



# SIDWAL REFRIGERATION INDUSTRIES Private Limited

Regd. Office & Works: Plot 23, Sector-6, Faridabad, Haryana -121006 Tel: 0129-4185100, 2241240

Fax: 0129-2240078

E-mail: sidwal@sidwal.com, website: www.sidwal.com, CIN: U74899HR1965PTC112468



Reg. No. 159062-2014  
-AQ-IND-UNIFE



(ISO 9001 : 2015)  
Reg. No.: R91/098

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of Sidwal Refrigeration Industries Private Limited will be held on Friday, 21st day of February, 2025 at 03:00 P.M. IST at 1st Floor, Universal Trade Tower, Sector - 49, Sohna Road, Gurgaon - 122 018 to transact following matters as :

### SPECIAL BUSINESS

#### 1. AUTHORIZATION UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013.

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

**“RESOLVED THAT** in supersession to the resolution passed by the members of the Company in its Extra Ordinary General Meeting held on 07.05.2019, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with the rules framed there under, the enabling provisions of Articles of Association of the Company and other applicable laws, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the recommendation of the Audit Committee members, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), to borrow any sum or sums of moneys whether rupee loans or foreign currency loans or other external commercial borrowings in one or more tranches (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) from the Banks and / or Financial / Lending Institutions and/ or Body Corporate(s) or from any other sources, such as, Foreign Banks, Foreign Investment / Financial Institutions or Funds or other Bodies or such other Persons / Individuals, Authorities / Entities located in India or abroad whether by way of cash credit, working capital, term loan, advances in any form, bill discounting, commercial paper or other forms of credit or warrants, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company’s assets and properties whether moveable or immovable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work in-progress and book debts of the Company on such terms and conditions as may be considered suitable by the Board upto a limit, the outstanding of which shall not exceed, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, at any given time (including money already borrowed), Rs. 600 Crore (Rupees Six Hundred Crore only) or aggregate of its paid up share capital, free reserves and securities premium, whichever is higher.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to Board to arrange or fix terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and to sign and execute and/ or cause to sign and execute all Deed(s), Agreement(s), Deed(s) of Mortgage, Charge, Hypothecation, Lien, Undertaking(s), Declarations, letters of application and Undertaking(s), Guarantee(s) and other writing(s) and amendment(s)/ modification(s)/ alteration(s) thereto as may be necessary or required for this purpose and to issue such receipt(s), promissory note(s) etc.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

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**RESOLVED FURTHER THAT** any of the Director/s of the Company and/or Company Secretary of the Company be and is/are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

### 2. **AUTHORIZATION UNDER SECTION 180(1)(A) OF COMPANIES ACT, 2013.**

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

“**RESOLVED THAT** in supersession to the resolution passed by the members of the Company in its Extra Ordinary General Meeting held on 07.05.2019, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the enabling provisions of the Memorandum and the Articles of Association of the Company, and on the recommendation of Audit Committee members, the consent of the members be and is hereby accorded to authorise the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this resolution), for creation of charge / mortgage / pledge / hypothecation / security together with existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or to sell, lease or otherwise dispose off whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board may think fit, including but not limited to or in favour of banks, public financial institutions, non-banking financial institutions, mutual funds, trusts including InvITs, body(ies) corporate, and trustees for the holders of debentures, or any other person(s)/party(ies) (hereinafter referred to as “Lenders”), for the purpose, including but not limited (a) to sale, lease or dispose off the whole or substantially the whole of the undertaking(s) or one or more undertaking(s), or (b) to secure the financial assistance provided/ to be provided by the Lenders to the Company and/or its associate or subsidiary or holding or group companies by way of loans and/ or advances and/ or letters of credit and/ or bank guarantees or otherwise, together with all interests, additional interest, default interest, commitment fees, premia on prepayment, any fees, costs, charges, expenses and all other monies payable by the Company and / or its associate or subsidiary or holding or group companies to the Lenders, not exceeding the limits approved under Section 180(1)(C) of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient, and to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary; resolve or settle any question, difficulty, dispute or doubt that may arise in regard to creating of mortgages/ charges as aforesaid; further delegate the powers / authorities expressly or impliedly granted under this resolution to any of its committees, employees / officers of the Company, authorised representative(s); hiring any consultants, agents, advisors, etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from the Members.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company and/or Company Secretary of the Company be and is/are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

