



**VIVRITI CAPITAL PRIVATE LIMITED**

**CIN: U65929TN2017PTC117196**

**REGD OFFICE: 2<sup>ND</sup> FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI, NANDANAM,  
CHENNAI-600035, TAMILNADU, INDIA**

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SHORTER NOTICE is hereby given that the 26<sup>th</sup> Extraordinary General Meeting of the members of Vivriti Capital Private Limited ('the Company') will be held on Friday, March 25, 2022 at 11.30 AM at 2<sup>nd</sup> Floor, Prestige Polygon, No. 471, Annasalai, Nandanam, Chennai 600035, Tamil Nadu, India to transact the following businesses:

**SPECIAL BUSINESS:**

**1. To approve and adopt the restated Articles of Association of the Company:**

To consider and if thought fit, to give assent/dissent to the following Special Resolution(s) with or without modification(s):

*“RESOLVED THAT pursuant to provisions of Section 5 and Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company by way of special resolution be and is hereby accorded to adopt the restated Articles of Association (“AOA”) of the Company as placed before the members and initialled by the Chairperson of the Board for the purpose of identification.*

*RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required, including e-filing to be made with*

the Registrar of Companies and any other authority in relation to the aforesaid amendment to the AOA.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”

**2. To approve the issuance of Equity Shares and Series C - Compulsorily Convertible Preference Shares on private placement basis through preferential allotment:**

To consider and if thought fit, to give assent/dissent to the following Special Resolution(s) with or without modification(s):

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 55 and 62(1)(c) of the Companies Act, 2013, respectively read with the Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, (including any statutory modification thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one of the authorities in granting any such approval, consent, permission and/or sanction, as may be required, the consent of members of the Company, subject to the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with the applicable clauses of the Series C Share Subscription Agreement dated March 23, 2022 (“SSA”) read with Amended and Restated Shareholders’ Agreement dated March 23, 2022 (“SHA”) , be and are hereby accorded by way of special resolution to invite, offer and issue on a private placement basis through preferential allotment (“Proposed Allotment”) on the terms and conditions as set out in the draft PAS-4, 100 (One Hundred) Equity Shares of face value of INR 10.- each at a premium of INR 805/- each aggregating to INR 81,500/- and 38,89,776 (Thirty Eight Lakh Eighty Nine Thousand Seven Hundred and Seventy Six) Series C Compulsorily Convertible Preference Shares (“Series C CCPS”) of face value of INR 10/- each at a premium of INR 805/- each aggregating to INR 317,01,67,440/- (hereinafter collectively referred to as “Securities”), on the Closing Date (as defined in the SSA) to the following proposed investor(s):

<b>Sr. No.</b>	<b>Name of the proposed investor</b>	<b>No. of Equity Shares</b>	<b>No. of CCPS</b>
1.	Creation Investments India III, LLC,	-	8,57,768
2.	Lightrock Growth Fund I S.A., SICAV-RAIF	-	15,16,054
3.	LR India Holdings Ltd	100	15,15,954

**RESOLVED FURTHER THAT** the Series C CCPS, may be converted into equity shares in accordance with the terms and conditions mentioned under the SSA, SHA & PAS-4 and the equity shares to be issued on conversion shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 43 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 or such other relevant rules made thereunder, Series C CCPS proposed to be issued as part of the Proposed Allotment shall have such terms and conditions as mentioned in the SSA, SHA and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and are hereby accorded for the issuance of draft PAS 4 in relation to the Proposed Allotment, a copy of which is placed at the meeting to be issued to the proposed investors.

**RESOLVED FURTHER THAT** the members take note of the separate bank account with RBL Bank, GN Chetty Road branch, for the purpose of receiving the aforesaid investment; and (ii) the valuation reports dated March 16, 2022 issued by M/s. SPA Capital Advisors Limited, Merchant Banker holding SEBI Registration No. INM 000010825 and SPA Valuation Advisors Private Limited, Registered Valuer holding IBBI Reg. No. IBBI/RV-E/05/2021/148, enrolled with ICAMI RVO as a Registered Valuer placed at the meeting, be and is hereby adopted.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized, to:

- a. execute, dispatch and circulate such documents, deeds, notices, letters, agreements, power of attorneys, declarations, memorandums, instruments and forms as may be

