

**NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO. 01/2022-23**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting No. 01/FY 2022-23 of the Members of Tvam Technologies Private Limited (“the Company”) will be held on Thursday, 19th May 2022 at 1.00 pm (IST) at the Registered Office of the Company at 301 to 323, 3<sup>rd</sup> Floor, Tower C, Diamond District, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka to transact the following business:

**SPECIAL BUSINESS:**

- 1. TO APPROVE ISSUE OF 1,06,900 EQUITY SHARES TO MR. PRAKASH RAMACHANDRA PRABHU, DIRECTOR OF THE COMPANY THROUGH PREFERENTIAL BASIS VIA PRIVATE PLACEMENT, LETTER OF OFFER IN FORM PAS-4 & RECORD OF PRIVATE PLACEMENT IN FORM PAS-5:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) and Section 42 of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures Rules) and Rule 14 (Prospectus and Allotment of Securities) Rules, 2014 and other relevant provisions of Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for offering and issuing 1,06,900 (One Lakh Six Thousand and Nine hundred) Equity Shares at a face value Rs. 10/- (Rupees Ten only) amounting to Rs. 10,69,000/- (Rupees Ten Lakh Sixty-Nine Thousand only) to Mr. Prakash Ramachandra Prabhu, Director of the Company and that the draft Letter of Offer in Form PAS-4 for issue of such securities and record of Private Placement in Form PAS-5 be and is hereby approved;

Sr. No.	Name of Offeree	No. of Equity Shares	Price per share (Rs.)	Amount of Investment (Rs.)
1.	Mr. Prakash Ramachandra Prabhu	1,06,900	10	10,69,000
	<b>Total</b>	<b>1,06,900</b>	<b>10</b>	<b>10,69,000</b>

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby severally authorized to sign and circulate the Letter of Offer in Form PAS-4 along with the application form to the offeree, whose name is recorded in Form PAS-5 i.e., Record of Private Placement Offer;

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby severally authorized to file such e-Forms and returns as may be required, with the Registrar of Companies and to do all necessary acts, deeds, matters and things and to make the necessary entries in the Register of applications and allotments and the Register of Members for the aforesaid issue and allotment of Equity Shares.”



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Tvam Technologies Private Limited

CIN: U72900KA2022FTC156732

Registered Office: 301 to 323, 3<sup>rd</sup> Floor, Tower ‘C’,  
Diamond District, Old Airport Road,  
Kodihalli, Bengaluru-560008, Karnataka

**2. TO APPROVE AND RATIFY THE RE-IMBURSEMENT OF THE AMOUNT UP TO AND NOT EXCEEDING RS. 2,00,00,000/- PLUS APPLICABLE TAXES TO ATYATI TECHNOLOGIES PRIVATE LIMITED FOR FURTHER DEVELOPMENT AND MAINTENANCE OF 'TVAM' SOFTWARE INCLUDING COST OF HUMAN RESOURCES**

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

**RESOVLED THAT** in modification of earlier resolution passed in the meeting of Shareholders held on 11<sup>th</sup> February 2022, the consent of the Shareholders be and is hereby accorded to re-imburse the amount up to and not exceeding Rs. 2,00,00,000/- (Rupees Two Crore only) plus applicable taxes, which has been incurred by Atyati Technologies Private Limited, subsequent to the Valuation date, for further development and maintenance of Software including cost of Human Resources;

**FURTHER RESOLVED THAT** any director of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s).”

**By Order of the Board  
For TVAM Technologies Private Limited**



**Janaki Padigeri  
Company Secretary  
M. No.: 62772**

**Atyati Technologies Private Limited  
Regd off: 301-323, 3rd Floor, Tower 'C',  
Diamond District, Old Airport Road,  
Kodihalli, Bengaluru-560008, Karnataka**



**Date: 17-May-2022  
Place: Bangalore**

## 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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 301 TO 323, 3<sup>RD</sup> FLOOR, TOWER C, DIAMOND DISTRICT, OLD AIRPORT ROAD, KODIHALLI-560008, BENGALURU, KARNATAKA, INDIA BEFORE THE SCHEDULED TIME OF THE EXTRAORDINARY GENERAL MEETING.
2. Kindly bring your copies of the Notice to the meeting.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a certified copy of Board resolution/Representation Letter authorizing their representative to attend and vote on their behalf at the meeting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 6:00 p.m.) on all working days except Saturdays, up to and including the date of the Extraordinary General Meeting of the Company.
7. Members are requested to notify their change of address, if any to the Company immediately.
8. The route map for the venue of Extraordinary General Meeting is enclosed for the reference and forms part of Notice of this meeting.



