

**NOTICE**

Notice is hereby given that the Fourteenth Annual General Meeting of the Shareholders of M/s. **Prama Hikvision India Private Limited** (the "Company") will be held on Wednesday, 6<sup>th</sup> day of December, 2023 at 11:00 a.m. at the registered office of the Company at Siddhivinayak Arcade, 2nd Floor Akurli Cross Road No.1, Kandivali (E), Mumbai - 400101, Maharashtra, India, (Route Map is attached separately) to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended March 31, 2023, and the Balance Sheet as at that date, along with the Report of the Directors' and that of the Auditor's thereon.
2. To consider Declaration of Dividend on Equity Shares of the Company.

**SPECIAL BUSINESS**

3. To approve the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2024

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

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or reenactment (s) thereof, for the time being in force], the members of the Company be and hereby ratify the remuneration amounting to Rs. 77,000/- (Rupees Seventy-Seven Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses), payable to M/s V. J. Talati & Co. (Registration No. R00213), Cost Auditors of the Company, appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024.

FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) are hereby authorized 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."


**PRAMA HIKVISION INDIA PRIVATE LIMITED**

Registered Office: 2nd Floor, Siddhivinayak Arcade, Akurli Cross Road No. 1, Near Kandivali Station, Kandivali (East), Mumbai 400 101, India.

Tel: +91-22-2846 9900 | CIN: U36100MH2009PTC190094

Corporate Office: Oberoi Commerz II, International Business Park, 18th Floor, Near Oberoi Mall, Off W.E. Highway, Goregaon (East), Mumbai - 400 063.

Tel: +91-22-4041 9900 | Email: sales@pramahikvision.com | Web: www.hikvisionindia.com

4. Alteration of Object Clause(s) in the Memorandum of Association of the Company

To consider and, if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approvals, permissions and sanctions from the appropriate authorities, if any, including that from the jurisdictional Registrar of Companies and subject to such terms, conditions, amendments or modifications as may be required or suggested by any of such appropriate authorities, the approval of the Members be and is hereby accorded for alteration of the existing object clause III (A) Clause 1 and the altered clause 1 be read as under:

- "1. To engage in the business of importing, buying, selling, supplying, distributing, trading, manufacturing, assembling, producing, procuring, processing, preparing and retail, e-tail, online retail, e-commerce deal, sale/market through online or any other mode, business to business sale or otherwise and to provide after sales services in India in the joint venture products and other products such as Embedded Net DVRs('Digital Video Recorders'), PCI/PCI-E Cards ('Peripheral Component Interconnect') or Encoder and Decoder Cards, Digital Video Servers, IP Module(Internet Protocol),all type of IP/Digital Cameras and Analog Cameras, all other security and CCTV ('Closed Circuit Television') Surveillance Products and related Technologies and Software products which also includes but not limited to EZVIZ (sports cameras) Products, Drones, Hard Disk, Cables, Video Door Phones, Access Controller, Bio-Metric Devices, Fire & Alarm Devices, Electronics & Magnetic Locks, Proximity Cards, Intrusion, Detector, Boom Barrier, Internet of Things(Iot) Products/Solutions, Industrial Automation, Facility Automation, Infrastructure sensors Storage Devices, Solid State Devices (SSD), health care and medical devices, medical instruments, medical systems, monitoring systems, radar base analysis and equipment's, diagnostic imaging devices including all types of scanners, x-ray machines and all other systems and ancillaries in the field of medical electronics including systems and applications software relating thereto, display and control products, including LED Displays. Interactive Flat Panels, LCD Video Walls, Digital Signage, Monitors and Controllers, Pen Drive, Traffic Solution, Intelligent vehicle equipment manufacturing, Intelligent vehicle equipment sales, Auto parts and accessories manufacturing, Auto parts wholesale, Manufacture of electrical signal equipment, Machine Vision Product, Robotics Video Surveillance Products, Video Analytics Solution, Wi-Fi Devices and like products, any other types and kinds of Security and Video Surveillance products."



RESOLVED FURTHER THAT Mr. Ashish Dhakan, Managing Director & CEO or any other Director of the Company be and are hereby severally authorized to sign, verify, execute and file all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution."

**Registered Office:**

Siddhivinayak Arcade,  
2nd Floor Akurli Cross  
Road No.1, Kandivali (E),  
Mumbai - 400101

Date: 31.10.2023

Place: China

By Order of the Board

For Prama Hikvision India Private  
Limited

Ashish Pravinchandra Dhakan  
Managing Director & CEO  
DIN: 02314764



**NOTE:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Item No. 3 and 4 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. A Corporate Member intending to attend the meeting through its authorized representatives in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
5. Inspection of documents is available on all working days except Saturdays, Sundays and holidays in between 9.00 am to 6.00 pm.
6. Shareholders are requested to register their email IDs with the Company. They are also requested to notify any change in their email ID, contact details, bank mandates or address to the Company.
7. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the company. Blank forms will be supplied on request.
8. The Notice of the AGM is also hosted on the website of the Company i.e. [www.hikvisionindia.com](http://www.hikvisionindia.com)
9. Route map of the venue of the Annual General Meeting is appended at the end of the Notice.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "PRAMA HIKVISION INDIA PRIVATE LIMITED" around the perimeter and a star at the bottom. The signature appears to be "A. Shree".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 3: Ordinary Resolution**

The Board of Directors, at their Meeting held on June 12, 2023, appointed M/s Ritesh N Talati, Partner of V. J. Talati & Co., Cost Accountants (Firm Registration Number R00213 as the Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2024, at a remuneration of Rs. 77,000 (Rupees Seventy-Seven Thousand only) plus GST as applicable.

