



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

SHORTER NOTICE

SHORTER NOTICE is hereby given that the twelfth (12th) Annual General Meeting of the Members of **SGS Tekniks Manufacturing Private Limited** will be held on Friday, **04th August** at 04:00 P.M. at the Registered office of the Company at A-3 Infocity, Sector-34, Gurgaon – 122001, Haryana to transact the following business:

Ordinary Business:

1. To consider and adopt the audited Standalone and Consolidated Financial Statements including Profit and loss account, Changes in equity statement and Cash Flow Statement for the financial year ended March 31, 2023, and Balance Sheet as at March 31, 2023 together with the Reports of Board of Directors and Auditors thereon.
2. To consider re-appointment of Mr. Krishna Kumar Pant (DIN: 00198916) who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. Ratification of remuneration payable to Cost Auditor of the Company.

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 an amount not exceeding Rs. 80,000/- (Rupees Eighty 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, 2024.”

4. To approve the shifting of the Registered Office of the Company and consequent amendment of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Incorporation) Rules, 2014 and subject to the approval of the Regional Director or Central Government/ any other authority as may be prescribed from time to time and also subject to such other approval/sanctions as may be required, the approval of members of the Company be and is hereby accorded to shift the registered office of the Company from the State of Haryana to the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.



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RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions, if any, and subject to such other approvals/sanctions as may be required, the existing Clause II of the Memorandum of Association of the Company be substituted by the following:

"II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai."

RESOLVED FURTHER THAT the Directors of the Company, and/or Mr. Shambhu Choudhary, Mr. Manmohan Mehra, Mr. Sandeep Kumar, Authorized Signatory(ies) of the Company, be and are hereby either severally and/or jointly authorized to sign, execute, file requisite letter(s)/ application(s)/ petition(s)/ affidavit(s)/ notice(s) and any other document(s) and appear before any authority, finalize list of creditors, or to appoint any counsel(s)/ personnel/consultant(s)/ Power of Attorney(s) to represent the Company before any authority including preparation/ signing/ submission of any document/ information to any authority, accepting any modification and to collect any document/ information/ order from any authority in relation to shifting of registered office of the Company and alteration of Clause II of the Memorandum of Association of the Company and to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Ms. Rashi Sehgal, Practising Company Secretary, be and is hereby authorized to appear before any authority to represent the Company and to prepare/ sign/ submit any document/ information and accept any modification and to do all such acts, deeds, matters and things as may be deemed necessary and expedient to shift the registered office of the Company."

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



Sanjiv Narayan S.K.
Director
00198864

Date: 31st July, 2023
Place: Gurgaon



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SGS Techniks Manufacturing Pvt. Ltd.

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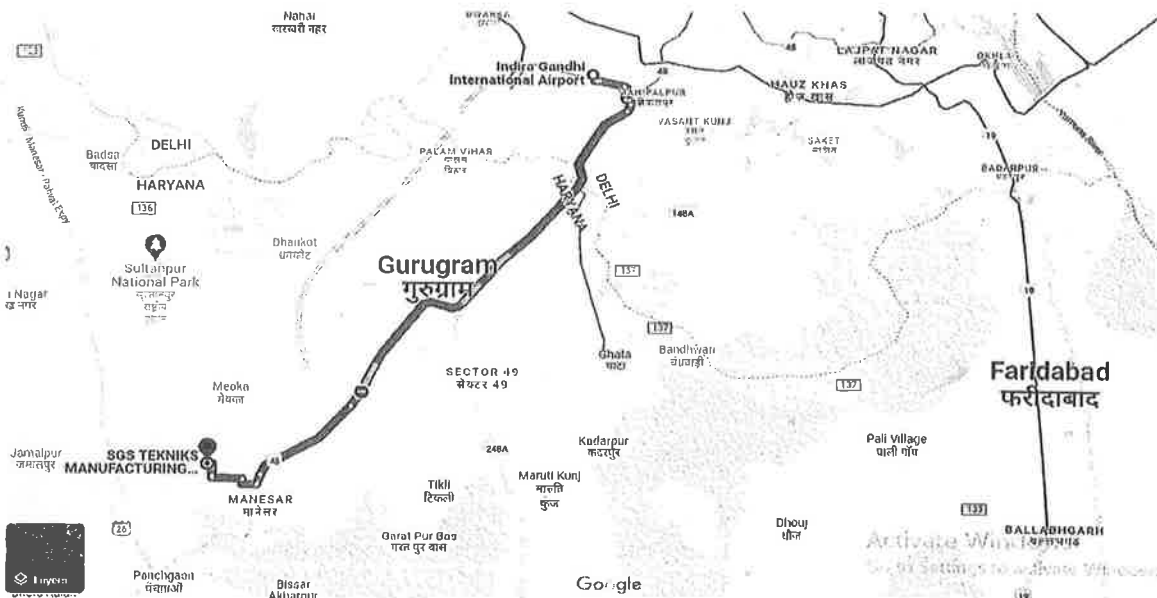
E-mail : info@sgst.com, Website : www.sgst.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxy form in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