*required in relation to or in connection with or pursuant to the issuance of the PAS-4 for issuance of the Securities to the proposed investors and to give effect to any transactions contemplated herein (“Documents”) on behalf of the Company, including any amendments, modifications, supplements, restatements or novation's thereto (now or in the future);*

- b. do all such acts, matters, deeds and things and to execute all documents, file forms with, make applications to, receive approvals from, any persons, authorized dealers, government/ regulatory authorities, including but not limited to the Registrar of Companies, Reserve Bank of India, and Income Tax authorities;*
- c. sign and/or dispatch all documents and notices to be signed and/or dispatched by the Company under or in connection with the documents;*
- d. to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the Documents, the transactions contemplated therein and the resolutions mentioned herein;*
- e. to make necessary entries in the registers/ records of the Company; and*
- f. record the name of the private placement offerees in Form PAS-5.*

**RESOLVED FURTHER THAT** *the copies of the foregoing resolutions, certified to be true by any of the Directors or the Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”*

**Order of the Board**

**For Vivriti Capital Private Limited**

SD/-

**P S Amritha**

**Company Secretary**

**Mem No. A49121**

**Place: Chennai**

**Date: March 25, 2022**

**Notes:**

1. The Extraordinary General Meeting is being convened at a shorter notice in pursuance to Section 101(1) of the Companies Act, 2013 subject to the consent given in writing/ by electronic mode by majority in number of members entitled to vote and represent not less than ninety-five per cent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting. The Shareholders are requested to sign the enclosed consent for shorter notice to attend the meeting and send it to the Company. Kindly make yourself available to the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. A blank form of proxy is enclosed which, if used, should be returned to the company duly completed and signed, not later than forty-eight hours before the commencement of the meeting.
3. Corporate Members are requested to send a duly certified copy of the resolution/ document authorizing their representatives to attend and vote on their behalf;
4. Explanatory statements as per Section 102(1) of the Companies Act, 2013 are enclosed.
5. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company on all the working days, except Saturday and Sunday between 10 A.M. to 5 P.M. prior to the Extraordinary General Meeting.
6. Route map for easy location of the venue of the Meeting is annexed to this Notice. Also, the venue of the meeting is *"Opposite to Hotel Raintree, Anna Salai"*, which is a prominent landmark.

**Explanatory statement as per Section 102 of the Companies Act, 2013**

**Item No. 1: To approve and adopt the restated Articles of Association of the Company:**

The members are requested to take note of the restated Articles of Association (“AOA”) proposed to be amended in line with proposed to amend the Articles of Association (“AOA”) of the Company in line with Amended and Restated Shareholders’ Agreement dated March 23, 2022 executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III, LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, Financial Investments SPC, LR India Holdings Ltd and the Company, pursuant to proposed Series C issuance:

A copy of the **draft AOA** will be placed before the members for their perusal.

None of the Directors (other than Mr. Gaurav Kumar & Mr. Vineet Sukumar to the extent specified in Transaction Documents), Managers and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, if any, in this Special Resolution proposed at Item No.1 of this Notice.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends this Special Resolution for your approval.

**Item No. 2: To approve the issuance of Series C - Compulsorily Convertible Preference Shares on private placement basis through preferential allotment:**

The members to note the proposed issue of 100 (One Hundred) Equity Shares of face value of INR 10.- each at a premium of INR 805/- each aggregating to INR 81,500/- and 38,89,776 (Thirty Eight Lakh Eighty Nine Thousand Seven Hundred and Seventy Six) Series C Compulsorily Convertible Preference Shares (“Series C CCPS”) of face value of INR 10/- each at a premium of INR 805/- each aggregating to INR 317,01,67,440/- (hereinafter collectively referred to as “Securities”) specified in the private placement offer cum application form (“PAS-4”) approved by the Board in respect of the aforesaid issuance to the below given proposed investors, as per the terms and conditions set out in the Share Subscription Agreement dated March 23, 2022 executed by and amongst Mr. Vineet Sukumar, Creation Investments India III,LLC, Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Holdings Ltd and the Company (“SSA”) read with Amended and Restated Shareholders’ Agreement dated March 23, 2022 executed by and amongst Mr. Gaurav Kumar, Mr. Vineet Sukumar, Creation Investments India III,LLC, Financial Investments SPC, Lightrock Growth Fund I S.A., SICAV-RAIF, LR India Holdings Ltd and the Company (“SHA”):

