
NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty-Third Annual General Meeting (AGM) of Microland Limited (Microland) will be held on Friday, September 16, 2022, at 11:00 AM IST at the Registered Office of the Company situated at 1B, Ecospace, Bellandur, Outer Ring Road, Bangalore – 560103, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2022, along with the Report of the Board of Directors and the Auditors' thereon:
2. To appoint Deloitte Haskins & Sells (Firm Registration Number 008072S), Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration:

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

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants, having registration No. 008072S, be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 33rd Annual General Meeting till the conclusion of the 38th Annual General Meeting on such remuneration as may be decided by the Board of Directors (or Committee thereof) in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

SPECIAL BUSINESS:

3. To appoint Mr. Raja Gopalan as the Non-Executive Director of the Company:

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

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Raja Gopalan (DIN: 08879352), who was appointed by the Board of Directors as an Additional Director (Non-Executive) on the recommendation of the Nomination and Remuneration Committee on August 03, 2022, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, to hold office for a term of two years commencing from August 03, 2022 to August 02, 2024.

Notice to Members

RESOLVED FURTHER THAT the Board of Directors or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

By the order of the Board of Directors,
For **Microland Limited**

Sd/-
Pradeep Kar
Chairman and Managing Director
DIN: 00129501

Place: Bangalore
Date: August 03, 2022

NOTES:

- A. An explanatory statement pursuant to section 102 (1) of the Companies Act 2013 (hereinafter referred to as “Act”) is annexed hereto: **Annexure- I**
- B. A 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. A blank form of proxy is enclosed along with the notice of this meeting in **Annexure II.**
- C. Members/Proxies for Members should bring the Attendance Slip duly filled in for attending the meeting. Members/Proxies for Members holding Equity Shares in dematerialized form should also bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Enclosed herewith as **Annexure III.**
- D. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing the representative(s) to attend and vote on their behalf at the Meeting.
- E. The members are required to notify the change in their address, e-mail address and mobile number, if any, to the Company / Depository Participants immediately.
- F. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
- G. The route map for reaching the venue of the Thirty-Third Annual General Meeting is provided as **Annexure – IV.**

By the order of the Board of Directors,
For **Microland Limited**

Sd/-

Pradeep Kar

Chairman and Managing Director

DIN: 00129501

Place: Bangalore

Date: August 03, 2022

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Annexure - I

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF
THE COMPANIES ACT, 2013 (“THE ACT”)**

ITEM NO. 2

To appoint Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

M/s. BSR & Co. LLP, Chartered Accountants were re-appointed as the Statutory Auditors of the Company at the 31st Annual General Meeting held on September 18, 2020, until the conclusion of 33rd Annual General Meeting (AGM) of the Company. Since, the two (2) terms of M/s BSR & Co. LLP, Chartered Accountants have been completed, they cannot be appointed as the Statutory Auditors of the Company for the further period.

The Audit Committee and the Board of Directors at their meeting held on July 22, 2022, have approved and recommended the appointment of M/s. Deloitte Haskins & Sells (Firm Registration Number 008072S), Chartered Accounts, as the Statutory Auditors of the Company from the conclusion of Thirty-Third Annual General Meeting until the conclusion of Thirty-Eighth Annual General Meeting.

M/s. Deloitte Haskins & Sells (Firm Registration Number 008072S) have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. Further they have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Based on the recommendations of the Audit Committee and the Board of Directors at their meetings held on July 22, 2022, it is hereby proposed to appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, having registration No. 008072S, as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 33rd AGM till the conclusion of the 38th AGM of the Company.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The firm

has offices in various cities across the country. M/s. Deloitte Haskins & Sells is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds the 'Peer Review' certificate as issued by 'ICAI'. The Board recommends the resolution set out at Item No. 2 of the Notice for approval by the Members by way of an Ordinary Resolution.

Memorandum of Concern or Interest

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

Accordingly, the Board of Directors recommend the Ordinary Resolution set out at Item No.2 of the Notice of Annual General Meeting for the approval of the Members.

