

MANAPPURAM COMPTECH AND CONSULTANTS LIMITED
4/647, 3rd Floor, Manappuram House(Old Building), Valapad, Thrissur, Kerala 680567
U72200KL2000PLC013966

NOTICE

NOTICE is hereby given that, an Extraordinary General Meeting of the Shareholders of Manappuram Comptech and Consultants Limited will be held on Monday, 02nd May 2022 at 08.30 am at the Registered Office of the Company to transact the following Special business:

1. Alteration of Object Clause of Memorandum of Association

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

RESOLVED THAT pursuant to provisions of sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, including any amendments, thereto, and subject to such other approvals, permissions, and sanctions of statutory authorities as may require if any, consent of the Shareholders of the company be and is hereby accorded to amend the existing object clause of the Memorandum of Association (the MOA) of the company in the following manner:-

Clause iii (A) i of the MOA be altered by substituting sub-clause with following sub-clause

Develop, buy, sell, lease, license, market, distribute, export, import, monitor, install, train, update, rectify software and allied products, provide vulnerability assessment and penetration testing (VAPT) service , Cyber and information security audit service, render advisory services, provide consultancy services, management services, research and analysis services, support services, outsourcing services for/on all matters relating to any discipline, industry, business, application, product, device, material, processes, sub processes, transactions, activities including design and implementation of hardware and software, data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds and, manage and run data centre, technical training centre, web support back office, disaster recovery and storage facility that are normally offered by the outsourcing business and information technology service providers, both in India and abroad.

FURTHER RESOLVED THAT the draft copy of the amended MOA as tabled before the Board at the meeting duly initialed by the Company Secretary of the company be and is hereby approved and adopted.

FURTHER RESOLVED THAT Mr. Deepkumar K R (DIN 05348065), Managing Director and CEO and Mr. Nithin Mohan, Company Secretary be and is hereby severally authorized on behalf of the company to sign and execute all applications , forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary, and to settle any questions, difficulties and doubts that may arise in this regard, and to accede such modifications to the aforementioned resolutions as may be suggested by the statutory authorities without requiring further approval of the Board.

Date: 09.03.2022

Place: Thrissur

For and on behalf of the Board

A handwritten signature in black ink, appearing to read 'Nithin Mohan', with a large, stylized flourish above the name.

Nithin Mohan
Company Secretary

Notes:-

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The necessary Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is attached.
3. The enclosed proxy form (MGT 11), if intended to be used should reach the registered office of the company duly completed, stamped and signed not less than forty eight hours before the time fixed for the meeting.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. 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 representative to attend and vote on their behalf at the meeting

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO 1

Under the Ministry of Electronics & Information Technology, the Government of India has created a panel of 'IT security auditing organizations' named Computer Emergency Response Team – India (CERT-IN) empanelled organizations for assessing the security and auditing systems, networks, websites and applications of public sector organizations along with other segments. The certification is an initiative by the government for tackling unforeseen challenges in the information security sector. For rendering the service on a commercial basis, majority of the clients demand for the report from CERT-IN empaneled vendors. CERT-IN Empanelment indicates that the empanelled organization has adequate competency in, security technology, security processes, security controls, security trends, fact collection & reporting, have high ethics and morals, experience and maturity in interacting with senior management and creating trust, understand the consequences of their actions and finally understand & ensure there is no conflict of interest.

In addition to the same, the provisioning of VAPT Services should be specifically included in the Object Clause of Memorandum of Association (MOA) and approval from Ministry of Corporate Affairs is also required.

As required, the agenda for incorporating the wordings "provide vulnerability assessment and penetration testing (VAPT) service , Cyber and information security audit service" is proposed for approval from the Shareholders of the company.

None of the directors or Key Managerial Persons are interested in the proposed item.

FORM NO MGT 11
4/647, 3rd Floor, Manappuram House(Old Building), Valapad, Thrissur, Kerala 680567
CIN: U72200KL2000PLC013966,
Website: www.macomsolutions.com
Tel: +91 487 3106006

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration).Rules, 2014)

Name of the member (s):

.....

Registered Address:

.....

E.Mail Id :..... Folio No./:.....

I/We,being the member(s) holdingshares of the above named Company, hereby appoint

1.Name.....

Address:.....

.....

E.mailID:.....Signature:.....

or failing him

2.Name:.....

Address:.....

E.mail ID:.....Signature:.....

or failing him

3.Name:.....

Address:.....

E.mail IDSignature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on **Monday, 02nd May 2022** at the registered office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

Signed this.....day of2022

Signature of shareholder

Signature of Proxy holder(s)

Affix Re 1 Revenue Stamp

Note:

This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

MAP TO VENUE

