

DATE: 27/06/2024

**AGENDA FOR BOARD MEETING****TO BE HELD ON THURSDAY 04<sup>TH</sup> DAY OF JULY, 2024 AT 11:00 A.M.**




Sr. No.	Particulars
1.	Quorum.
2.	Leave of Absence.
3.	To take note of the Minutes of the previous Board Meeting
4.	To Consider and grant Approval to borrow monies up to the borrowing limits.
5.	To Consider and Approve Shifting Of Registered Office of The Company Within the City.
6.	To Authorize Mr. Divyansh Gupta to Execute the Leave & License Agreement with M/S. Jagdish Saree Printing.
7.	Any other matter as the Board of Directors deems fit, with the permission of chair.

*Divyansh Gupta*  


**Kundan Edifice Limited**

Corp. Ofc: A-201, 2nd Flr, Prime Trade Centre, Above Model Co-Op Bank, Sativali, Vasai East, Palghar - 401208

Works Vasai: Gala No. A/B, Ganesh Industrial Estate, Behind Burma Shell Petrol Pump, Vasai East, (Palghar), Thane - 401208

Works Bhiwandi: F-7, 8, 9, Gr Floor, 107, 108, 109, 1st Floor & 207, 208, 209, 2nd Floor, Maa Padmavati Prerna Complex, Valpada, Anjur Road, Bhiwandi, Thane - 421302,  : info@kundanedifice.com  : www.kundanedifice.com  : +91-9175924916

**NOTICE OF BOARD MEETING**  
**THROUGH VIDEO CONFERENCING**

To  
The Board of Directors of,  
**KUNDAN EDIFICE LIMITED**  
**(L36100MH2010PLC206541)**  
Gala No. A/B, Ganesh Industrial Estate,  
Behind Burma Shell Petrol Pump,  
Vasai East, (Palghar), Valiv,  
Thane – 401208.

**Sub: Notice of Meeting of the Board of Directors of the Company Through Video**  
**Conferencing**

Dear Directors,

NOTICE is hereby given that the Meeting of Board of Directors of **M/s. KUNDAN EDIFICE LIMITED** (the Company) for the financial year 2024-2025 is proposed to be held through video conferencing as per the following:

**Day and Date: Thursday 04<sup>th</sup> Day of July, 2024**  
**Time: 11:00 AM**  
**Venue: Through Video Conferencing**

Agenda along with notes to agenda for the Board Meeting is attached herewith for your reference as Annexure I.

Your kind presence in the meeting is solicited.

Kindly acknowledge on email ([divyansh@kundanedifice.com](mailto:divyansh@kundanedifice.com)) the receipt of Notice and Agenda details.

For **KUNDAN EDIFICE LIMITED**

*Divyansh Gupta*



**DIVYANSH MUKESH GUPTA**  
**DIRECTOR**  
**DIN: 06846463**  
Place: Mumbai  
Date: 27/06/2024

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. KUNDAN EDIFICE LIMITED HELD ON, THURSDAY 04TH DAY OF JULY, 2024 THROUGH VIDEO CONFERENCING AT 02:00 PM**

**R.1: TO INCREASE BORROWING POWER OF BOARD OF DIRECTORS IN EXCESS OF PAID-UP SHARE CAPITAL, FREE RESERVES AND SECURITIES PREMIUM OF THE COMPANY UP TO RS. 100 CRORE AS PER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013:**

**RESOLVED THAT** pursuant to the provisions of the memorandum and articles of association of the Company and Section 179 [and Section 180] of the Companies Act, 2013, read with the applicable rules of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws, if any, and in terms of the consent of the shareholders of the Company authorising the Board of Directors (which expression shall include any committee(s) thereof and hereinafter collectively referred to as the "Board") of the Company to borrow monies up to the borrowing limits, vide the shareholder resolution passed under Section 180(1)(c) of the Companies Act, 2013 at the general meeting of the shareholders of the Company on **Wednesday, held on 16<sup>th</sup> October, 2019** to borrow from any company or financial institution and to take CC limit from any Bank and financial institution at any time within the limited specified hereafter called as "Lender", a loan up to the extent of Rs. (Rupees 100 Crore) (Rupees One Hundred Crores Only hereafter called a "Loan" with such variations as are necessary copy whereof was placed before this meeting and for the purpose of identification initialed by the chairman of the meeting.

**RESOLVED FURTHER THAT** the terms and conditions as to rate of interest, commitment charges, fees, repayment and security for the Loan, as applicable, as more particularly specified in the Loan Agreement are hereby accepted.

