



**NOTICE OF SECOND ANNUAL GENERAL MEETING**

Notice is hereby given that the Second Annual General Meeting of the Members of Promelectronica Trading Private Limited (“the Company”) will be held at shorter notice on Friday, 13<sup>th</sup> September, 2019 at 01:00 pm (IST) at the Registered Office of the Company at 544, Tower B-2, Spaze i-Tech Park, Sector-49, Gurgaon-122018, Haryana, 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, 2019, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statement as at 31<sup>st</sup> March 2019 and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditors’ Report thereon and the Directors’ Report thereto.

**SPECIAL BUSINESS:**

**2. TO APPROVE SHIFTING OF REGISTERED OFFICE OF COMPANY FROM HARYANA TO UTTAR PRADESH**

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

**“RESOLVED THAT** pursuant to provisions of Section 12 and 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to the approval of Regional Director, Northern Region, Ministry of Corporate Affairs and Registrar of Companies, NCT of Delhi and Haryana, the consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from **544, Tower B-2 Spaze I-Tech Park, Sector 49, Gurgaon-122018, Haryana to Unit No-945 A 40 Ithum Tower B, 9<sup>th</sup> Floor, Sector-62, Noida-201301, Uttar Pradesh;**

**RESOLVED FURTHER THAT** upon shifting of registered office being effective, the existing Clause II of the Memorandum of Association of Company be and is hereby altered by substituting with the following new Clause:

*II. The Registered office of the Company will be situated in the State of Uttar Pradesh.*

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file the petition/application before the Regional Director, Northern Region along with other supporting documents including but not limited to, affidavits, service of notice, undertakings and such other documents, deeds, papers in connection with the said application, to appear before the Regional Director and further to do all such lawful acts, deeds and things as may be necessary for seeking confirmation for shifting the registered office of the Company as aforesaid along with consequential alteration of Registered office clause of Memorandum of Association of the Company, under the provisions of Section 13 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to issue power(s) of attorney/memorandum(s) of appearance/Vakalatnama, on behalf of the Company, for appearance as representatives of the Company before the Regional Director, Northern Region and Registrar of Companies, NCT of Delhi and Haryana and any other Government Authority in the matter of the application to be filed by the Company for shifting of Registered Office and proposed alteration of the situation Clause of the Memorandum of Association of the Company;



**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file requisite form or documents with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary or incidental thereto.”

**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: 13.09.2019  
Place: Gurgaon**

**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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE SCHEDULED TIME OF ANNUAL GENERAL MEETING.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice is enclosed herewith.
3. Members are requested to notify the Company immediately of any change in their address.
4. Corporate member intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. All documents referred to in the accompanying Notice shall be open for inspection at registered office of the Company on the date of the Annual General Meeting of the Company.
6. The route map of the venue of the Annual General Meeting is enclosed and forms part of Notice of this meeting.



**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**2. TO APPROVE SHIFTING OF REGISTERED OFFICE OF COMPANY FROM HARYANA TO UTTAR PRADESH**

The Members are informed that the operations of the Company are majorly carried on from the Corporate Office of the Company located at **Unit No-945 A 40 Ithum Tower B, 9<sup>th</sup> Floor, Sector-62, Noida-201301, Uttar Pradesh** and its resources, systems and processes are there since a long time. So in order to achieve operational convenience and optimum utilization of resources it is proposed to shift the Registered Office of the Company from **544, Tower B-2 Spaze I-Tech Park, Sector 49 Gurgaon-122018, Haryana** to **Unit No-945 A 40 Ithum Tower B, 9<sup>th</sup> Floor, Sector-62, Noida-201301, Uttar Pradesh**.

Under the provisions of the Companies Act, 2013, the matters regarding shifting of registered office of the Company from one State to another and consequent alteration of the registered office clause of the Memorandum of Association of the Company are required to be approved by Members of the Company by way of a Special Resolution and are subject to confirmation by the Regional Director. Thus, the Board of Directors in their meeting held on 13<sup>th</sup> September, 2019 recommended the proposed resolution for the approval of the Members as a Special Resolution.

The proposed shifting of registered office is in the best interest of the Company, Members and all concerned parties and shall in no manner adversely affect the existing client base, creditors, employees or operations of the Company.

None of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of the provisions of Section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager for this agenda item.

Relevant documents pertaining to the aforesaid item are available for inspection at the current registered office of the Company on its all working days during the working hours till the date of the Annual General Meeting.

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



**Yury Kukharengo  
(Director)**

**DIN: 07714502**

**Address: Flat No. 5, House 2, Sobornaya St.  
The City of Ryazan-390000, Russia**

**Date: 13.09.2019**

**Place: Gurgaon**

**Attendance Slip**

Time :

Place :

**FULL NAME OF THE FIRST SHAREHOLDER:**

Joint Shareholders, if any

Father's/Husband name

Address in full

**FULL NAME(S) OF THE PERSON ATTENDING THE MEETING-----**

I/We hereby record my /our attendance at the Second Annual General Meeting of the Company to be held at shorter notice on Friday, 13<sup>th</sup> September, 2019 at 01:00 pm (IST) at the Registered Office of the Company at 544, Tower B-2, Spaze i-Tech Park, Sector-49, Gurgaon-122018, Haryana or at any adjournment thereof.

Folio No. :

No of Equity Shares held:

Signature of the Member/Proxy/Authorized Representative \_\_\_\_\_

**Form No. 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]

**Name of the Company:** Promelectronica Trading Private Limited

**Registered Office:** 544, Tower B-2, Spaze i-Tech Park, Sector-49 Gurgaon-122018, Haryana

**CIN:** U52609HR2017PTC068049

Name of the member(s):	
E-mail Id:	
Folio No.	

I/We, being the member(s) of Promelectronica Trading Private Limited, holding ..... shares of the above named company, hereby appoint

1. Name: .....

Address:

E-mail Id:

Signature: ....., or failing him

2. Name: .....

Address:

E-mail 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 Second Annual General Meeting of the Company, to be held at shorter notice on Friday, 13<sup>th</sup> September, 2019 at 12 Noon (IST) at the Registered office of the Company at 544, Tower B-2, Spaze i-Tech Park, Sector-49 Gurgaon-122018, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

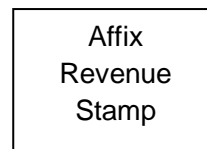
**Resolutions:**

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, 2019, Statement of Profit & Loss for the year ended on that date along with Cash Flow Statement as at 31<sup>st</sup> March 2019 and the Explanatory Notes annexed to, or forming part of any document referred above, the Auditors' Report thereon and the Directors' Report thereto.
2. To approve shifting of Registered Office of Company from Haryana to Uttar Pradesh

Signed this..... day of ..... 2019

Signature of shareholder

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, on or before the commencement of the Meeting.**

**ROUTE MAP FOR THE VENUE OF SECOND ANNUAL GENERAL MEETING**

