

Dear Shareholder,

This is to bring to your notice that I, Mausumi Acharyya equity shareholder of the Company had sent a requisition to the Company for convening an EGM on or before April 26, 2021. The Company vide its email dated 22.03.2021 had informed the inability of the board of directors in convening the Extra-Ordinary General Meeting.

Thus, Notice is hereby given that Board of Directors has failed to convene Extraordinary General Meeting (“EGM”) of the Shareholders of Advenio TecnoSys Private Limited on requisition made by me, being holder of more than 10% paid-up equity share capital of the Company.

Thus, in compliance to applicable provisions of Companies Act, 2013 read with applicable rules and standards amended from time to time, I, Mausumi Acharyya being holder of more than 10% paid-up equity share capital of the Company hereby gives Notice for convening Extraordinary General Meeting (“EGM”) of the Shareholders of Advenio TecnoSys Private Limited on Thursday, 6th day of May, 2021 at 11.00 AM at registered office of the Company located at “Premises No. 1332, 1st Floor, Sector 6, Urban Estate Karnal Haryana 132001”. The detailed process of attending the meeting through Electronic Mode and E-voting shall be shared separately through email.

In case you desire to participate through electronic mode, please send a confirmation in this regard to Mausumi Acharyya, Equity Shareholder of the Company at Email ID: mau_ach@yahoo.co.in; or mausumi.acharyya@adveniotecnosys.com, Mobile No. **8194800111** before 7 days from the proposed date of EGM.

Further the procedure for e-voting has been given in detail in the latter part of the Notice and shall also be provided on your email ID in due course by a separate email.

Kindly make it convenient to attend the meeting and feel free to contact me regarding any query.

Regards

Sd/-

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

Date: April 13, 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 Thursday, May 06, 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

Appointment of Mr. Neeraj Singla (DIN No. 9077413) as 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 152 of the Companies Act, 2013 read with the Rule 8, 9 and 14 of the **Companies (Appointment and Qualification of Directors) Rules, 2014** and other applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Neeraj Singla (DIN:9077413) be and is hereby appointed as Director of the Company with effect from the date of this meeting.”*

“Further Resolved That any of the 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.”

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 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, 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 and shall have appropriate voting rights. Further the shareholders 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. Physical copy of the Notice is also being sent in the permitted mode to all the members at their respective addresses registered with the Company.
8. The Requisition dated 05.03.2021 received from Mausumi Acharyya signifying intention for convening EGM and to appoint Mr. Neeraj Singla as 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 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.

10. Process and Manner for voting through electronic means:

- a. The Company seeing the current situation of Covid-19 Pandemic provides the option of e-voting in compliance with the provisions of Section 108 of the Companies Act, 2013 ('the Act') and Rules framed thereunder, as amended from time to time. The members are provided with the facility to exercise their right to vote electronically, through the e-voting services provided by external agency, i.e. facility of casting votes by the members using an electronic voting system from a place other than the venue of the EGM (remote e-voting) on all the resolutions set forth in this Notice. Instructions for remote e-voting are given below.
- b. The facility for voting either through electronic voting system or by ballot paper shall be made available at the EGM also and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the EGM. The voting shall be conducted based on the shares and not on show of hands.
- c. The remote e-voting period commences on Monday, May 03, 2021 (9.00 a.m. IST) and ends on Wednesday, May 05, 2021 (5.00 p.m. IST). During this period, members of the Company holding shares in physical form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by external agency for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. Members who have cast their vote by remote e-voting prior to the EGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.

The instructions for remote e-voting are as under:

- i. **START AND END TIME:** The voting period will begin on **Monday, May 03, 2021 (9.00 a.m. IST)** and ends on **Wednesday, May 05, 2021 (5.00 p.m. IST)** During this period, the Shareholders of the Company are being provided the platform to cast their vote electronically. The e-voting module shall be disabled by Right2Vote for voting thereafter.
- ii. **WEBSITE LINK:** The Shareholders should log on to the e-voting website <https://right2vote.in/login/> during the voting period.

iii. **USER ID:** Enter your Email ID. **Your Email ID is your user ID.** Kindly ensure to use the same Email ID as notified to/registered with the Company in KYC.

You will also receive an INVITE mail from Right2Vote on this email ID and the mail will have the link, user ID and other details mentioned. Do not try to log in with mobile number if you have received the invite on the email.

iv. **PASSWORD:** Press GET OTP. OTP (One Time Password) would be **delivered on your Email.** The OTP is the password. Once you enter the OTP and press Sign In, you would be logged in.

v. **VOTING PAGE:** Once logged in, you would be directed to MY POLL INVITE page. Here you would see the poll from the Advenio TecnoSys Private Limited listed. You would also see the logo of the Company along with the name. Click on the poll and you would be taken to voting page.