ITEM NO. 3

To appoint Mr. Raja Gopalan as the Non-Executive Director of the Company

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and taking into account the professional expertise and abilities of Mr. Raja Gopalan (DIN 08879352), approved the appointment of Mr. Raja Gopalan (DIN 08879352) as Non- Executive Director of the Company, liable to retire by rotation, for a period of two years commencing from August 03, 2022 to August 02, 2024, subject to the approval of Shareholders.

As per Section 161 of the Companies Act, 2013, Mr. Raja Gopalan holds office upto the date of ensuing Annual General Meeting. The Company has received the notice in writing under Section 160 of the Act from a member proposing the candidate of Mr. Raja Gopalan as a Non-Executive Director.

Mr. Raja Gopalan served as a Chief Financial officer of Microland Limited for over 21 years and has an overall 40 years of diversified experience. He is a Member of the Institute of Chartered Accountants of India. Considering the enormous, diversified experience and expertise, the Board believes that Mr. Raja Gopalan's induction on the Board will broaden the overall expertise of the Board. The Board recommends the appointment of Mr. Raja Gopalan as a Non-Executive Director for a period of two years

Annexure - I

commencing from August 03, 2022 to August 02, 2024, liable to retire by rotation every year. Mr. Raja Gopalan shall be entitled for sitting fees.

Memorandum of Concern or Interest

Except Mr. Raja Gopalan (DIN 08879352), none of the Directors or Key Managerial Personnel of

the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Accordingly, the Board of Directors recommend the Ordinary Resolution set out at Item No.3 of the Notice of Annual General Meeting for the approval of the Members.

Additional details as per Secretarial Standard-2 are given below:

1	Brief Resume, Experience and Expertise	Mr. Raja Gopalan has been with Microland for about 21 years. Prior to joining Microland, he was Director of Finance for the Indian joint venture of a major global software company. He started his career with an Indian business conglomerate and played multiple roles in finance including areas of M&A, capital markets, compliances and driving synergies through internal consolidation of businesses. Mr. Raja Gopalan holds a Bachelor's Degree in Commerce and is a certified Chartered Accountant. He is a member of various trade and finance related bodies.
2	Date of Birth	16th May 1960 and 62 Years
3	Qualifications	Member of the Institute of Chartered Accountants of India
4	Date of first appointment on the Board	August 03, 2022
5	Shareholding in the Company as on March 31, 2022	Nil
6	Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP)	None
7	Number of Board Meetings attended during the year (April 01, 2021 to March 31, 2022)	Not Applicable
8	Names of other entities in which the appointee also holds the directorship	None
9	Names of other entities in which the appointee also holds membership/ chairmanship of Committees of the Board	None
10	Terms and Conditions of appointment and details of remuneration sought to be paid	Please refer to the explanatory statement and the resolution.
11	Remuneration last drawn (As on March 31, 2022)	Not Applicable

By the order of the Board of Directors,
For **Microland Limited**

Sd/-

Pradeep Kar

Chairman and Managing Director

DIN: 00129501

Place: Bangalore

Date: August 03, 2022

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]

CIN: U85110KA1989PLC014450

Name of the Company: **MICROLAND LIMITED**

Registered Office: 1B, Ecospace, Bellandur, Outer Ring Road Bangalore – 560 103.

Name of the member (s):

Registered address:

E-mail Id:

Folio No. / Client ID / DP ID:

I/We, being the Member(s) ofshares of the above-named Company, hereby appoint:

1. Name:

Address:

Email ID:

Signature, or failing him/her

2. Name:

Address:

Email ID:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-Third Annual General Meeting of Microland Limited, to be held on Friday, September 16, 2022, at the registered office of the Company situated at IB, Ecospace, Bellandur, Outer Ring Road Bangalore – 560103 at 11:00 AM IST and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended March 31, 2022, along with the Report of the Board of Directors and the Auditors' thereon
2. To appoint Deloitte Haskins & Sells (Firm Registration Number 008072S), Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration

Annexure II - Proxy Form

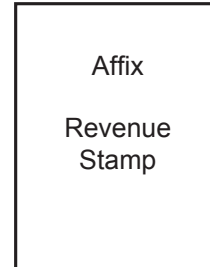
Special Business:

3. To appoint Mr. Raja Gopalan as the Non-Executive Director of the Company

Signed this day of 20.....

