

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **Zircon Technologies (India) Limited** ("the **Company**") for the Financial Year 2023-24 ("ZTIL/AGM/2023-24"), will be held on Monday, September 30, 2024, at 05:00 p.m. (IST) at the registered office of the Company at No-2B-1226 G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096, India to transact the following businesses:

ORDINARY BUSINESS

- 1. Adoption of Annual Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March 2024**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended March 31, 2024, and the Report of the Board of Directors and the Auditors thereon.

- 2. Re-Appointment of Mrs. Shalini Chadha as a Director liable to retire by rotation**

To appoint a director in place of Mrs. Shalini Chadha (DIN: 09205912), Whole Time Director of the Company, who retires by rotation and being eligible and offers herself for re-appointment as Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

- 3. Approval to advance any loan, give Guarantee, provide security under section 185 of the Companies Act, 2013**

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act") read with rules framed thereunder and any other applicable provisions, if any including any statutory modifications or re-enactments thereof for the time being in force, approval of the members of the Company by way of special resolution be and is hereby accorded for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. Fifty (50) Crores outstanding at any point of time in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard in order to give effect to this resolution.

RESOLVED FURTHER THAT certified true copy of this resolution may given to any concerned person under the hand of any Director or Company Secretary of the Company.

4. Approval for give Loan, Guarantee, provide Security and made investments under Section 186 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of the Section 186 of the Companies Act, 2013 ("the Act") read with rules framed thereunder and any other applicable provisions, if any including any statutory modifications or re-enactments thereof for the time being in force, and all other necessary permissions, approvals, if any as may require in this regard, approval of the shareholders of the Company by way of special resolution be and is hereby accorded to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to a maximum aggregate amount of Rs. Fifty (50) crores outstanding at any point of time, over and above the permissible limits under Section 186 (2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid-up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary of the Company be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard in order to give effect to this resolution.

RESOLVED FURTHER THAT certified true copy of this resolution may given to any concerned person under the hand of any Director or Company Secretary of the Company.

5. Approval for Corporate Guarantee in favour of Kotak Mahindra Bank against the credit facilities taken by Secure Technopack Private Limited.

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act") read with rules framed thereunder and any other applicable provisions, if any including any statutory modifications or re-enactments thereof for the time being in force, approval of the shareholders of the Company be and is hereby accorded, the Company do issue a guarantee for an amount of Rs. 12,13,00,000/- (Rupees Twelve Crores Thirteen Lacs Only) to Kotak Mahindra Bank Limited in respect of the Credit Facilities granted to Secure Technopack Private Limited" in terms of the draft Guarantee placed before the Board for its approval."

"RESOLVED FURTHER THAT the Company do provide guarantee and provide security for the amounts sanctioned by respective banks in terms of the draft placed before the Board or as may be modified from time to time in respect of the Credit Facilities granted by them to **Secure Technopack Private Limited**.

RESOLVED FURTHER THAT the facility sanctioned to **Secure Technopack Private Limited** based on the Corporate Guarantee of **Zircon Technologies (India) Limited** Will solely be utilized for the principal business of **Secure Technopack Private Limited**.

RESOLVED FURTHER THAT Mr. Sanjeev Sondhi and Mrs. Shalini Chadha Directors of the company, be and are hereby severally authorized to execute the Guarantee in terms of the draft placed before the Board and shareholders and initialed by the Chairman for the purposes of identification and to do all such acts, deeds and things as may be necessary to give effect to this resolution".

"FURTHER RESOLVED THAT the authority be and is hereby given to Mr. Sanjeev Sondhi, Director (DIN: 01053263) and /or Mrs. Shalini Chadha, Director (DIN: 09205912) to:

- severally to execute, sign either manually or by way of affixing the digital signature for and on behalf of the Company either physically or electronically or digitally by using Aadhar or OTP or Biometric based authentication or USB token based DSC or any other electronic form and issue on behalf of the Company the Guarantee and such other documents as may be required by the Bank from time to time and to do all such acts, deeds and things as may be necessary to give effect to this resolution.
- To accept and consent to the E-platform/digitized platform of the Bank or of /through any vendor/s appointed by the Bank, for accepting terms and conditions relating to the guarantee/security, executing and, transacting guarantee/security documents, e-stamping data storage etc.
- To receive and/or send any communication from and to the Bank /third party vendors/agents etc. appointed by the Bank, whether by way of an SMS, Email etc. on the personal mobile numbers/email id(s) of the authorised signatories and/or on the registered mobile numbers/email id(s) of the company and/or on the mobile numbers/email id(s) of the authorised signatories or the company provided as annexure to the extract of this resolution with the bank and the same shall be valid and binding upon the company."

