

SOMIC ZF COMPONENTS PRIVATE LIMITED

CIN – U74899DL1993PLC054930

**Regd. Office: 212, Best Arcade, Plot No-3, Pocket-6, K M Chowk, Sector-12, Dwarka,
New Delhi – 110078**

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Shareholders of Somic ZF Components Private Limited will be held at 212, Best Arcade, Plot No-3, Pocket-6, K M Chowk, Sector-12, Dwarka, New Delhi – 110078, India on 26th July, 2024 at 10.00 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2024, the Balance Sheet as at that date, the Auditors' Report thereon and the Directors' Report.
2. To declare dividend of Rs. 179.88 Million for the financial year ended 31st March, 2024.

SPECIAL BUSINESS

3. **To Regularize the appointment of Mr. Akash Passey as Director of the Company**

"RESOLVED THAT Mr. Akash Passey (DIN: 01198068) who was appointed as additional director of the Company, by the Board of Directors through Board Meeting held on 15.12.2023, under section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.

"RESOLVED FURTHER THAT Mr. Arvind Kumar Pandey, AVP- F&A and Company Secretary be and is hereby authorised, to do all such acts, deeds, and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

Place : *Registered Office*
212, Best Arcade
Plot No-3, Pocket-6,
K M Chowk, Sector-12, Dwarka,
New Delhi – 110 078

Date : June 28, 2024

**By order of the Board
Somic ZF Components Private Limited**



**Arvind Kumar Pandey
AVP – F&A
and Company Secretary
ACS – A36300**

NOTES:

1. The explanatory statement pursuant to Section 102 of Companies Act, 2013 in respect of Special Business set above is annexed hereto.
2. Relevant documents with respect to business transactions can be inspected at registered office of the Company.
3. A person entitled to attend the meeting is also entitled to appoint a proxy to attend and vote at the meeting instead of himself/herself. A proxy need not to be a member of the company. Proxies submitted must be supported by appropriate resolution/ authority, as applicable.
4. Proxy form in order to be valid must be lodged with the company at least 48 hours before the commencement of the meeting.
5. The proxy holder shall prove his identity at the time of attending the Meeting.
6. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy shall stand automatically revoked.
7. The members shall be entitled to inspect the Proxies lodged during twenty-four hours before the time fixed for the commencement of the meeting and any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.
8. Corporate members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Annual General Meeting.
9. A Route map showing directions to reach the venue of the Annual General Meeting is given at end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".

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Explanatory Statement
[Pursuant to Section 102 of Companies Act, 2013]

Item No. 3

Mr. Akash Passey was appointed as an Additional Director of the Company with effect from 15th December, 2023 in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Akash Passey is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

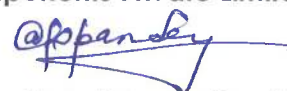
The Board is of the view that the appointment of Mr. Akash Passey as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 2 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Akash Passey himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

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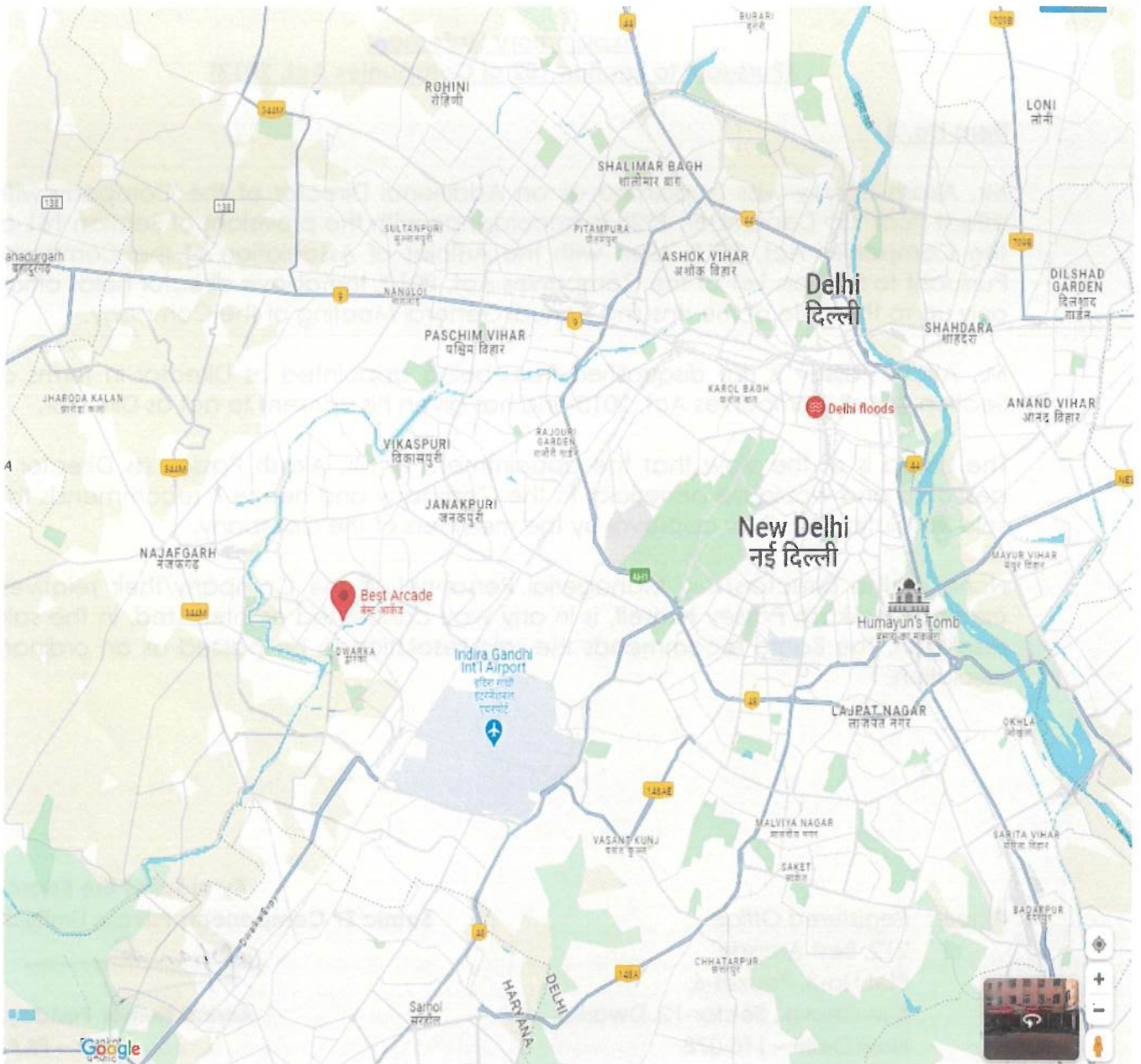
Date : June 28, 2024

By order of the Board
Somic ZF Components Private Limited



Arvind Kumar Pandey
AVP – F&A
and Company Secretary
ACS – A36300

Map of Annual General Meeting venue



@ppandey