<b>Sr. No.</b>	<b>Name of the proposed investor</b>	<b>No. of Equity Shares</b>	<b>No. of CCPS</b>
1.	Creation Investments India III, LLC,	-	8,57,768
2.	Lightrock Growth Fund I S.A., SICAV-RAIF	-	15,16,054
3.	LR India Holdings Ltd	100	15,15,954

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

<b>S. No.</b>	<b>Particulars</b>	<b>Disclosure/ terms</b>
a.	The size of the issue and number of preference shares to be issued and nominal value of each share	100 (One Hundred) Equity Shares of face value of INR 10.- each at a premium of INR 805/- each aggregating to INR 81,500/- and 38,89,776 (Thirty Eight Lakh Eighty Nine Thousand Seven Hundred and Seventy Six) Series C Compulsorily Convertible Preference Shares (“Series C CCPS”) of face value

		of INR 10/- each at a premium of INR 805/- each aggregating to INR 317,01,67,440/-
b.	The nature of such shares i.e. cumulative or non – cumulative, participating or non – participating, convertible or non – convertible	Series C CCPS are Cumulative, Participating and Convertible
c.	The objectives of the issue	In terms of the business plan.
d.	The manner of issue of shares	Private placement through preferential allotment
e.	The price at which such shares are proposed to be issued	Face value of INR 10/- each at a premium of INR 805/- each
f.	The basis on which the price has been arrived at	Discounted Cash Flow Method based on the next 5 (Five) years projections of the Company. The valuation reports of the Registered Valuer as well as Merchant Banker dated March 16, 2022 are attached.
g.	The terms of issue, including terms and rate of dividend on each share, etc.	<ul style="list-style-type: none"> <li>• Private placement of Equity Shares and Series C CCPS. The terms of the issue are as per draft PAS 4 read with SSA &amp; SHA.</li> <li>• A preference dividend at the rate of 0.001% (zero point zero zero one percent) per annum on the capital for the time being paid up on the Series C CCPS and such Preference Dividend to be paid up on the Series C CCPS during any portion or portions of the period in respect of which the Preference Dividend is paid</li> </ul>
h.	The terms of redemption, including the tenure of redemption, redemption of shares at	Series C CCPS are compulsorily convertible, therefore disclosures on redemption are not applicable.



	premium and if the preference shares are convertible, the terms of conversion	Further, the terms of conversion shall be as per draft PAS 4 read with SSA & SHA.
i.	The manner and modes of redemption	The Series C CCPS are compulsorily convertible into Equity Shares of the Company. Hence, this is not applicable.
j.	The current shareholding pattern of the company	Kindly refer to Note 1.
k.	The expected dilution in equity share capital upon conversion of preference shares	Each Series C CCPS will convert into 1 (one) Equity Share at the option of Series C CCPS holder without any additional payment for such conversion. In the event the conversion of Series C CCPS entitles the holders of Series C CCPS to any fraction of an Equity Share, then such fraction shall be rounded up to the nearest whole number

Further, the below mentioned disclosures in adherence to Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

<b>S. No.</b>	<b>Particulars</b>	<b>Disclosure/ terms</b>
a.	The objects of the issue	In terms of the business plan.
b.	The total number of shares or other securities to be issued	100 (One Hundred) Equity Shares and 38,89,776 (Thirty Eight Lakh Eighty Nine Thousand Seven Hundred and Seventy Six) Series C Compulsorily Convertible Preference Shares (“ <b>Series C CCPS</b> ”)
c.	The price or price band at/within which the allotment is proposed	The proposed issued of Equity Shares and Series C CCPS are at the face value of INR 10/-each at a premium of INR 805/- each
d.	Basis on which the price has been arrived at along with report of the registered valuer	Discounted Cash Flow Method based on the next 5 (Five) years projections of the Company. The valuation reports dated March 16, 2022 issued by

