

## Notice

NOTICE is hereby given that the TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF AAA TECHNOLOGIES LIMITED (the "Company") will be held on Saturday, 20<sup>th</sup> day of August, 2022 at 12.00 Noon at Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Next to Chakala Metro Station, Mumbai-400059 to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1 – Adoption of Financial Statement:**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors ('the Board') and auditors thereon. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

#### **Item No. 2: Re-Appointment of Auditor**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, as amended from time to time, M/s. Vandana V Dodhia & Co., Chartered Accountants, (FRN No. 117812W) be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2023, at such remuneration and out of pocket expenses as may be agreed upon between the Board of Directors and Statutory Auditor."

#### **Item No. 3: Declaration of Dividend:**

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

**"RESOLVED THAT** the Dividend for 8551200 no. of equity shares @Rs. 0.50 per equity shares of face value of Rs. 10 each for the period from April 01, 2021 to March 31, 2022 approved by Board of Directors and be and is hereby confirmed for the Financial Year 2021-2022."

**Item No. 4: Reappointment of Director who retires by rotation:**

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

**“RESOLVED THAT** Director will be appointed in place of Mrs. Ruchi Anjay Agarwal (DIN: 00415485), who retires by rotation and being eligible offers herself for re-appointment”

**Particulars of Director proposed to be re-appointed:**

Name of Director	Mrs. Ruchi Anjay Agarwal
Date of Birth	10 <sup>th</sup> June, 1971
Date of Appointment	21 <sup>st</sup> February, 2004
Qualification	BA, MA, ISO 27001 Lead Auditor
Expertise in specific functional area	HR and Administration
List of other Companies in which Director	N.A.
Chairman/Member of the committee of the other Companies	N.A.
Relation with KMP and Directors	Wife of Mr. Anjay Agarwal
Chairman/Member of the committee of the Board of Directors of this Company	N.A.
No. of Shares Held	12,80,000

**SPECIAL BUSINESS:****Item No. 5: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association:**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** with requisite majority:

**“RESOLVED THAT** pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000(One Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/-(Rupees Ten) each by creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/-(Rupees Ten) each.”

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder; the consent of

the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

“V. The Authorised Share Capital of the Company shall be Rs. 15,00,00,000/- (Fifteen Crores) divided into 1,50,00,000(One Crore Fifty Lakhs) equity shares of Rupees 10/- (Ten Only) each capable of being increased in accordance with the Companies Regulation and the Provisions of Companies Act.”

**“RESOLVED FURTHER THAT** Mr. Anjay Agarwal, Chairman and Managing Director and / or Mr. Venugopal M. Dhoot, Director and/or Mr. Sagar Shah, Company Secretary and Compliance Officer be and are hereby authorized to do all such acts, deeds, matters and execute all such deeds, documents, instruments and writings as it may in its sole discretion deem necessary, expedient or incidental in regard to the increase in authorized capital, filing of any documents with Ministry of Corporate Affairs and/or concerned authorities, applying and seeking necessary approvals and to settle any question, difficulty or doubt that may arise in regard thereto.”

**Item No. 6: To approve the issuance of Bonus Shares:**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** with requisite majority:

**“RESOLVED THAT** pursuant to the provisions of section 63 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), articles of association, the consent of the members of the Company be and is hereby accorded for the purpose of issuance of 1 (One) new Equity Shares of Rs. 10/- (Rupees Ten) each, credited as fully paid-up equity shares of the Company, to the holders of the equity Shares of the Company whose names appear in the Register of Members maintained by the Company on such record date as may be fixed by the Board, for every 2 (Two) existing equity share of Rs.10/-(Rupees Ten) each held by each Member and not as income”.

**“RESOLVED FURTHER THAT** sum of Rs. 4,27,56,000/- (Rupees Four Crore Twenty Seven Lakhs Fifty Six Thousand only) be capitalized out of the Company's Securities Premium Account / Free Reserve to be utilized for the purpose of issue of Bonus Equity Shares as per the Audited Accounts of the Company for the financial year ended 31st March, 2022 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 42,75,600 (Forty Two Lakhs Seventy Five Thousand Six Hundred only) Equity Shares of Rs.10/- each as fully paid Bonus Equity Shares”.

**“RESOLVED FURTHER THAT** the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the Equity Share Capital of the Company

held by members and not as income and the said Bonus Equity Shares shall be issued and allotted, inter alia, on the following terms and conditions:

- i. the new equity shares of Rs.10/- (Rupees Ten) each to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company.
- ii. No letter of allotment shall be issued in respect of the Bonus Equity Shares. The Share Certificate(s) for Bonus Equity Shares shall be issued / dispatched to the Shareholders who hold the existing shares. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders”.

**“RESOLVED FURTHER THAT** Mr. Anjay Agarwal, Chairman and Managing Director and / or Mr. Venugopal M. Dhoot, Director and/or Mr. Sagar Shah, Company Secretary and Compliance Officer be and are hereby authorized to do all such acts, deeds, matters and execute all such deeds, documents, instruments and writings as it may in its sole discretion deem necessary, expedient or incidental in regard to the issue of bonus shares, filing of any documents with Ministry of Corporate Affairs and/or concerned authorities, applying and seeking necessary approvals and to settle any question, difficulty or doubt that may arise in regard thereto.”

**Item No. 7: To approve of Migration of Listing / Trading of the Company from NSE Emerge to Main Board of National Stock Exchange of India Limited (NSE):**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** with requisite majority:

**"RESOLVED THAT,** pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with National Stock Exchange of India Limited (NSE) applicable to small and medium enterprise and subject to the applicable laws, by-laws, rules and regulations of National Stock Exchange of India Limited (NSE) and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration to Main Board of National Stock Exchange of India Limited (NSE) and upon Migration be get listed on the capital segment (Main Board) of National Stock Exchange of India Limited (NSE) from the date of approval of Migration/ getting listed and admitted to be dealt on NSE main Board.”

**"RESOLVED FURTHER THAT,** Mr. Anjay Agarwal, Chairman and Managing Director and / or Mr. Venugopal M. Dhoot, Director and / or the Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly and / or severally deal with any Government or Semi Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC) to apply, modify, rectify and submit any application and / or related documents on behalf of the Company for the purpose of migration of the Company's present listing from NSE EMERGE to Main Board of National Stock Exchange of India Limited (NSE)."

**"RESOLVED FURTHER THAT,** Mr. Anjay Agarwal, Chairman and Managing Director and / or Mr. Venugopal M. Dhoot, Director and / or the Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ Officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company."

**Item No. 8: To make an application of listing/trading of the Company on Main Board of BSE Limited (BSE):**

To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** with requisite majority:

**"RESOLVED THAT,** pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), guidelines or requirements given by the BSE Limited (BSE), consent of the members be and is hereby accorded for making an application for listing of the Company on Main Board of BSE Limited (BSE) which is already listed on SME Platform (EMERGE) of National Stock Exchange of India Limited (NSE) and are in process of Migration of the Company's present listing from NSE EMERGE of National Stock Exchange of India Limited (NSE) to Main Board of National Stock Exchange of India Limited (NSE) and follow such procedures specified under ICDR Regulations, as amended from time to time."

**"RESOLVED FURTHER THAT,** Mr. Anjay Agarwal, Chairman and Managing Director and / or Mr. Venugopal M. Dhoot, Director and / or the Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly and / or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to

BSE Limited (BSE), National Stock Exchange of India Limited (NSE), Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC), to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of the Company on Main Board of BSE.”

“**RESOLVED FURTHER THAT**, Mr. Anjay Agarwal, Chairman and Managing Director and / or Mr. Venugopal M. Dhoot, Director and / or the Company Secretary and Compliance Officer of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney / person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company.”

