

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MICROTEK INTERNATIONAL PVT. LTD. IS SCHEDULED TO BE HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 05:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, AT H-56, UDYOG NAGAR, MAIN ROHTAK ROAD, NEW DELHI- 110041 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, the Auditor's Reports thereon and 33rd Board's Report; and consequently to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, the reports of Auditors thereon and 33rd Board's Report laid before this meeting, be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

2. Appointment of Mr. Manoj Jain (DIN: 00011931) as Director of the Company.

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

"RESOLVED THAT in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], on the recommendations of the Board, **Mr. Manoj Jain (DIN: 09318286)**, who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 31, 2022 pursuant to the provisions of Section 161 of the Act and Article of Association of the Company, and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



DATE: 30/09/2022
PLACE: NEW DELHI

FOR MICROTEK INTERNATIONAL PVT. LTD.



SANJEEB KUMAR SUBUDHI
Company Secretary
M. No.: A18791



NOTES:

- 1) 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/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND SIGNED IN THE PRESCRIBED FORM (FORM MGT-11) AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTACHED IN THE NOTICE FOR THE CONVENIENCE OF MEMBERS.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in 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, provided that the person does not act as proxy for any other member.

- 2) Members are requested to notify the Company immediately if there is any change in their address or e-mail IDs, so that the same could be updated in the Company's records and all future communication could be sent at the updated address.
- 3) A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special businesses to be transacted at the 33rd AGM is annexed hereto.
- 4) Proxy Form (MGT-11), Route Map and Attendance Slip are attached herewith. Members/Proxies are requested to fill in and sign the enclosed Attendance Slip for attending the meeting
- 5) A format of Consent Form to give consent to convene the meeting at shorter notice and to receive copies of Financial Statement at a shorter period is attached herewith.

The meeting shall be convened if consent from 95% of the members, entitled to vote at the meeting, provide their consent to convene the meeting.



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EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the businesses under Item No. 2 as mentioned in the accompanying Notice.

Item No. 2

Appointment of Mr. Manoj Jain (DIN: 09318286) as Director of the Company:

Mr. Manoj Jain was appointed as an Additional Director of the Company w.e.f. January 31, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company. Further, Mr. Jain was also appointed as Whole Time Director for a period of 5 years w.e.f. January 31, 2022.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Manoj Jain shall hold the office as Additional Director up to the date of this Annual General Meeting of the Company. Mr. Jain has been working with the Company as employee since 1999. Lately he has been part of the top management handling sales, marketing and Dealer Distributor Network. He has vast experience of more than 21 years in marketing promotional activities, managing dealer distributor network, inventory management and equipment utilisation. Accordingly, it is proposed to appoint him as a regular director of the Company. The Board is of the view that the appointment of Mr. Manoj Jain as a regular director on the Board of the Company is desirable and would be beneficial to the Company and with respect to the same recommends his appointment as such by the members in the ensuing Annual General Meeting. Mr. Jain, if appointed as a regular director, his term as Whole Time Director shall continue, without break, till the expiry of his term of 5 years.

The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 and Articles of Association of the Company proposing him to be appointed as a regular director. Further, Mr. Manoj Jain is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. As per the provisions of Section 152 of the Companies Act, 2013 appointment of Director shall be made by the Company in General Meeting. 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 as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel or any of their relatives is concerned or interested in the proposed resolution except Mr. Manoj Jain who is currently acting as additional director on the Board.



DATE: 30/09/2022
PLACE: NEW DELHI

FOR MICROTEK INTERNATIONAL PVT. LTD.

A handwritten signature in blue ink, appearing to be "Sanjeeb Kumar Subudhi".

SANJEEB KUMAR SUBUDHI
(Company Secretary)
M. No.: A18791

**FORM 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: **U74899DL1989PTC036999**

Name of the company: **MICROTEK INTERNATIONAL PVT. LTD.**

Registered office: **H-56, UDYOG NAGAR, MAIN ROHTAK ROAD, NEW DELHI- 110041**

Name of the Member(s):

Registered address:

E-mail ID:

Folio No. / DP ID / Client ID*

I / We, being the Member(s) ofshares of Microtek International Pvt. Ltd., hereby appoint

1. Name :

Address :

E-mail ID :

Signature : _____, or failing him/her

2. Name :

Address :

E-mail ID :

Signature : _____, or failing him/her

3. 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 Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 5:30 p.m. at registered office H-56, Udyog Nagar, Main Rohtak Road, New Delhi-110041 and at any adjournment thereof in respect of such resolutions as are indicated below:



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Resolution Number	Resolution	For	Against
1.	<p>“RESOLVED THAT the audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2022, the reports of Auditors thereon and 33rd Board’s Report laid before this meeting, be and are hereby received, considered and adopted.”</p>		
2.	<p>“RESOLVED THAT in terms of the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], on the recommendations of the Board, Mr. Manoj Jain (DIN: 09318286), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on January 31, 2022 pursuant to the provisions of Section 161 of the Act and Article of Association of the Company, and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”</p>		

Signed this day of September, 2022

Affix
Revenue
Stamp

Signature of Member

Signature of Proxy holder(s)

Note: This form of Proxy in order to be effective should be duly submitted and deposited at the Registered Office of the Company, not less than forty eight hours before the commencement of the meeting.

