



PICL (INDIA) PRIVATE LIMITED

Works : Plot No. 619, Sector-69, IMT Faridabad-121009 (Haryana)
Tele. : +91-129-4009655, E-mail : picl@piclindia.com,
C I N : U74899HR1994PTC113718, Website : www.piclindia.com
GSTIN : 06AACCP4524H2ZL

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting (the “AGM”) of the Members of **PICL (INDIA) PRIVATE LIMITED** (the “Company”) will be held on Tuesday, 30th July, 2024 at 10:00 A.M. at Registered Office of the Company at Industrial Model Township, Plot No. 619, Sector 69, Faridabad Haryana – 121 009 to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31 March 2024, together with the Report of the Auditors' thereon and Board of Directors;
2. To appoint a Director in place of Mr. Jasbir Singh, (DIN: 00259632) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers herself for re-appointment;

SPECIAL BUSINESS

3. **Ratification of remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company.**

To consider and if thought fit, pass with or without modification(s), following as an “**ORDINARY RESOLUTION**”:

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of cost auditor, M/s. K.G. Goyal & Associates, Cost Accountants (having Firm Registration No. 000024) appointed by the Board of Directors at its meeting held on 16 May 2024 to conduct the audit of the cost records of the Company for the financial year 2024 - 25 of Rs. 15,000/- (Rupees Fifteen Thousand only) per annum excluding the applicable tax and out of pocket expenses, if any, as may be incurred in the course of said audit, be and is hereby ratified and confirmed by the members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise thereof aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”



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4. **REGULARIZATION OF APPOINTMENT OF MR. SANJAY KUMAR ARORA (DIN: 02924307) AS A REGULAR DIRECTOR**

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 152, 160 and 161 of the Companies Act 2013 and other applicable provisions, if any, 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 and as per the Articles of Association of the Company and other applicable laws, Mr. Sanjay Kumar Arora (DIN : 02924307), who was appointed as an Additional Director of the Company w.e.f 16 May 2024, by the Board of Directors pursuant to Section 161 of the Companies Act 2013 and who holds office only upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member of the Company under Section 160 of the Companies Act 2013, proposing the candidature of Mr. Sanjay Kumar Arora (DIN : 02924307), for the office of the Director, be and is hereby appointed as a Non- Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one Director of the Company be and are hereby authorized severally for and 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-forms with the Registrar of Companies.”

For and on behalf of Board of Directors
PICL (India) Private Limited



(Jasbir Singh)
Director

DIN: 00259632

Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Arjun Nagar, Haryana- 122001

Place : Gurugram
Date : 16 May 2024





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Notes :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM FOR THE AGM IS ENCLOSED.**

A person can act as a 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 carrying voting rights. A member holding more than ten 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 member.

2. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
3. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 22 JULY 2024 TILL 30 JULY 2024 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF AGM FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2024.**
4. A corporate member entitled to attend the AGM shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
5. The Notice is being sent to all the members, whose names appear in the Register of Members.
6. Members/ Proxies should bring their Attendance slip/sheet duly completed for attending the meeting, no extra attendance slip will be provided at the venue of the AGM.
7. Members are requested to bring Annual Report 2023 – 24 along with them to the AGM, since extra copies will not be supplied at the AGM.
8. In the case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. In respect of members whose e-mail ids are registered with the Company the Annual Report is sent in electronic mode. The members who have not registered their e-mail ID are requested to register the same with the Company for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Members are requested to notify immediately any change of address:





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- (i) To their Depository Participants (DPs) in respect of the shares held in Dematerialized form and;
 - (ii) To the Company and its **Registrar & Share Transfer Agent** (RTA) i.e. KFIN Technologies Limited, having its Registered Office: Karvy Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally Hyderabad Rangareddi, Telangana - 500032 in respect of the shares held in **physical form** together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc. quoting correct Folio Number.
11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their Folio numbers.
 12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies, 2013 will be available for inspection by the members at the AGM.
 12. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to the special business to be transacted at the AGM is annexed hereto and form part of this Notice.
 13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses with the Company.
 14. Additional Information w.r.t appointment/re-appointment of a Director, as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in Annexure hereto.
 15. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, upto and including the date of the AGM.

