

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of **Zircon Technologies (India) Limited** ("the Company") for the financial year 2022-23 ("ZTIL/AGM/2022-23"), will be held on Saturday, September 30, 2023, at 05:00 p.m. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM"), at shorter notice, to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Annual Financial Statements (Standalone and Consolidated) for the Financial Year 2022-23

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the Report of the Board of Directors and the Auditors thereon.

2. Appointment of Mr. Sanjeev Sondhi as a Director liable to retire by rotation

To appoint a director in place of Mr. Sanjeev Sondhi (DIN: 01053263), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors of the Company

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

A. Approval of appointment of M/s. K.B. Chandra & Co., Chartered Accountants (FRN.: 000862N), as Statutory Auditors of the Company, in casual vacancy

"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), M/s. K.B. Chandra & Co., Chartered Accountants (FRN.: 000862N), who was appointed by the Board of Directors of the Company in its meeting held on June 05, 2023, due to casual vacancy caused on resignation of M/s PAAY & Co. LLP, Chartered Accountants (FRN: N500102), the Statutory Auditors of the Company, on recommendation of the Board of Directors of the Company, be and is hereby appointed as Statutory Auditors of the Company from the date of appointment by the Board of Directors of the Company till conclusion of this Annual General Meeting of the Company.

RESOLVED FURTHER THAT any Directors of the Company, be and are hereby severally authorized to sign, execute and deliver any undertaking(s), letter of appointment, agreement, deeds and any other documents (including amendments, if any) enter such particulars in the Register and file necessary application, forms, returns and documents and to do all such acts, deeds and thing necessary and incidental to give effect to this resolution including filing of necessary forms and returns to the Registrar of Companies to give effect to the said resolution.

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

B. Approval of appointment of M/s. K.B. Chandna & Co., Chartered Accountants (FRN.: 000862N), as Statutory Auditors of the Company for a term of five years

“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 re-appoint M/s. K.B. Chandna & Co., Chartered Accountants (FRN.: 000862N), as Statutory Auditors of the Company for a period of 5 (Five) consecutive years to hold office from the conclusion of this 24th Annual General Meeting ('AGM') of the Company for financial year 2022-23 until the conclusion of 29th AGM meeting of the Company to be held for financial year 2027-28.

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.

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

Zircon Technologies India Ltd.

Director

Sanjeev Sondhi
Managing Director
DIN: 01053263
Add.: E-703, Pavitra Apartment,
Vasundhara Enclave, Delhi – 110096, India

Date: September 30, 2023
Place: Dehradun

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) had, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020, and General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 (collectively “**MCA Circulars**”), permitted companies to conduct Annual General Meeting (**AGM**) through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be Registered Office of the Company.
2. Since there are no special business to be transacted at the AGM, the statement pursuant to Section 102(1) of the Companies Act, 2013 (‘the **Act**’) is not required. However, the Company has presented explanatory statement for Item No. 3 for information of the members. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection.
3. **GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC / OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**
4. Since the AGM has been convened at shorter notice, requisite consent of the shareholders as required under the Act has been obtained by the Company.
5. In line with the MCA Circulars, the notice of the AGM along with the Annual Report 2022-23 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company electronically. If any shareholder wish to change their registered email id or communicate otherwise may send an email to zircon@zircontech.com.
6. Pursuant to Section 113 of the Act, Corporate Members intending to send their authorized representative(s) to attend the AGM through VC/OAVM on its behalf and to vote are requested to send in advance a scanned copy of (PDF/JPG format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/Power of Attorney of those representative(s) together with the respective specimen signatures of those representative(s), to the Company through e-mail to zircon@zircontech.com.
7. The Company has enabled the Members to participate at the AGM through the VC facility via Zoom.us (as per link shared separately). The detailed calendar invite shall follow. The instructions for participation by Members are given in the subsequent paragraphs.
8. The attendance at the meeting through VC/OAVM shall be allowed through first-come-first-serve basis. However, it is not applicable for large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, Directors and the Auditors.
9. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. In

case of any difficulties or if you need assistance, please contact Ms. Heena Khera at zircon@zircontech.com.

10. As per the provisions under the MCA Circulars, Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Members joining the meeting through VC/OAVM, may cast their vote by show of hands in terms of MCA Circulars. The results shall be declared at the meeting post counting of votes.
12. The Members will be allowed to pose questions during the course of the meeting or the queries may be sent in advance at zircon@zircontech.com.
13. In case of any difficulties or if you need assistance and to pose questions during the course of the meeting, queries may be sent in advance. Please contact on email ID of the Company at zircon@zircontech.com.
14. Pursuant to the provision of the Act, voting on all matters considered at shareholders' Meeting shall be by way of show of hands, unless a demand for poll is made by any member in accordance with Section 109 of the Act.
15. As the AGM is being held through VC, the route map is not annexed to this Notice.
16. All relevant documents referred to in the accompanying Notice, statutory registers and other records, as required under the law will be available electronically for inspection by the members without any fee by the members from the date of circulation of this Notice up to the date of AGM and also during the AGM. Members seeking to inspect such documents can send an email zircon@zircontech.com in the same are also available at the Registered office of the Company.