RESOLVED FURTHER THAT:

- Any communication/correspondence from the authorised signatories, shall be treated as communication/correspondence for and on behalf of and under the authority of the company and the Bank will be fully entitled to act upon the same and same shall be binding on the company.
- Any Communication received and/or sent from and to the Bank /third party vendors/agents etc. appointed by the Bank, whether by way of an SMS, Email etc. on the personal mobile numbers/email id(s) of the authorised signatories and/or the registered mobile numbers/email id(s) of the company and/or on the mobile numbers/email id(s) of the authorised signatories or the company provided as annexure to the extract of this resolution, with the bank shall be treated as valid and binding upon the company.
- The Bank shall be at liberty to treat the personal cell number/email id, communicated by the authorised signatories or annexed to the extract of this resolution or as last on record of the bank as valid and permitted cell number /email id for communication
- The documents accepted and/or executed on the E-platform/digitised platform, shall be valid and binding upon the company and can be relied upon and used by the bank as a proper form of evidence and the

undertakes not to raise any dispute or question as regards the terms and conditions accepted thereon and as regards the documents executed on the electronic/digitised platform.

- The Bank be/is authorized, to use the authorised signatories/company's Aadhaar details and core biometric information to authenticate and verify the authorised signatories/ company's identity. The Company also hereby consents to execution and stamping of documents through the E-platform/digitized platform."

"RESOLVED FURTHER THAT the Company do file the relevant forms with the Registrar of Companies concerned within the stipulated period as prescribed under law in order to register the charge of the Bank."

6. Approval for Providing Loans, Guarantee or security U/S 185

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to section 185 read with relevant rules there under and all other applicable provisions, if any, of the companies act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), read with the companies (meeting of Board and its power) Rules,2014 and in accordance of article of Association of the Company and in addition to all resolution passed earlier in this regard, consent of members of the Company be and is hereby accorded to Board of Directors to provide corporate guarantee(s) and security in favour of the Kotak Mahindra Bank Ltd. with respect to Loan/ Credit Facilities aggregating Rs. 12,13,00,000/- (Rupees Twelve Crores Thirteen Lacs Only) Sanction/ Extended by it to Secure Technopack Private Limited for its principal business with this understanding that directors are interested /directors' interest lies in Secure Technopack Private Limited associate company of Zircon Technologies (India) Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable with regard to the propose Corporate Guarantee and Securities and to do all such acts, Deeds, matters and things and to execute all such deeds, documents and Writings as may be necessary, desirable or expedient in connection therewith."

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 05, 2024
Place: Dehradun

NOTES:

1. Explanatory statements pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') is annexed for Item No. 3, 4, 5 and 6.
2. **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 ANNUAL GENERAL MEETING ("AGM")/MEETING.**
"Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for another person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authorization, as applicable."
3. Members/Proxies should fill in the attendance slip for attending the meeting. Proxy form as prescribed under the Companies Act, 2013 is enclosed herewith.
4. Pursuant to Section 113 of the Act, Corporate Members intending to send their authorized representative(s) to attend the AGM 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 at the registered office of the Company or through e-mail to zircon@zircontech.com.
5. 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
6. 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 at the AGM.
7. The statutory registers and other documents required to be kept open for inspection under the act read with rules made thereunder at the AGM of the Company, will be available for inspection by the members.
8. 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.
9. 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.
10. Route map of the Registered office of the Company is annexed to this Notice.
11. All relevant documents referred to in the accompanying Notice, statutory registers and other records, as required under the law will be available 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
Sanjeev Sondhi
Managing Director
DIN: 01053263
Add.: E-703, Pavitra Apartment,
Vasundhara Enclave, Delhi – 110096, India



Date: September 05, 2024

Place: Dehradun

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013
(Statement with respect to items covered in the Notice of Meeting are given below)

Item No. 3

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other said entities.