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 the ratification of remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

**Item No. 4: Special Resolution**

At present, the main objects of the Company contain manufactures a wide range of video surveillance products at its state of the art manufacturing facility near Mumbai. Building on innovation and research and development initiatives, Hikvision India is committed to provide best quality products with agile technical support through its Pan India branches and employees. As the management finds many growth opportunities in the fields of Industrial Automation, Facility Automation, Infrastructure sensors, health care and medical devices, medical instruments, medical systems, monitoring systems, radar base analysis and equipment's, diagnostic imaging devices including all types of scanners, x-ray machines and all other systems and ancillaries in the field of medical electronics including systems and applications software relating thereto, display and control products, including LED Displays, Interactive Flat Panels, LCD Video Walls, Digital Signage, Monitors and Controllers, Intelligent vehicle equipment manufacturing, Intelligent vehicle equipment sales; Auto parts and accessories manufacturing, Auto parts wholesale, Manufacture of electrical signal equipment, Electrical signal equipment's as specified under the proposed resolution and is of the view that the proposed activities could easily and conveniently be carried on by the Company in addition to the existing business activities.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text "PRAMA HIKVISION INDIA PVT. LTD." around the perimeter and a star symbol at the bottom. The number "5" is written to the right of the stamp.

**PRAMA HIKVISION INDIA PRIVATE LIMITED**

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The Board members are of an opinion that the new business activities have tremendous market potential for the growth of the Company.

Therefore, it is proposed to alter existing main object clause no. 1 of the Company subject to approval of the Registrar of Companies, Maharashtra, Mumbai.

A copy of the existing and amended draft of the Memorandum of Association is available for inspection by the members and other eligible persons at the registered office of the Company during business hours between 9.00 a.m. to 6.00 pm on any day other than Saturdays, Sundays and holidays till the date of the Annual General Meeting.

Your Directors therefore commend the motion as set out in the Notice for adoption by the members by Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

**Registered Office:**

Siddhivinayak Arcade,  
2nd Floor Akurli Cross  
Road No.1, Kandivali (E),  
Mumbai - 400101

Date: 31.10.2023

Place: China

By Order of the Board  
For Prama Hikvision India Private  
Limited



Ashish Pravinchandra Dhakan  
Managing Director & CEO  
DIN: 02314764



## PROXY FORM

I/We \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ in the district of \_\_\_\_\_ being a  
 member / members of Prama Hikvision India Private Limited hereby  
 appoint \_\_\_\_\_ of \_\_\_\_\_  
 in \_\_\_\_\_ the district of \_\_\_\_\_ or failing him/her  
 \_\_\_\_\_ of \_\_\_\_\_ in the  
 district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Annual General  
 Meeting of the Company to be held on Wednesday, the 6<sup>th</sup> day of December, 2023 at 11:00 a.m.  
 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

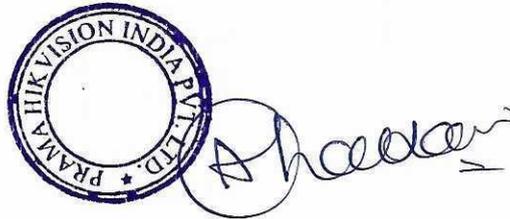
Signature \_\_\_\_\_

Address \_\_\_\_\_

Folio No. \_\_\_\_\_

## Note:

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.
2. The proxy form duly signed across revenue stamp of 15 paise should reach the Company's registered office at least 48 hours before the time of the Meeting.



## ATTENDANCE SLIP

[Member attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall]

I hereby record my presence at the Annual General Meeting of the above named Company being held on Wednesday, the 6<sup>th</sup> day of December, 2023 at 11:00 a.m. at the Registered Office of the Company at Siddhivinayak Arcade, 2nd Floor Akurli Cross Road No.1, Kandivali (E), Mumbai - 400101.

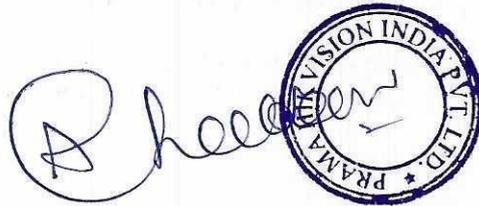
Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

Full Name of the Member  
(in BLOCK CAPITALS)

Signature

A. Sheela



Route map of the venue of the Annual General Meeting is given herein:



