

ZIRCON TECHNOLOGIES (INDIA) LIMITED
CIN: U51397DL1999PLC098428

Registered Office: No-2B-1226 G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096
Phone: 01352698330 | E-mail: zircon@zirconetech.com

NOTICE is hereby given that the 22nd Annual General Meeting ('ZTIL/AGM/2020-21') of the Members of **Zircon Technologies (India) Limited** will be held, at shorter notice, on Tuesday, August 31, 2021 at the registered office of the Company at No-2B-1226 G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096 at 5.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2020-21

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2021 and the Report of the Board of Directors and the Auditors thereon.

2. Re- Appointment of Mr. Tilak Raj Sondhi as a Director liable to retire by rotation

To appoint a Director in place of Mr. Tilak Raj Sondhi (DIN: 01165887), who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of Statutory Auditors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') as amended from time to time or any other law for the time being in force (including any statutory modification thereof for the time being in force, on recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s PAAY & CO. LLP, Chartered Accountants (FRN: N500102), as Statutory Auditors of the Company for a period of 1 (One) year to hold office from the conclusion of this (22nd) Annual General Meeting ('AGM') of the Company until the conclusion of the next (23rd) AGM meeting of the Company to be held in year 2022.

RESOLVED FURTHER THAT the Board (including any Committee constituted by it) be and is hereby authorised to pay such remuneration (exclusive of taxes and reimbursement of out of pocket expenses at actuals) as agreed with the Statutory Auditors during their tenure of appointment.

ZIRCON TECHNOLOGIES (INDIA) LTD.

RESOLVED FURTHER THAT the Board be and is authorized to sign, execute and deliver any correspondence, filing, reporting or intimations to the Statutory Auditors, Ministry of Corporate Affairs and other authorities, as may be required, and do all acts, deeds and things necessary and incidental in order to give effect to this resolution.

RESOLVED FURTHER THAT certified copy of the resolution be provided to any person by any Director or Company Secretary of the Company."

By Order of the Board of Directors
FOR ZIRCON TECHNOLOGIES (INDIA) LIMITED



HEENA KHERA
Company Secretary
Membership No.: 54058
Address: H.No 5, GMS Road
Mohit Vihar Nirjanpur
Dehradun 248001

Date: August 21, 2021

Place: Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE COMMENCEMENT OF THE MEETING.
2. The Annual General Meeting ('AGM') is being called at shorter notice. Requisite consent required under the Companies Act, 2013 ('the Act') has been obtained from shareholders of the Company.
3. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed herewith
4. The relevant records and documents connected with the businesses, including Memorandum and Articles of Association and other documents as referred to in the Notice will be available for inspection by the Members.
5. The Statutory Registers and other documents required to be kept open for inspection under the Act read with rules made there under at AGM of the Company, will be available for inspection by the members at the AGM.
6. Members may avail nomination facility as provided under Section 72 of the Companies Act, 2013.
7. The Notice and Annual Report of the Company circulated to the Members of the Company, will also be made available on the Company's website at www.zircontech.com.
8. Landmark for location of meeting is near Safeda Park, GD Ciolony, MayurVihar, New Delhi. The Route map is enclosed with the notice and same has also been posted on the website of the Company.

**By Order of the Board of Directors
FOR ZIRCON TECHNOLOGIES (INDIA) LIMITED**



HEENA KHERA
Company Secretary
Address: H.No 5, GMS Road
Mohit Vihar Niranjanpur
Dehradun 248001

Date: August 21, 2021
Place: Delhi

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 3: Re-appointment of Statutory Auditors of the Company

The members are required to note that M/s Singhi & Co., erstwhile Statutory Auditors of the Company had tendered their resignation vide letter dated March 17, 2021. In order to fill the casual vacancy caused due to above resignation, the Board, on recommendation of the Audit Committee, on April 07, 2021 appointed M/s PAAY & CO. LLP, Chartered Accountants (FRN: N500102) as Statutory Auditors of the Company, subject to approval of shareholders of the Company. Further, on recommendation of the Board, M/s PAAY & CO. LLP has been appointed as Statutory Auditor by the shareholders in its Extra-ordinary General Meeting held on April 30, 2021 to carryon audit for FY2020-21 and to hold office as Statutory Auditor till conclusion of the ensuing Annual General Meeting ('AGM') of the Company.

Since the office of M/s PAAY & CO. LLP, as Statutory Auditor, is upto the conclusion of the ensuing AGM of the Company, it is proposed that M/s PAAY & CO. LLP be appointed as Statutory Auditors for a period of 1 year i.e. from conclusion of this (22nd) Annual General Meeting ('AGM') to be held in year 2021 until the conclusion of the next (23rd) AGM meeting of the Company to be held in year 2022.

