



Electronic System Design & Manufacturing Services

AS 9100. IATF 16949
ISO 13485. ISO 9001
ISO 14001. OHSAS 18001

SGS Tekniks Manufacturing Pvt. Ltd.

A-3, Infocity, Sector-34, Gurgaon - 122001, Haryana, India

Tel. : +91-124-4628800-30, Fax : 91-124-4628821

E-mail : info@sgst.com, Website : www.sgst.com

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of **SGS Tekniks Manufacturing Private Limited** will be held at shorter notice on Monday, September 26, 2022 at 3:00 p.m. IST at the Registered office of the Company at A-3 Infocity, Sector-34, Gurgaon - 122001 to transact the following business:

Ordinary Business:

1. **To adopt the Standalone and Consolidated Audited Profit and loss account for the financial year ended March 31, 2022 and Balance Sheet together with the Reports of Board of Directors and Auditors thereon.**
2. **To appoint a director in place of Mr. Sanjiv Narayan (DIN: 00198864) who retires by rotation and is eligible for re-appointment;**
3. **To appoint Statutory Auditors of the Company and fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018), be and are hereby appointed as Statutory Auditors of the Company for a term of 5 consecutive years commencing from the conclusion of Eleventh Annual General Meeting until the conclusion of Sixteenth Annual General Meeting of the Company, at such remuneration plus reimbursement of out-of-pocket and other incidental expenses in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors."

Special Business:

4. **To consider and approve the regularization of Mr. Hetal Madhukant Gandhi (DIN: 00106895) as Non- executive & Independent Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Mr. Hetal Madhukant Gandhi (DIN: 00106895), who was appointed as an Additional Director with effect from December 08, 2021 on the Board of the Company, who is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and all other necessary consents and declarations as required under the Companies Act, 2013, be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to sign and file forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and approve the regularization of Mr. Vikram Chopra(DIN: - 00311827) as Non-executive and Non- Independent Director of the Company

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

"RESOLVED THAT pursuant to provision of Section 161(1), and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Mr. Vikram Chopra (DIN: - 00311827), who was appointed as an Additional Director with effect from December 08, 2021 on the Board of the Company, who is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and all other necessary consents and declarations as required under the Companies Act, 2013, be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to sign and file forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To consider and approve the regularization of Ms. Priyanka Gulati (DIN: 07087707) as Non-executive & Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Ms. Priyanka Gulati (DIN: 07087707), who was appointed as an Additional Director with effect from December 08, 2021 on the Board of the Company, who is eligible for appointment and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and all other necessary consents and declarations as required under the Companies Act, 2013, be and is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to sign and file forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. Ratification of remuneration payable to Cost Auditor:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the approval of the Company be and is hereby accorded for:

Payment of remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus taxes and levies as applicable and reimbursement of travel and out-of-pocket expenses to M/s Umesh Sagta & Associates, Cost Accountants (FRN:001801), for conducting the audit of cost records of the Company, for the financial year ended March 31, 2023."

By order of the Board of Directors
For SGS Techniks Manufacturing Private Limited



Sanjiv Narayan
Director
00198864

Place: Gurgaon
Date: September 26, 2022

NOTES:

A member entitled to attend and vote at the meeting is entitled to appoint a proxy, to attend and vote instead of himself, and that a proxy need not be a member.

Proxies in order to be effective, the Proxy form must be received at the registered office of the Company not less than forty- eight hours before the commencement of the meeting. In case of meeting called at shorter notice, the Proxy form must be submitted at the time of meeting.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Additional information on Directors recommended for appointment of Directors:**Item 2:**

Name of the Director	Mr. Sanjiv Narayan
Director Identification Number (DIN)	00198864
Date of Birth and Age	
Date of First Appointment on the Board	December 08, 2021
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	B.Tech (Elect) & MBA FMS 45 plus years experience After graduating from I.I.T. Delhi, Joined CDIL & worked with it for 17 years. & was its Ex Vice President when in 1990 co-promoted, with three other professionals, SGS TEKNIKS PVT LTD to provide Electronics Manufacturing Services. The Company over the last 30 years has emerged as one of the leading Indian EMS companies catering to the requirement of the cross section of Industries including, Auto Electronics, Energy Metering, Industrial Electronics, Defence, Medical & Railways.
No. of Board Meetings attended during the year as a Director	2
Directorships held in other Companies	1. Sgs Tekniks Manufacturing Private Limited 2. Entrepreneuring India Venture Servicesprivate Limited 3. SGS Infosystems Private Limited
Memberships / Chairmanships of Committees of other Boards	None. Other than Corporate Boards - Actively involved with Industrial Associations and has been Past President of ELCINA (Electronic Industries Association of India) and Past Chairman of ESC (Electronic and Computer Software Export Promotion Council) & member of CII-ICT committee
Relationship with other Directors and Key Managerial Personnel of the Company	NA

Item 4, 5 & 6:

