



## **Primus Partners Private Limited**

(Formerly Known as Valueserve Management Consultants Pvt. Ltd.)

Registered Office: 86/SP, 63, Behind Yes Bank, Pratap Nagar, Jaipur, Rajasthan 302033

+91 9167664995 | info@primuspartners.in

CIN: U72200RJ2010PTC033307

### **NOTICE**

**NOTICE** is hereby given that an Extra Ordinary General Meeting on shorter notice of the members of the Company **PRIMUS PARTNERS PRIVATE LIMITED (CIN: U72200RJ2010PTC033307)** will be held on Tuesday 27<sup>th</sup> day of October 2020 at 9.00 A.M. through Video Conferencing or other Audio Visual Means in compliance with all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020, and other applicable circulars issued by the Ministry of Corporate Affairs to transact the following business.

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1 SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to provision of section 12, 13 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory amendment or modification on re-enactment thereof), subject to the confirmation of the Regional Director, North Western Region, Ministry of Corporate Affairs, any other competent authority and such other sanctions and approvals as may be required the consent of the members of the company be and is hereby accorded for shifting of Registered Office of the Company from 86/SP, 63, Behind Yes Bank Pratap Nagar, Jaipur-302033, Rajasthan to Plot No. 56, (134/26), Janpath, Connaught Place, New Delhi-110001, National Capital Territory.

**RESOLVED FURTHER THAT** Mr. Nilaya Varma, (DIN: 08736072) and/or Mrs. Charu Malhotra,(DIN: 07327365), Director(s) of the Company be and is/are hereby authorised either jointly or severally to sign, submit, collect the petition(s), application(s), affidavit(s), declaration(s), deed(s), and all other incidental or ancillary document if any with respect to the shifting of registered office of the company, and to comply with all necessary, allied, incidental and ancillary activities and to represent the company before any government, semi govt. and non govt. authority if any and to appoint any authorised representative(s) and give necessary authority as may deem fit and proper to do all necessary steps and action as may be required from time to time if any to give effect to the above resolution.”

##### **ITEM NO. 2 ALTERATION OF MEMORANDUM OF ASSOCIATION PURSUANT TO SHIFTING OF REGISTERED OFFICE OF THE COMPANY:**

**“RESOLVED THAT** pursuant to provision of section 12, 13 and all other applicable provisions, if any, of the Companies Act 2013 (including any statutory amendment or modification on re-enactment thereof), subject to the confirmation of the Regional Director,



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North Western Region, Ministry of Corporate Affairs, any other competent authority and such other sanctions and approvals as may be required the consent of the members of the company be and is hereby accorded to substitute the existing clause II of the Memorandum of Association of the Company with the following clause:

### **II. The Registered Office of the Company will be situated in the National Capital Territory, Delhi**

**RESOLVED FURTHER THAT** Mr. Nilaya Varma, (DIN: 08736072) and/or Mrs. Charu Malhotra, (DIN: 07327365), Director(s) of the Company be and is/are hereby authorised either jointly or severally to do all such act(s), thing(s), deed(s), and all other allied, incidental or ancillary activities as may be required from time to time if any to give effect to the above resolution."

### **ITEM NO. 3 ADOPTION OF NEW ARTICLE OF ASSOCIATION**

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

**"RESOLVED THAT** pursuant to the provision of Section 14 and other applicable provisions of Companies Act, 2013, and other applicable provisions, if any of the Act or any other Law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), and subject to the approval of the shareholders, the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company."

**RESOLVED FURTHER THAT** Mr. Nilaya Varma, (DIN: 08736072) and/or Mrs. Charu Malhotra, (DIN: 07327365), Director(s) of the Company be and is/are hereby authorised either jointly or severally to do all such act(s), thing(s), deed(s), and all other allied, incidental or ancillary activities as may be required from time to time if any to give effect to the above resolution."

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
PRIMUS PARTNERS PRIVATE LIMITED**

**CHARU MALHOTRA  
(DIN: 07327365)  
DIRECTOR**



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**Date:**

**Place:**

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### **NOTES:**

1. PROXY: Since the presence of members through VC and not physically, proxy provisions are dispensed with.
2. Route Map: Since the meeting is in virtual mode no need of route map.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this notice.



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### **EXPLANATORY STATEMENT**

#### **PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

##### **ITEM NO. 1 & ITEM NO. 2:**

Your Board of Directors analyses that the entire management of the Company has been changed. In this view it is better to shift the registered office of the company from the State of Rajasthan to NCT Delhi, the local limits where the maximum shareholders and management resides in the interest of company's future growth. Moreover all activities and work of the company are taking place from corporate office situated in Delhi and it is very expensive and difficult for the company to continue its registered office in Jaipur (Rajasthan). Thus for administrative convenience and efficiency, your Board of Directors has decided in their Board Meeting held on 17.10.2020 that the Registered Office of the Company be shifted from the State of Rajasthan to NCT Delhi. As per provisions of Section 13(4) and other applicable provisions, if any, of the Companies Act, 2013 such shifting of Registered Office require to alter Memorandum of Association of the Company and also require to obtain necessary approval of Shareholders and Regional Director and other authorities as required under the laws in which company doing business. Therefore your Board of Directors recommends the passing of above said resolution as a Special Resolution. A copy of the Memorandum and Articles of Association as on date and also indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during business hours.

The nature of concern or interest, financial or otherwise of:

(i) Every director: No financial interest; the interest is only to the extent of shareholding because the directors are also the shareholders of the Company.

(ii) KMP – Not Applicable.

(iii) Relatives of the Directors: No interest, financial or otherwise.

It is to be noted that this resolution does not relate to or affects any other Company.

The Board recommends the passing of this resolution by way of special resolution.

##### **ITEM NO.3:**

The Board of Directors of the Company analyses that as per the Provision of the Companies Act, 2013, the Company needs to adopt new Set of Articles of Association in place of existing Articles of Association. As per section 14 of the Companies Act, 2013, for alteration of the Articles of Association of the Company, approval of the shareholders is necessary. Therefore your Board of Directors recommends the passing of above said resolutions as a Special Resolution.



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A copy of the Memorandum and Articles of Association as on date and also indicating the proposed amendments is available for inspection at the registered office of the Company on any working day during business hours.

The nature of concern or interest, financial or otherwise of:

(i) Every director: No financial interest; the interest is only to the extent of shareholding because the directors are also the shareholders of the Company.

(ii) KMP – Not Applicable.

(iii) Relatives of the Directors: No interest, financial or otherwise.

It is to be noted that this resolution does not relate to or affects any other Company.

The Board recommends the passing of this resolution by way of special resolution

**FOR AND ON BEHALF OF BOARD OF DIRECTORS OF  
PRIMUS PARTNERS PRIVATE LIMITED**

**CHARU MALHOTRA  
(DIN: 07327365)  
DIRECTOR**

**Date:**

**Place:**