For and on behalf of Board of Directors
PICL (India) Private Limited



(Jasbir Singh)
Director

DIN: 00259632

Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Arjun Nagar, Haryana- 122001

Place : Gurugram
Date : 16 May 2024





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EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013, to the resolution proposed to be passed at the Annual General Meeting to be held on 30 July 2024 at 09:30 A.M.}

ITEM NO. 3

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof), the Board of Directors of the Company at its meeting held on 16 May 2024, approved the appointment of M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No. 000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110 096 as Cost Auditor of the Company for the financial year 2024 – 25 at a remuneration of Rs. 15,000/- (Rupees Fifteen Thousand Only) excluding the applicable tax and out of pocket expenses, if any, as may be incurred in the course of said audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, consent of the members is sought to ratify the remuneration payable to the Cost Auditor.

The Partners of the Firm are holding a valid certificate of practice under sub-section (1) of Section 6 of the Cost and Works Accountants Act, 1959. M/s. K.G. Goyal & Associates, a firm of Cost Accountants, had certified that their appointment is within the limits prescribed under Section 141(3)(g) read with Section 148 of the Companies Act, 2013 and further they are independent firm of Cost Accountants and having arm's length relationship with our Company.

M/s. K.G. Goyal & Associates also confirmed that there are no orders or proceedings, which are pending against their firm or any of their partners relating professional matters of conduct before the Institute of Cost Accountants of India or any competent authority or any court.

None of the Directors or the manager or any other key managerial personnel or their relatives are concerned or interested whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No. 3.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope, and implications of the items of business and to take decision thereon. The Board of Directors of your Company recommends that the resolution under Item No. 3 be passed in the interest of your Company.

ITEM NO. 4

Mr. Sanjay Kumar Arora (DIN : 02924307) was appointed as an Additional Director of the Company with effect from 16 May 2024 by the Board as per the Section 161 of the Companies Act 2013, who shall hold office upto the date of ensuing Annual General Meeting of the Company or



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the last date on which the Annual General Meeting should have been held, whichever is earlier and liable to retire by rotation;

The Company has received the requisite notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sanjay Kumar Arora to be appointed as a Non - Executive Director at the ensuing Annual General meeting liable to retire by Rotation. Mr. Sanjay Kumar Arora has consented to the proposed appointment and declared qualified.

Mr. Sanjay Kumar Arora possesses the requisite knowledge, experience and skills for the position of the Director, hence the appointment of Mr. Sanjay Kumar Arora as a Non- Executive Director of the Company proposed by the Board, liable to retire by rotation, subject to the approval of members in the ensuing Annual General meeting.

Mr. Sanjay Kumar Arora is deemed to be interested in the resolution set out in Item No. 4 of the Notice with regard to his appointment.

None of the Director(s) and/or Key Managerial Personnel(s) and their relative(s) is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

The additional information on Director recommended for appointment as per secretarial standard - 2 as prescribed by the institute of Company Secretaries of India has mentioned in "Annexure A".

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable the Members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Your Board recommends the said resolution as an ORDINARY RESOLUTION, for your approval.

For and on behalf of Board of Directors

 **PICL (India) Private Limited**
(Jasbir Singh)
Director
DIN: 00259632

Address: 514A, The Camellias, DLF Golf Links,
Golf Course Road, Arjun Nagar, Haryana- 122001

