

## **NOTICE**

**NOTICE** is hereby given that the Fifth (5<sup>th</sup>) Annual General Meeting of the Members of Syntegon Technology India Private Limited, will be held on **Monday, 30<sup>th</sup> September, 2024 at 11:00 HRS. (IST)** at its registered office at Plot No. N4A, Phase IV, Verna Industrial Estate, Verna, Goa – 403 722 to transact the following businesses:

### **ORDINARY BUSINESS**

#### **Item No. 1: Adoption of Financial Statements including Director's Report & Auditor's Report thereon for FY 2023-2024**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditor's thereon laid before this meeting, be and are hereby considered and adopted."

### **SPECIAL BUSINESS**

#### **Item No. 2: Ratification of Remuneration to Cost Auditors**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] the remuneration payable to Mr. Rammohan Menon, Cost Accountant (Firm Registration No. -100435), appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2025, amounting to Rs. 1,00,000/- per annum (Rupees One Lakh only) (plus applicable taxes and reimbursement of out-of-pocket expenses) be and is hereby ratified.

**"FURTHER RESOLVED THAT** approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

#### **Item No. 3:**

#### **Appointment of Mr. Ashish Deshpande (DIN: 10499293) as Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary Resolution**.

**"RESOLVED THAT** Mr. Ashish Deshpande (DIN: 10499293) who was appointed as an Additional Director of the Company w.e.f. 27<sup>th</sup> March, 2024 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act,



2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 55 of the Article of Association, and being eligible, offer himself for appointment, be and is hereby appointed as an Executive Director of the Company, with effect from the date of this Meeting."

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to file relevant forms with the Registrar of Companies, Goa, and to do all such other acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above appointment"

**Item No. 4:**

**Appointment of Mr. Bruno Oberle (DIN: 10605229) as Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary** Resolution.

**"RESOLVED THAT** Mr. Bruno Oberle (DIN: 10605229) who was appointed as an Additional Director of the Company w.e.f. 10<sup>th</sup> July, 2024 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 55 of the Article of Association, and being eligible, offer himself for appointment, be and is hereby appointed as a Non-Executive Director of the Company, with effect from the date of this Meeting."

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to file relevant forms with the Registrar of Companies, Goa, and to do all such other acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to the above appointment"

**Item No. 5:**

**Appointment of Mr. Ashish Deshpande (DIN: 10499293) as Whole Time Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification as an **Ordinary** Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and any other applicable provision of the Companies Act, 2013 ("Act") read with Part I of Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for the appointment of Mr. Ashish Deshpande (DIN: 10499293) as a Whole Time Director of the Company for a period of 5 years, with effect from 27<sup>th</sup> March, 2024 with the terms and conditions as approved by the Board, with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as deemed fit necessary.

**"RESOLVED FURTHER THAT** Mr. Ashish Deshpande, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**"RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."





By Order of the Board of Directors  
For Syntegon Technology India Pvt. Ltd.



**Jyoti Pednekar**  
Company Secretary  
(ICSI Membership No. ACS 32831)

Date: 27/09/2024

Place: Verna, Goa

Notes: -

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument appointing proxy, duly completed in all respects (stamped and signed), should be deposited at the Registered Office of the Company before 48 hours of the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in case of poll, not less than 24 hours before the time appointed for the taking of the poll. A proxy form for the AGM is enclosed.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution together with their respective specimen signatures to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- The Annual Report for the financial year 2023-24, the Notice of the 5<sup>th</sup> AGM along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company, unless a member has requested for a physical copy of the documents.
- A Statement relating to the Special Business to be transacted at the Annual General Meeting is attached herewith for the reference of the Members.
- All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours till the conclusion of the Annual General Meeting.
- The Route Map showing directions to reach to the venue of the 5<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards -2 on "General Meetings".

By Order of the Board of Directors  
For Syntegon Technology India Pvt. Ltd.



**Jyoti Rednekar**  
Company Secretary  
(ICSI Membership No. ACS 32831)

Date: 27/09/2024  
Place: Verna, Goa

## ANNEXURE TO NOTICE

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

#### Item No. 2: Ratification of Remuneration to Cost Auditors

The Board of Directors, of the Company through resolution passed on 19<sup>th</sup> day of September 2024 had approved the appointment of Mr. Rammohan Menon, Cost Accountant having Firm Registration Number 100435, as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending 31<sup>st</sup> March 2025, at a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) (plus applicable taxes and reimbursement of out-of-pocket expenses).

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March 2025.

None of the Directors of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval of the Members.

#### Item No. 3: Appointment of Mr. Ashish Deshpande (DIN: 10499293) as Director of the Company

The Board of Directors of the Company through resolution passed in their meeting held on 27<sup>th</sup> day of March, 2024 had appointed Mr. Ashish Deshpande (DIN: 10499293) as an Additional Director of the Company till the date of the next Annual General Meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the Members of the Company is required for regularization of Mr. Ashish Deshpande as Director of the Company. The Company has received consent of Mr. Ashish to act as Director in Form DIR-2 and other necessary declarations in respect of his eligibility of being appointed as the Director of the Company.