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

**ITEM NO.1:**

The Company is foreseeing growth opportunities in the business and accordingly Mr. Prakash Ramachandra Prabhu, Director of the Company has approached the Company to invest in the Company to meet the monetary requirement. Therefore, the Board proposes to make an offer to him as recorded in the Private Placement Offer in Form PAS-5, for issuance of 1,06,900 (One Lakh Six Thousand and Nine hundred) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each aggregating to an amount of Rs. 10,69,000/- (Rupees Ten Lakhs Sixty-Nine Thousand Only), as per following details:

Sr. No.	Name of Offeree	No. of Equity Shares	Amount per share (Rs.)	Amount of Investment (Rs.)
1.	Mr. Prakash Ramachandra Prabhu	1,06,900	10	10,69,000
	<b>Total</b>	<b>1,06,900</b>		<b>10,69,000</b>

The Board of Directors of the Company in its meeting held on 17-May-2022 approved the offer and issue of the above-mentioned securities to offeree, subject to provisions of Section 62(1)(c) read with Section 42 the Companies Act, 2013 and relevant rules.

The details of the issue and price justification as per the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of Companies (Share capital and Debentures) Rules 2014 are as follows:-

1	Objects of the issue	To meet funds requirement for ongoing and future projects
2	Total number of securities to be issued	1,06,900
3	Nature of shares	Equity Shares
4	Price or Price band at/within which the allotment is proposed	1,06,900 Equity shares of face value of Rs. 10/-each
5	Manner of Issue of shares	Preferential Basis via Private Placement
6	Basis on which the price has been arrived at along with the report of the registered valuer	Issue price of the shares has been arrived based on valuation report of the Registered Valuer
7	Name and Registration Number of valuer who performed valuation	Mr. Sandeep Pai IBBI Registration No. IBBI/RV/04/2020/13555
8	Relevant date with reference to which the price has been arrived at	22 April 2022
9	Amount which the company intends to raise by way of such securities;	Rs. 10,69,000/-
10	The class or classes of person to whom the allotment is proposed to be made	Individual- Mr. Prakash Ramachandra Prabhu, Director of the Company
11	Intention of promoter, directors or key managerial personnel to subscribe to the offer including the contribution	Mr. Prakash Ramachandra Prabhu, Director of the Company will subscribe to the offer for an amount of Rs. 10,69,000/- for fulfilling funds requirement of the Company
12	Terms of issue of offer	Terms are mentioned in resolution
13	Principal terms of assets charged as securities	Nil

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14	The proposed time within which the allotment shall be completed	60 days from the receipt of money
15	Name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Prakash Ramachandra Prabhu is the proposed allottee and his percentage of holding post offer will be 1.50%
16	Change in control if any in the company that would occur consequent to the preferential offer	No major change in control would occur consequent to the preferential offer
17	The number of persons to whom allotment of preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
18	The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	Not Applicable

19. The pre issue and the post issue shareholding pattern of the Company in the following format:

S. No.	Category	Pre-Issue		Post Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
1	Indian:	-	-	-	-
	Individual	-	-	-	-
	Bodies Corporate	0	-	0	-
	<b>Sub Total</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>-</b>
2	Foreign Promoters	70,20,000	100	70,20,000	98.50
	<b>Sub Total (A)</b>	<b>70,20,000</b>	<b>100</b>	<b>70,20,000</b>	<b>98.50</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	1,06,900	1.50
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	<b>Sub Total (B)</b>	<b>-</b>	<b>-</b>	<b>1,06,900</b>	<b>1.50</b>
	<b>GRAND TOTAL</b>	<b>70,20,000</b>	<b>100</b>	<b>71,26,900</b>	<b>100</b>

Mr. Prakash Ramachandra Prabhu, Director of the Company is interested in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of Section 2(53), the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a manager in this item.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the registered office of the Company.

