



VAYAVYA LABS PRIVATE LIMITED

Regd. Office: 1st Floor, LIG-165, Mahantesh Nagar, Belgaum – 590016 Karnataka.

NOTICE

Notice is hereby given that the 18th Annual General Meeting of the Company will be held on 30th September, 2024 at 11 :30A.M. at the corporate office of the company through Google Meet app to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited statement on profit and loss for the year ended 31st March 2024, cash flow and the balance sheet (Standalone & Consolidated) as on that date along with reports of Directors' and Auditors thereon.
2. To consider, and if thought fit, to pass, with or without modification, following as an ordinary resolution.

RESOLVED THAT M/S P G Bhagwat, LLP, chartered Accountants, Belagavi be and are hereby re-appointed as the statutory auditors of the Company to hold office as such from the conclusion of this annual general meeting until the conclusion of the 23rd annual general meeting due in September 2029 and the Board of Directors be and are hereby authorized to fix the remuneration payable to statutory auditors.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following as a special resolution.

RESOLVED THAT pursuant to sections 61, 13, 14 and 55 of the Companies act, 2013 read with the provisions contained in the memorandum and articles of association of the Company, consent be and is hereby accorded for increase of the authorized share capital of the Company from INR 1,00,00,000/- (Rupees one crore only) to rupees 1,50,00,000/- comprising of 10,00,000/- (ten lakhs) equity shares of Rs.10/- each and 5,00,000 (five lakhs) compulsorily convertible preference shares of Rs.10/- (ten) each by creation of 5,00,000 cumulative compulsorily convertible preference shares of INR 10/- or non cumulative but redeemable on such terms and conditions as may be decided by the Company in general meetings, and accordingly, the Company shall have power to issue any part of its capital, either equity and preference shares capital, original or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restriction therein as may be thought fit by the Company from time to time.

Clause No. V of the Memorandum of Association of the company be and is hereby altered to read as follows:

The authorized share capital of the company will consist of Rs.1,50,00,000/- (Rupees one crore fifty lakhs only) divided into 10,00,000 (ten lakh) equity shares of Rs.10/- (ten) each and 5,00,000 (five lakhs) cumulative compulsorily convertible preference shares of INR 10/- (ten) with such rights and privileges as to dividend and terms of conversion as may be decided by the Company from time to time.

Article 4 of the Articles of Association of the Company be and is hereby altered to read as follows:

The authorized share capital of the company will consist of Rs.1,50,00,000/- (Rupees one crore fifty lakhs only) divided into 10,00,000 (ten lakh) equity shares of Rs.10/- (ten) each and 5,00,000 (five lakhs) cumulative compulsorily convertible preference shares of INR 10/- (ten) with such rights and privileges as to dividend and terms of conversion as may be decided by the Company from time to time.

V a y a v y a L a b s P v t. L t d.

Corporate Off. : "Mangal", 3rd Floor, CTS No.5651/5652, Goaves, Belgaum 590 001 | Tel: +91-831-4200809

Branch Off. : "Sre Rama Deevana" 1st Floor, B Block, No.21, Ulsoor Road Bangalore-560 042

Regd. Off: 1st Floor, LIG-165, Mahantesh Nagar, Belgaum-590016

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| CIN: U72900KA2006PTC040077 |



4. To consider and if thought fit, to pass with or without modification, the following as an ordinary resolution.

RESOLVED THAT CS S.R. DESHPANDE, practicing Company secretary be and is hereby appointed to carry out certification of compliance under section 92 of the Companies Act, 2013 for the financial year 2023-24 and 2024-25 and the Board of Directors be and is hereby authorized to determine the remuneration payable to him.

For VAYAVYA LABS PRIVATE LIMITED

Date: 6th September 2024
Place: Belgaum

RAVINDRAGOUDA K. PATIL
Managing Director
DIN: 00922356
LIG - 165, Mahantesh Nagar,
Belgaum - 590016, Karnataka.

NOTE:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND THE PROXY NEEDS TO BE A MEMBER OF THE COMPANY.**
- 2) PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, SIGNED AND COMPLETED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3) An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of two items of special business is annexed hereto.
- 4) Members of the Company are requested to update and register their e mail ids with the Company as early as possible and the Company would send them invitation to attend the virtual on-line meeting together with meeting number and password at least two days before the date of meeting.
- 5) **Pursuant to rule 18 of the Companies (Management & Administration) Rules 2014 notice of the AGM is placed on the web site of the Company and Mr, Praveen Totagi, Senior -Finance Manager is designated as the Nodal Officer to whom any stakeholder can contact in connection with any matter concerning the AGM. His e-mail id is praveen.totagi@vayavyalabs.com, phone No.: +91 9535421627**
- 6) ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

V a y a v y a L a b s P v t. L t d.

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

ITEM NO. 3: OF NOTICE: INCREASE IN CAPITAL CREATION OF PREFERENCE SHARES

The Company has received proposals from parties both resident Indians as well as from abroad, who are interested in making investment in this Company through the preference capital route, that is to say, the initial investment will be through preference shares and to be convertible in to equity shares over a period of time on such terms and conditions as to dividend, voting rights, premium upon conversion as may be decided by the Board of Directors and those investing parties. Negotiations with the parties are at final stage and the Board would be approaching the shareholders for their consent for the issue and allotment of such preference shares in due course of time as mandated by the provisions of section 42 and 62 of the Companies Act, 2013 but before that the Board would like the Company to have a provision in its capital clauses the right to issue preference shares. Therefore, special resolution No 3 proposes creation of 5,00,000 preference shares of Rs. 10 each through increase in authorized share capital.