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### 3. APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO PROVIDE LOAN TO YUJIN MACHINERY INDIA PRIVATE LIMITED

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and Section 186 of the Companies Act, 2013, (**“the Act”**), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (**“the Rules”**), if any, and other applicable regulations, rules and circulars / guidelines in force, from time to time (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of Memorandum of Association and Articles of Association of the Company and on the recommendation of Audit Committee members, the consent and approval of members of the Company be and is hereby accorded to the Board (*hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution*) to advance any loan including any loan represented by a book debt, to **Yujin Machinery India Private Limited (“Yujin India”), the step-down subsidiary company**, being as entity covered under the category of ‘a person in whom any of the Director of the Company is interested’ as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, from time to time, up to an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees Hundred Crore Only) outstanding per annum in one or more tranches, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans or advances, as the case may be, are utilized by Yujin India its principal business activities, at a rate of interest which is not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, (including its committees thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

By order of the Board of Directors  
For Sidwal Refrigeration Industries Private Limited



(Daljit Singh)  
Whole Time Director  
DIN:02023964

Place: Gurugram  
Date: 23.01.2025

Address: - 829A, The Camellias, Sector-42,  
DLF Links, DLF-5, Gurgaon, Haryana - 122009

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### Notes:

1. The explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder concerning the special business in respect of Item no. 1, 2 and 3 as set out in the notice is annexed hereto and forms part of the notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a member of the Company.
3. **Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the meeting.**
4. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Members/ Proxies should bring their Attendance slip/sheet duly completed for attending the Meeting.
6. 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.
7. Further, as per the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards-2 dated 15 April 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
8. Members are requested to notify immediately any change of address in respect of the shares held in physical form together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc.
9. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their Folio numbers.
10. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

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11. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company during the business hours upto the date of the Extra Ordinary General Meeting and at the venue of the meeting for the duration of the meeting.

By order of the Board of Directors  
For Sidwal Refrigeration Industries Private Limited



(Daljit Singh)

Whole Time Director

DIN: 02023964

Address: - 829A, The Camellias, Sector-42,  
DLF Links, DLF-5, Gurgaon, Haryana - 122009

Place: Gurugram

Date: 23.01.2025

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### EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013, to the resolution proposed to be passed at the Extra Ordinary General Meeting to be held on 21 February 2025 at 03:00 P.M. IST}

#### **ITEM NO. 1 AND 2**

Members are hereby informed that borrowing limits under Section 180(1)(c) of the Companies Act, 2013 (“the Act”) were approved upto Rs. 300 Crore at Extra Ordinary General Meeting, held on 07.05.2019.

Now, keeping in view your Company’s existing and future financial requirements for furtherance of its business operations and since the turnover of the Company is witnessing constant increase, your Company anticipates that the Company may require additional funds for smooth functioning of its operations.

For this purpose and as per section 180(1)(c) of the Act, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (**apart from temporary loans obtained from the Company’s bankers in the ordinary course of business**) which may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company.

Hence, it is proposed to increase the maximum borrowing limit to Rs. 600 Crore (Rupees Six Hundred Crore Only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher and for this approval of members is required.

Accordingly, subject to the approval of the members of the Company, in the meeting of the Board of Directors of the Company held on 23 January 2025, the approval of the Board members was accorded to avail funds from the Banks and/ or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources up to the aforesaid limit of Rs. 600 Crore (Rupees Six Hundred Crore Only) or aggregate of Company’s paid-up share capital, free reserves and securities premium, whichever is higher and to arrange or fix terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and to sign and execute and/ or cause to sign and execute all Deed(s), Agreement(s), Deed(s) of Mortgage, Charge, Hypothecation, Lien, Undertaking(s), Declarations, letters of application and Undertaking(s), Guarantee(s) and other writing(s) and amendment(s)/ modification(s)/ alteration(s) thereto as may be necessary or required for this purpose and to issue such receipt(s), promissory note(s) etc.