		M/s. SPA Capital Advisors Limited, Merchant Banker holding SEBI Registration No. INM 000010825 and SPA Valuation Advisors Private Limited, Registered Valuer holding IBBI Reg. No. IBBI/RV-E/05/2021/148, enrolled with ICAMI RVO as a Registered Valuer are attached.		
e.	Relevant date with reference to which the price has been arrived at	The valuation is as on January 31, 2022. Each Series C CCPS will convert into 1 (one) Equity Share at the option of Series C CCPS holder without any additional payment for such conversion.		
f.	The class or classes of persons to whom the allotment is proposed to be made	Body Corporates		
g.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters, directors and key managerial personnel are subscribing to the securities proposed for issuance		
h.	The proposed time within which the allotment shall be completed	Securities shall be allotted within 60 days from the date of receipt of subscription amount		
i.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<b>Name of proposed investor</b>	<b>% of post issue capital on a fully diluted basis</b>	<b>% of post issue capital on a non-diluted basis</b>
		Creation Investments India III, LLC,	53.92	83.03
		Lightrock Growth Fund I S.A., SICAV-RAIF	12.21	15.01
		LR India Holdings Ltd	1.60	1.96
j.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control.		

k.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	<p>Equity shares were allotted to the below mentioned:</p> <table border="1" data-bbox="800 317 1359 1024"> <thead> <tr> <th data-bbox="800 317 995 415">Name of the investor</th> <th data-bbox="995 317 1214 415">No. of Equity Shares</th> <th data-bbox="1214 317 1359 415">Price</th> </tr> </thead> <tbody> <tr> <td data-bbox="800 415 995 514">Ms. Namrata Kaul</td> <td data-bbox="995 415 1214 514">1,15,161 (partly paid-up)</td> <td data-bbox="1214 415 1359 514">173.67</td> </tr> <tr> <td data-bbox="800 514 995 613">Mr. Sanjiv Malhotra</td> <td data-bbox="995 514 1214 613">1,15,161 (partly paid-up)</td> <td data-bbox="1214 514 1359 613">173.67</td> </tr> <tr> <td data-bbox="800 613 995 711">Mr. Sridhar Srinivasan</td> <td data-bbox="995 613 1214 711">1,15,161 (partly paid-up)</td> <td data-bbox="1214 613 1359 711">173.67</td> </tr> <tr> <td data-bbox="800 711 995 810">Mr. Narayan Ramachandran</td> <td data-bbox="995 711 1214 810">1,15,161 (fully paid-up)</td> <td data-bbox="1214 711 1359 810">173.67</td> </tr> <tr> <td data-bbox="800 810 995 1024">Ms. Kalpa S. Mehta J/w Mr. Shailesh J. Mehta</td> <td data-bbox="995 810 1214 1024">2,25,000 (fully paid-up)</td> <td data-bbox="1214 810 1359 1024">10</td> </tr> </tbody> </table>	Name of the investor	No. of Equity Shares	Price	Ms. Namrata Kaul	1,15,161 (partly paid-up)	173.67	Mr. Sanjiv Malhotra	1,15,161 (partly paid-up)	173.67	Mr. Sridhar Srinivasan	1,15,161 (partly paid-up)	173.67	Mr. Narayan Ramachandran	1,15,161 (fully paid-up)	173.67	Ms. Kalpa S. Mehta J/w Mr. Shailesh J. Mehta	2,25,000 (fully paid-up)	10
Name of the investor	No. of Equity Shares	Price																		
Ms. Namrata Kaul	1,15,161 (partly paid-up)	173.67																		
Mr. Sanjiv Malhotra	1,15,161 (partly paid-up)	173.67																		
Mr. Sridhar Srinivasan	1,15,161 (partly paid-up)	173.67																		
Mr. Narayan Ramachandran	1,15,161 (fully paid-up)	173.67																		
Ms. Kalpa S. Mehta J/w Mr. Shailesh J. Mehta	2,25,000 (fully paid-up)	10																		
l.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable																		
m.	The pre issue and post issue shareholding pattern of the company in the following format	Given at Note No.1																		

**Note 1: Pre-issue and post-issue shareholding pattern of the Company**

**Equity Shares**

Sr. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				

	Individual	98,00,000	60.02%	98,00,000	60.02%
	Bodies corporate				
	Sub-total				
2	<b>Foreign promoters</b>				
	<b>sub-total (A)</b>	<b>98,00,000</b>	<b>60.02%</b>	<b>98,00,000</b>	<b>60.02%</b>
B	<b>Non-promoters' holding</b>				
1	<b>Institutional investors</b>				
2	<b>Non-institution</b>				
	Private corporate bodies	200	00.00%	300	00.00%
	Directors and relatives	1,15,161	0.71%	1,15,161	0.71%
	Indian public				
	others (including NRIs)	26,06,968	15.07%	26,06,968	15.07%
	Vivriti ESOP Trust	38,04,325	39.98%	38,04,325	39.98%
	<b>Sub-total (B)</b>	<b>65,26,654</b>	<b>39.98%</b>	<b>65,26,654</b>	<b>39.98%</b>
	<b>Grand Total</b>	<b>1,63,26,654</b>	<b>100.00%</b>	<b>1,63,26,654</b>	<b>100.00%</b>

