

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the Members of **Perfect ID India Private Limited** will be held on **July 14, 2023, at 11:30 am IST** at the at A-3, Block A, Infocity, Info Technology Park, Sector 34, Gurugram, Haryana -122001 to transact the following business:

Ordinary Business:

- 1. To adopt the Standalone and Consolidated Audited Financial Statement for the financial year ended March 31, 2023, and the reports of Board of Directors and Auditors thereon.**
- 2. To consider re-appointment of Mr. Vikram Chopra (DIN: 00311827) who retires by rotation and is eligible for re-appointment.**

Special Business:

- 3. Appointment of M/s GSA & Associates LLP Chartered Accountants (FRN 000257N/N500339) as Auditors of the Company to fill casual vacancy caused by resignation of M/s. Sundarajan & Co., Chartered Accountants (FRN 005101S)**

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s GSA & Associates LLP, Chartered Accountants (FRN.: FRN 000257N/N500339), New Delhi be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sundrarajan & Co., Chartered Accountants (FRN 005101S), Chennai.

RESOLVED FURTHER THAT M/s GSA & Associates LLP, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting on such remuneration as may be mutually agreed and that Statutory Audit period shall cover the period from the financial year 2023-24 to 2027-28.”

- 4. To approve the limits for borrowing and creation of charge under Section 180 of the Companies Act, 2013:**

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 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modifications or re-enactments for the time being in force), consent of the members of the company be and is hereby accorded to the board of directors of the company for borrowing from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the maximum amount of monies so borrowed or to be borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of

business) shall not at any given point of time to exceed the sum of Rs. 150 crores (Rupees One Hundred Fifty Crore Only).

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency), from time to time, provided that the total amount of loans shall not at any time exceed Rs. 150 Crore (Rupees One Hundred Fifty Crore Only) in excess of the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s) of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.

By order of the Board of Directors
For Perfect ID India Private Limited

Sd/-
Vikram Chopra
Director
DIN 00311827

Place: Mumbai
Date: 14 July, 2024

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.

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.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No 3

M/s GSA & Associates LLP, Chartered Accountants (FRN.: FRN 000257N/N500339), New Delhi be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sundrarajan & Co., Chartered Accountants (FRN 005101S), Chennai.

M/s. Sundrarajan & Co., Chartered Accountants (FRN 005101S), Chennai have tendered their resignation from the position of Statutory Auditors due to their preoccupation in other assignments. Difficulty in logistical & bandwidth arrangements resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of auditors can only be filled up by the Company in General Meeting. Board proposes that M/s GSA & Associates LLP, Chartered Accountants (FRN.: FRN 000257N/N500339), New Delhi, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sundrarajan & Co., Chartered Accountants for a period of 5 year.

M/s GSA & Associates LLP, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4

Since the Company is a wholly owned subsidiary of a listed entity, Syrma SGS Technology Limited, the Company needs to comply with deemed public company provisions under Companies Act, 2013.

Further, as per the provisions of Section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies or create charge on assets in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to set limits on the borrowing and charge creation in line with Companies Act, 2013 requirement. Shareholders are requested to approve the borrowing and charge creation limits in such manner that monies borrowed or/and charge created on assets shall not to exceed Rs. 150 Crores each (Rupees One Hundred Fifty Crores Only).

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s). The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees.

The Board of Directors recommend the matter in Item No. 5 for Shareholders approval through Special resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By order of the Board of Directors
For Perfect ID India Private Limited

Place: Mumbai
Date: 14 July, 2024

Sd/-
Vikram Chopra
Director
DIN 00311827

ATTENDANCE SLIP

PERFECT ID INDIA PRIVATE LIMITED

CIN: U32109TN2015PTC102955

Regd. office: Flat G-C, Ground Floor, Center Block, No.-188 Poonamallee High Road, Kilpauk, Chennai - 600010

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 08th Annual General Meeting of the Company on Friday, July 14, 2023, at 11:30am IST at the A-3, Block A, Infocity, Info Technology Park, Sector 34, Gurugram, Haryana -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]

PERFECT ID INDIA PRIVATE LIMITED

CIN: U32109TN2015PTC102955

Regd office: Flat G-C, Ground Floor, Center Block, No.-188 Poonamallee High Road, Kilpauk, Chennai - 600010

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

I/We, being the member(s) of _____ shares of **Perfect ID India 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 08th Annual General Meeting of the Company on Friday, July 14, 2023, at 11:30 am at the A-3, Block A, Infocity, Info Technology Park, Sector 34, Gurugram, Haryana -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 Financial Statement for the financial year ended March 31, 2023 and the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Vikram Chopra (DIN: 00198864) who retires by rotation and is eligible for re-appointment;		
3	Appointment of M/s GSA & Associates LLP Chartered Accountants (FRN 000257N/N500339) as Auditors of the Company to fill casual vacancy caused by resignation of M/s. Sundarajan & Co., Chartered Accountants (FRN 005101S)		
4	To approve the limits for borrowing and creation of charge under Section 180 of the Companies Act, 2013:		

Signed thisday of2023 Signature of shareholder.....

