

Date: 9<sup>th</sup> March, 2023

To  
The Listing Department  
Bombay Stock Exchange Limited  
Phirozee Jeejeebhoy Towers  
Dalal Street, 25<sup>th</sup> Floor  
Mumbai - 400 001

**Sub: Notice convening the Extra Ordinary General Meeting of the Members of the Company.**

Dear Sir/Madam,


Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice convening the Extra Ordinary General Meeting of the Members of Billwin Industries Limited scheduled to be held at its Registered Office of the Company on 5<sup>th</sup> April, 2023 at 10.00 a.m. at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai - 400 078, Maharashtra to transact the businesses set out in the notice of the said meeting.

This is for your information and record.

Thanking you,

Yours faithfully,

For **BILLWIN INDUSTRIES LIMITED**

  
Subrata Dey  
Managing Director  
DIN: 06747042



Encl: As above



## NOTICE

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of M/s. Billwin Industries Limited will be held at its Registered Office of the Company at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra, on Wednesday, the 5<sup>th</sup> April, 2023 at 10.00 a.m. to transact the following business:

### **SPECIAL BUSINESS:**

1. Regularization of Mr. Rasik Jadavji Thakkar (DIN: 10059134) as Non-Executive Independent Director:

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, and pursuant to the recommendation of the Nomination and Remuneration Committee Mr. Rasik Jadavji Thakkar (DIN: 10059134), who was pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from March 3, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a first term of 5 (Five) consecutive years, from the date of appointment i.e. March 3, 2023 to March 2, 2028 (both days inclusive).”

2. Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company:

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

**“RESOLVED THAT** pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of Rs. 10/- each by creation of additional 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- each.”

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**BILLWIN INDUSTRIES LIMITED**

**79, Vishal Industrial Estate Village Road, Bhandup West Mumbai  
Mumbai City-400078**

**Email: [info@billwinindustries.com](mailto:info@billwinindustries.com)**

**Website: [www.billwinindustries.com](http://www.billwinindustries.com)**

**CIN: L18104MH2014PLC252842**



**“RESOLVED FURTHER THAT** pursuant to provisions of Section 13, 61 and 64 and any 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 rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of Rupees 10/- (Ten Only) each.”

**“RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Registered Office:**

Registered Office:  
79, Vishal Industrial Estate,  
Village Road, Bhandup West,  
Mumbai – 400 078,  
Maharashtra, India.

**By Order of the Board of Directors**

For Billwin Industries Limited

Subrata Dey  
Managing Director  
DIN: 06747042

Place: Mumbai  
Date: 03-03-2023

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**BILLWIN INDUSTRIES LIMITED**

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**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out to the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/Proxies are requested to bring their attendance slips duly filed in along with their copies of Annual Report to the Annual General Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. The notice is being sent all members, whose names appear on the Register of Members/List of beneficial owners.
7. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between **11.00 A.M to 2.00 P.M** upto the date of declaration of the results.
8. Details as required in sub-regulation (3) of Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, on directors recommended by the Board for appointment at this Meeting forms part of the Notice. The Director(s) has furnished consent/disclosure for the appointment as required under the Act and rules made thereunder.
9. In accordance with the MCA circulars and SEBI circular dated May 13, 2022, the Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar or the Depository Participant(s). The Company will not be dispatching physical copies of Notice of EGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Registrar, by following due procedure.
10. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.



11. Members are requested to intimate change in their address immediately to M/s. Bigshare Services Pvt. Ltd. (Registrar & Share Transfer Agent) the Company's Registrar and Share Transfer Agents, at their office at E/2, Ansal Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072.
12. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1<sup>st</sup> April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
15. M/s. S.A & Associates (Proprietor Shipra Agarwal) Practicing Company Secretary, (C.P No. 3173) has been appointed as the Scrutinizer to scrutinize the voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the EGM.
16. The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> March, 2023. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
18. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.

**Registered Office:**

Registered Office:  
79, Vishal Industrial Estate,  
Village Road, Bhandup West,  
Mumbai – 400 078,  
Maharashtra, India.

