



Exato Exato Technologies Pvt. Ltd.

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

Notice is hereby given that 05th (Fifth) Annual General Meeting of the Members of Exato Technologies Private Limited will be held on Friday, the 30th day of September, 2022 at the registered office of the Company situated at: B-5, Jangpura Extension, Near Kashmir Park, Birdal Road, New Delhi - 110014 at 04:00 P.M., to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

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

2. To re-appoint M/s DPAK & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years i.e. from F.Y. 2022-23 to 2026-27 and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 the Rules made thereunder as amended from time to time, and on recommendations made by Board of Directors at their meeting held on 08.09.2022, M/s DPAK & Associates, Chartered Accountants, be and are hereby re-appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of Annual

B-5, Jangpura Extension, Delhi, 110014 | B-25, Sector-1, Noida, UP-201301
Ph.01-204134379 : +91-8178700580 | Email ID: complaince@exato.ai | www.exatoTechnologies.com

General Meeting to be held in respect of the F.Y. 2026-27, at a remuneration to be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution."

SPECIAL BUSINESS:

3. To regularize appointment of Mrs. Swati Sinha (DIN: 07918398) as Executive Director of the Company and to consider and if thought fit, pass with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification/s or re-enactment thereof for the time being in force) and upon recommendation of the Board at its meeting held on 08.09.2022, Mrs. Swati Sinha (DIN: 07918398) who was appointed as an Additional Director on the Board of the Company w.e.f 10.11.2021 in terms of Section 161 (1) of the Companies Act, 2013 and Article 65 of the Articles of Association of the Company; be and is hereby appointed as Executive director of the company for a period of 3 (three) years w.e.f. 30.09.2022."

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

4. To issue, offer and allot Equity Shares for cash on preferential basis and to consider and if thought fit, pass with or without modification(s), the following resolutions as Special Resolutions:

"RESOLVED THAT pursuant to Sections 42 and 62 of the Companies Act, 2013 read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and all other applicable provisions of any law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions of Article 6 of Articles of association of the Company, subject to the permissions, consents, sanctions and approval by any authority, as may be necessary and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board, valuation report obtained by the Company from CA Ishant Wadhwa, IIBI Registered Valuer having IIBI

Registration No. IBBI/RV/06/2019/12168 and upon recommendation made by Board of Directors of the Company at its meeting held on 08.09.2022, consent of shareholders of the Company be and is hereby given to issue equity shares of Face Value Rs. 10/- (Rupees Ten only) each on preferential basis at a premium of Rs. 6,875/- (Rupees Six Thousand Eight Hundred and Seventy-five only) per share to the following persons and in the following manner:

S. No.	Name	Nationality	No. of Shares for which offer shall be made	Consideration (in Rs.)
1	Ecocare Infratech Solutions Private Limited	Indian Resident	281	19,34,685/-
2	Prem Uppaluru	Resident of United States of America	345	23,75,325/-
3	Ramesh Kase Bobba	Resident of United States of America	86	5,92,110/-
Total			712	49,02,120/-

in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

“RESOLVED FURTHER THAT the aforementioned Equity Shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.”

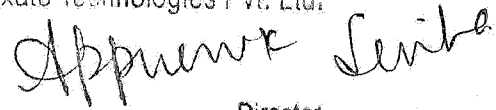
“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue / offer or allotment of the aforesaid shares, and to resolve and settle all questions and difficulties that may arise in the proposed issue /offer/allotment, including pricing, number of shares to be allotted, allotment of aforesaid shares, utilization of the issue proceeds and to do all acts, deeds and things in connection there with and incidental thereto as the Board may in its absolute discretion deem fit and consent/approval by the members shall be deemed to have been given.”

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

Registered Office: B-5, Jangpura
Extension, Near Kashmir Park, Birdal
Road, New Delhi – 110014

Place: New Delhi
Date: 08.09.2022

By order of the Board of Directors
For: ~~Exato Technologies Private Limited~~
Exato Technologies Pvt. Ltd.