OPTIONS: On the voting page, you will see all the items to be voted upon. Against each item, following options would be available:

a. APPROVE / ACCEPT / YES

b. REJECT / NO

c. ABSTAIN

Select the option APPROVE or REJECT, as desired. The option APPROVE implies that you assent to the respective item and option REJECT implies that you dissent to the respective item. The shareholder can also select ABSTAIN. In that case, shareholder shall be deemed to have abstained from voting for that respective item.

vi. **CONFIRMATION:** After selecting the option, click on “DONE”. You would receive a “THANK YOU” message on the screen. This is a confirmation that your vote has been recorded.

vii. **VOTE RECORD:** You can anytime check what you voted or how your vote has been recorded by clicking on > on MY POLL INVITE page and selecting VOTE RECORD. You can also take a printout from here.

viii. **MOBILE APP:** Apart from the website, vote can also be cast using Right2Vote’s mobile app: ‘Right2Vote’, available for android and iOS-based mobiles. (App link: <https://right2vote.in/getapp/>)

ix. **CONTACT US:** In case you have any queries or issues regarding e-voting, write an email to contact@Right2vote.in

- x. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of April 08, 2021 and as per the Register of Members of the Company.
- xi. A person, whose name is recorded in the register of members only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- xii. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of EGM i.e. Thursday, May 06, 2021.

Regards

Sd/-

Mausumi Acharyya

Equity Shareholder

F/1 Mandhar Apartment, 27/1,

Shyamnagar Road, Dumdum Park,

Bangur Avenue, Jessore Road,

North 24 Parganas, West Bengal 700055

Date: April 13, 2021

Place: Karnal

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 05.03.2021 for convening an EGM, to consider and if thought fit, to pass Ordinary Resolution for appointment of Mr. Neeraj Singla as Director of the Company, a copy of which is annexed here as Annexure A.

Mr. Neeraj Singla possesses extensive experience and expertise in sales and marketing. He is well-established businessman in Karnal and enjoys an exceptionally good reputation. He has extraordinarily strong links and public image which shall benefit the Company in long-run for promotion, marketing, and sales of its products and in raising further capital/funding for future expansions. He has vast knowledge of current benefits being provided by the Central Government and State Governments under various schemes for innovative start-ups.

None of the directors, key managerial persons of the Company or their relatives are any way concerned or interested in the resolution as set out at Item No. 1 of the Notice. Further. Mr. Neeraj Singla is not related to any of the directors.

Regards

Sd/-

Mausumi Acharyya

Equity Shareholder

F/1 Mandhar Apartment, 27/1,

Shyamnagar Road, Dumdum Park,

Bangur Avenue, Jessore Road,

North 24 Parganas, West Bengal 700055

Date: April 13, 2021

Place: Karnal

Details of Director seeking appointment at the EGM pursuant to Secretarial Standard – 2 on General Meetings:

DIN	9077413
Date of Birth	15-06-1966
Age	54 years
Date of first appointment on the Board	-
Qualifications	Senior Secondary
Expertise in specific functional areas	Mr. Neeraj Singla possesses extensive experience and expertise in sales and marketing. He is well-established businessman in Karnal and enjoys an exceptionally good reputation
Terms and conditions of appointment or re-appointment	Refer Item No. 1
Details of remuneration last drawn.	--
Directorship in other Public Limited Companies.	--
Membership of Committees / chairmanship in other public companies	--
No. of Board Meetings attended during the year	--
No of Shares Held: a. Own b. For other persons on beneficial basis	--

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 Thursday May 06, 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 1st Extra Ordinary General Meeting of the Company for the Financial Year 2021-2022 to be held on Thursday, the 6th day of May 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.	Appointment of Mr. Neeraj Singla (DIN No. 9077413) as Director of the Company		

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

Signature of Shareholder:

Affix
Revenue
Stamp

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 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the above resolution, 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 EXTRAORDINARY GENERAL MEETING of the Company.

ATTENDANCE SLIP

Extra-ordinary General Meeting on Thursday May 06, 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.
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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 11:00AM on Thursday May 06, 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 meeting venue.
3. A Member/proxyholder attending the meeting should bring copy of the Notice for reference.

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: March 05, 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 hold more than 10% equity shares of the Company having face value of Rs. 10 each as on date of this letter representing more than 10% 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 the Company for convening Extra-Ordinary General Meeting of the shareholders of Advenio TecnoSys on or before April 26, 2021 in a manner prescribed under applicable law, to pass the following resolutions **for appointment of Mr. Neeraj Singla bearing DIN No. 9077413 as Director of the Company.**
3. A copy of the specimen resolution is being enclosed herewith as Annexure 1.
4. The Company is requested to take the above-said request on record and do take the necessary action.

Thanking You

Yours Sincerely,

Sd/-

Mausumi Acharyya
Equity Shareholder
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: March 05, 2021

Place: Chandigarh

COPY OF THE SPECIMEN RESOLUTION

-----Draft Starts-----

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Appointment of Mr. Neeraj Singla (DIN No. 9077413) as Director of the Company

*“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Rule 8, 9 and 14 of the **Companies (Appointment and Qualification of Directors) Rules, 2014** and other applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Neeraj Singla (DIN:9077413) be and is hereby appointed as Director of the Company with effect from the date of this meeting.”*

“Further Resolved That any of the 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.”

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