

NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE SECOND (FY 2024-25) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF AXIO DIGITAL PRIVATE LIMITED (THE "COMPANY") TO BE HELD ON FRIDAY 11TH OCTOBER, 2024 AT 02.00 P.M AT NEW NO 3(OLD 211), GOKALDAS PLATINUM, UPPER PALACE ORCHARDS, BELLARY ROAD SADASHIVANAGAR, BANGALORE - 560080 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1: APPROVAL FOR ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and thought fit, to pass, the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to adopt the restated Articles of Association of the Company by removing the references of the erstwhile **"share subscription and shareholders agreement dated September 11, 2018"** (a final draft of which has been placed before the members of the Company), which shall substitute and replace the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr.Caurav Dinesh Hinduja, Mr. Sashank R Rishyasringa, Directors of the of the Company and Ms. Seema Patel, Company Secretary of the Company be and are hereby severally authorized to sign, file and provide necessary documents, copies of this resolution and details and to take all necessary steps to give effect to the above resolutions and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to complete all the formalities as per the applicable provisions of the Companies Act, 2013."

ITEM NO.2: TO APPROVE TO KEEP REGISTERS AND RECORDS IN A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 94 of the Companies Act 2013 read with Rule 15 of the Companies (Management and Administration) Rules 2014 , - and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), the approval by the members at the general meeting ,be and is hereby accorded to the Company for keeping the register and records of the Company kept and maintained by a company under section 88 of the Act and copies of all the annual returns prepared by the Company together with the copies of all certificates and documents required to be annexed or attached thereto, at a place other than the Registered Office of the Company

at New No 3. (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore-560080.

RESOLVED FURTHER THAT Mr. Gaurav Dinesh Hinduja, Mr. Sashank R Rishyasringa, Directors and Ms. Seema Patel, Company Secretary of the Company be and are hereby severally authorized to issue the sign, submit, execute and deliver all necessary documents, and do all such acts, deeds, matters and things as may be necessary, expedient or desirable in this regard including filing necessary forms with Registrar of Companies, and any other regulatory authority”.

By Order of the Board of Directors

For axio Digital Private Limited
For AXIO DIGITAL PRIVATE LIMITED


Authorised Signatory
Sashank R Rishyasringa

Director

(DIN: 06466985)

Address: Savista Sanjhariya, Sanjariya

Thikariya, Jaipur, Sanganer, Rajasthan – 302026

Place : Bangalore

Date : 10th October, 2024



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself and the proxy need not be a member of the Company.
2. Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 24 hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is appended hereto as **Annexure A**.
4. Member/Proxy, desirous of attending the Meeting, must bring the attendance slip (enclosed herewith) to the Meeting duly completed and signed, and hand over the same at the venue entrance.
5. All documents referred to in the notice and the explanatory statement, and requiring members' approval and such statutory records and registers, as are required to be kept for inspection under the Companies Act, 2013, shall be available for inspection by the members at the registered office of the Company during 10.00 A.M. to 5.00 P.M. on all working days and shall be accessible to the person attending the meeting.
6. The documents of the Company will be sent in electronic form to those Members who have registered their e-mail address with the Company. The Company will further continue to send all such documents by electronic mail or in electronic form, which Members may kindly note. However, in case a Member wishes to receive physical copy of the said documents, he is requested to send an e-mail to concerned members duly quoting his Folio number and email ID.
7. Route Map for the registered office is annexed as **Annexure B** to this Notice.
8. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the meeting hall. The Attendance Slip is annexed as **Annexure C**.

Annexure A

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

ITEM NO.1: APPROVAL FOR ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Company proposes to alter its Article of Association by removing the references of the erstwhile ***“share subscription and shareholders agreement dated September 11, 2018”***.

In accordance with Section 14 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 read with the Rules thereunder including any statutory modification(s) or re-enactment thereof for the time being in force, it is required to obtain approval of the shareholders of the Company by way of a special resolution for alteration of Articles of Association of the Company.

Accordingly the Board of Directors recommends the resolution in item no.1 to the shareholders for approval as Special Resolution at their meeting held on 09th October, 2024.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO.2: TO APPROVE TO KEEP REGISTERS AND RECORDS IN A PLACE OTHER THAN THE REGISTERED OFFICE OF THE COMPANY

Section 94 of the Companies Act 2013 read with Rule 15 of the Companies (Management and Administration) Rules 2014 , - and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force), prescribes that for maintenance of registers and records of the Company at a place other than registered office of the Company, the Company shall obtain approval of its shareholders through special resolution.

