

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UK INDIA BUSINESS COUNCIL INDIA PRIVATE LIMITED SCHEDULED TO BE HELD ON TUESDAY, SEPTEMBER 15, 2020 AT WEWORK, DLF FORUM, CYBER CITY PHASE III SECTOR 24 GURUGRAM HARYANA 122002 INDIA AT 15:00 HRS VIA VIDEO CONFERENCING ("VC") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the annual accounts for the financial year 2019-20:

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

"RESOLVED THAT the audited balance sheet & statement of profit and loss account and cash flow statement for the financial year ended March 31, 2020, along with the auditor's report and the directors' report as circulated to the shareholders and laid before the meeting, be received, considered and adopted."

SPECIAL BUSINESS

2. Regularisation of appointment of Mr. Vikram Plaha as the 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 applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vikram Plaha (DIN- 08718154) who was appointed as an additional director of the company by the board of directors on 27th March 2020 and whose term of office expires at this annual general meeting ('AGM') be and is hereby appointed as a director of the company;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and submit Form DIR-12 as required under the Companies Act, 2013, intimating the proposed appointment with the Registrar of Companies and do all such acts, deeds and things as may be required in this regard for and on behalf of the Company."

3. Regularisation of appointment of Mr. Jayant Krishna as the 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 applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Jayant Krishna (DIN- 07423578) who was appointed as an additional director of the company by the board of directors on 21st July 2020 and whose term of office expires at this annual general meeting (‘AGM’) be and is hereby appointed as a director of the company;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to sign and submit Form DIR-12 as required under the Companies Act, 2013, intimating the proposed appointment with the Registrar of Companies and do all such acts, deeds and things as may be required in this regard for and on behalf of the Company.”

Kindly confirm your availability and accessibility of participation through video conferencing on following contacts:

Email ID - Megha.Gupta@ukibc.com
Phone No. - +91 8447667616
Video Conference Details - Directors shall connect via Microsoft Teams facility

**For and on behalf of Board of Directors of
For UK India Business Council India Private Limited**

**Date: 5th August, 2020
Place: India**

**Vikram Plaha
Additional Director
DIN- 08718154
R/o- Flat No- N1203, The Palm
Drive, Sector-66, Golf Course Extension Road,
Gurgaon 122001 HR IN**

CC :

- 1. All Directors**
- 2. Statutory Auditor(s)**

NOTES:

- 1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the*

LONDON, UK
+44 (0)20 7592 3040

BANGALORE, INDIA
+91 (0)80 6759 0319

GURGAON, INDIA
+91 (0)124 502 6059

MUMBAI, INDIA
+91 (0)22 6700 0559

requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice

2. Auditors are requested to attend Annual General Meeting as per the General Circular issued by Ministry of Corporate affairs.
3. **General instructions for accessing and participating in the 12th AGM through VC Facility**
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Act, the 12th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
 - b. In line with the MCA Circulars, Notice along with the financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) is being sent only to those members whose e- mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company – www.ukibc.com.
 - c. Corporate member(s) is/are required to send a scanned copy of Authorisation Letter, authorizing its representative to attend the AGM through VC facility on its behalf and to vote. The said authorization shall be sent by email through its registered email address to megha.gupta@ukibc.com
 - d. Attendance of the Members participating in the 12th AGM through VC Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - e. Members may join the 12th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 14:30 hrs. IST i.e. 30 minutes before the time scheduled to start the 12th AGM and the Company may close the window for joining the VC Facility 30 minutes after the scheduled time to start the 12th AGM.
4. **Instructions for Members for participating in the 12th AGM through VC facility are as under:**
 - a. Members will be able to attend the 12th AGM through VC Facility through Microsoft teams by clicking the link provided in the email in which Notice is being sent.
 - b. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
 - c. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to vikram.plaha@ukibc.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting;
 - d. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact Ms. Megha gupta on megha.gupta@ukibc.com
5. 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 and Arrangements in which

LONDON, UK
+44 (0)20 7592 3040

BANGALORE, INDIA
+91 (0)80 6759 0319

GURGAON, INDIA
+91 (0)124 502 6059

MUMBAI, INDIA
+91 (0)22 6700 0559

Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.

6. *All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting.*
7. *As required under the provision of Section 136 of Companies Act, 2013, the Audited financial statements are annexed herewith this notice.*
8. *General Meeting can be held via a shorter notice with the consent of all the members.*

**For and on behalf of Board of Directors of
For UK India Business Council India Private Limited**

**Date: 5th August, 2020
Place: India**

**Vikram Plaha
Additional Director
DIN- 08718154
R/o- Flat No- N1203, The Palm
Drive, Sector-66, Golf Course Extension Road,
Gurgaon 122001 HR IN**

LONDON,UK
+44 (0)20 7592 3040

BANGALORE, INDIA
+91 (0)80 6759 0319

GURGAON, INDIA
+91 (0)124 502 6059

MUMBAI, INDIA
+91 (0)22 6700 0559

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

Pursuant to Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to Item No. 2 to Item No. 6 of the accompanying notice of the annual general meeting to be held on September 28, 2018.

ITEM NO. 2

Mr. Vikram Plaha was appointed as an additional director of the company on 27th March 2020 by the board of directors and holds office only up to the ensuing annual general meeting. Considering the qualifications and diverse experience of Mr. Vikram Plaha, the board recommends his appointment as the director of the company.

None of the directors except Mr. Vikram Plaha or any manager or KMP or relative of said persons, is in anyway interested in the said resolution.

Accordingly, this resolution is commended for your approval.

ITEM NO. 3

Mr. Jayant Krishna was appointed as an additional director of the company on 21st July 2020 by the board of directors and holds office only up to the ensuing annual general meeting. Considering the qualifications and diverse experience of Mr. Jayant Krishna, the board recommends his appointment as the director of the company.

None of the directors except Mr. Jayant Krishna or any manager or KMP or relative of said persons, is in anyway interested in the said resolution.

Accordingly, this resolution is commended for your approval

**For and on behalf of Board of Directors of
For UK India Business Council India Private Limited**

**Date: 5th August, 2020
Place: India**

**Vikram Plaha
Additional Director
DIN- 08718154
R/o- Flat No- N1203, The Palm
Drive, Sector-66, Golf Course Extension Road,
Gurgaon 122001 HR IN**

LONDON, UK
+44 (0)20 7592 3040

BANGALORE, INDIA
+91 (0)80 6759 0319

GURGAON, INDIA
+91 (0)124 502 6059

MUMBAI, INDIA
+91 (0)22 6700 0559