(Appurv Kumar Sinha) ^{Director}

Director

DIN: 07918398

Contact No.: +91 97118 30002

Email id: account@exatotechnologies.com

NOTES:

1. A member entitled to attend and vote at the AGM 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 AGM 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 (that is, except Saturdays, Sundays, and Public Holidays) during business hours up to the date of the AGM. The aforesaid documents will also be available for inspection by the members at the Meeting.
8. Copies of Audited Standalone and Consolidated Financial Statements of the Company along with reports thereon are enclosed along with this notice and marked together as **Annexure-A**.
9. A route map for easy location of venue of the meeting is enclosed herewith.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 (1) OF THE COMPANIES ACT, 2013 FOR ABOVE RESOLUTIONS:

The following explanatory statement sets out the material facts relating to the special business mentioned in the accompanying notice dated 08.09.2022:

Item No. 3:

Mrs. Swati Sinha (DIN: 07918398) was appointed as an 'Additional Director (Executive)' by the Board of Directors w.e.f 10.11.2021. The said appointment was made in terms of Section 152, 161 of the Companies Act, 2013 and Article 65 of Article of Association of the Company. Her tenure is expiring at the ensuing Annual General Meeting.

Presence of Mrs. Swati Sinha as a Director in the Board will be beneficial for the Company. Keeping in view the dedication and contribution made by Mrs. Swati Sinha towards the growth of the Company it is proposed to regularize the appointment of Mrs. Swati Sinha as Executive Director of the Company.

The Board of Directors of the Company has approved the regularization of Mrs. Swati Sinha as an Executive Director of the Company at its meeting held on 02.05.2022 and recommended to shareholders of the Company for their approval by passing Ordinary Resolution.

All the relevant documents are being placed at the registered office of the Company for inspection during business hours till the date of the meeting.

None of the Director (except Mrs. Swati Sinha, Additional Director and Mr. Aditya Prakash Sinha (spouse of Mrs. Swati Sinha), Director of the Company) and their relatives is in any way interested or concerned in the resolution except to the extent of their shareholding.

Item No. 4:

The Company is in its expansion stage and need funds to cater its financial requirements. In order to arrange the required funds, the Company approached several prospective investors. M/s Ecocare Infratech Solutions Private Limited, an existing shareholder of the Company has agreed to re-invest in the Company. Further, Mr. Prem Uppaluru and Mr. Ramesh Kase Bobba, foreign nationals (residents of United States of India) have also agreed to invest in the Company.

Such an investment will take business operations of the Company to new heights which will ultimately result in growth and well-being of all stakeholders of the Company. Also, infusion of foreign investments will boost the economy and the Company takes pride in contributing towards the same.

The Company has already obtained a Valuation report from CA Ishant Wadhwa, an IBBI Registered Valuer having IBBI Registration No. IBBI/RV/06/2019/12168. Further, Article 6 of existing Articles of Association of the Company states that the Company shall have the power to issue shares on private placement and preferential basis and also with such differential rights as to dividend, voting or otherwise, subject to the compliance with requirements as provided in the Companies (Share Capital and Debentures) Rules, 2014 or any other law as may be applicable.

A Statement of disclosure as required under Rule 13 (2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

S. No.	Particulars	Details																												
1.	Particulars of the offer including the date of passing of the Board Resolution	Issue of 712 (Seven Hundred and Twelve) Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each on preferential basis at a premium of Rs. 6,970/- (Rupees Six Thousand Nine Hundred and Seventy only) per share to the following persons in the following manner:																												
		<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name</th> <th>Nationality</th> <th>No. of Shares for which offer shall be made</th> <th>Consideration (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Ecocare Infratech Solutions Private Limited</td> <td>Indian Resident</td> <td>281</td> <td>19,61,380/-</td> </tr> <tr> <td>2</td> <td>Prem Uppaluru</td> <td>Resident of United States of America</td> <td>345</td> <td>24,08,100/-</td> </tr> <tr> <td>3</td> <td>Ramesh Kase Bobba</td> <td>Resident of United States of America</td> <td>86</td> <td>6,00,280/-</td> </tr> <tr> <td colspan="3">Total</td> <td>712</td> <td>49,69,760/-/-</td> </tr> </tbody> </table>				S. No.	Name	Nationality	No. of Shares for which offer shall be made	Consideration (in Rs.)	1	Ecocare Infratech Solutions Private Limited	Indian Resident	281	19,61,380/-	2	Prem Uppaluru	Resident of United States of America	345	24,08,100/-	3	Ramesh Kase Bobba	Resident of United States of America	86	6,00,280/-	Total			712	49,69,760/-/-
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Total			712	49,69,760/-/-																										