*Applicable for members holding shares in Electronic Form



Manoj Jain

Consent Form

To,
The Board of Directors
Microtek International Private Limited
H-56, Udyog Nagar, Main Rohtak Road
New Delhi-110041

Subject: Consent to hold 33rd Annual General Meeting at Shorter Notice and to receive copies of financial statement at a shorter period

Dear Sir,

I, _____, Son/Wife of Shri _____, Resident of _____, holding _____ (in words _____) Equity Shares of Rs. 10/- (Rupees Ten Only) each in the Company in my own name, hereby give my consent, pursuant to Section 101(1), of the Companies Act, 2013, to hold the 33rd Annual General Meeting of the Company at a shorter notice on 30th day of September, 2022 at 5:30 P.M.

Further, I hereby give my consent under Section 136 of Companies Act, 2013 to receive the financial statement, auditor's report and every other document(s) as required by law to be attached/ annexed with financial statement, at a shorter period of time than prescribed under the Act.

Yours Faithfully,

Name:

Add:

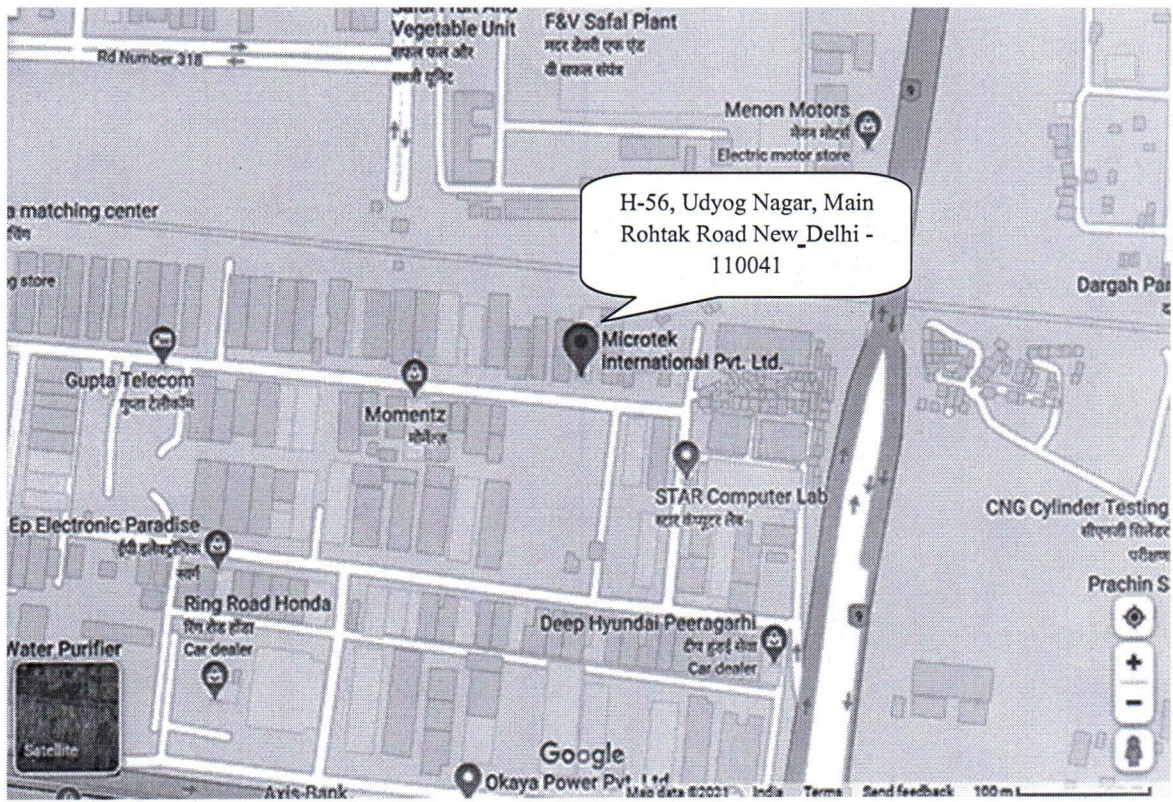
Date:

Place:



A handwritten signature in blue ink, appearing to be "J. M. S." or similar.

Route Map



Map source: Google Map



A handwritten signature in blue ink, appearing to be "J. M. S." or similar.