

Date: July 06, 2021

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of Advenio Tecnosys Private Limited, on requisition of Mausumi Acharyya, who holds more than 10% of the paid-up equity shares of the Company, will be held on Friday, July 30, 2021 at 11:00 AM at “Premises No. 1332, 1st Floor, Sector 6, Urban Estate Karnal Haryana 132001” to transact the following business:

Special Business

Item No. 1

Removal of Mr. Sombodhi Ghosh (DIN No. 03381242) from the office of Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Sombodhi Ghosh (DIN: 03381242) be and is hereby removed from the office of Director of the Company with effect from date of this meeting.”

“Further Resolved That Ms. Mausumi Acharyya or Mr. Neeraj Singla, Director of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, Delhi to make necessary entries in the Statutory Registers of the Company and to do all such acts/deeds/things as may be deemed fit to give effect to this resolution.”

Item No. 2

APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY:

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Rishab Gupta & Co, Chartered Accountants, (ICAI Registration no. 032877N), Panchkula be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Vishal & Associates, Chartered Accountants Ahmedabad (ICAI RegistrationNo.136597W).”

“RESOLVED FURTHER THAT M/s. Rishab Gupta & Co, Chartered Accountants, (ICAI Registration no. 032877N), Panchkula, be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2021 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

Notes

1. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER

BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 proxy for any other person or shareholder.

3. The instrument 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 an Extraordinary General Meeting (EGM). A Proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
4. Members/Proxyholders and Authorised Representatives are requested to bring to the Meeting, the duly filled in attendance slip(s) enclosed herewith. Corporate Members intending to send their Authorised 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 Board Resolution authorising representative to attend and vote on its behalf at the Meeting.
5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
6. In compliance to provisions of Companies Act, 2013 read with rules amended from time to time, the shareholders holding Compulsory Convertible Preference Shares (CCPS) and Optionally Convertible Preference Shares (OCPS) shall have right to vote on the business as set out in the Notice for EGM shall have appropriate voting rights. Further the shareholder shall be counted for quorum requirements.
7. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company for communication purposes. For members who have registered/not registered their email address, physical copy of the Notice is being sent in the permitted mode.

A copy of the Notice will also be available on the website of the Company viz. www.advenio.tech

8. The Requisition dated June 17, 2021 received from Mausumi Acharyya signifying her intention for convening EGM and to remove Mr Sombodhi Ghosh from the office of Director of the Company, in original, are available for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 2.00 p.m. on any working day of the Company upto the date of the Meeting. The said documents shall also be available for inspection at the venue of the meeting.
9. A route map showing directions to reach the venue of the Meeting forms part of the Notice.

Regards

For Advenio Tecnosys Private Limited

Sd/-

Mausumi Acharyya

Director

Date: July 06, 2021

Place: Karnal

F/1 Mandhar Apartment, 27/1,
Shyamnagar Road, Dumdum Park,
Bangur Avenue, Jessore Road,
North 24 Parganas, West Bengal 700055

Statement Pursuant to Section 102 of Companies Act, 2013

Item No. 1

Mausumi Acharyya is promoter of Advenio Tecnosys Private Limited (‘the Company’) and holds more than 10% of paid-up equity share capital of the Company. Mausumi Acharyya had sent to the Company a special notice and requisition dated June 17, 2021 for convening an EGM, to consider and if thought fit, to pass Ordinary Resolution for removal of Mr. Sombodhi Ghosh from the office of Director of the Company, a copy of which is annexed here as **Annexure A**.

Mausumi Acharyya, being Founder Director of the Company has lost confidence in Mr. Sombodhi Ghosh for a combination of several factors, thus has requested for consideration of removal of Mr. Sombodhi Ghosh from the office of Director of the Company with immediate effect.

Consequently, the Board of Directors of the Company by its resolution dated June 30, 2021, has resolved to propose the removal of Mr. Sombodhi Ghosh as Director of Advenio Tecnosys Private Limited.