The Board of Directors feel that the continued association of Mr. Ashish Deshpande as a Director would be advantageous to the Company and accordingly recommends the resolution set forth in item no.3 for the approval of the Members.

None of the Directors of the Company and their relatives, except Mr. Ashish Deshpande, are in any way concerned or interested in the resolution as set out in Item No. 3 of the Notice.

**Item No. 4: Appointment of Mr. Bruno Oberle (DIN: 10605229) as Director of the Company**

The Board of Directors of the Company through resolution passed in their meeting held on 10<sup>th</sup> day of July 2024 had appointed Mr. Bruno Oberle (DIN: 10605229) as an Additional Director of the Company till the date of the next annual general meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the Members of the Company is required for regularization of Mr. Bruno Oberle as Director of the Company. The Company has received consent of Mr. Bruno to act as Director in Form DIR-2 and other necessary declarations in respect of his eligibility of being appointed as the Director of the Company.

The Board of Directors feel that the continued association of Mr. Bruno Oberle as a Director would be advantageous to the Company and accordingly recommends the resolution set forth in item no.4 for the approval of the Members.

None of the Directors of the Company and their relatives, except Mr. Bruno Oberle, are in any way concerned or interested in the resolution as set out in Item No. 4 of the Notice.

**Item No. 5: Appointment of Mr. Ashish Deshpande (DIN: 10499293) as Whole Time Director of the Company**

The Board of Directors in its meeting held on 27<sup>th</sup> March, 2024 has approved the appointment and terms of appointment including remuneration of Mr. Ashish Deshpande as the Whole Time Director of the Company for a period of five years with effect from 27<sup>th</sup> March, 2024.

Mr. Ashish Deshpande, aged 46 years, holds a B.E degree in Mechanical Engineering and an MS degree in Manufacturing Systems Engineering from the University of Kentucky, USA. He has been associated with Syntegon since 2019 and is presently serving as Operations Head & Factory Manager at Syntegon India. Ashish comes with a proven record of accomplishments of 20 years with experience in optimizing operations for cost reduction, higher productivity and improved product quality in various companies. He is an expert in Lean Manufacturing Concepts, Product & Project Management, Quality control tools and Operations management.

He joined the Board as an Additional Director w.e.f. 27<sup>th</sup> March, 2024 and since then has been contributing to the growth and development of the Company.

The Board of Directors believe that the induction of Mr. Ashish Deshpande as the Whole Time Director of the Company will greatly help the Company to further its growth in the coming period. Mr. Ashish Deshpande is eligible for appointment as the Whole Time Director under the provisions of the Companies Act, 2013 and rules made thereunder. In terms of Section 152, Mr. Ashish Deshpande has consented to act as the Whole Time Director of the Company, if so appointed.



Accordingly, approval of the Members is sought for passing an Ordinary Resolution as set out in item no. 5 of the accompanying notice for approval of appointment of Mr. Ashish Deshpande as the Whole Time Director of the Company for a term of 5 years with effect from 27<sup>th</sup> March, 2024.