**Regd. Office:**

**By order of the Board of Directors**

278-280, F Wing, Solaris 1,  
Saki Vihar Road, Opp. L&T Gate no. 6,  
Powai, Andheri East, Mumbai- 400072.  
Tel No.: 022-28573815/16  
Fax No.: 022-40152501  
Email: [cs@aaatechnologies.co.in](mailto:cs@aaatechnologies.co.in)  
Website: [www.aaatechnologies.co.in](http://www.aaatechnologies.co.in)  
CIN: L72100MH2000PLC128949

**Sd/-**  
**SAGAR MANOJ SHAH**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Date: 15<sup>th</sup> July, 2022

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person (whether a shareholder or not) as his/her proxy to attend and vote instead of himself/herself, and the proxy need not be a member but a proxy so appointed shall not have any right to speak at the meeting and can vote only on a poll. The proxies in order to be effective must be duly signed and received at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxy form is annexed to the notice as Annexure I.
2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10%) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10%) 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 any other person or shareholder.
3. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
4. Members/ proxies should bring the attendance slip duly filled in for attending the meeting.
5. Proxies Holder shall prove his identity at the time of attending Meeting.
6. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

9. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting. (Board Resolution is hereby annexed as Annexure B).
10. The attention of the members of the Company is invited that pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 as amended from time to time, the exemption with respect to voting by electronic means is available to the Company which are referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations, 2009 and therefore your company has opted to hold this meeting of the members physically only.
11. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business in respect of Item Nos. 5 to 8 mentioned in the above Notice is annexed hereto.
12. The details of the directors seeking appointment/ reappointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified Notice by Central Government has given at Annexure A to the notice. The Board of Directors recommend all the appointments / reappointments as proposed.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s).
14. The Company has appointed M/s. Link Intime India Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting Folio No./Demat Account, full name and name of the Company as AAA Technologies Limited.
15. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.



16. The Company's Securities are listed on The National Stock Exchange of India Limited (SME Platform) Exchange Plaza, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra.

The Annual Listing Fees for the year 2022-2023 have been paid by the Company to the National Stock Exchange of India Limited where the shares of the Company are listed.

17. The dividend on equity shares as recommended by the Board of Directors at 5% on the share capital of the Company i.e. Rs. 0.50 per Equity Share of face value of Rs. 10/- each for the year ended 31st March 2022, if declared at the meeting, will be made payable on or after 20<sup>th</sup> August, 2022 to those members whose names appear on the Register of Members of the Company.
18. The Record Date for the Purpose of providing Dividend is 13<sup>th</sup> August, 2022 and the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday the 13<sup>th</sup> August, 2022 to Saturday, the 20<sup>th</sup> August, 2022 (both days inclusive).
19. The Company has set Saturday, 13<sup>th</sup> August, 2022 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing Annual General Meeting.
20. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act. The members can submit the relevant documents at following email id [cs@aaatechnologies.co.in](mailto:cs@aaatechnologies.co.in).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number ("PAN") 10% or as notified by the Government of India

Members not having PAN /Invalid PAN 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during fiscal 2022- 2023 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident

shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”), read with Multilateral Instrument (“MLI”) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the member or details as prescribed
- under rule 37BC of Income-tax Rules, 1962
- Copy of Tax Residency Certificate for fiscal 2022-2023 obtained from the revenue authorities of the country of tax residence,
- duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the member of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

All Shareholders are requested to ensure that the above information & details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository Participant(s); on or before the Record Date i.e. Saturday, 13<sup>th</sup> August, 2022. Please note that the following information & details, if already registered with the RTA or Depositories, as the case may be, will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions.

No communication would be accepted from members on or after Saturday, 13<sup>th</sup> August, 2022 regarding tax withholding matters.

It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

21. M/s. VKM & Associates, Company Secretaries, Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting through Ballot Form in a fair and transparent manner.
22. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.aaatechnologies.co.in](http://www.aaatechnologies.co.in). The results shall also be uploaded to the Stock Exchange where the shares of the company are listed within 48 hours of the conclusion of the Annual General Meeting.
24. The Registers under the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
25. As per Section 152 of the Companies Act, 2013, and as per the articles of the Company the retirement of all directors at every annual general meeting, should be one-third of the total number of directors, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting. Accordingly, at the ensuing Annual General Meeting, Mrs. Ruchi Anjay Agarwal, Director retiring by rotation and being eligible offers herself for re-appointment.
26. The Annual Report of the Company for the year 2021-2022, circulated to the Members of the Company, is available on the Company's website viz. [www.aaatechnologies.co.in](http://www.aaatechnologies.co.in). The Company does not have Subsidiary Company.
27. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents

viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.

