



Exato Technologies Pvt. Ltd.

To,
All the members, directors and auditors,
Exato Technologies Private Limited.

Shorter Notice is hereby given that "01st of 2025-26" Extra-Ordinary General Meeting (EGM) of the Members of M/s Exato Technologies Private Limited will be held on Wednesday, the 04th day of June, 2025 at the registered office of the Company situated at: 2/18-A, Basement, Jangpura-A, Jungpura, South Delhi, New Delhi – 110014 at 03:00 P.M., to transact the following business:

SPECIAL BUSINESS:

1. To appoint Mr. Abhijeet Sinha (DIN: 11100685) as Non-Executive Director of the Company, and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), and upon recommendation made by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025, consent of shareholders of the Company be and is hereby given to appoint Mr. Abhijeet Sinha (DIN: 11100685) as a Non-Executive Director of the Company, liable to retire by rotation, for a consecutive period of 3 (three) years commencing from 04th June, 2025 to 03rd June, 2028."

"RESOLVED FURTHER THAT the terms and conditions of his appointment, including remuneration, if any, be determined by the Board of Directors, in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

2. To appoint M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N) as Statutory Auditors of the Company for the F.Y. 2024-25 to fill causal vacancy caused by resignation of previous auditors, and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment/s thereof for the time being in force), and upon recommendation made by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025, M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N and Peer Review Certificate No.- 019690) be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of the previous Statutory Auditors and to hold office till the conclusion of the Annual General Meeting of the Company to be held in respect of F.Y. 2024-25, at a remuneration to be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

3. **To increase Authorized Equity Share Capital of the Company from Rs. 10,00,000/- (Rupees Ten Lakhs Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only), to approve consequential amendment to the Memorandum of Association and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications and re-enactment thereof for the time being in force) read with enabling provisions of Articles of Association of the Company, and upon recommendation made by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025, consent of shareholders of the Company be and is hereby given to increase the existing authorized equity share capital of the Company from Rs. 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the existing shares of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications and re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby given to alter the clause V of the Memorandum of Association of the Company and to substitute the same with the following:

"The Authorised Share Capital of the Company is Rs. 15,10,00,000/- (Rupees Fifteen Crore and Ten Lakhs Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

4. To approve issuance of Bonus Shares and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 63, 179 and all other applicable provisions of the Companies Act, 2013 (including any statutory amendments (s), modifications(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of the Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be necessary, and upon recommendation made by Board of Directors of the Company at its meeting held on 31.05.2025, consent of shareholders of the Company be and is hereby given for capitalization of sum of Rs. 7,60,15,500 (Rupees Seven Crore Sixty Lakhs Fifteen Thousand and Five Hundred Only) from and out of the securities premium account and/or free reserves of the Company for the purpose of issuance of 76,01,550 (Seventy-six Lakhs One Thousand Five Hundred and Fifty) fully paid Bonus Shares to the persons whose name appear in the Register of Members on the 'Record Date' as determined by the Board for this purpose, in the proportion of 550:1 i.e. 550 Equity Shares for every 1 Equity Share held by them and that the Bonus Shares so distributed shall, for all the purposes, be treated as an increase in the paid-up capital of the Company held by each such member."

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the 'Record Date'."

"RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT the allotted equity shares shall be credited to the respective beneficiary accounts of the allottee(s) with their respective Depository Participants or be issued in certificate form, as the circumstance may require."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

By order of the Board of Directors
For: Exato Technologies Private Limited

Geeta

(CS Geeta Jain)
Company Secretary

Contact No.: +91 9810430894

Email id: geeta@exato.ai

Date: 31.05.2025

Place: New Delhi

NOTES:

1. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member.
2. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 (Forty-eight) hours before the commencement of the meeting. The proxy form for the EGM is enclosed herewith.
3. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business set out in the accompanying notice is annexed.
4. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company's registered office a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting not less than 48 (Forty-eight) hours before the commencement of the meeting.
5. During the period beginning 24 (Twenty-four) hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
6. Members / Proxies/ Authorised Representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Relevant documents referred to in the Notice are open for inspection by the members at the Company's registered office on all working days during business hours up to the date of the EGM. The aforesaid documents will also be available for inspection by the members at the Meeting.
8. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Kfin Technologies Limited having its office at: Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032.
9. Route-map to the venue of the Meeting is provided at the end of the Notice.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Board of Directors of the Company on 06.05.2025 had passed resolution by circulation to propose appointment of Mr. Abhijeet Sinha (DIN: 11100685) as Non-Executive Director of the Company, subject to allotment of Directors' Identification Number (DIN) to him by the Ministry of Corporate Affairs (MCA).

Mr. Abhijeet Sinha has been allotted DIN – 11100685 by MCA vide its letter dated 09.05.2025.

In order to strengthen the legal and regulatory oversight of the Company, it is proposed to appoint Mr. Abhijeet Sinha as a Non-Executive Director of the Company. He holds a B.S.L. LL.B. degree from I.L.S. Law College, Pune, and has additional qualifications in Consumer Protection Laws and Corporate Laws from the Institute of Advanced Legal Studies, Pune.

His inclusion on the Board of Directors is expected to enhance the Company's governance standards and strategic decision-making through his deep understanding of legal frameworks and regulatory environments.

He holds 128 Equity Shares of Rs. 10 each in the Company. Further, Mr. Abhijeet Sinha has received Rs. 12.00 Lakhs from the Company during the F.Y. 2024-25 in lieu of legal consultancy.

The Company has received his consent to act as a Non-Executive Director in the prescribed "Form DIR-2" pursuant to the provision of the Section 152(5) of the Companies Act, 2013. Further, he has also submitted declaration in respect of his non-disqualification in the prescribed "Form DIR-8" pursuant to the provision of Section 164(2) of the Act.

Pursuant to Section 152 of the Companies Act, 2013, every director shall be appointed by the Company in general meeting.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025 to appoint Mr. Abhijeet Sinha (DIN: 11100685) as Non-Executive Director of the Company. Board of Directors accordingly recommends the proposed ordinary resolution to the shareholders of the Company for their consideration and approval.

None of the Directors or their relatives (except Mr. Appuorv Kumar Sinha, Chairman and Managing Director of the Company, being brother of Mr. Abhijeet Sinha), except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

Item No. 2

The existing Audit Firm M/s DPAK & Associates, Chartered Accountants is not a Peer Reviewed Firm. The Company is desirous of appointing a Peer Reviewed audit firm as its Statutory Auditors. It is noteworthy that CA Deepanshu Pal, the representative of the existing audit firm, M/s DPAK & Associates, Chartered Accountants, is also a Partner in M/s Arora Prem & Associates, Chartered Accountants, which is a Peer Reviewed firm.

In light of the above, the Company requested the resignation of the existing Audit Firm. Accordingly, the Company received a resignation letter dated 21.05.2025 from M/s DPAK & Associates. Subsequently, the Company approached M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N and Peer Review Certificate No.- 019690), for their appointment as Statutory Auditors of the Company for the financial year 2024-25. The said firm, vide its letter dated 22.05.2025, has provided its consent to act as Statutory Auditors.

Pursuant to section 139(8) of Companies Act, 2013 read with applicable rules made there under, any casual vacancy in office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of resignation of an auditor, such appointment shall also be approved by the Company at a general meeting convened within three months, of the recommendation of the Board and he shall hold the office till the conclusion of the next Annual General Meeting.

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025. Board of Directors accordingly recommends the proposed ordinary resolution to the shareholders of the Company for their consideration and approval.

None of the Directors or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

Item No. 3

In view of the proposed bonus issue of equity shares and to facilitate any future issuances, it is necessary to increase the Authorized Share Capital of the Company to accommodate the further issue of shares. The present Authorized Equity Share Capital of the Company is Rs. 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.

It is proposed to increase the existing authorized equity share capital of the Company from Rs. 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) equity shares of Rs.

10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

Pursuant to Section 61 of the Companies Act, 2013 a limited Company having a share capital may, if so authorized by its articles, alter its memorandum in its general meeting to increase its authorised share capital by such amount as it thinks expedient.