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## ITEM NO.2:

In the Extra-Ordinary General Meeting held on 11<sup>th</sup> February 2022, the Shareholders have approved the following:

- I. the purchase of "Tvam" Computer Application Software and its related Trademarks at Rs. 1,29,26,646/- (Rupees One Crore Twenty-Nine Lakh Twenty-Six Thousand Six Hundred Forty-Six Only) plus applicable taxes from Atyati Technologies Private Limited, a group company
- II. re-imburement up to and not exceeding Rs. 1,50,00,000/- to Atyati Technologies Private Limited, which has been incurred by Atyati Technologies Private Limited, subsequent to the Valuation date, for further development and maintenance of Software including cost of Human Resources.

Further, regarding point No. II above, the Company has now proposed to modify the limit from Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) to Rs. 2,00,00,000/- (Rupees Two Crore only) plus applicable taxes towards reimbursement of amounts incurred by Atyati Technologies Private Limited, subsequent to the Valuation date, for further development and maintenance of Software including the cost of Human Resources.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction amounts to 10% or more of the annual turnover of the Company.

'Atyati' and 'Tvam; have common directors. Accordingly, transaction entered into with Atyati comes within the meaning of Related Party transaction in terms of provisions of the Companies Act, 2013. Hence, approval of the shareholders is being sought for the said Related Party Transaction proposed to be entered into by your Company with Atyati.

The disclosures, in relation to the said related party transaction, as required to be given under the provisions of the Companies Act, 2013 and rules made thereunder are as under:

- a) Name of the related party; - Atyati Technologies Private Limited
- b) Name of the director or key managerial personnel who is related, if any; -
  - Mr. Prakash R. Prabhu: Director
  - Mr. Rajan Mittal: Director
  - Mr. U.S. Singhi: Director
  - Mr. Prasad G. Desai: Director
- c) Nature of relationship;- Common Directors
- d) Nature, material terms, monetary value ; - Increase the limit from Rs. 1,50,00,000/- (Rupees One Crore Fifty Lakh only) to Rs. 2,00,00,000/- (Rupees Two Crore only) plus applicable taxes
- e) any other information relevant or important for the members to take a decision on the proposed resolution; -



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None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are in any way, concerned or interested in the proposed resolutions.

**By Order of the Board  
For TVAM Technologies Private Limited**



**Janaki Padigeri  
Company Secretary**

**M. No.: 62772**

**Atyati Technologies Private Limited  
Regd off: 301-323, 3rd Floor, Tower 'C',  
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Kodihalli, Bengaluru-560008, Karnataka**



**Date: 17-May-2022**

**Place: Bangalore**

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## Attendance Slip

Time :

Place :

### **FULL NAME OF THE FIRST SHAREHOLDER:**

Joint Shareholders, if any  
Father's/Husband name  
Address in full

### **FULL NAME(S) OF THE PERSON ATTENDING THE MEETING-----**

I/We hereby record my /our attendance at the Extra- Ordinary General Meeting No. 01/FY 2022-23 of Members of the Company to be held on **Thursday** at 1.00 PM (IST) at Registered Office of the Company located 301 to 323, 3<sup>rd</sup> Floor, Tower 'C', Diamond District, Old Airport Road, Kodihalli, Bangalore-560008, Karnataka or at any adjournment thereof.

Folio No.:

No of Equity Shares held:

Signature of the Member/Proxy/Authorized Representative \_\_\_\_\_



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**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: U72900KA2022FTC156732

Name of the Company: **Tvam Technologies Private Limited**

Registered Office: **301 to 323, 3<sup>rd</sup> Floor, Tower 'C', Diamond District, Old Airport Road, Kodihalli, Bangalore-560008, Karnataka**

Name of the Member(s): .....
Registered address: .....
E-mail Id: .....