By Order of the Board of Directors
For Zircon Technologies (India) Limited

Sanjeev Sondhi
Managing Director

DIN: 01053263
Add.: E-703, Pavitra Apartment,
Vasundhara Enclave, Delhi – 110096, India

Date: September 30, 2023
Place: Dehradun

Explanatory Statement as required under Section 102 of the Companies Act, 2013
(Though not mandatorily required being an ordinary business at AGM)

Item No. 3

Re-appointment of Statutory Auditors of the Company

The members are requested to note that the shareholders of the Company in its 23rd Annual General Meeting ('AGM') held on September 29, 2022 appointed M/s PAAY & CO. LLP, Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 1 year i.e. from conclusion of the 23rd AGM till the conclusion of the 24th AGM of the Company to be held for the year 2022-23. However, M/s PAAY & Co. LLP resigned as Statutory Auditors of the Company vide letter dated May 25, 2023 due to pre-occupation and other assignments. Accordingly, pursuant to Section 139(8) of the Act, on recommendation of the Audit Committee, the Board in its meeting held on June 05, 2023, subject to approval of the shareholders of the Company, approved the appointment of M/s. K.B. Chandna & Co., Chartered Accountants (FRN.: 000862N), as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s PAAY & CO. LLP, Chartered Accountants, the Statutory Auditors of the Company, who will hold the office until conclusion of 24th Annual General Meeting ('AGM') of the Company to be held for financial year 2022-23 and if appointed by the shareholders in the ensuing AGM, will hold office for a period of five (5) consecutive years i.e. financial year 2023-24 to financial year 2027-28 i.e. until conclusion of the AGM of the Company to be held for financial year 2027-28. The shareholders of the Company in Extra-ordinary General Meeting held on June 10, 2023 approved the aforesaid appointment.

The Board in its meeting held on September 30, 2023, on recommendation of the Audit Committee, has proposed to appoint M/s. K.B. Chandna & Co., Chartered Accountants (FRN.: 000862N), as Statutory Auditors of the Company, for a period of 5 (Five) consecutive years to hold office from the conclusion of this 24th AGM to be held in year 2023 until the conclusion of the 29th AGM of the Company to be held in year 2028 and the same has been recommended to the shareholders for approval in this AGM. The Company has received consent and requisite disclosures as required under the Act from M/s. K.B. Chandna & Co., Chartered Accountants, the Statutory Auditors of the Company. The Board recommends the shareholders to pass the Ordinary Resolution, as set out in the item no. 3 and approve the proposal.

None of the Directors of the Company or their relatives in any way is concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors

For Zircon Technologies (India) Limited

Sanjeev Sondhi
Managing Director
DIN: 01053263

Add.: E-703, Pavitra Apartment,
Vasundhara Enclave, Delhi – 110096, India

Date: September 30, 2023
 Place: Dehradun

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

[Appointment of Mr. Sanjeev Sondhi as a Director liable to retire by rotation]

Name of the Director	Mr. Sanjeev Sondhi
Age	57 years
Qualification	B.Sc (Hons).
Experience and brief profile	He, aged 57, is primarily responsible for research and development, strategy, design, business development and corporate planning of our Company. He has a combined work experience of 30 years in various sectors including 12 years of experience in print security and label manufacturing industries. Prior to joining our Company, he has worked with GlaxoSmithKline Pharmaceuticals Limited, Lupin Limited, Nicholas Piramal India Limited and also has an overseas experience in areas of sales and marketing. He holds a bachelor's degree in Chemistry (Honors) from Meerut University. He has been a Director on our Board since 2002
Terms and Condition of Appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Sanjeev Sondhi shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. Mr. Sondhi, Managing Director, has been re-appointed for a period of 5 years with approval of the Board in meeting held on June 05, 2023 and shareholders meeting held on June 10, 2023, alongwith terms of re-appointment.
Details of remuneration to be paid	Rs. 8,00,000/- p.m.
Details of Remuneration last drawn	Rs 8,00,000/- p.m.
Date of Appointment on the Board	November 07, 2002
Shareholding in the Company	1,47,40,000 Equity Shares of Rs. 10/- each (99.80%)
Relationship with other directors, Manager and Key Managerial Personnel	None
Number of Board Meeting attended during 2022-23	04
No. of Companies where he holds Directorship	Securedibs Technologies Private Limited Secure Technopack Private Limited
Membership/Chairmanship of Committees of other Board	N.A.
List of Public Companies in which he holds directorship	N.A.

By Order of the Board of Directors

For Zircon Technologies (India) Limited

Sanjeev Sondhi
Zircon Technologies India Ltd.

Sanjeev Sondhi
Director

Sanjeev Sondhi

Managing Director

DIN: 01053263

Add.: E-703, Pavitra Apartment,
Vasundhara Enclave, Delhi – 110096, India

Date: September 30, 2023

Place: Dehradun