**RESOLVED FURTHER THAT** Mr. Divyansh Mukesh Gupta (Managing Director) of the company be and is hereby severally authorized to sign, execute and deliver such documents, accept such modifications thereto as may be suggested by the Lender to perform all acts, deeds, matters and things and to execute the Loan Agreement and any other documents, writings and agreements in connection with finalising the terms and conditions in connection with or relating to the said Loan or as may be necessary or expedient to give effect to this resolution including submitting a true copy of this resolution certified as such to the Lender and execute such amendments, supplemental deeds, instruments and other writings and to do all such acts, deeds and all things as may be required or considered necessary.

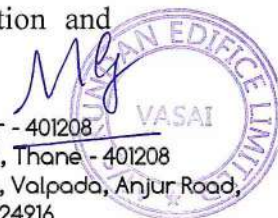
**RESOLVED FURTHER THAT** Mr. Divyansh Mukesh Gupta be and is hereby severally authorized to negotiate, finalize and execute all the documents, deeds, writings and powers of attorney to create the security as may be required under the Loan Agreement and to create additional security as may be required by the Lender and make all necessary applications, filings and registrations with statutory or government authorities for the creation and perfection of the security within the time prescribed by the law thereof.

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**RESOLVED THAT** Mr. Divyansh Mukesh Gupta be and are hereby given authority to apply for disbursement from the sanctioned loan amount and utilize it only towards the purpose mentioned in the loan Agreement.

**RESOLVED FURTHER THAT** the Company hereby gives specific consent to the Lender disclosing / submitting the financial information as defined in Section 3(13) of the Insolvency and Bankruptcy Code, 2016 ("Code"), in respect of the Loan availed from the Lender, to any Information Utility, as defined in Special Resolution under Section 180 (and their reference) shall only be required, when the borrowings are exceeding the total paid up capital and free reserves of the Company.

Section 3(21) of the Code, in accordance with the Code and directions issued by Reserve Bank of India from time to time and hereby specifically agree to promptly authenticate the financial information submitted by the Lender, as and when requested by the concerned Information Utility.

**RESOLVED FURTHER THAT** the common seal of the Company, event its available, be affixed on the said agreements and documents and any further documents and agreements that may be required by Mr. Divyansh Mukesh Gupta who shall sign the same in token thereof and that the common seal of the Company be and is hereby authorised to be brought temporarily out of the registered office of the Company for this purpose for a period not exceeding one month.

**RESOLVED FURTHER THAT** the Company do file the requisite particulars relating to charge/ modification of charge, if applicable, in connection with the borrower in favor of Concerned Bank with the Registrar of Companies within the time prescribed by law there for.

**RESOLVED FURTHER THAT** the certified true copy of the above resolution be forwarded to the concerned bank(s)/financial institution(s)/trustee(s) etc. under the signature of the Authorized Officers of the Company."

**RESOLVED FURTHER THAT** any of the Directors or the Company, be and are hereby severally authorized to file necessary intimations, returns, forms, clarifications and documents with the regulatory authorities including but not limited to the Registrar of Companies, and to provide certified true copy of this Resolution under their Signature upon request from such persons/authorities as may be deemed fit in this regard and to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid Resolution."

**RESOLVED FURTHER THAT** email id of the Company, such as divyansh@kundanedifice.com, be and is hereby designated as the registered email id which will be used for all Loan related communications with the Lender, including disbursement and loan service requests."

Capitalized terms used but not defined herein shall have the meanings assigned to them under the respective Loan Agreement.

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## **R.2: SHIFTING OF REGISTERED OFFICE OF THE COMPANY WITHIN THE CITY:**


Chairman put the following resolution before the meeting of the Board and was passed by Board Unanimously:

**“RESOLVED THAT** pursuant to the provisions of section 12 (5) of the Companies Act, 2013 and any other provisions applicable, if any, subject to the approval of Board of Directors of the Company be and is hereby accorded to shift the registered office of the Company from Gala No. A/B, Ganesh Industrial Estate, Behind Burma Shell Petrol Pump, Vasai East, (Palghar), Valiv, Thane, Vasai- 401208 **To** A - 201, 2nd Floor, Prime Trade Centre, Above Model Co-Op Bank, Sativali, Vasai (E), Palghar - 401208.”

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any one of the Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form INC.22 as return of Change of Address of Registered Office with the Registrar of Companies, Mumbai.”

**//CERTIFIED TO BE TRUE COPY//**

**For KUNDAN EDIFICE LIMITED**

*Mallika Gupta*  


**MLLIKA MUKESH GUPTA  
WHOLE – TIME DIRECTOR**

**DIN: 07961410**

Place: Mumbai

Date: 04/07/2024

## Kundan Edifice Limited

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