In order to increase authorized share capital of the Company, the Capital Clause of the Memorandum of Association of the Company needs to be altered accordingly.

In view of the aforesaid, the said matter was taken up by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025. Board of Directors accordingly recommends the proposed ordinary resolution to the shareholders of the Company for their consideration and approval.

None of the Director or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

Item No. 4

As on 31st March 2025, the reserves and surplus of the Company significantly exceed its paid-up share capital, therefore in order to better align the paid-up share capital of the Company with the capital employed by the shareholders, it is considered desirable to capitalize a sum of Rs. 7,60,15,500 (Rupees Seven Crore Sixty Lakhs Fifteen Thousand and Five Hundred Only) from the Securities Premium Account and/or Free Reserves and apply the same towards the issuance of 76,01,550 fully paid-up equity shares of face value Rs. 10/- each as bonus shares to the existing equity shareholders of the Company.

Pursuant to Section 63 of the Companies Act, 2013, no company shall capitalise its profits or reserves for the purpose of issuing fully paid-up bonus shares under sub- unless it has, on the recommendation of the Board, been authorised in the general meeting of the company;

In view of aforesaid, the matter was taken up by Board of Directors of the Company at its '01st of 2025-26' meeting held on 31.05.2025. Board of Directors accordingly recommends the proposed special resolution to the shareholders of the Company for their consideration and approval.

None of the Directors or their relatives, except to the extent of their shareholding, is in any way, concerned or interested in the proposed resolution.

By order of the Board of Directors
For: Exato Technologies Private Limited

Geeta

(CS Geeta Jain)
Company Secretary

Contact No.: +91 9810430894
Email id: geeta@exato.ai

Date: 31.05.2025
Place: New Delhi

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: U74999DL2016PTC299951

Name of the company: Exato Technologies Private Limited

Registered office: 2/18-A, Basement, Jangpura-A, Jungpura, South Delhi, New Delhi – 110014.

Name of the member (s):
Registered address:
E-mail ID:
Folio No.

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

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 at the '01st of 2025-26' Extra-Ordinary General Meeting (EGM) of the Company, to be held on Wednesday, the 04th day of June, 2025 at 03:00 P.M. at registered office of the Company situated at: 2/18-A, Basement, Jangpura-A, Jungpura, South Delhi, New Delhi - 110014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1.	To appoint Mr. Abhijeet Sinha (DIN: 11100685) as Non-Executive Director of the Company.			
2.	To appoint M/s Arora Prem & Associates, Chartered Accountants (FRN: 006426N) as Statutory Auditor of the Company for the F.Y. 2024-25.			
3.	To approve increase in Authorized Equity Share Capital of the Company from Rs. 10,00,000/- (Rupees Ten Lakhs Only) to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) and consequential amendment to the Memorandum of Association.			
4.	To approve issuance of Bonus Shares.			

Signed this..... day of..... 2025

Affix Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 24 hours before the commencement of the meeting.
2. It is optional to indicate your preference, if you leave the "for, against or abstain" column blank against the resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

ATTENDANCE SLIP

'01st of 2025-26' Extra-Ordinary General Meeting (EGM) of M/s Exato Technologies Private Limited held on Wednesday, the 04th day of June, 2025 at 03:00 P.M. at registered office of the Company situated at: 2/18-A, Basement, Jangpura-A, Jungpura, South Delhi, New Delhi – 110014.

Registered Folio No.: _____

Name of the *member/proxy: _____

Number of shares held: _____

I certify that I am a *member/proxy for the member of the Company.

I hereby record my presence at the '01st of 2025-26' Extra-Ordinary General Meeting (EGM) of M/s Exato Technologies Private Limited held on Wednesday, the 04th day of June, 2025 at 03:00 P.M. at registered office of the Company situated at: 2/18-A, Basement, Jangpura-A, Jungpura, South Delhi, New Delhi – 110014.

Signature of the *member/proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice to the EGM.

*Strike-off whichever is not applicable