In Accordance with the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these above-mentioned entity up to an aggregate amount of Rs. 50 Crores outstanding at any point of time.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors of the Company in their meeting held on 5th September 2024 recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Item No. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for: -

- making loans to any person or other bodies corporate.
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person.
- and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:
 1. 60% of the paid-up share capital and free reserves and securities premium account; or
 2. 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of Rs. 50 Crores outstanding at any point of time. The Board of Directors of the Company in their meeting held on 5th September 2024 recommends the Special Resolution for business set out in Item No. 4 for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Item No. 5 & 6

On the recommendation of Audit Committee, The Board of Directors of the Company in their meeting held on 5th September 2024 has recommended to grant corporate guarantee of Rs. 12.13 Crores in favour of Kotak Mahindra Bank Limited for the credit facilities availed by Secure Technopack Private Limited, (STPL) associate Company of the Company.

In Accordance with the provisions of Section 185 read with Section 186 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

Mr. Sanjeev Sondhi, Managing Director of the Company also hold position of Director in Secure Technopack Private Limited, Therefore, approval of the Shareholders by way of Special Resolution is required for the items No. 5 & 6 set out in the notice for provide guarantee to Secure Technopack Private Limited.

Details of Corporate Guarantee proposed to be provided are as follows:

Amount of Loan for which Corporate Guarantee given – 12.13 Crores

Purpose for which the loan or guarantee or security is proposed to be utilised by the recipient – for utilize the funds in order to maintain smooth running of business requirements in terms to meet working capital and other current assets requirements of the Company

Tenure of Loan taken by the Secure Technopack Private Limited – 120 months

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

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

[Re-Appointment of Mrs. Shalini Chadha as a Director liable to retire by rotation]

Name of the Director	Mrs. Shalini Chadha
Age	40 Years
Qualification	Masters in Business Administration
Experience and brief profile	Mrs. Chadha, aged 40, possess master's in business administration with a dual specialization in Human Resource & Finance from IMT Ghaziabad. Started her Carrier with HDFC Bank and from last five years associated with Zircon Technologies (India) Ltd as A Head of Human Resource and managing the entire Gamut of HR Functions including Finance Allocation to Human Resource and Investment on Human return with a major focus on Happy Talent where in Employee drives Business result and create value for the Organization.
Terms and Condition of Appointment	In terms of Section 152(6) of the Companies Act, 2013, Mrs. Shalini Chadha shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re- appointment. Mrs. Shalini Chadha, has been appointed as Whole Time Director of the Company 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, along with terms of appointment.
Details of remuneration to be paid	Rs. 3,00,000/- p.m.
Details of Remuneration last drawn	Rs 23,22,000/- P.A.
Date of Appointment on the Board	5 th June, 2023
Shareholding in the Company	-
Relationship with other directors, Manager and Key Managerial Personnel	None
Number of Board Meeting attended during 2023-24	06
No. of Companies where he holds Directorship	Secure Technopack Private Limited
Membership/Chairmanship of Committees of other Board	Member of CSR Committee and Borrowing Committee of Zircon Technologies India Limited
List of Public Companies in which he holds directorship	NA

By Order of the Board of Directors

For Zircon Technologies (India) Limited

Sanjeev Soni
Managing Director

DIN: 01053263

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

Date: September 05, 2024

Place: Dehradun



ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall

Joint shareholders may obtain additional Slip at the venue of the meeting.

Name and address of the shareholder/Proxy: _____

Folio No.: _____

DP ID & Client ID*: _____

No. of Shares held: _____

I hereby record my presence at the 25th Annual General Meeting of the Company to be held on Monday, September 30, 2024, at 05:00 p.m. at the registered office of the Company i.e., No-2B-1226 G.D. Colony Mayur Vihar, Ph-III, New Delhi – 110096.

Signature of the Member / Proxy

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

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]

CIN:	U51397DL1999PLC098428
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 25th Annual General Meeting of the Members of **Zircon Technologies (India) Limited** ('ZTIL AGM/2023-24') to be held on Monday, 30th September, 2024, at 5:00 p.m. at No-2B-1226 G.D. Colony, Mayur Vihar, Ph-III, New Delhi – 110096.

RESOLUTION

As mentioned in accompanying Notice

Signed this

Signature of Shareholder _____

Affix Re.
 1/-
 Revenue

Signature of Proxy holder(s) _____

Route-map/Landmark of the AGM Venue

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

(Near Safeda Park)