28. The facility for voting through ballot paper shall be made available at the 22nd AGM and the members attending the meeting shall be able to exercise their right at the meeting through ballot paper.
29. Shareholders intending to require information about accounts to be explained in the meeting are requested to inform the Company at following email id [cs@aaatechnologies.co.in](mailto:cs@aaatechnologies.co.in). at least seven days in advance of the Annual General Meeting. Also, in case of any queries regarding the Annual Report, Members may write to [cs@aaatechnologies.co.in](mailto:cs@aaatechnologies.co.in).
30. Shareholders are requested to bring their copy of Annual Report to the Meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the green initiative and environmental cause.
31. Members may also note that the Annual Report for the financial year 2021-22 together with the Notice of 22<sup>nd</sup> Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. [www.aaatechnologies.co.in](http://www.aaatechnologies.co.in) for their download.
32. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
33. Attendance Slip (Annexure II), Ballot Form (Annexure III) have been enclosed herein. Route Map giving directions to the venue of the meeting is annexed to the notice. [Annexure IV]

**Regd. Office:**

**By order of the Board of Directors**

278-280, F Wing, Solaris 1,  
Saki Vihar Road, Opp. L&T Gate no. 6,  
Powai, Andheri East, Mumbai- 400072.  
Tel No.: 022-28573815/16  
Fax No.: 022-40152501  
Email: [cs@aaatechnologies.co.in](mailto:cs@aaatechnologies.co.in)  
Website: [www.aaatechnologies.co.in](http://www.aaatechnologies.co.in)  
CIN: L72100MH2000PLC128949

**Sd/-**  
**SAGAR MANOJ SHAH**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Date: 15<sup>th</sup> July, 2022

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

In conformity with the provisions of section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts in respect of items Nos. 5 to 8.

### **Item No. 5:**

The present Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten crore) comprising of 1,00,00,000 (One crore) Equity Shares of Rs.10/- each.

Considering the company wishes to migrate to the Main Board of NSE, the Board at its Meeting held on 15<sup>th</sup> July, 2022 had accorded its approval for increasing the Authorised Share Capital from Rs. 10,00,00,000/- (Rupees Ten crore) to Rs. 15,00,00,000/- (Rupees Fifteen Crore) by creation of 50,00,000 (Fifty Lakhs) additional equity share of Rs.10/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten crore) to Rs. 15,00,00,000/- (Rupees Fifteen Crores) by creation of 50,00,000 (Fifty Lakhs) additional equity share of Rs.10/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

### **Item No. 6:**

As you all are aware that the Company's shares have been listed on EMERGE platform of National Stock Exchange of India Limited since October 13, 2020. Since two years are about to complete on October 13, 2022 and being listed on EMERGE platform the Company can Migrate on to the Main Board of the National Stock Exchange of India Limited voluntarily.

The Company wishes to Migrate on the Main Board of the National Stock Exchange of India Limited.

The paid-up capital of the company currently stands at Rs. 8,55,12,000/- and for voluntary Migration to Main Board the capital needs to be increased up to more than Rs. 10,00,00,000/- and hence the Board has decided to increase the paid-up capital through the issue of Bonus Shares.

With a view to capitalize the Security Premium Account/Free Reserves and to rationalize the capital structure, Board of Directors in its meeting held on 15th July, 2022 have proposed to issue bonus shares at the ratio of 1:2 [i.e. 1 (One) fully paid up equity shares for every 2 (Two) equity shares held]. This bonus allotment will also rationalize the paid-up capital of the company with the funds employed in the company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

**Item No. 7:**

As all the members are kind aware that the Company is listed on the NSE EMERGE, the SME platform of the National Stock Exchange of India Limited (NSE) w.e.f. 13<sup>th</sup> October, 2020. By SME listing of almost two years Company has gained a good experience in terms of corporate governance practices and board procedures. Listing on the Main Board of National Stock Exchange of India Limited (NSE) will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company

As per the Regulation 277 laid under Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI Circular dated 18<sup>th</sup> May, 2010 and National Stock Exchange (NSE) circular NSE/SME/37551 dated April 18, 2018, an issuer whose specified securities are listed on a NSE EMERGE can migrate to the Main Board after completion of two years of listing on NSE EMERGE subject to fulfillment of other Main Board listing conditions. The Company has been listed and traded on the SME Platform of NSE (i.e. EMERGE) and would be completing two years on 13<sup>th</sup> October, 2022 and hence eligible to migrate to the Main Board of National Stock Exchange of India Limited (NSE) as per guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Listing on the Main Board of National Stock Exchange Limited will enhance

participation of retail investors in large numbers, and overall market capitalization of the Company may also get increase.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from NSE SME (EMERGE) Segment to Main Board of National Stock Exchange of India Limited (NSE) as set out in the resolution.