The special resolution also proposes consequent alteration to the capital clauses in the memorandum and articles of association of the Company.

The Board commends the special resolution for consideration by the members.

MEMORANDUM OF INTEREST

None of the Directors of the Company are interested in this item of special business

ITEM NO. 4: NOTICE: APPOINTMENT OF PRACTISING COMPANY SECRETARY

For the financial year ended 31st March 2024, the turnover of the Company has crossed Rs. 50 crores as a result certification of annual return under section 92 of the Companies Act, 2013 is mandatory which involves obtaining a detailed compliance certificate on 18 points mentioned in form MGT 8 from a practicing Company secretary, which forms part of the annual return in form MGT 7.

The Board proposes to appoint Mr. S. R. Deshpande, Practicing Company secretary for certification of compliance for the financial year 2023-24 which is due for filing in November 2024. As the Company's turnover is growing, the Company needs this certification for the current financial year too. Hence, the appointment for the financial year 2024-25 is also recommended for consideration by the members through an ordinary resolution.

The Board commends the appointment of Mr. S. R. Deshpande as Company secretary.

MEMORANDUM OF INTEREST

None of the Directors of the Company are interested in this item of special business.

For VAYAVYA LABS PRIVATE LIMITED

Date: 6th September 2024
Place: Belgaum

RAVINDRAGOUDA K. PATIL
Managing Director
DIN: 00922356
LIG - 165, Mahantesh Nagar,
Belgaum - 590016, Karnataka.

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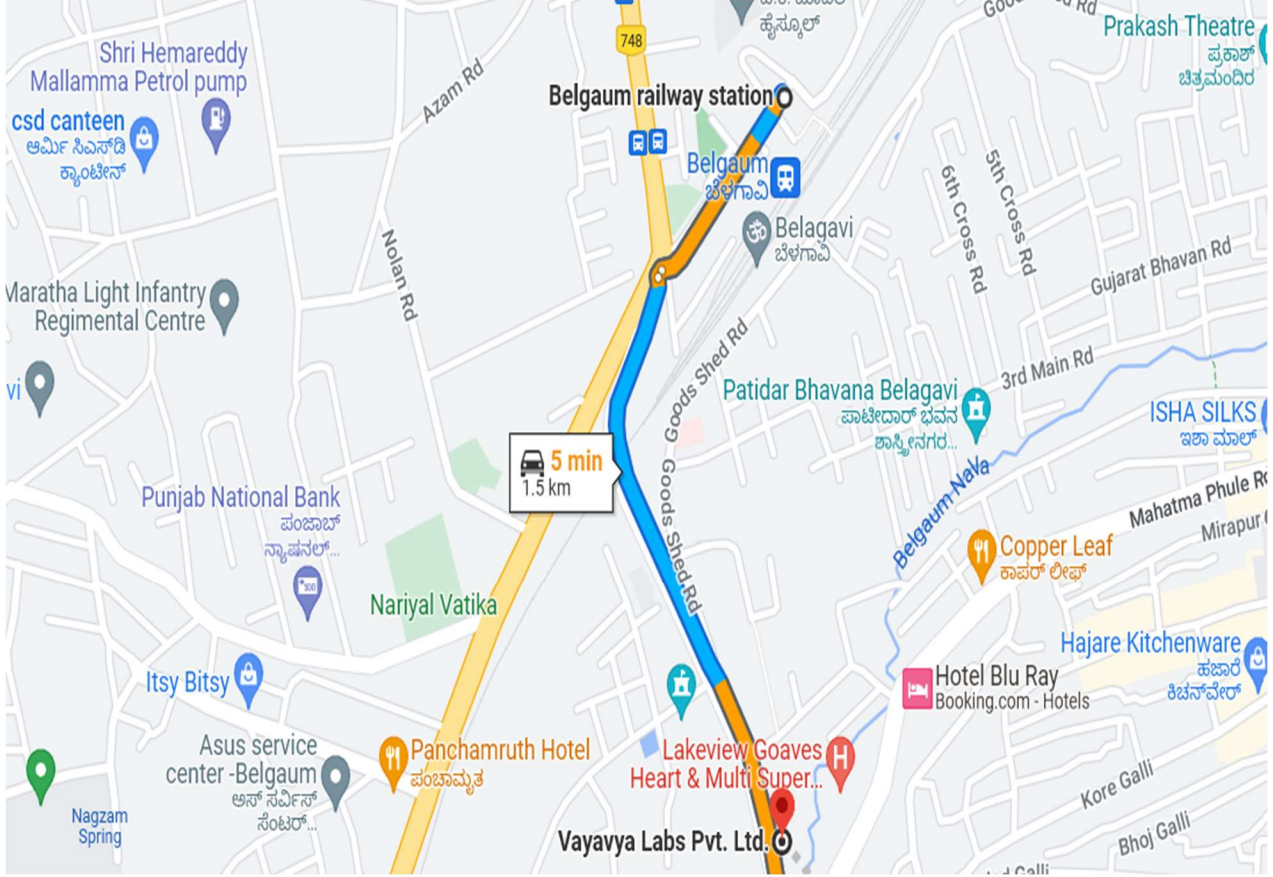
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ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



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