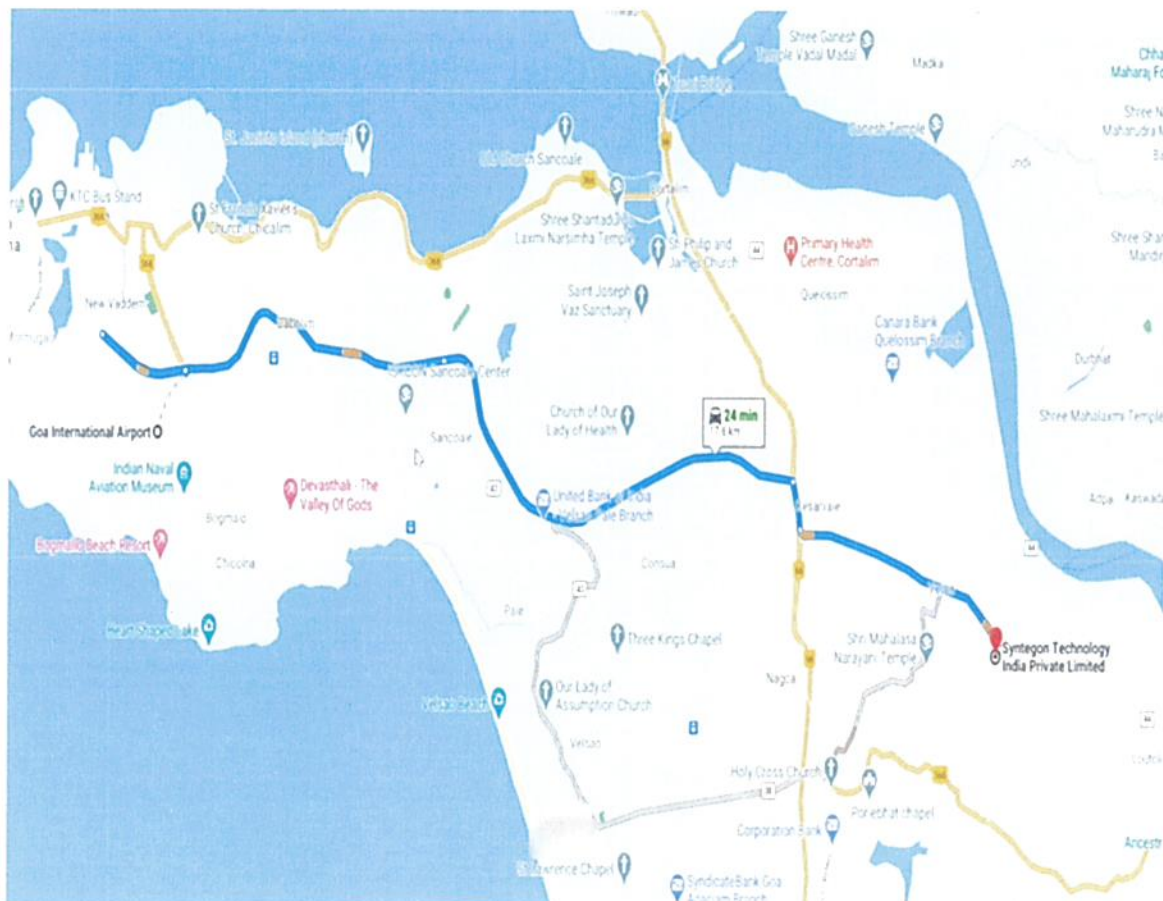
A copy of the service contract entered into between the Company and Mr. Ashish Deshpande for the terms of appointment including remuneration, is available for inspection of the Members at the Registered Office of the Company during the normal business hours at any time up to the date of the Annual General Meeting except Sundays and National Holidays.

The Board recommends the proposed resolution to the Members of the Company for their consideration and approval.

None of the Directors of the Company and their relatives, except Mr. Ashish Deshpande, are in any way, concerned or interested in the resolution as set out in Item No. 5 of the Notice.

## ROAD MAP

### Airport GOI to Syntegon



**ATTENDANCE SLIP**

**5<sup>th</sup> (FIFTH) ANNUAL GENERAL MEETING**

<b>Registered Folio No./ DP ID and Client ID</b>	
<b>Name and Address of the Member(s)</b>	
<b>Number of Shares held</b>	

I/We, hereby record my / our presence at the 5<sup>th</sup> (Fifth) Annual General Meeting of the Company at the Registered Office of the Company at Plot No. N4A, Phase IV, Verna Industrial Estate, Verna, Goa – 403 722 on **Monday, 30<sup>th</sup> September, 2024 at 1100 hrs.**

.....

Member's Folio/DP ID- Client ID

.....

Member's / Proxy's Name

.....

Member's / Proxy's Signature

**Notes:**

1. Only Member/Proxyholder can attend the meeting.
2. Please fill up the details of the Folio and Name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.





**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]**

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>Email ID</b>	
<b>Folio No</b>	

I/We being the Member(s) of Syntegon Technology India Private Limited holding \_\_\_\_\_ Equity Shares of the Company, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her;

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ as

my / our proxy and to attend and vote (on a poll) for me / us on my / our behalf at the 5<sup>th</sup> (Fifth) Annual General Meeting of the Company scheduled to be held on Monday, 30<sup>th</sup> September, 2024 at 11.00 hrs. at the Registered Office of the Company at Plot No. N4A, Phase IV, Verna Industrial Estate, Verna, Goa – 403 722 and at any adjournment(s) thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
<b>Ordinary Business</b>	
1.	Adoption of Financial Statements including Director's Report & Auditor's Report thereon for FY 2023-2024
<b>Special Business</b>	
2.	Ratification of Remuneration to Cost Auditors
3.	Appointment of Mr. Ashish Deshpande (DIN: 10499293) as Director of the Company
4.	Appointment of Mr. Bruno Oberle (DIN: 10605229) as Director of the Company
5.	Appointment of Mr. Ashish Deshpande (DIN: 10499293) as Whole Time Director of the Company





Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature of Shareholder: \_\_\_\_\_ Signature of Proxy Holder(s): \_\_\_\_\_

**Notes:**

1. 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 (Forty-Eight) hours before the commencement of the Annual General Meeting.
2. **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 /herself and proxy need not be a Member of the Company. A person can act as a Proxy on behalf of not more than 50 (Fifty) Members and holding in aggregate, not more than 10% (Ten percent) of the total share capital of the Company. Members holding more than 10% (Ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other person / Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A proxy so appointed shall not have any right to speak at the Meeting.**
3. Appointing a proxy does not prevent a Member from attending the Meeting in person if he/ she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
4. 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.
5. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
6. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
7. If Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
8. For the Resolutions, please refer to the Notice of the 5<sup>th</sup> (Fifth) Annual General Meeting.