Further, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal. The Company would approach National Stock Exchange of India Limited (NSE) with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the Company on the Main Board of NSE and hence Board of directors recommends the passing of said resolution and seeks your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

**Item No. 8:**

The Company was listed on NSE EMERGE, the SME platform of the National Stock Exchange of India Limited (NSE) w.e.f. 13th October, 2020 and becomes eligible to migrate to the Main Board of the National Stock Exchange of India Limited (NSE) by the end of two years of listing on NSE-SME Platform i.e. 13<sup>th</sup> October, 2022, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. Members have already passed the resolution in this Annual General Meeting for migrating on Main Board of National Stock Exchange of India Limited (NSE).

Now, the management of the Company wish to simultaneously list the Company on the Main Board of BSE Limited (BSE) as well. Listing of securities of the Company on both the nationwide stock exchanges i.e. BSE and NSE will lead to enhanced recognition of the Company and will open a wide market for investors.

The members are, therefore, requested to accord their approval, for the purpose of listing the Company on the Main Board of BSE Limited (BSE) as set out in this resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

**Regd. Office:**

278-280, F Wing, Solaris 1,  
Saki Vihar Road, Opp. L&T Gate no. 6,  
Powai, Andheri East, Mumbai- 400072.  
Tel No.: 022-28573815/16  
Fax No.: 022-40152501  
Email: [cs@aaatechnologies.co.in](mailto:cs@aaatechnologies.co.in)  
Website: [www.aaatechnologies.co.in](http://www.aaatechnologies.co.in)  
CIN: L72100MH2000PLC128949

**By order of the Board of Directors**

**Sd/-**

**SAGAR MANOJ SHAH**

**Company Secretary and Compliance Officer**

Place: Mumbai

Date: 15<sup>th</sup> July, 2022



## ANNEXURE- A

The details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are furnished below: -

### Particulars of Director proposed to be re-appointed:

Name of Director	Mrs. Ruchi Anjay Agarwal
Date of Birth	10 <sup>th</sup> June, 1971
Date of Appointment	21 <sup>st</sup> February, 2004
Qualification	BA, MA, ISO 27001 Lead Auditor
Expertise in specific functional area	HR and Administration
List of other Companies in which Director	N.A.
Chairman/Member of the committee of the other Companies	N.A.
Relation with KMP and Directors	Wife of Mr. Anjay Agarwal
Chairman/Member of the committee of the Board of Directors of this Company	N.A.
No. of Shares Held	12,80,000

**ANNEXURE- B**

Draft Certified true copy of the resolution required for the corporate members to be submitted to the Company.

“RESOLVED THAT pursuant to the provisions of section 113 of the Companies Act, 2013 and rule made thereunder, including any amendments thereto for the time being in force, (Name of the Person), (Designation) of the Company or failing him (Name of the Person, Address), be and are hereby severally authorized to attend as an authorized representative of the Company at the ensuing .....Annual General Meeting of ....., of which Company is a Member, to be held on .....”

“RESOLVED FURTHER THAT the authorized representative appointed under the foregoing resolution can exercise his/her right to attend or appoint proxy for the said AGM and right to speak and/or vote at the said AGM.”

“RESOLVED FURTHER THAT the authority granted under the foregoing resolution shall remain in force, for each of the above mentioned authorized representatives as long as they are associated with the Company, or until the time the Board Passes another resolution superseding the foregoing resolution which shall be conveyed to the Company from time to time.”

“RESLOVED LASTLY THAT a true copy of the foregoing resolution certified by the Managing Director or the Company Secretary be forwarded to the Company for their records.”

For (NAME OF THE COMPANY)

Signature

Managing Director/Company Secretary  
DIN/Membership Number .....