PAAY & Co LLP has been one of India's prominent Chartered accountancy firms providing wide array financial and advisory services to numerous MNC as well as reputed Indian companies. Following a top notch corporate culture, we believe in delivering accurate, relevant and timely information to the decision makers using industry expertise. We help companies to stay compliant and lawful. We aim at applying intelligence and expertise by providing realistic solutions to complicated business scenarios using analytical skills, functional expertise and intensive training. Our result oriented and success driven partners believes in providing equal services to clients of all sizes and at all locations. Our comprehensive connections with various firms and chartered accountants globally enables us to provide our clients with a unique combination of extensive global resources, world-recognized expertise and deep local knowledge. We remain committed to the ongoing growth of this global capability in all areas of services. Our differentiation is derived from a rapid performance-based, industry-tailored and technology-enabled business advisory services delivered by some of the leading talented professionals in the country. PAAY professionals are grouped by industry focus and our clients are able to deal with industry professionals who speak their language. Our internal information technology and knowledge management systems enable the delivery of informed and timely business advice to clients. For us, good isn't good enough. They aim to be the best at all that they do to help clients realize their ambitions to make a positive difference in society and to maximize the success of our people. This drive fuels the commitment and humanity that run deep through our every action.

M/s PAAY & CO. LLP have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. The Board, on recommendation of the Audit Committee, in its meeting held on August 21, 2021, has considered the proposal and recommended the same for approval of the shareholders.

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

The Board recommends this Resolution for your approval.

**NOTES ON DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER
SECRETARIAL STANDARDS-2**

Name of the Director	Mr. Tilak Raj Sondhi
Age	82 years
Qualification	Bachelor's degree in English from Punjab University.
Experience	Mr. Tilak Raj Sondhi has over 37 years of experience with the Government of India in areas of home affairs and giving directions in policy related matters. He has been a Director on our Board since incorporation and was responsible for extending strategic vision and overall guidance to our Company
Terms and Condition of Appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Tilak Raj Sondhi shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re- appointment.
Details of remuneration to be paid	N.A.
Details of Remuneration last drawn	N.A.
Date of Appointment on the Board	November 07, 2002
Shareholding in the Company	665 Equity Shares of Rs. 10/- each (Negligible %)
Relationship with other directors, Manager and Key Managerial Personnel	Mr. Tilak Raj Sondhi is father of Mr. Sanjeev Sondhi, Executive Director of the Company and father-in-law of Mrs. Poonam Sondhi, Executive Director of the Company.
Number of Board Meeting attended during 2020-21	05
No. of Companies where he holds Directorship	N.A.
Membership/Chairmanship of Committees of other Board	N.A.
List of Public Companies in which he holds directorship	N.A.

The brief profile of Mr. Tilak Raj Sondhi is as under:

Mr. Tilak Raj Sondhi has over 37 years of experience with the Government of India in areas of home affairs and giving directions in policy related matters. He holds Bachelor's degree in English from Panjab University. He has been a Director on our Board since incorporation and was responsible for extending strategic vision and overall guidance to our Company.

**By Order of the Board of Directors
FOR ZIRCON TECHNOLOGIES (INDIA) LIMITED**


HEENA KHERA
Company Secretary
Address: H.No 5, GMS Road
Mohit Vihar Niranjanpur
Dehradun 248001

Date: August 21, 2021

Place: Delhi

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]

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Name of the Company:	Zircon Technologies (India) Limited
Registered Office:	No-2B-1226, G D Colony, Mayur Vihar, Ph-III, New Delhi - 110096

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of the above named company, and having Shares hereby appoint

1. Name	
Address	
E-mail Id	
Signature :....., or failing him	
2. Name	
Address	
E-mail Id	
Signature :.....,	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held at shorter notice, on Tuesday, August 31, 2021 at the registered office of the Company at No-2B-1226 G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096 at 5.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION

1. Adoption of Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2020-21
2. Re- appointment of Mr. Tilak Raj Sondhi as a Director liable to retire by rotation
3. Re-appointment of Statutory Auditors of the Company

Signed this

Signature of Shareholder _____

Affix Re.
1/-
Revenue

Signature of Proxy holder(s) _____

ATTENDANCE SLIP

TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING VENUE

LEDGER FOLIO No	
DP ID No.*	Not applicable
Client ID No.*	Not applicable

* Applicable to members holding shares in electronic form

Member/Proxy Holder Name	Father's / Husband's Name	Signature (s)

I hereby record my presence at the 22nd Annual General Meeting of the Company at the Registered Office of the Company, at shorter notice, at No-2B-1226 G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096, on Tuesday, August 31, 2021 at 5:00 P.M. or any adjournment thereof.

Signature of the Member / Proxy

(To be signed at the time of handing over this slip)

**NOTE: SHARE HOLDERS/ PROXY HOLDERS DESIRING TO ATTEND THE MEETING SHOULD
BRING HIS/HER COPY OF ANNUAL REPORT FOR REFERENCE AT THE MEETING.**

Route-map/Landmark of the AGM Venue

(G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096)

(Near Safeda Park)