Accordingly the Board of Directors recommends the resolution in item no.2 to the shareholders for approval as Special Resolution at their meeting held on 09th October, 2024.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

For axio Digital Private Limited

For AXIO DIGITAL PRIVATE LIMITED


Sashank R Rishyasringa
Director

(DIN: 06466985)



 ask@axio.co.in
 +91-8023081800
 www.axio.co.in

**Address: Savista Sanjhariya, Sanjariya
Thikariya, Jaipur, Sanganer, Rajasthan - 302026**

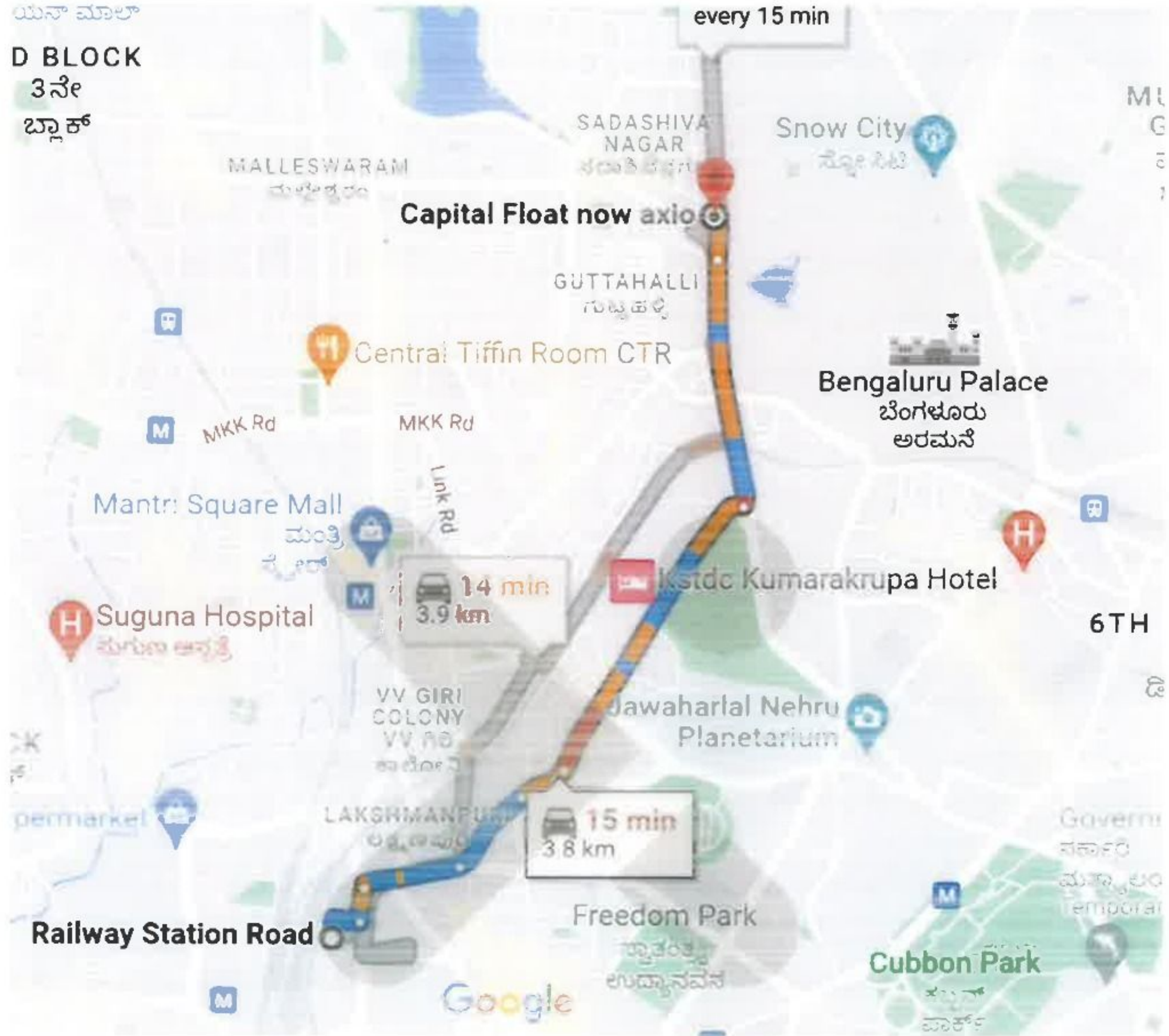
Place : Bangalore

Date : 10th October, 2024



Annexure B- Route Map

New No.3 (Old 211), Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bangalore – 560080.





ANNEXURE C
ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING

Date: 11th October, 2024

Place: Bangalore

I hereby record my presence at the Extra Ordinary General Meeting of axio Digital Private Limited on 11th October, 2024 at 02.00 P.M. at New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru - 560080

Name of the Shareholder/ Authorised Representative	
Folio No.	
No. of Shares Held	
Name of Proxy (if any)	

Signature of the Shareholder
/ Proxy / Authorised Representative*

ANNEXURE D

PROXY FORM - MGT-11

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

Name of the Company: axio Digital Private Limited.

Name of the Member (s): _____ residing at/having
registered office at _____
_____ & e-mail Id: _____ bearing Folio No.

I / We, being the member(s) of _____ (In words _____) equity shares
of M/s axio Digital Private Limited hereby appoint –

1. Name: _____ Address : _____

E-mail Id: _____ Signature: _____, or failing him / her

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 11th October, 2024 at 02.00 P.M. at 'New No 3, Gokaldas Platinum, Upper Palace Orchards, Bellary Road, Sadashivnagar, Bengaluru – 560080 and at any adjournment thereof, in respect of resolutions set out in the Notice convening the meeting.

**Affix Re. 1
Revenue
Stamp**

Signed this ____ day of _____, 2024

Signature of Shareholder (s)

Signature of Proxy Holder (s)

Note: This form of proxy in order to be effective, should be duly stamped, executed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.