

NOTICE OF EXTRA-ORDINARY GENERAL MEETING NO. 02/2022-23

NOTICE is hereby given that the Extra-Ordinary General Meeting No. 02/FY 2022-23 of the Members of TVAM Technologies Private Limited (“the Company”) will be held on Saturday, 9th July 2022 at 10:00 AM (IST) at the Registered Office of the Company at 301 to 323, 3rd Floor, Tower C, Diamond District, Old Airport Road, Kodihalli, Bangalore-560008, Karnataka to transact the following business:

SPECIAL BUSINESS:

TO RATIFY AND APPROVE RELATED PARTY TRANSACTION IN REGARD TO SUB-LEASE AGREEMENT TO BE EXECUTED WITH ATYATI TECHNOLOGIES PRIVATE LIMITED

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 188 of the Companies Act, 2013 read with rules made thereunder Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the Members of the Company be and is hereby accorded to ratify and approve related party transaction for a period of 33 months for an amount not exceeding Rs. 1,00,00,000/- (Indian Rupees One Crore only) per annum as per the Sub-Lease Agreement to be entered by the Company with Atyati Technologies Private Limited w.e.f. 1st April 2022 as per the details mentioned herein below:

Name of the Related Party	Atyati Technologies Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Prakash R. Prabhu: Director Mr. Rajan Mittal: Director Mr. Uday.S. Singhi: Director Mr. Prasad G. Desai: Director
Nature of Relationship	Common Directors
Nature, duration and particulars of the Contract or Arrangements	Nature: Sub-Lease Agreement Duration: 11 months and as may be renewed with the mutual consent of the parties upto 33 months Particulars of contract are as per the Sub-Lease Agreement
Material terms of the Contract or Arrangements including the value, if any	As per Sub-Lease Agreement
Any advance paid or received for the contract or arrangement, if any	Nil
Manner of determining pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The Rent, Maintenance charges, Electricity charges, Office Telephone expenses, Domestic Lease Line expenses, Housekeeping charges and similar other expenses incurred by ‘Atyati’ will be charged proportionately to the Company, on

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Tvam Technologies Private Limited

CIN: U72900KA2022FTC156732

Registered Office: 301 to 323, 3rd Floor, Tower ‘C’,
Diamond District, Old Airport Road,
Kodihalli, Bangalore-560008, Karnataka

	the basis of number of employees deployed by Sub-Lessee in the said premises, as on the last day of previous month, with the appropriate mark-up of 5% to cover the administrative costs.
Details of factors not considered relevant for the contract with the rationale for not considering those factors	NA
Any other material information	NA

RESOLVED FURTHER THAT the terms and conditions as stated in Sub-Lease agreement and as placed before the members be and is hereby approved;

FURTHER RESOLVED THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to sign and execute the Sub-lease Agreement and other related documents, to update the statutory register and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

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



Janaki Padigeri
Company Secretary
Membership No.: A62772
Address: No. 7, Maa Smriti, Ground Floor,
2nd Cross, 17th E cross, Indiranagar 2nd stage,
Bangalore-560038.

Date: 7th July 2022
Place: Bangalore

NOTES:

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, 3RD FLOOR, TOWER C, DIAMOND DISTRICT, OLD AIRPORT ROAD, KODIHALLI-560008, BENGALURU, KARNATAKA, INDIA BEFORE THE SCHEDULED TIME OF THE EXTRAORDINARY GENERAL MEETING.

Kindly bring your copies of the Notice to the meeting.

Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.

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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.

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 and Sundays, up to and including the date of the Extraordinary General Meeting of the Company.

Members are requested to notify their change of address, if any to the Company immediately.

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

To inform the members that the Company has proposed to enter into a Sub-Lease Agreement with Atyati Technologies Private Limited (“Atyati”) and the said transaction is a related party transaction as per section 188(1) of the Companies Act, 2013, since all the Directors of the Company are also Directors of Atyati and the same is at arm’s length basis, though not in the ordinary course of business.

The approval of Members of the Company is required, as the value of the proposed transaction exceeds 10% of the turnover of the Company.

The Board of Directors of the Company in their Board Meeting held on 7th July 2022 has approved the Related Party Transaction and recommends the proposed resolution mentioned in Item No. 1, for your approval as an Ordinary Resolution.

In accordance with the provisions of Section 188(1) of the Companies Act, 2013 read rules thereunder, the required disclosures are made hereunder:

Name of the Related Party	Atyati Technologies Private Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Prakash R. Prabhu: Director Mr. Rajan Mittal: Director Mr. Uday.S. Singhi: Director Mr. Prasad G. Desai: Director
Nature of Relationship	Common Directors
Nature, duration and particulars of the Contract or Arrangements	Nature: Sub-Lease Agreement Duration: 11 months and as may be renewed with the mutual consent of the parties upto 33 months Particulars of contract are as per the Sub-Lease Agreement
Material terms of the Contract or Arrangements including the value, if any	As per Sub-Lease Agreement
Any advance paid or received for the contract or arrangement, if any	Nil
Manner of determining pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The Rent, Maintenance charges, Electricity charges, Office Telephone expenses, Domestic Lease Line expenses, Housekeeping charges and similar other expenses incurred by ‘Atyati’ will be charged proportionately to the Company, on the basis of number of employees deployed by Sub-Lessee in the said premises, as on the last day of previous month, with the appropriate mark-up of 5% to cover the administrative costs.
Details of factors not considered relevant for the contract with the rationale for not considering those factors	NA
Any other material information	NA

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All the Directors of the Company are concerned or interested, financially or otherwise, in the above said resolution. None of the Key Managerial Personnel of the Company and/ or their relatives are in any way, concerned or interested in the proposed resolution.