Name of the Director	Mr. Hetal Gandhi	Mr. Vikram Chopra	Ms. Priyanka Gulati
Director Identification Number (DIN)	00106895	0311827	07087707
Date of Birth and Age	July 29, 1965 Age 57 years	January 15, 1969 Age 53 Years	December 17, 1977 45 Years
Date of First Appointment on the Board	December 08, 2021	December 08, 2021	December 08, 2021
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	He holds a bachelor of commerce from the University of Bombay. He is a member of the Institute of Chartered Accountants of India. He has approximately 35 years of experience in the financial services and management consultancy sectors. He has previously served as the head – financial services of Infrastructure Leasing & Financial Services Limited, the chief executive officer of ORIX Auto and Business Solutions Limited, and is the independent director and chairperson of Chalet Hotels Limited. He is a co-founder of Tano India Advisors Private Limited	Bachelors of Engineering in Mechanical Engineering from Pune University. He has approximately 25 years of experience in International Sales and Business Development. He has extensive experience in the field of Semiconductors and storage devices.	She holds a B. Com (Hons) from SRCC Delhi University. She is a member of the Institute of Chartered Accountants of India. She has approximately 22 years of experience in the field of Management Consulting and Corporate Strategy.
No. of Board Meetings attended during the year as a Director	2	1	2
Directorships held in other Companies	1. Singer India Limited 2. Chalet Hotels Limited 3. Shilpa Medicare Limited 4. Syrma Sgs Technology Limited 5. Inhabitr India Private Limited	1. Tancom Agricultural Limited 2. Ivory Agricultural Limited 3. Vedacom Agricultural Limited 4. Hybrid Agricultural Limited	1. Talbros Automotive Components Limited 2. Krishna Ishizaki Auto Limited 3. Manthan Management Solutions Private limited

	6. Tano India Advisors Private Limited	5. Radical Plastics Private Limited 6. Infix Services Private Limited 7. Eastern Peripherals Private Limited 8. Golden Computers Limited 9. Titus Electronics Ltd 10. Sgs Teknics Manufacturing Private limited 11. Reliable Fashions India Private Limited 12. Titus Trading And Agencies Limited 13. Tandon Computers (India) Private Limited 14. Ideal Electronics Pvt Ltd	
Memberships / Chairmanships of Committees of other Boards	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	NA	NA	NA

Explanatory Statement

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

As required under the provisions of Section 102(1) of the Companies Act, 2013, the following Explanatory Statements set out all material facts relating to the business mentioned under the accompanying Notice.

Item No. 3

Appointment of Statutory Auditors of the Company and fix their remuneration.

The Board of Directors, in their meeting held on September 26, 2022, has proposed the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W / W-100018), as the Statutory Auditors of the Company for a term of five consecutive years from the conclusion of Eleventh AGM till the conclusion of the Sixteenth AGM, for the approval of the Members. The fee for audit services for financial year 2022-23 will be Rs. 29 Lakh and Limited Reviews for half year ended September 30, 2022, period ended December 31, 2022 and Quarter ended June 2023 will be Rs. 9 Lakhs (cumulative sum of Rs. 35 Lakhs) plus applicable taxes and out-of-pocket and the remuneration (if any change) for the subsequent year(s) of their term shall be determined basis mutual agreement between company management and Auditor firm and as approved by the Board of Directors of the Company.

The Board has considered factors like vast audit experience of the firm in various segments, market standing of the firm, qualifications and experience of the partners of the firm, engagement team's experience, clientele served, sound technical knowledge, same audit firm for holding company etc. and found credentials of M/s. Deloitte Haskins & Sells LLP suitable to handle the statutory audit of the Company.

M/s. Deloitte Haskins & Sells LLP, have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the Companies Act or the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Deloitte Haskins & Sells LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors and Key Managerial Personnel or their relatives are in anyway concerned or interested in passing of the above resolution.

The Board recommends the Resolution as set out in Item No. 3 to be approved by the shareholders by way of Ordinary Resolution.

Item No. 4

Regularization of Mr. Hetal Gandhi (DIN: - 00106895) as a Non- executive & Independent Director of the Company:

The Board of Directors has appointed Mr. Hetal Gandhi (DIN: 00106895) as an Additional Director of the Company w.e.f. December 08, 2021.

Mr. Hetal Gandhi (DIN: 00106895) has given the requisite declarations pursuant to Section 149(6), 164 and 184(1) of the Companies Act, 2013. Further, he is not disqualified from being appointed as Independent Director in terms of section 164 of the Act and has given his consent to act as director.

In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Taking into account the external business environment, the business knowledge, acumen, experience of Mr. Hetal Gandhi, the Board is of the view that he is a perfect candidate for the designation and role of Independent Director of the Company.

The Board recommends passing of the Special Resolution as set out at Item No. 4 of the Notice.