2. A person can act as proxy on behalf of members not exceeding fifty in number 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 the total Share Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts as set out above is annexed hereto.
4. A blank proxy form is sent herewith.
5. Route map for the venue of the meeting is as under:



Annexure/ Attachments:

1. Information on Directors
2. Explanatory Statement
3. Proxy Form
4. Attendance Slip



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Annexure -1

Additional information on Directors recommended for appointment of Directors:

Item 2:

Name of the Director	Mr. Krishna Kumar Pant
Director Identification Number (DIN)	00198916
Date of Birth and Age	26/09/1958
Date of First Appointment on the Board	April 27, 2011
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. Krishna Kumar Pant is educated as Graduated with honours from Delhi University & Post Graduation in Business Management. He is having a very rich and diversified experience of more than 39 years in Marketing & Management with Leading Electronic, Telecom, Automotive and Pharmaceutical companies.
No. of Board Meetings attended during the year as a Director	5
Directorships held in other Companies	5
Memberships / Chairmanships of Committees of other Boards	NIL
Relationship with other Directors and Key Managerial Personnel of the Company	Not Applicable



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Annexure -2

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

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 May 17, 2023, 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, 2024 at the remuneration of an amount not exceeding Rs. 80,000/- plus all applicable taxes and reimbursement of expenses.

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. 3 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.

ITEM NO. 4

The Board of Directors of the Company after due consideration and with a view to improve the overall operational efficiency and achieve overall effectiveness are of the opinion to shift the registered office of the Company which is currently located in the State of Haryana to the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.

Accordingly, the memorandum of association of the Company is required to be amended to reflect the change of registered office of the Company from the State of Haryana to the State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai. The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members for alteration of its memorandum of association by way of a special resolution.

The Board of Directors of the Company recommends the resolution in the notice to be passed as **Special Resolution**.



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None of the other Directors/Managers/Key Managerial Personnel and relatives of Directors/Managers/Key Managerial Personnel of the Company are interested in the said resolution except to the extent of their shareholding in the company.

All the material documents including draft copy of amended Memorandum of Association are available for inspection by the Members at the Registered Office of the Company during business hours till the date of Annual General Meeting.

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




Sanjiv Narayan S.K.
Director
00198864

Date: 31st July, 2023
Place: Gurgaon



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Annexure -3

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: U31501HR2011PTC044475

Name of the Company: SGS TEKNIKS MANUFACTURING PRIVATE LIMITED

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

Name of the Member(s)	
Registered Address	
Email ID	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name:
Address:
Email ID:
Signature:, or failing him
- Name:
Address:
Email ID:
Signature:, or failing him
- Name:
Address:
Email ID:
Signature:, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual general meeting of the Company, to be held on the 04th day of August 2023 at 04:00 P.M. at Registered office of the Company i.e. A-3 Infocity, Sector-34 Gurgaon 122001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Item. No	Resolutions	For	Against
1.	To consider and adopt the audited Standalone and Consolidated Financial Statements including Profit and loss account, Changes in equity statement and Cash Flow Statement for the financial year ended March 31, 2023, and Balance Sheet as at March 31, 2023 together with the Reports of Board of Directors and Auditors thereon		



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2.	To appoint a director in place of Mr. Krishna Kumar Pant (DIN: 00198916) who retires by rotation and is eligible for re-appointment.		
3.	Ratification of remuneration for Cost Auditors.		
4.	To approve the shifting of the Registered Office of the Company and consequent amendment of the Memorandum of Association.		

Signed thisday of2023

Signature of shareholder.....

Affix a
1 Rupee
Revenue
Stamp

Signature of Proxy Holder(s)

Note: 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.



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Annexure -4

ATTENDANCE SLIP

SGS TEKNIKS MANUFACTURING PRIVATE LIMITED

CIN: U31501HR2011PTC044475

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

12th Annual General Meeting – Friday, 04th Day of August 2023 at 04:00 P.M.

Registered Folio No:

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Number of shares held

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I certify that I am a member/ proxy/ authorised representative for the member of the Company.

I hereby record my presence at the 12th Annual General Meeting of the Company held on Friday, 04th Day of August, 2023 at 04:00 P.M. at the registered office of the Company situated at A-3 Infocity, Sector-34, Gurgaon, Haryana-122001 to transact the business set out in the notice of Annual General Meeting.

.....
Name of the member / proxy / authorised representative

(in BLOCK letters)

.....
Signature of the member/ proxy / authorised representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.