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



**Janaki Padigeri
Company Secretary
Membership No. A62772**



**Address: No. 7, Maa Smriti, Ground Floor,
2nd Cross, 17th E cross, Indiranagar 2nd stage,
Bangalore-560038.**

Date: 7th July 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. 02/FY 2022-23 of Members of the Company to be held at on Saturday, 9th July 2022 at 10:00 AM (IST) at Registered Office of the Company located at 301 to 323, 3rd 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, 3rd 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 Extra- Ordinary General Meeting No. 02/FY 2022-23 of the Members of the Company to be held at on Saturday, 9th July 2022, at 10:00 AM (IST) at the Registered Office of the Company at 301 to 323, 3rd 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 – To ratify and approve related party transaction in regard to Sub-Lease Agreement to be executed with Atyati Technologies Private Limited.

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

Affix Revenue
Stamp

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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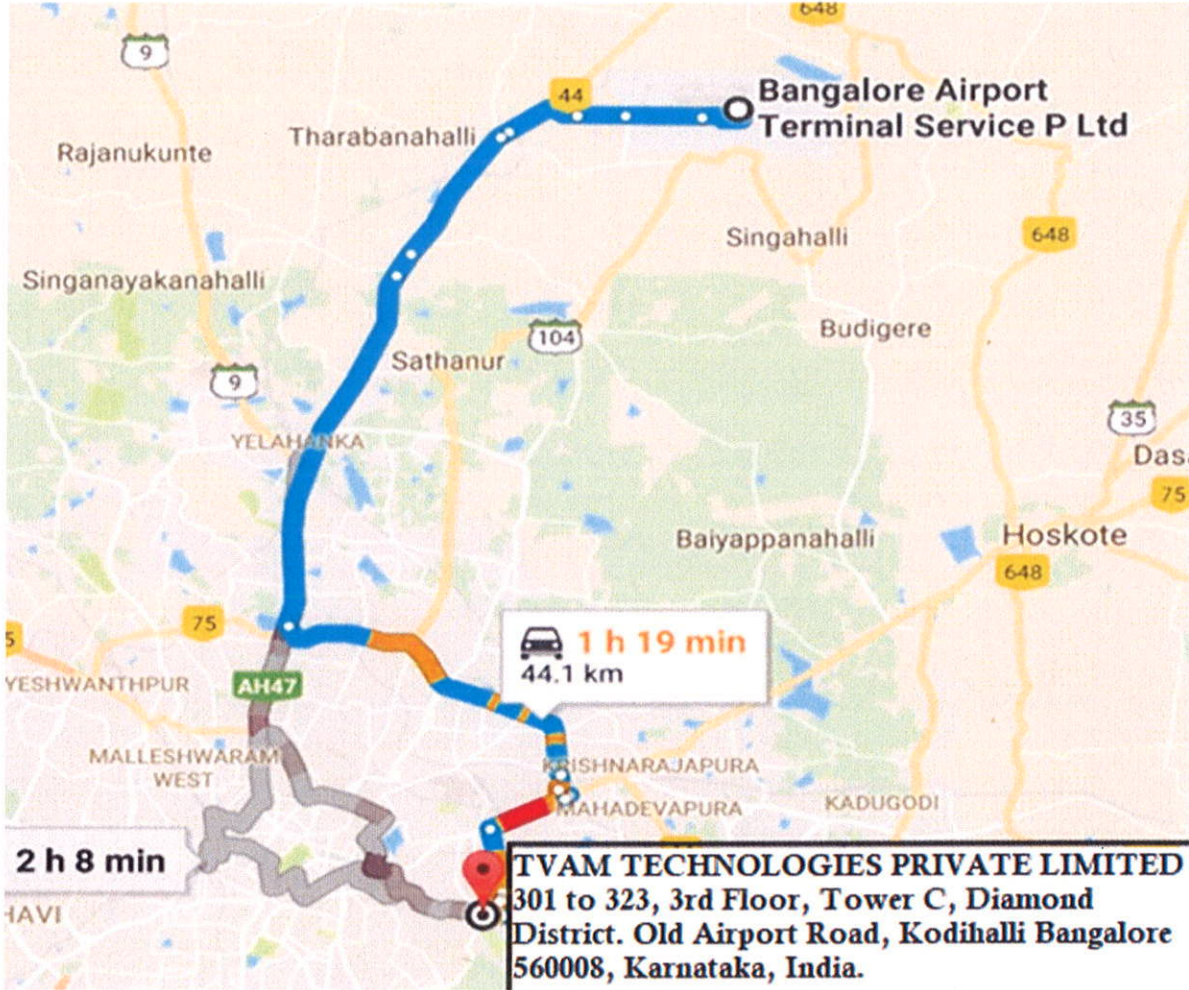
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**ROUTE MAP FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING NO.02/FY 2022-23 OF
THE MEMBERS OF TVAM TECHNOLOGIES PRIVATE LIMITED**



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