Place : Gurugram
Date : 16 May 2024



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ANNEXURE A

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT AS PER SECRETARIAL STANDARD - 2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Jasbir Singh	Mr. Sanjay Kumar Arora
Age	49 Years	63 Years
Qualifications	<p>Bachelor's degree in Production Engineering (Industrial Production) from Karnataka University.</p> <p>Master's in Business Administration from the University of Hull, United Kingdom.</p>	<p>He holds an electrical engineering degree with specialization in electronics and television technology from the YMCA Institute of Engineering, Faridabad.</p>
Experience/Expertise	<p>Mr. Jasbir Singh has been serving on the Board of the Holding Company i.e. Amber Enterprises India Limited ("Amber"), as a Director, since 1 October 2004 and Mr. Jasbir Singh has been serving as the Chairman and Chief Executive Officer of the Amber since 25 August 2017.</p> <p>Mr. Jasbir Singh is having more than 21 years of experience in the RAC & B2B manufacturing sector. Mr. Jasbir Singh has played an Instrumental role in driving growth through organic and in organic acquisitions.</p> <p>Under Mr. Jasbir Singh leadership, the Amber Group has grown its manufacturing footprints from single plant to (30) thirty manufacturing facilities in 21 years and transformed the Company into diversified unique B2B solution</p>	<p>Mr. Sanjay Kumar Arora has been associated with Amber Enterprises India Limited, the holding company since 23 July 2012.</p> <p>Mr. Sanjay Kumar Arora is serving as whole-time key managerial personnel and designated as Whole Time Director on the Board ILJIN Electronics (India) Private Limited since 15 May 2023.</p> <p>He has more than 41 years of experience in the manufacturing industry.</p>



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	<p>provider in the space of (RAC, RAC Components, Motors, Non-RAC Components), Electronics Manufacturing Systems, and Railway & Defence for various industries.</p> <p>He is also one of Board member of Consumer Electronics & Appliances Manufacturers Association (“CEAMA”)</p> <p>Further, under Mr. Jasbir Singh astute Guidance, reins and strategic thinking, the Amber Group growth has significantly augmented.</p> <p>Award and Accolade :</p> <p>He has been awarded with a title of “Man of Appliances” by Consumer Electronics & Appliances Manufacturers Association (“CEAMA”).</p> <p>Nature of expertise in specific functional areas: Financial, Diversity, Global Business, Strategy, Leadership, Board Service and Governance, Sales and Marketing, Mergers and Acquisitions, Fund Raising.</p>	
Terms and conditions of appointment or re-appointment	He has been inducted as a member of Board w.e.f 12 November 2012, liable to retire by rotation.	He has been inducted as a member of the Board w.e.f. 16 May 2024, liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Nil	Nil



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Date of first appointment on the Board	12 November 2012 Designation changed from Executive Director to Non Executive Director w.e.f 1 February 2023.	16 May 2024
Shareholding in the company	Holds 10 equity shares jointly with Amber Enterprises India Limited	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Daljit Singh is Brother	He is not having any relationship with Directors, Managers and Key Managerial Personnel of the Company.
Number of Meetings of the Board attended during the year	8	None
Other Directorships	<ol style="list-style-type: none">1. Amber Enterprises India Limited;2. Sidwal Refrigeration Industries Private Limited3. Appserve Appliance Private Limited;4. ILJIN Electronics (India) Private Limited;5. Ever Electronics Private Limited;6. Consumer Electronics & Appliances Manufacturers Association;7. Amberpr Technoplast India Private Limited (Formerly Known as Pasio India Private Limited);8. Pravartaka Tooling Services Private Limited;9. Ascent Circuits Private Limited;10. Shivaliks Mercantile Private Limited;11. Titagarh Firema S.P.A.	<ol style="list-style-type: none">1. ILJIN Electronics (India) Private Limited;2. Ascent Circuits Private Limited3. AmberPR Technoplast Private Limited



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MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Name of Director	Names of the Company	Type of Committee	Membership Status
Mr. Jasbir Singh	Amber Enterprises India Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Member
		Business Responsibility and Sustainability Committee	Member
	IL JIN Electronics (India) Private Limited	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
	EVER Electronics Private Limited	Audit Committee	Member
	Sidwal Refrigeration Industries Private Limited	Audit Committee	Member
Corporate Social Responsibility Committee		Chairman	
Mr. Sanjay Kumar Arora	Ascent Circuits Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member