None of the Directors, Key Managerial Persons of the Company or their relatives is any way concerned or interested in the Resolution as set out at Item No. 1 of the Notice. Further Mr. Sombodhi Ghosh is not related to any other Director.

Item No. 2

M/s. Vishal & Associates, Chartered Accountants Ahmedabad (ICAI RegistrationNo.136597W) have tendered their resignation from the position of Statutory Auditors of the Company for the financial year 2020-21 due to their pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies

Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Rishab Gupta & Co, Chartered Accountants, (ICAI Registration no. 032877N), Panchkula be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Vishal & Associates, Chartered Accountants Ahmedabad (ICAI RegistrationNo.136597W).

M/s. Rishab Gupta & Co, Chartered Accountants, (ICAI Registration no. 032877N), Panchkula have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons, or their relatives is in any way, concerned or interested in the said resolution.

Regards

For Advenio Tecnosys Private Limited

Sd/-

Mausumi Acharyya

Director

F/1 Mandhar Apartment, 27/1,

Shyamnagar Road, Dumdum Park,

North 24 Parganas, West Bengal 700055

Date: July 06, 2021

Place: Karnal

**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]**

Extra Ordinary General Meeting on Friday July 30, 2021 at 11:00 AM

CIN	U72400HR2010PTC041246
Name of the Company	Advenio Tecnosys Private Limited
Registered Office	Premises No. 1332, 1 st Floor, Sector 6, Urban Estate Karnal Haryana 132001

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

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

NAME	ADDRESS	E-MAIL ID	Signature

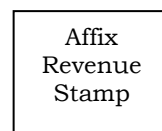
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2nd Extra Ordinary General Meeting of the Company for the Financial Year 2021-2022 to be held on Friday, the 30th day of July, 2021 at 11:00 A.M. at the registered office of the Company situated at Premises No. 1332, 1st Floor, Sector 6, Urban Estate Karnal Haryana 132001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

*I wish my above proxy to vote in the manner indicated as below:

Resolution No.	Particulars	For	Against
Special Business:			
1.	Removal of Mr. Sombodhi Ghosh (DIN No. 03381242) as Director of the Company		
2	Appointment of M/s Rishab Gupta & Co., Chartered Accountants as Statutory Auditors of the Company for Financial Year ended 31-03-2021		

Signed this..... day of..... 2021.

Signature of Shareholder:



Signature of Proxy Holder(s):

Note: 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.

*2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the above mentioned Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. A Proxy need not be a member of the Company.

4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EXTRA ORDINARY GENERAL MEETING of the Company.

Attendance Slip

Extra Ordinary General Meeting on Friday July 30, 2021 at 11:00 AM

CIN	U72400HR2010PTC041246
Name of the Company	<u>Advenio Tecnosys Private Limited</u>
Registered Office	Premises No. 1332, 1 st Floor, Sector 6, Urban Estate Karnal Haryana 132001

Folio ID:	DP ID No.	Client ID No.
-----------	-----------	---------------

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company at Premises No. 1332, 1st Floor, Sector 6, Urban Estate Karnal Haryana 132001 at 11:00 AM on Friday July 30, 2021