Except, Mr. Hetal Gandhi (DIN: 00106895), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item No. 5

Regularization of Mr. Vikram Chopra (DIN: - 00311827) as a Non- executive & Non- Independent Director of the Company

The Board of Directors has appointed Mr. Vikram Chopra (DIN: 0311827) as an Additional Director of the Company w.e.f. December 08, 2021.

Mr. Vikram Chopra (DIN: 0311827) has given the requisite declarations pursuant to Section 164 and 184(1) of the Companies Act, 2013. Further, he is not disqualified from being appointed as director in terms of section 164 of the Act and has given his consent to act as director.

The Board recommends passing of the Ordinary Resolution as set out at Item No. 5 of the Notice.

Except, Mr. Vikram Chopra (DIN: 0311827), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item No. 6

Regularization of Ms. Priyanka Gulati (DIN: - 07087707) as a Non- executive & Independent Director of the Company:

The Board of Directors has appointed Ms. Priyanka Gulati (DIN: 07087707) as an Additional Director of the Company w.e.f. December 08, 2021.

Ms. Priyanka Gulati (DIN: 07087707) has given the requisite declarations pursuant to Section 149(6), 164 and 184(1) of the Companies Act, 2013. Further, she is not disqualified from being appointed as Independent Director in terms of section 164 of the Act and has given her consent to act as director.

In the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

Taking into account the external business environment, the business knowledge, acumen, experience of Ms. Priyanka Gulati, the Board is of the view that she is a perfect candidate for the designation and role of Independent Director of the Company.

The Board recommends passing of the Special Resolution as set out at Item No. 6 of the Notice.

Except, Ms. Priyanka Gulati (DIN: 07087707), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item No. 7

Ratification of Remuneration Payable to Cost Auditor:

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

The Board of Directors in Board meeting held on July 01, 2022 appointed M/s Umesh Sagta & Associates, Cost Accountants (FRN:001801) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2023 on the remuneration of Rs. 60,000/- plus all applicable taxes and reimbursement of expenses to him.

The Company seeks an approval of the shareholders for payment of said remuneration in terms of Section 148 and other applicable provisions of the Companies Act 2013, and the rules made thereunder

The Board recommends the Ordinary Resolution at Item No. 7 for approval by the Members.

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

By order of the Board of Directors
For SGS Tekniks Manufacturing Private Limited

Sanjiv Narayan
Director
00198864

Place: Gurgaon
Date: September 26, 2022

ATTENDANCE SLIP

SGS TEKNIKS MANUFACTURING PRIVATE LIMITED

CIN: U31501HR2011PTC044475

Regd. office: A-3 Infocity, Sector-34 Gurgaon 122001

Folio No:	
No. of Shares	

Name & Address of registered Shareholder:

I certify that I am registered shareholder/ proxy for the registered shareholder of the Company.

I hereby record my presence at the 11th Annual General Meeting of the Company on Monday, September 26, 2022 at 3:00Pm IST at the Registered office of the Company i.e A-3 Infocity, Sector-34 Gurgaon 122001

Signature: _____

Note: Please complete this and hand it over at the entrance hall.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

SGS TEKNIKS MANUFACTURING PRIVATE LIMITED

CIN: U31501HR2011PTC044475

Regd. office: A-3 Infocity, Sector-34 Gurgaon 122001

Name of the Member(s)	
Registered Address	
Email ID	
Folio No.	

I/We, being the member(s) of _____ shares of **SGS Tekniks Manufacturing Private Limited**, hereby appoint:

_____ of _____ having email id or failing him

_____ of _____ having email id or failing him

_____ of _____ having email id or failing him

_____ of _____ having email id or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company on **MONDAY, September 26, 2022** at 3:00pm IST at Registered office of the Company i.e. A-3 Infocity, Sector-34 Gurgaon 122001 and at any adjournment thereof;

I wish my above Proxy to vote in the manner as indicated in the box below:

Item. No	Resolutions	For	Against
1.	To adopt the Standalone and Consolidated Audited Profit and loss account for the financial year ended March 31, 2022 and Balance Sheet together with the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Sanjiv Narayan (DIN: 00198864) who retires by rotation and is eligible for re-appointment		
3	Approval for appointment of M/s. Deloitte Haskins & Sells LLP as Statutory Auditors of the Company for a term of 5 years and their fees		
4.	Regularization of Mr. Hetal Gandhi (DIN: - 00106895) as a Non- executive & Independent Director of the Company		
5.	Regularization of Mr. Vikram Chopra (DIN: - 0311827) as Non-executive and Non- Independent Director of the Company		
6.	Regularization of Ms. Priyanka Gulati (DIN: - 07087707) as a Non- executive & Independent Director of the Company		
7	Ratification of remuneration for Cost Auditors		

Signed thisday of2022 Signature of shareholder.....

Affix a 1
Rupee
Revenue
Stamp

Notes:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A Proxy need not be a member of the Company.

Members/Proxies should bring their attendance slips duly completed for attending the Meeting.

Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP

URL: <https://bit.ly/3RDwRZZ>

