



## **NOTICE OF SIXTH ANNUAL GENERAL MEETING**

Notice is hereby given that the **Sixth Annual General Meeting** of the Members of **Promeselectronica Trading Private Limited** (the “Company”) will be held at shorter notice through audio-visual means on **Wednesday, 20<sup>th</sup> September, 2023** at 2:00 Noon (IST) at the Registered Office of the Company situated at Unit No-945 A, 40 Ithum Tower B, 9<sup>th</sup> Floor, Sector-62, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh, India, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March, 2023, Statement of Profit & Loss for the year ended on that date and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditors’ Report thereon and the Directors’ Report thereto.

**By order of the Board of Directors**  
**Promeselectronica Trading Private Limited**

**Yury Kukhareenko**  
**(Director)**  
**DIN: 07714502**  
**Address: Flat No. 5, House 2, Sobornaya St.**  
**The City of Ryazan-390000, Russia**

**Date: 20<sup>th</sup> September, 2023**  
**Place: Russia**





## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No(s). 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 5<sup>th</sup> May, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 8<sup>th</sup> December, 2021; 21/2021 dated 14<sup>th</sup> December, 2021; 02/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Since the AGM will be held through VC/ OAVM the attachment of route map for AGM venue is also dispensed with and accordingly the route map is not annexed to this Notice.
4. The instructions/details of the meeting i.e., access link to the video conferencing or other audio-visual means, login ID, passwords, helpline numbers, e-mail ID of a designated person who shall provide assistance for easy access to the AGM shall be shared separately.
5. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting and shall be closed after the expiry of 15 minutes of the scheduled time.
6. Attendance of members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
7. In terms of Section 20 of the Companies Act, 2013 the notice is being sent to all the members on the electronic mail address as provided by the Registrar or member from time to time for sending communication in accordance with the framework provided in the MCA Circulars. No physical copy shall be dispatched and all documents will be available for inspection electronically.
8. Members are requested to notify any change in their registered address along with pin code and quote their respective ledger folio number/ on every communication with the Company.



9. The Chairman of AGM may conduct a vote by show of hands, unless a demand for poll is made by a member in accordance with the provisions of Section 109 of the Companies Act, 2013. Where a poll on any item is required, the members shall cast their votes on resolutions only by sending emails to the relevant email id through their respective email addresses which are registered with the company.
10. The facility of participation through VC/OAVM is available to all Members without any restriction.
11. The Chairman of the meeting will be appointed as under:
  - The members present shall elect the Chairman on show of hands.
  - By a poll. Members may convey their votes by sending the same on the [deeksha.pahuja@emindslegal.com](mailto:deeksha.pahuja@emindslegal.com) (Designated email), when a poll is required to be taken during the meeting on any resolution. Members shall send emails through their email addresses which are registered with the Company.
12. The Members will be allowed to pose questions during the course of the Meeting in regard to the financial statements and other matters. The queries can also be given in advance at [deeksha.pahuja@emindslegal.com](mailto:deeksha.pahuja@emindslegal.com).
13. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 6:00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
14. During the 10<sup>th</sup> (Tenth) AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013.
15. The Company will hold the AGM through OAVM, without the physical presence of the Members at Unit 266, 267 and 268, Second Floor, Tower B-1, spaze i-Tech Park Sector 49, Sohna Road Gurgaon Haryana-122018. In view of the directions from MCA, the Meeting is being convened through OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue. Hence, no route map is being attached to this Notice.
16. Members may pose questions on the Ordinary Business concurrently during the Annual General Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at [deeksha.pahuja@emindslegal.com](mailto:deeksha.pahuja@emindslegal.com) ('Designated Email').



## **INSTRUCTION FOR JOINING THE MEETING THROUGH OAVM**

Members can join the meeting the OAVM facility by following the steps below:

1. Accepting the meeting invite sent on registered emails through Zoom App.
2. Joining through the Meeting invite link.
3. You will be taken to a page where you can choose to either join on the web or download the desktop Zoom App. If you already have the Zoom app, the meeting will open there automatically.
4. If you don't have a Zoom account and the organizer has allowed it, you may have the option to enter your name to join the meeting as a guest. If you do have a Zoom account, select Sign in to join with access to the meeting chat and more. Then, depending on the organizer's settings, you may join the meeting right away or go to the lobby where people in the meeting can admit you.
5. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case of any queries regarding OAVM facility before or during the meeting, Members may call at number **+91-9136419896** or write to **deeksha.pahuja@emindslegal.com** to receive a response. Members desiring any assistance relating to joining the meeting are requested to write to us at least 24 Hours before the meeting to enable us to assist you effectively.

**By order of the Board of Directors  
Promelectronica Trading Private Limited**

**Yury Kukharenko  
(Director)  
DIN: 07714502  
Address: Flat No. 5, House 2, Sobornaya St.  
The City of Ryazan-390000, Russia**

**Date: 20<sup>th</sup> September, 2023  
Place: Russia**