Affix a 1 Rupee Revenue Stamp
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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.

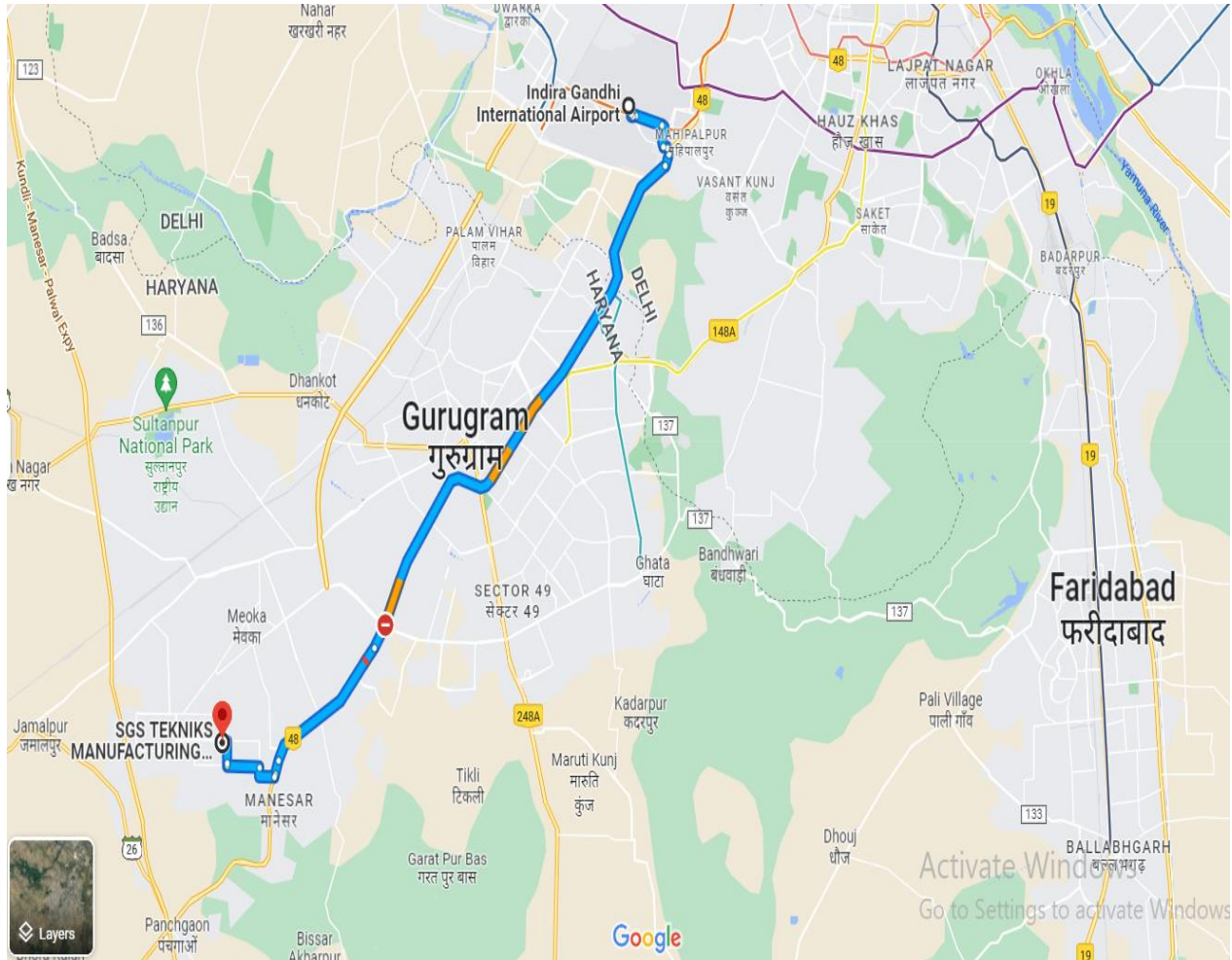
Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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.

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

URL:



Regd. Off.: Ground Floor, Center Block, 188 Poonamallee High Road, Kilpauk, Chennai - 600010, Tamil Nadu, India
Tel. : 011 4102 4861, **Mob.** +91-9654 031 467,
E-mail : finance@perfectid.com, **Web :** www.perfectid.com

Unit 1 : KH-746, 11 Milestone, Delhi-Meerut Road, Near HLM College, Saithli, Ghaziabad - 201003 (UP).
Unit 2 : Plot No. 22, Sector 5, IMT Manesar, Gurugram-122050 (HR).