

**Registered office**  
4<sup>th</sup> Floor, Pride Accord,  
547 Baner Road,  
Baner, Pune-411045  
Corporate Identification Number (CIN):  
U72900PN2014PTC152205



**Microlise Telematics Pvt. Ltd**  
Email: [enquiries@microlise.com](mailto:enquiries@microlise.com)  
Website: [www.microlise.com](http://www.microlise.com)  
Phone No.: +918446023622

## **NOTICE**

Notice is hereby given that the 10<sup>th</sup> (“**Tenth**”) Annual General Meeting (“**AGM**”) of the Members of Microlise Telematics Private Limited (“**Company**”) will be held on Sunday, June 30, 2024, at 4:30 P.M. (IST) at the registered office of the Company situated at 4<sup>th</sup> Floor, Pride Accord, 547 Baner Road, Baner Pune, Maharashtra-411045, India, to transact the following business:

### **AS ORDINARY BUSINESS**

- 1. To consider and approve the Annual Financial Statements of the Company comprising the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement and Notes annexed thereto, for the financial year commencing from January 01, 2023, to December 31, 2023, together with the director’s and auditor’s Report thereon.**

### **AS SPECIAL BUSINESS**

- 2. To approve the regularization of an additional director, Mr. Nicholas James Wightman as director of the Company.**

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 149, 152, 161(1) and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Article of Association of the Company and other applicable laws, the consent of the shareholders be and is hereby accorded to regularize the appointment of Mr. Nicholas James Wightman having Director Identification Number (DIN) 10270369, who was originally appointed as an Additional Director of the Company with effect from August 17, 2023, by the board of directors and held office only up to the date of this annual general meeting of the Company;

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**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any of the directors of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form as return of change in designation of director with the Registrar of Companies, Pune."

**By Order of the Board of Directors**  
**Microlise Telematics Private Limited**

**Signature:** .....

**Name:** Nadeem Raza

**Designation:** Director

**DIN-** 07306522

**Address:** 29 Hopping Hill, Milford Belper, Derbyshire,  
United Kingdom, DE560RJ

**Date:** April 26, 2024

**Place:** Nottingham, UK



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### **NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure-1** and shall set out the all the material facts relating to the business mentioned in the accompanying Notice of AGM of the Company.
3. Relevant documents (if any) referred to in the Notice and the explanatory statement shall be open for inspection by the members and if required, the members can make a request via email to the Company to arrange the relevant documents for their inspection.
4. Corporate members intending to appoint their authorized representative to attend the e-meeting are requested to send a certified copy of the board resolution/authorization letter, via email to the Company thereby authorizing their representative to attend and vote on their behalf at the e-meeting.
5. This Notice is being sent to all the members whose names appear in the Register of Members as of the close of business hours on April 26, 2024.
6. An attendance slip as required to be attached with every notice of the general meeting, is attached herewith as **Annexure-2**.
7. The proxy form, as required to be attached with every notice of the general meeting, is attached herewith as **Annexure- 3**.
8. The route map of the location of the venue of the aforesaid meeting is attached herewith as **Annexure - 4**.

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### Annexure-1

## EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 2

#### To approve the regularization of the additional director, Mr. Nicholas James Wightman as director of the Company.

Mr. Nicholas James Wightman was first inducted to the board at the board meeting held on August 17, 2023, and was appointed as an additional director. In terms of Section 161(1) of the Companies Act, 2013, Mr. Nicholas James Wightman can hold office only up to the date of the ensuing annual general meeting.

The board recommends the appointment of Mr. Nicholas James Wightman as the director of the Company. The Board is of the opinion that the appointment and presence of Mr. Nicholas James Wightman on the board will be valuable, beneficial, and in the best interest of the Company.

The board recommends the resolution set out in item no. 2 of the accompanying Notice for approval and adoption of the Members. A copy of the board resolution and the draft appointment letter issued to Mr. Nicholas James Wightman will be available for inspection during working hours on all working days (Monday to Friday) at the registered office of the Company.

None of the directors and their relatives of the Company except Mr. Nicholas James Wightman, is concerned or interested in the proposed resolution. In this regard, a disclosure of his interest is received by the Company.



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**Annexure-2**

**ATTENDANCE SLIP**

**Tenth AGM will be held at 4th Floor, Pride Accord, 547 Baner Road, Baner Pune, Maharashtra-411045, India, on Sunday, June 30, 2024, at 4:30 P.M. (IST)**

Regd. Folio No.

(Shareholder's Name in BLOCK Letters)

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.  
(Member's / proxy's name and address in Block Letters to be furnished below)

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I hereby record my presence at the Tenth AGM to be held on the 4th Floor, Pride Accord, 547 Baner Road, Baner Pune, Maharashtra-411045, India, on Sunday, June 30, 2024, at 4:30 P.M. (IST)

\_\_\_\_\_  
If signed by Proxy, name should be  
written here in BLOCK LETTERS

\_\_\_\_\_  
Member's/ Proxy's signature

*Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.*

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**Annexure-3**

**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]

**Corporate Identification Number** : U72900PN2014PTC152205  
**Name of the Company** : Microlise Telematics Private Limited  
**Registered Office** : 4th Floor, Pride Accord, 547 Baner Road, Baner Pune ,  
Maharashtra-411045, India

Name of the member (s) :	
Registered address :	
E- mail Id :	
Folio No / Client Id :	
DP ID :	NA

I / We, being the member (s) of << >> equity shares of the above-named company, hereby appoint

1. Name :  
Address :  
E-mail Id:  
Signature: ..... or failing him

as my/our proxy to attend and vote for us and on our behalf at the Tenth AGM of the Company to be held on **Sunday, June 30, 2024, at 4:30 P.M. (IST) at 4th Floor, Pride Accord, 547 Baner Road, Baner Pune, Maharashtra-411045, India**, and at any adjournment thereof in respect of such resolutions as are indicated below:

**RESOLUTION TO BE PASSED:**

Resolution No.	Resolution	Vote (Optional, see Note: 6 (Please mention no. of shares))	
		For	Against
<b>As Ordinary Business</b>			
1	Adoption of Financial Statement for the financial year commencing from January 01, 2023, to December 31, 2023		



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2.	Approval of regularization of additional director, Mr. Nicholas James Wightman as director of the Company		
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Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Affix Stamp

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### Notes to Proxy Form

1. The Proxy, to be effective should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.



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**Annexure-4**  
**ROUTE MAP**