#### Optionally Convertible Redeemable Preference Shares

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
A	<b>Promoters' holding</b>				
	<b>Indian</b>				
1	Individual	8,11,402	100.00%	8,11,402	100.00%
	<b>Sub-total (A)</b>	<b>8,11,402</b>	<b>100.00%</b>	<b>8,11,402</b>	<b>100.00%</b>
B	<b>Non-promoters' holding</b>				
	<b>Sub-total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL</b>	<b>8,11,402</b>	<b>100.00%</b>	<b>8,11,402</b>	<b>100.00%</b>

#### Compulsorily Convertible Preference Shares

Sr. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of shares held	Percentage (%) of shareholding
<b>A</b>	<b>Promoters' holding</b>				
	<b>Indian</b>				
1	Individual	-	-	-	-
	<b>Sub-total (A)</b>	-	-	-	-
<b>B</b>	<b>Non-promoters' holding</b>				
	Private Corporate Bodies - CCPS	8,34,20,634	100.00%	8,73,10,410	100.00%
	<b>Sub-total (B)</b>	8,34,20,634	100.00%	8,73,10,410	100.00%
	<b>GRAND TOTAL</b>	<b>8,34,20,634</b>	<b>100.00%</b>	<b>8,73,10,410</b>	<b>100.00%</b>

A copy of the **PAS-4 and Valuation Reports** in respect of the above proposed issuance will be placed before the members for their perusal.

None of the Directors, Managers and Key Managerial Personnel of the Company, or their relatives, are interested whether financial or otherwise, if any, in this Special Resolution proposed at Item No.2 of this Notice.

The Company has disclosed all the related information and to the best of understanding of the Board. No other information/ facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the business item and to take decisions thereon.

The Board recommends this Special Resolution for your approval.

**Consent by shareholder for shorter notice**

Pursuant to section 101(1) of the Companies Act, 2013

To,

The Board of Directors,

Vivriti Capital Private Limited,

2<sup>nd</sup> Floor, Prestige Polygon,

No. 471, Annasalai, Nandanam,

Chennai - 600 035

**Sub: Consent of the member for shorter notice of Extra-ordinary General Meeting to be held on**

\_\_\_\_\_

Dear Sir/ Madam,

I, [Name of the member], having registered address at [full address of the member], holding [no of shares held] (number of shares in words) of INR \_\_\_\_\_ [Rupees in words] each in the Company in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-ordinary General Meeting on \_\_\_\_\_ at a shorter notice.

(Signature)

Name of the member

Date:

Place:

**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: U65929TN2017PTC117196  
Name of the Company: VIVRITI CAPITAL PRIVATE LIMITED  
Registered Office: 2<sup>nd</sup> FLOOR, PRESTIGE POLYGON, NO. 471, ANNASALAI,  
NANDANAM CHENNAI

Name of Member (s) \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Email ID \_\_\_\_\_

Folio No \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ (in words \_\_\_\_\_) Equity Shares of  
INR 10 Face Value per share each in the Company here by appoint

1.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mailId: \_\_\_\_\_

Signature \_\_\_\_\_, or failing him

2.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mailId: \_\_\_\_\_

Signature \_\_\_\_\_, or failing him

3.Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

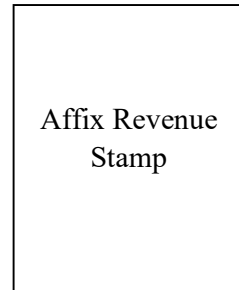
Signature \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf the  
\_\_\_\_\_ Annual General Meeting/ Extraordinary General meeting of the

Company, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_ a.m./  
p.m.at..... (place)and at any adjournment there of in Respect of such resolutions as are  
indicated below:

**Resolution No.**

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_



Signed this..... day of..... 20....

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.



