members, closer to the date of the EGM.



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- h. In case of any doubts or clarification(s), the members are requested to contact the Company at email: Krishna.m@shrirampistons.com.
- i. Explanatory statement pursuant to the provision of section 102 of the Companies Act, 2013 read along with Secretarial Standard 2 as issued by Institute of Company Secretaries of India (ICSI) in respect of the business specified under Item No. I to the Notice is annexed hereto.
- j. Inspection of Documents: The relevant records and documents connected with the business set out in the notice are maintained under section 170 of the Companies Act 2013 is available for inspection at the registered office of the Company between 09:00 A.M. to 05:00 P.M.



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EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013]

ITEM NO. 1

SPR Engenious Limited (SEL), a wholly owned subsidiary of Shriram Pistons & Rings Limited (SPRL), had acquired a 51% equity stake in the Company. Consequently, the Company became a subsidiary of SEL and a step-down subsidiary of SPRL. The integration of the Company into the SPR Group presents an opportunity to align its identity with the group's vision and values.

In view of the above, the Board of Directors in its meeting held on January 30, 2024 has proposed to change the name of the Company from 'EMF Innovations Private Limited' (hereinafter referred as 'Old Name'), to 'SPR EMF Innovations Private Limited' (hereinafter referred as 'New Name') subject to the necessary statutory approvals.

Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated February 6, 2024 has conveyed it's no objection to change the name of the Company to 'SPR EMF Innovations Private Limited'.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members/stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in the special resolution set out in Item No. 1 of the Notice.

**By Order of the Board of Directors
For EMF Innovations Private Limited
Sd/-**

Date: 12.02.2024
Place: New Delhi

Arun Kumar Shukla
Director
DIN: 0009854946