Hence, consent and approval of the members of the Company by way of a special resolution is required for giving authority to the Board of Directors of the Company (including its committee thereof) to avail funds from the Banks and/or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources, upto, higher of the following limit:

- i) Rs. 600 Crore or
- ii) aggregate of Company’s paid-up share capital, free reserves and securities premium

Further, in order to facilitate the borrowings made/to be made by the Company, it would be necessary, that the said borrowings may be secured by way of charge / mortgage / hypothecation on the Company’s assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc.

Accordingly, consent and approval of the members of the Company by way of a special resolution under Section 180(1)(a) of the Act is required for giving authority to the Board of Directors of the Company (including its committee thereof) for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or

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substantially the whole of any of such undertakings, consenting to the creation of the said mortgage or charge or hypothecation, not exceeding the limits approved under Section 180(1)(c) of the Act i.e. Rs. 600 Crore.

None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 1 & 2, except to the extent of their shareholding in the Company, if any.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board recommends the **SPECIAL RESOLUTIONS** as set out in Item No. 1 and 2 of this notice for the approval of members.

### ITEM NO. 3

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan including any loan represented by a book debt taken by any person in whom any of the director of the company is interested, subject to the condition that—

- a) A special resolution is passed by the company in a general meeting; and
- b) the loans are utilized by the borrowing company for its principal business activities

Your Company has been on a trajectory of organic and inorganic acquisitions for shaping it as a diverse group. Therefore, it is anticipated that in order to achieve greater expertise, capabilities, acceleration in the pace of innovation, geographic expansion to establish a presence in new markets and diversify the revenue streams.

Your Company through, AT Railway Sub Systems Private Limited (a wholly owned subsidiary of the Company) has partnered with Yujin Machinery Ltd., a leading South Korea-based company and incorporated Yujin Machinery India Private Limited, as the step down subsidiary of the Company with the objective of manufacturing a comprehensive range of products, including driving gears, couplers, pantographs, and brakes, for various types of rolling stock.

The details of the step-down subsidiary Company is as follows :

Sl. No.	Name of the Company	Nature of Relationship	Purpose for which loan is required
1.	Yujin Machinery India Private Limited	Step down subsidiary Company	Working capital and capital expenditure requirement of the Company. (Approval shall be accorded by members, in EGM on 21.02.2025)

Accordingly, in the meeting of the Board of Directors of the Company held on 23 January 2025, the approval of the Board members was accorded for making of Loan(s) including any loan represented by a book debt of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only), subject to the approval of the members of the Company in a duly convened Extra Ordinary General Meeting in terms of provisions of the Section 185 and 186 of the Act.

Since, the said step-down subsidiary is small in terms of scale and operations and revenue, it may face challenges in obtaining credit facilities from financial institutions, which ultimately leads to hindering the growth of the Company. Therefore, it is contemplated that the Company may be required to give loan(s) including loan represented by way of Book Debt (the "Loan") to above step-down subsidiary.

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The Company is expected to render support for the business requirements of **Yujin Machinery India Private Limited ("Yujin India") the step-subsiary company**, in the group, from time to time by way of any loan including any loan represented by a book debt taken by Yujin India, provided that such loans or advances as the case may be, are utilized by Yujin India for its principal business activities, at a rate of interest which is not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as per the provisions of Section 186 of the Companies Act, 2013 read with applicable rules. (the "Principal Business Activities").

Since, Yujin India is an entity covered under the category of 'a person in whom any of the Director of the Company is interested' as specified in the explanation to sub-section 2 of the Section 185 of the Companies Act, 2013 and hence consent of the members is being sought by way of a Special Resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) to Yujin India, of an aggregate outstanding amount not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) in one or more tranches.