Place: Mumbai  
Date: 03-03-2023

**By Order of the Board of Directors**

For Billwin Industries Limited

Subrata Dey  
Managing Director  
DIN: 06747042



**Explanatory Statement pursuant to Sections 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 1:**

Mr. Rasik Jadavji Thakkar (DIN: 10059134), who was appointed as an Additional Director of the Company effective from 3<sup>rd</sup> March, 2023, by the Board of Directors and who holds office until the date of the Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013, proposing his candidature.

Mr. Rasik Jadavji Thakkar has given requisite declaration that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"). Mr. Rasik Jadavji Thakkar is also not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Rasik Jadavji Thakkar fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, in respect of his appointment as an Independent Director of the Company and he is Independent of the Management. The Board of Directors recommends the resolution set out in Item no. 1 of the accompanying Notice for approval of the Members.

None of the Directors of the Company, except Mr. Rasik Jadavji Thakkar, to whom this resolution is relates, is interested or concerned in this resolution.

A brief profile of Mr. Rasik Jadavji Thakkar (DIN: 10059134) is given below:

He had completed Bachelor Degree from M L Dahanukar Collage, Bombay University. He has a business professional with industry experience of over three decades in business operations and has been engaged in the Health and welfare industry for more than 25 years.

Additional information in respect of Rasik Jadavji Thakkar, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

**Item No. 2:**

To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association:

At present the Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- each to facilitate any fund raising in future via rights issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

As per the provisions of Sections 13 & 61 and any other applicable provisions of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing an Ordinary Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing an Ordinary Resolution.

The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

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**Mumbai City-400078**

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### ANNEXURE TO ITEMS 1 OF THE NOTICE

**Details of Directors seeking appointment/re-appointment/continuation of the appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:**

Name of Director	Mr. Rasik Jadavji Thakkar
Date of Birth	01/04/1952
DIN	10059134
Date of appointment	03.03.2023
Nationality	Indian
Designation	Independent Director
Qualification	Bachelor Degree in Science M L Dahanukar Collage, Bombay University
Brief profile including Experience/ expertise in specified functional area	He has a business professional with industry experience of over Three decades. He has been engaged in the health & welfare industries for more than 25 years and also Expert Knowledge of Finance and other related fields.
Directorships held in other companies in India	Nil
Shares held in the Company	Nil
Seeking Appointment/re-appointment	appointment
Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil
Listed Entities from which the Director has resigned in the past three years	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Rasik Jadavji Thakkar and concluded that Rasik Jadavji Thakkar possess the relevant skill and capabilities to discharge the role of Independent Directors



## ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed.)

DP Id *		Client Id*	
Regd. Folio No.		No. of Shares	

\*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Wednesday, the 5<sup>th</sup> April, 2023 at 10.00 a.m. at the registered office of the Company at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,.

Please (√) in the box

MEMBER

PROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy





**Form No. MGT-11**

**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:** L18104MH2014PLC252842

**Name of the Company:** Billwin Industries Limited

**Registered Office:** 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,

<b>Name of the member(s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No. / Client Id:</b>	
<b>DP ID:</b>	

I/ We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, the 5<sup>th</sup> April, 2023 at 10.00 a.m. at the registered office of the Company at 79, Vishal Industrial Estate Village Road, Bhandup (West), Mumbai – 400 078, Maharashtra,, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description of Resolutions:
<b>Ordinary Business:</b>	
1.	Regularization of Mr. Rasik Jadavji Thakkar (DIN: 10059134) as Non-Executive Independent Director;
2.	Increase in Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company;

Signed this ..... day of ..... 2023

Signature of shareholder(s)

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**BILLWIN INDUSTRIES LIMITED**  
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**Mumbai City-400078**  
**Email: info@billwinindustries.com**  
**Website: www.billwinindustries.com**  
**CIN: L18104MH2014PLC252842**



Signature of Proxy holder(s)