Signature of Shareholder

Signature of Proxy holder(s)



Notes: 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.

ATTENDANCE SLIP

MICROLAND LIMITED

CIN: U85110KA1989PLC014450

Registered Office: 1B, Ecospace, Bellandur, Outer Ring Road Bangalore – 560 103

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No	
No. of Shares held	
Client ID/DP ID	

Full Name(s) of Member / Joint Members

Sl. No.	Name of Members/ Joint Members

Full Name of the Proxy if attending the meeting:

I hereby record my presence at the Thirty-Third Annual General Meeting of the Members of Microland Limited to be held on Friday, September 16, 2022, at the registered office of the Company situated at IB, Ecospace, Bellandur, Outer Ring Road, Bangalore – 560103 at 11:00 AM IST

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Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.

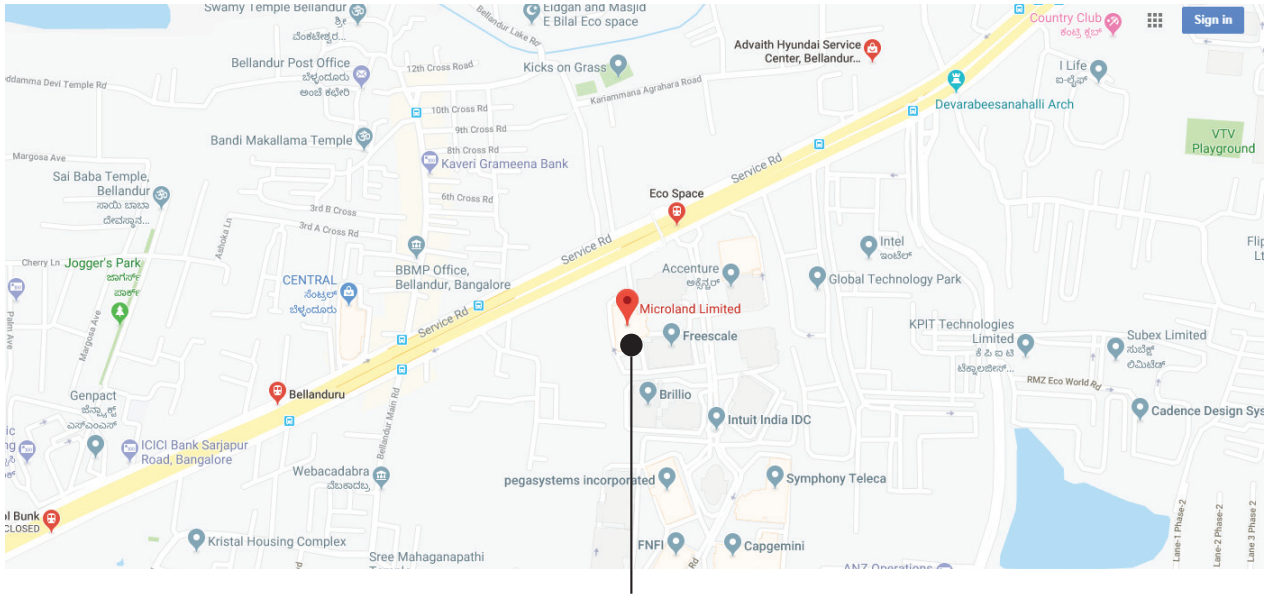
Annexure IV - Route Map

MICROLAND LIMITED

CIN: U85110KA1989PLC014450

Registered Office: 1B, Ecospace, Bellandur, Outer Ring Road Bangalore – 560 103.

Route Map:



MICROLAND office on Bellandur Outer Ring Road