None of the Directors, Key Managerial Person(s) of the Company or their relatives are, in any way, concerned or interested either financially or otherwise, in the said resolution, save and except to the extent of their shareholding and directorship in the subsidiary (if any).

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 3 for the approval of the members.

By order of the Board of Directors  
For Sidwal Refrigeration Industries Private Limited



(Daljit Singh)

★ Whole Time Director

DIN:02023964

Address: - 829A, The Camellias, Sector-42,  
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Place: Gurugram

Date: 23.01.2025

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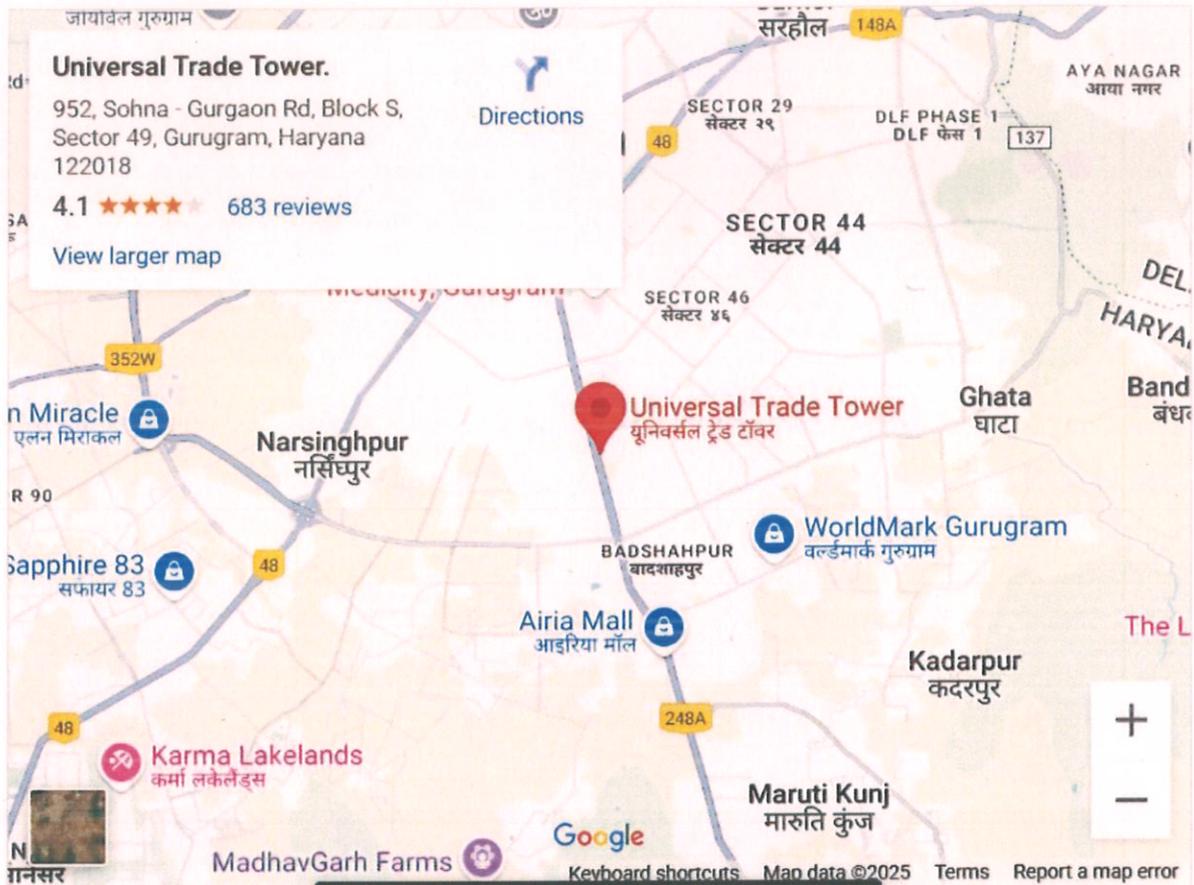
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## Route map of the venue

<https://maps.app.goo.gl/2h5vhpZkC7rJSCWb6>



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