

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of Perfect ID India Private Limited will be held on Monday, August 26, 2024, at 2:00 pm IST at Plot No. 753, pace City II, Sector – 37, Gurugram -122 004, Haryana to transact the following business:

Ordinary Business:

- 1. To consider and adopt the audited (standalone and consolidated) financial statements of the Company for the financial year ended March 31, 2024, along with the Reports of the Board of Directors and Auditors thereon.**
- 2. To consider re-appointment of Mr. Sanjiv Narayan (DIN 00198864) who retires by rotation and is eligible for re-appointment.**

Special Business:

- 3. To consider and approve to alter/change the ancillary object (to insert the Borrowing Power) in 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 13 of the Companies Act 2013 and any other applicable provisions if any of the Companies Act 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to amend the Memorandum of Association of the Company as follows:-

ALTERATION IN CLAUSE III OF THE MEMORANDUM OF ASSOCIATION –

Addition of Sub Clause 33 to the existing clause III (Object Clause) of the Memorandum of Association of the Company as follows:

“To borrow or raise money or avail working capital facilities (fund based and/or non-fund based) from banks or financial institutions or NBFCs or any company or body corporate or trust or any other person by any means or in any form or by the issue of debenture, bonds, on such security including mortgage or any other securities founded or based upon all or any of property and rights of the Company or third party security or guarantee, including its uncalled capital or without any security and upon such other terms and conditions as to priority or otherwise, as the Company or the Board may think fit.”

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby jointly/ severally authorized to sign and file all requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Registrar of Companies and to do such acts, deeds, or things as may be necessary to give effect to the aforementioned resolution.”

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

Sd/-
Satendra Singh
Director
DIN 02122153

Place: Gurugram
Date: August 01, 2024

NOTES:

1. 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.
2. 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.
3. 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

As per provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, the shareholders of the Company may, by passing a special resolution and after complying with the statutory provisions, alter the Objects of its Memorandum of Association (MOA).

In order to align the Objects Clause of Memorandum of Association of the Company as per requirement of the Companies Act, 2013 and with a view to enable the Company to tap emerging business opportunities in the RFID & IoT -powered digital transformations and explore potential in new areas of business, it is proposed to alter the Objects Clause of Memorandum of Association of the Company.

In view of this, the Board of Directors of the Company at its meeting held on August 01, 2024, accorded approval for the inclusion of a sub Clause no. 33 in the object clause (Clause III) of the MOA.

Following is the Sub Clause being proposed to be inserted in the object clause of MOA:

“To borrow or raise money or avail working capital facilities (fund based and/or non-fund based) from banks or financial institutions or NBFCs or any company or body corporate or trust or any other person by any means or in any form or by the issue of debenture, bonds, on such security including mortgage or any other securities founded or based upon all or any of property and rights of the Company or third party security or guarantee, including its uncalled capital or without any security and upon such other terms and conditions as to priority or otherwise, as the Company or the Board may think fit.”

The approval of the shareholders is sought by passing a special resolution as set out in the notice, pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the above resolution.

The Board of Directors of your Company recommends passing of the resolution as set out in the Notice as Special Resolution.

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 09th Annual General Meeting of the Company on held on Monday, August 26, 2024, at 2:00 pm IST at Plot No. 753, pace City II, Sector – 37, Gurugram -122 004, Haryana, India.

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 09th Annual General Meeting of the Company held on Monday, August 26, 2024, at 2:00 pm IST at Plot No. 753, pace City II, Sector – 37, Gurugram -122 004, Haryana 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, 2024 and the Reports of Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Sanjiv Narayan (DIN 00198864) who retires by rotation and is eligible for re-appointment;		
3	To consider and approve the shifting of registered office from State of Tamil Nadu to State of Haryana and consequent alteration of Memorandum of Association of the Company.		

Signed thisday of2024 Signature of shareholder.....

Affix a 1
Rupee
Revenue
Stamp

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:

