



**NOTICE**

Notice is hereby given that the **Extra-Ordinary General Meeting No. 01/2020-21** of the Members of **Promelectronica Trading Private Limited** will be held at shorter notice through audio visual means on Tuesday, 22<sup>nd</sup> September, 2020 at 05:00 p.m. (IST) at it's Registered Office at Unit No-945 A, 40 Ithum Tower B, 9<sup>th</sup> Floor, Sector-62, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**TO APPOINT M/S SUMIT KUMAR AND ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 027263N) AS THE STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION OF M/S VIJAY GOSAIN AND ASSOCIATES, CHARTERED ACCOUNTANT (FRN: 032487N)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013, if any, and rules made thereunder, consent of the Members of the Company be and is hereby accorded to appoint M/s Sumit Kumar and Associates, Chartered Accountants (FRN: 027263N) as Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of M/s Vijay Gosain and Associates, Chartered Accountant (FRN: 032487N);

**RESOLVED FURTHER THAT** M/s Sumit Kumar and Associates, Chartered Accountants shall hold office upto the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the financial year ended 31<sup>st</sup> March, 2020 at a remuneration as may be decided by the Mr. Yury Kukharenko, Director of the Company.”

**By Order of the Board  
For Promelectronica Trading Private Limited**

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



**Date: 16.09.2020  
Place: Russia**

## **NOTES:**

### **A. AVAILABILITY OF VIDEO CONFERENCE FACILITY**

In furtherance of the Government's objective of facilitating corporate compliances during the current lockdown period and other restrictions on account of COVID-19 and social distancing conditions, the Ministry of Corporate Affairs (MCA) vide Circular no 14/2020 dated 8<sup>th</sup> April, 2020 and Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, has allowed companies to hold Extra-Ordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Mode (OAVM).

Accordingly, the above mentioned General Circulars issued by the MCA allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circular, as the Company is a Private Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Audio Visual Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM is provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Special Business concurrently during the Extra-Ordinary 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 [ankitagautam0704@gmail.com](mailto:ankitagautam0704@gmail.com) (' Designated Email').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.
3. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 4:45 pm (IST), and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. The members present shall elect the Chairman on show of hands.
6. Where Poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email.
7. ***AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.***
8. Relevant documents pertaining to the Special Business are attached along with the Notice of EGM

### **B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email.
2. Click "Join" to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at helpline number +91-9811725507 or write to [ankita.gautam@emindslegal.com](mailto:ankita.gautam@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.

**C. OTHER NOTES**

1. The route map of the venue of the Extraordinary General Meeting is enclosed and forms part of Notice of this meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Business set out in the Notice is enclosed herewith.

By order of the Board of Directors

**By Order of the Board  
For Promelectronica Trading Private Limited**

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



**Date: 16.09.2020**

**Place: Russia**

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement set out all material facts relating to the special business:

**ITEM NO. 1:**

**TO APPOINT M/S SUMIT KUMAR AND ASSOCIATES, CHARTERED ACCOUNTANTS (FRN: 027263N) AS THE STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED DUE TO RESIGNATION OF M/S VIJAY GOSAIN AND ASSOCIATES, CHARTERED ACCOUNTANT (FRN: 032487N)**

As envisaged under Section 139(8) of the Companies Act, 2013, if a casual vacancy is caused as a result of resignation of an auditor, such casual vacancy shall be filled by the Board of Directors within 30 days and the same shall also be approved by the Company at a General Meeting convened within three months of the recommendation of the Board. Further, such Statutory Auditor shall hold office till the conclusion of the next annual general meeting. The Members of the company are informed that after taking into consideration the qualifications and experience of the Auditor commensuration with the size and requirements of the Company, the Board has appointed M/s Sumit Kumar and Associates, Chartered Accountants (FRN: 027263N) as the Statutory Auditor of the company to fill in the casual vacancy caused by the resignation of M/s Vijay Gosain and Associates. Thus, the Board of Directors recommends the proposed resolution to be passed as an Ordinary resolution.

None of the Directors or their relatives is 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), the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager in this agenda item.

**By Order of the Board  
For Promelectronica Trading Private Limited**

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



**Date: 16.09.2020**

**Place: Russia**

**ROUTE MAP FOR VENUE OF EXTRAORDINARY GENERAL MEETING**