**Annexure I**

**FORM NO MGT-11**

**PROXY FORM**

**[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19(3) of the  
Companies**

**(Management & Administration) Rules, 2014]**

Name of the Member (s): .....

Registered address: .....  
.....

E-mail Id: .....

Client ID: .....

DP ID: .....

I/ We being the member(s) of.....shares of the  
above-named Company hereby appoint:

(1) Name: .....

Address: .....  
.....

E-mail Id: .....or failing him;

(2) Name: .....

Address: .....  
.....

E-mail Id: .....or failing him;

(3) Name: .....

Address: .....

E-mail Id: .....

as my/ our proxy to attend and vote (on a poll) for me/us and on my/behalf at the 22nd Annual General Meeting of the Company to be held on Saturday, 20<sup>th</sup> August, 2022 at 12.00 Noon at Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Next to Chakala Metro Station, Mumbai-400059, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Business	FOR	AGAINST
1.	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors' thereon	Ordinary		
2.	Re-Appointment of Auditor	Ordinary		
3.	Declaration of Final Dividend	Ordinary		
4.	Re-appointment of Mrs. Ruchi Agarwal as Director of Company	Ordinary		
5.	To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association	Special		
6.	To approve the issuance of Bonus Shares	Special		
7.	Migration from NSE Emerge (SME Platform) to Main Board of NSE	Special		
8.	To make an application of listing/trading of the Company on Main Board of BSE Limited (BSE):	Special		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of the Shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

Affix  
Revenue  
Stamp

Note: 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 hours before the commencement of the Meeting.

## ANNEXURE II

### ATTENDANCE SLIP

(To be presented at the entrance)

### 22nd ANNUAL GENERAL MEETING

at Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Next to Chakala Metro Station, Mumbai-400059

Name of Member	
Registered Address	
Client ID/D.P. ID	
No of Shares Held	

I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I/we hereby record my/our presence at the 22nd Annual General Meeting of the Company held on Saturday, 20<sup>th</sup> August, 2022 at 12.00 Noon at Hotel Kohinoor Continental, Andheri Kurla Road, Andheri East, Next to Chakala Metro Station, Mumbai-400059.

\_\_\_\_\_  
Member's/Proxy's name

\_\_\_\_\_  
Member's/Proxy's Signature

Note:

1. Only Member/ Proxy holder can attend the meeting.
2. Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.
3. Please sign and hand over the attendance slip the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

## ANNEXURE- III

### BALLOT FORM

1) Name of the first named Shareholder (In block letters): .....

2) Name(s) of the Joint Holder(s),  
if any: .....

3) Postal Address: .....  
.....  
.....

4) Client ID No.: .....

5) No. of Shares: .....

I/we hereby exercise my/our vote(s) in respect of the Resolutions enumerated below to be passed through ballot form for the businesses stated in the notice of the Company dated ..... by recording, my/our assent or dissent to the said resolutions by placing the tick (v) mark at the appropriate box below:

Resoluti on No.	Resolutions	Type of Resolution	No. of Shares Held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors and Auditors' thereon	Ordinary			
2.	Re-Appointment of Auditor	Ordinary			
3.	Declaration of Final Dividend	Ordinary			
4.	Re-appointment of Mrs. Ruchi Agarwal as Director of Company	Ordinary			
5.	To increase the Authorised Share Capital of the	Special			

	Company and amend the Capital clause in the Memorandum of Association				
6.	To approve the issuance of Bonus Shares	Special			
7.	Migration from NSE Emerge (SME Platform) to Main Board of NSE	Special			
8.	To make an application of listing/trading of the Company on Main Board of BSE Limited (BSE):	Special			

Place:

Date:

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. This Ballot will be provided to all the Members as there is no facility of e-voting being exercised.
2. Every Member has to vote only through this ballot form and no other voting will be considered as valid by the Company.
3. Voting rights are reckoned on the basis of the shares registered in the name of the Members as on 13<sup>th</sup> August, 2022.
4. The form should be signed by the member as per the specimen signature registered with the Company/Depository.
5. A member can request for a duplicate ballot form, if so required.
6. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The decision of the scrutinizer on the validity of the ballot form and any other related matter shall be final.



ANNEXURE- IV