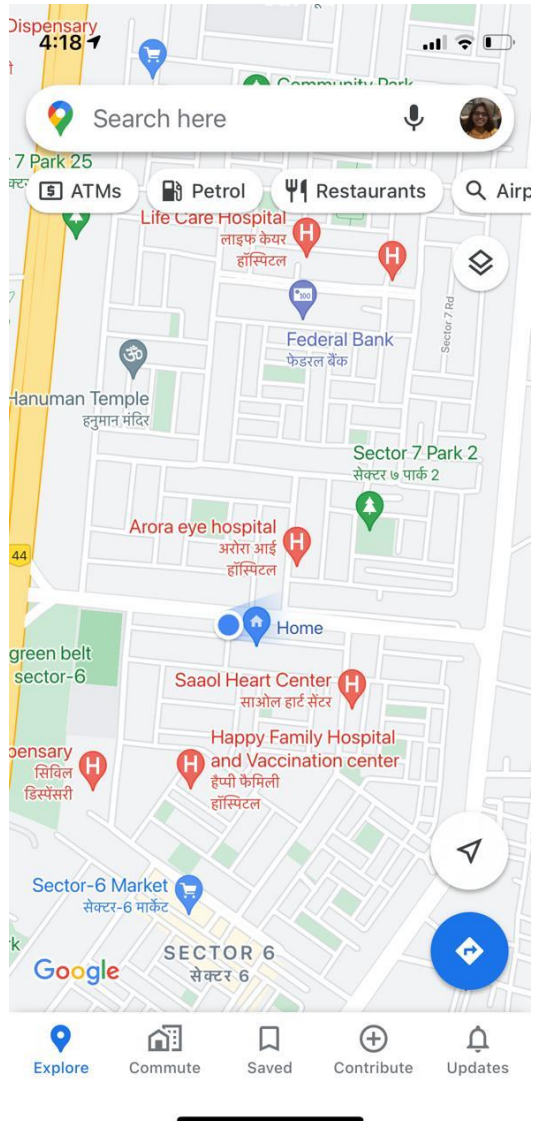
Name of Member:	Signature
Name of Proxyholder:	Signature

Notes:

1. Only Member / Proxyholder can attend the meeting.
2. Please complete the Folio ID/ DP ID No. and name of the Member/Proxyholder, sign this attendance slip and hand it over at the entrance of the meeting hall.
3. A Member/Proxyholder attending the meeting should bring copy of the Notice for reference at the meeting.

Route Map to EGM Venue:

<https://goo.gl/maps/fj6cL8gWhVHPriyN9>



Venue: Premises No. 1332, 1st Floor, Sector 6, Urban Estate Karnal Haryana 132001

Annexure A

Date: June 17, 2021

To
The Board of Directors
Advenio Tecnosys Private Limited
Premises No. 1332, 1st Floor,
Sector 6, Urban Estate
Karnal Haryana 132001

Sub: Issue of Special Notice and Requisition under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an Extra-Ordinary General Meeting of the Shareholders of Advenio Tecnosys Private Limited.

1. I, Mausumi Acharyya D/o Kalipada Acherjee R/o F/1 Mandhar Apartment, 27/1, Shyamnagar Road, Dumdum Park, Bangur Avenue, Jessore Road, North 24 Parganas, West Bengal 700055 holding 6300(six thousand three hundred only) equity shares of the company having face value of Rs. 10 each (Total Face Value of Equity Shares Rs. 63000) as on date of this letter representing 63% of the paid-up equity share capital of Advenio Tecnosys.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, I submit this requisition to you for convening Extra-ordinary general meeting of the shareholders of Advenio Tecnosys on or before July 31, 2021, in a manner prescribed under applicable law, to pass the following 1(one) resolution.

Item No. 1

Removal of Mr. Sombodhi Ghosh as Director

To pass the following resolution as an Ordinary Resolution

“Resolved that pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Sombodhi Ghosh (Director Identification Number 03381242) be and is hereby

removed from the office of Director of the Company with effect from the date of this meeting.”

Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

- a. I, Mausumi Acharyya is promoter of Advenio Tecnosys Private Limited and holds 63% of the equity share capital of the company.
 - b. I, being promoter of the company have lost confidence in Mr. Sombodhi Ghosh for a combination of several factors and I, propose in the company's interest that company should consider removal of Mr. Sombodhi Ghosh from directorship on immediate basis.
3. You are requested to take the above-said request on record and do take the necessary action.

Thanking You

Yours Sincerely

Sd/-

Mausumi Acharyya
D/o Kalipada Acherjee
R/o F/1 Mandhar Apartment, 27/1,
Shyamnagar Road, Dumdum Park,
Bangur Avenue, Jessore Road,
North 24 Parganas, West Bengal 700055

Date: June 17, 2021

Place: Chandigarh