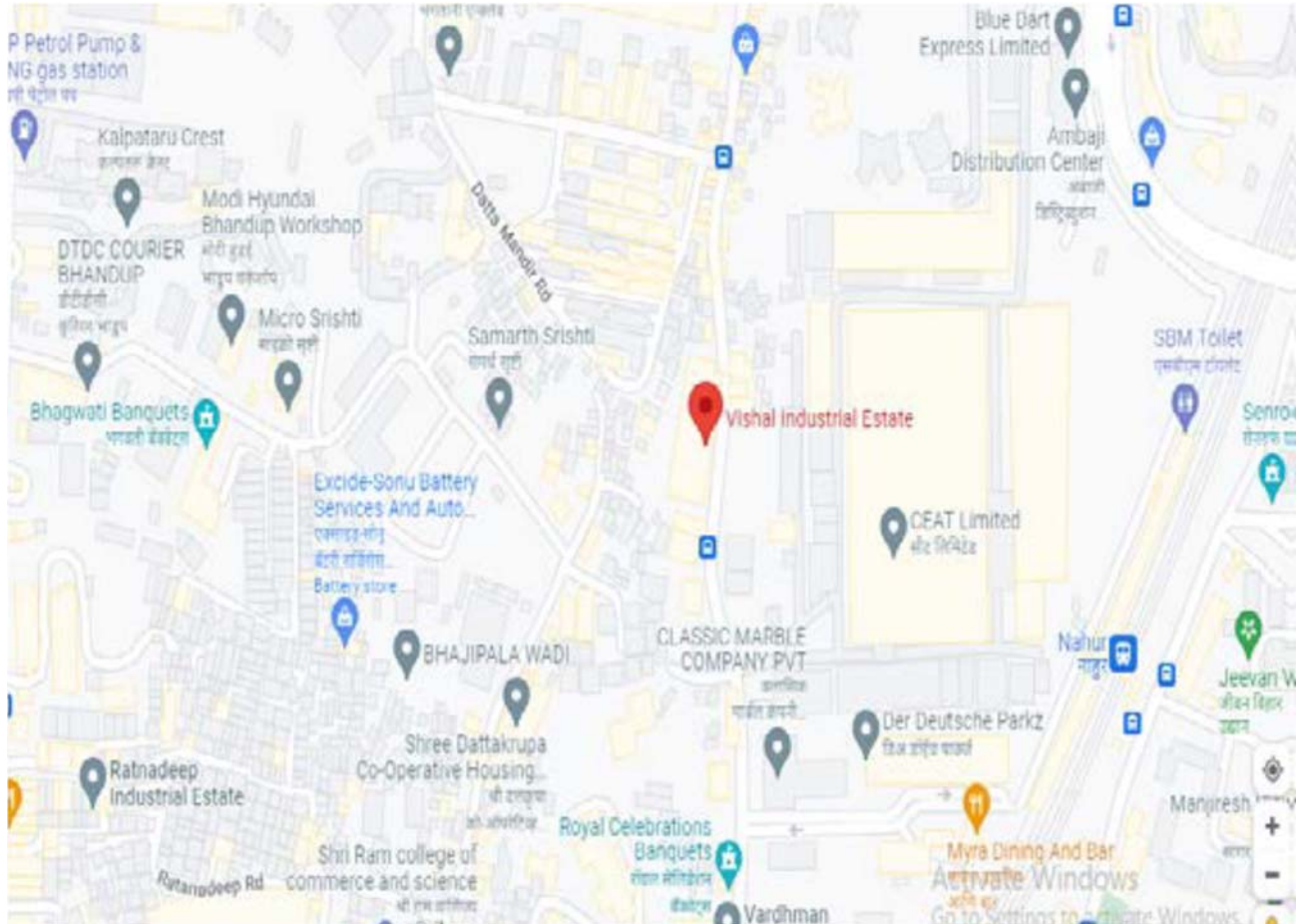
**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.



## ROUTE MAP

**79, Vishal Industrial Estate Village Road, Bhandup West Mumbai Mumbai City-400078 India**



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**BILLWIN INDUSTRIES LIMITED**  
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