I/ We being the member of **Tvam Technologies Private Limited**, holding.... shares, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
2. 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 notice Extra- Ordinary General Meeting No. 01/FY 2022-23 of Members of the Company to be held on 19-May-2022, at 1.00 PM (IST) at the Registered Office of the Company at 301 to 323, 3<sup>rd</sup> Floor, Tower 'C', Diamond District, Old Airport Road, Kodihalli, Bangalore-560008, Karnataka and at any adjournment thereof in respect of such resolutions as indicated below:

Item no.1 – To approve issue of 1,06,900 Equity shares to Mr. Prakash Ramachandra Prabhu, Director of the company through Preferential Basis via Private Placement, letter of offer in Form PAS-4 & Record of Private Placement in form PAS-5

Signed this .... day of..... 2022  
Signature of Member  
Signature of Proxy holder(s)

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**



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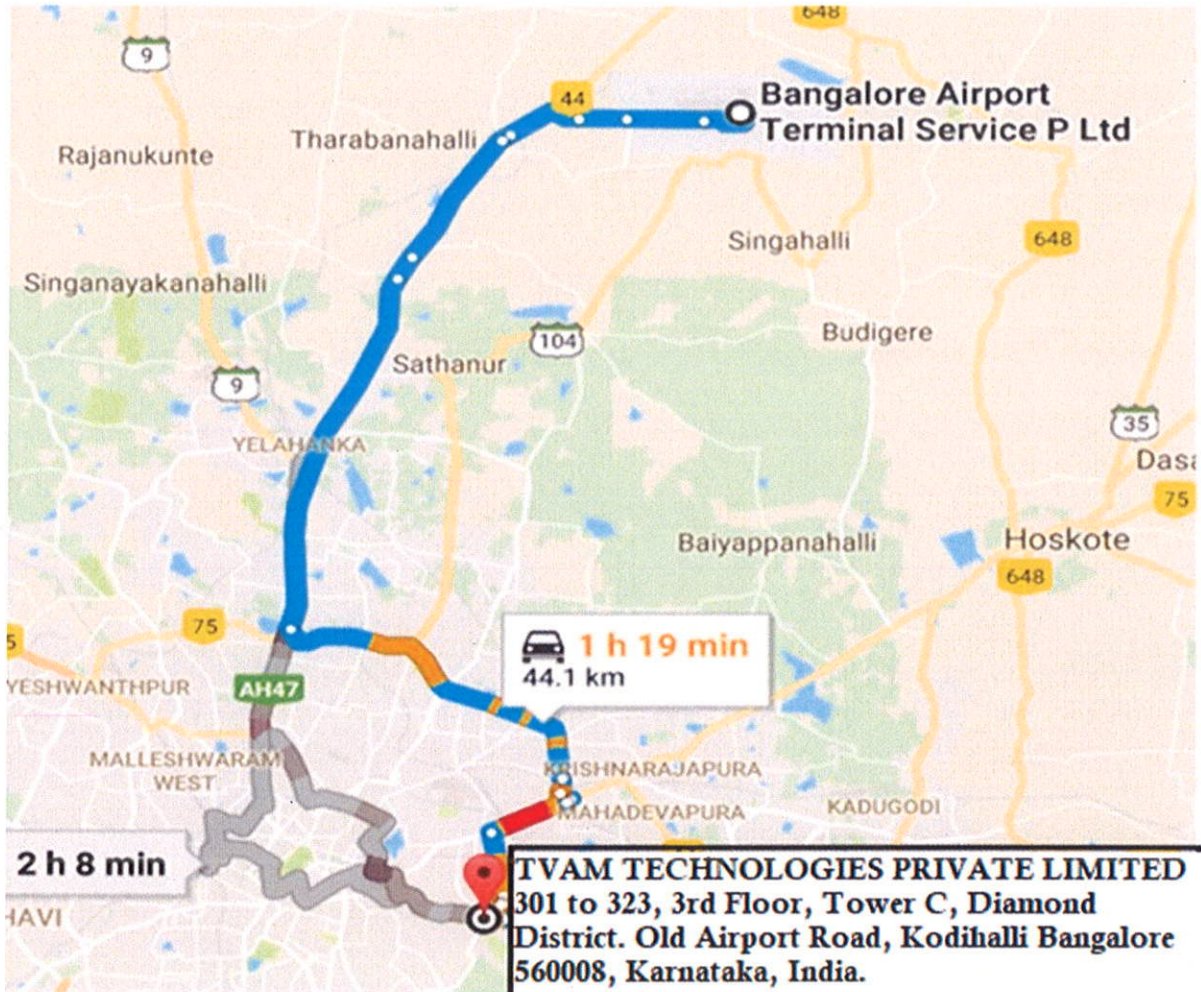
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**ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING NO.01/FY 2022-23 OF  
THE MEMBERS OF TVAM TECHNOLOGIES PRIVATE LIMITED**



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