

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING OF THE MICROTEK INTERNATIONAL PVT. LTD. IS SCHEDULED TO BE HELD ON SATURDAY, DECEMBER 30, 2023 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, 2023, the Auditor's Reports thereon and 34th 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, 2023, the reports of Auditors thereon and 34th Board's Report laid before this meeting, be and are hereby received, considered and adopted.”

SPECIAL BUSINESS:

- 2. Ratification of Remuneration of Cost Auditor of the Company, appointed by the Board of Directors, and to consider, and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of **M/s. S Chander & Associates, Cost Accountants** (Firm Registration No. 100105), who has been appointed by the Board of Directors at their duly convened meeting, as the Cost Auditor of the Company to conduct the audit of the applicable cost records for the Financial Year 2022-23 of erstwhile companies viz. Microtek Balaji Powertronics Pvt. Ltd., Microtek Shivalik Industries Pvt. Ltd., Microtek Himachal Power Products Pvt. Ltd. and Microtek Universal Power Products Pvt. Ltd. which have been merged/amalgamated with the Company as per hon'ble NCLT's final order dated 1st August, 2023, for an amount of INR 70,000/- (Rupees Seventy Thousand Only) plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals in connection with the audit, be and is hereby ratified and confirmed.”

FOR MICROTEK INTERNATIONAL PVT. LTD.

DATE: 30/11/2023
PLACE: NEW DELHI

-Sd-
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.

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

Ratification of Remuneration of Cost Auditors of the Company

The Board of Directors of the Company, in its meeting held on 19.10.2021, had approved a composite scheme of arrangement under Sections 230-232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (hereinafter referred to as “the Scheme”) which inter alia provided for amalgamation of 8 companies including Microtek Balaji Powertronics Pvt. Ltd. (“Transferor Company-2”), Microtek Shivalik Industries Pvt. Ltd. (“Transferor Company-3”), Microtek Himachal Power Products Pvt. Ltd. (“Transferor Company-4”), and Microtek Universal Power Products Pvt. Ltd. (“Transferor Company-5”), [the transferor companies mentioned above be collectively referred to as “Transferor Companies”] with the Company (Transferee Company).

Upon a joint application made by the Transferor Companies, the Company and other applicant companies, before the Hon’ble National Company Law Tribunal, New Delhi Bench, (“the NCLT”), the said Scheme has been approved by the NCLT vide its order dated 21.07.2023 followed by a rectified final order dated 01.08.2023; and the Transferor Companies have been merged/amalgamated with the Company w.e.f. Appointed Date being 01.04.2022.

The Transferor Companies, had each appointed **M/s. S Chander & Associates, Cost Accountants** (Firm Registration No. 100105) as their cost auditor, for conducting the audit of their respective cost records, for the Financial Year 2022-23, in terms of the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the merger of Transferor Companies has been made effective before conclusion of such cost audits in the respective Transferor Companies.

Consequent upon the merger/amalgamation of the Transferor Companies with the Company, the above-mentioned cost audits for the Financial Year 2022-23, w.r.t. respective products/ services/ industries/ locations of the Transferor Companies have to be concluded. Accordingly, the Board of Directors have decided to continue with **M/s. S Chander & Associates, Cost Accountants** to complete the said audit pertaining to Transferor Companies for the FY 2022-23.

The Board of Directors of the Company in their meeting held on 05th September, 2023 approved the appointment of **M/s. S Chander & Associates, Cost Accountants** (Firm Registration No. 100105), as the Cost Auditor of the Company to conduct the cost audit for the Financial Year 2022-23, w.r.t. respective products/ services/ industries/ locations of the Transferor Companies. Further, the remuneration of the Cost Auditor has been approved by the Board in its meeting held on 30th November, 2023, for an amount of Rs. 70,000/- (Rupees Fifty Thousand Only), exclusive of Goods and Services Tax and re-imbusement of out-of-pocket expenses.

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014 and other applicable provisions of companies act, 2013, the aforesaid remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Considering the experience and expertise of the Cost Auditor, your directors recommend the matter and the resolution set out at Item no. 2 of the Notice, for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors of the Company, Key Managerial Personnel or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

FOR MICROTEK INTERNATIONAL PVT. LTD.

-Sd-

DATE: 30/11/2023
PLACE: NEW DELHI

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 Saturday, December 30, 2023 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:

Resolution Number	Resolution	For	Against
1.	<p>“RESOLVED THAT the audited Standalone Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2023, the reports of the Auditors thereon and 34th Board’s Report laid before this meeting, be and are hereby received, considered and adopted.”</p>		
2.	<p>“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of M/s. S Chander & Associates, Cost Accountants (Firm Registration No. 100105), who has been appointed by the Board of Directors at their duly convened meeting, as the Cost Auditor of the Company to conduct the audit of the applicable cost records for the Financial Year 2022-23 of erstwhile companies viz. Microtek Balaji Powertronics Pvt. Ltd., Microtek Shivalik Industries Pvt. Ltd., Microtek Himachal Power Products Pvt. Ltd. and Microtek Universal Power Products Pvt. Ltd. which have been merged/amalgamated with the Company as per hon’ble NCLT’s final order dated 1st August, 2023, for an amount of INR 70,000/- (Rupees Seventy Thousand Only) plus applicable taxes thereon besides reimbursement of out of pocket expenses on actuals in connection with the audit, be and is hereby ratified and confirmed.”</p>		

Signed this day of December, 2023

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

Route Map



Map source: Google Map