		Date of passing Board Resolution: 08.09.2022.
2.	Objects of the Issue	To meet business requirements for which the Company requires an infusion of fresh funds in the form of additional capital.
3.	Kinds of securities offered and the price at which security is being offered	Equity shares at a price of Rs. 6,980/- (including premium of Rs. 6,970/- per share)
4.	Total Number of Securities to be Issued	712
5.	The Price or the Price band at/within which the allotment is proposed	Rs. 6,980/- (including premium of Rs. 6,970/- per share). Value of shares as per Valuation Report issued by CA Ishant Wadhwa, IBBI Registered Valuer is Rs. 6,979.80/-.
6.	Basis on which the price has been arrived at along with report of the registered valuer	Valuation Report dated 08.09.2022 issued by CA Ishant Wadhwa, New Delhi.
7.	Name and address of the valuer who performed the valuation	Name: CA Ishant Wadhwa Regd. Off: H. No. 6, Block 3, Geeta Colony, NCT of Delhi, Delhi-110031 IBBI Registration Number: IBBI/RV/06/2019/12168
8.	Relevant date with reference to which the price has been arrived	31.07.2022

9.	The class or classes of person to whom allotment is proposed to be made	Individual								
10.	Intention of Promoter, Directors or Key managerial person to subscribe to the offer	None								
11.	The Proposed time within which the allotment shall be completed	Within 12 months of passing Special Resolution by Shareholders of the Company i.e. on or before 29.09.2023.								
12.	Material Terms of raising of such securities	Ranking Pari-Passu with existing shares								
13.	The Name of the proposed allottee and the percentage of post preferential Issue capital that may be held by them.	<table border="1"> <thead> <tr> <th>Name of Proposed Allottee</th> <th>Percentage of post preferential issue Equity Capital</th> </tr> </thead> <tbody> <tr> <td>M/s Ecocare Infratech Solutions Private Limited</td> <td>7.00</td> </tr> <tr> <td>Mr. Prem Uppaluru</td> <td>2.89</td> </tr> <tr> <td>Mr. Ramesh Kase Bobba</td> <td>0.72</td> </tr> </tbody> </table>	Name of Proposed Allottee	Percentage of post preferential issue Equity Capital	M/s Ecocare Infratech Solutions Private Limited	7.00	Mr. Prem Uppaluru	2.89	Mr. Ramesh Kase Bobba	0.72
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M/s Ecocare Infratech Solutions Private Limited	7.00									
Mr. Prem Uppaluru	2.89									
Mr. Ramesh Kase Bobba	0.72									
14	The change in control, if any, in the company that would occur consequent to	To the extent of shares to be allotted.								

	the Preferential Issue																							
15.	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	Equity Shares – 1 Preference Shares – 1																						
16.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable																						
17.	<p>The pre-issue and post issue shareholding pattern of the company in the following format:</p> <p><u>(A) Preference Shares</u></p> <table border="1"> <thead> <tr> <th rowspan="2">Sl. No.</th> <th rowspan="2">Category</th> <th colspan="2">Pre-issue</th> <th colspan="2">Post-Issue</th> </tr> <tr> <th>No. of Shares Held</th> <th>% of Shareholding</th> <th>No. of Shares Held</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>Promoters holding</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>1</td> <td>Indian</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>		Sl. No.	Category	Pre-issue		Post-Issue		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding	A	Promoters holding					1	Indian				
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1	Indian																							

	Individual	Nil	Nil	Nil	Nil
	Body Corporate	Nil	Nil	Nil	Nil
	Sub-total	Nil	Nil	Nil	Nil
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub-Total (A)	Nil	Nil	Nil	Nil
B	Non-Promoters' Holding				
1	Institutional Investors	Nil	Nil	Nil	Nil
2	Non-Institutional Investors				
	Private Corporate Bodies	Nil	Nil	Nil	Nil
	Directors and Relatives	Nil	Nil	Nil	Nil
	Indian Public	Nil	Nil	Nil	Nil
	Others [Including Non-Residents NRIs]	562	100	562	100
	Sub-Total (B)	562	100	562	100
	GRAND TOTAL	562	100	562	100

(A) Equity Shares

Sl. No.	Category	Pre-issue		Post-Issue	
		No. of Shares Held	% of Shareholding	No. of Shares Held	% of Shareholding
A	Promoters holding				
1	Indian				
	Individual	10000	88.93	10000	83.63
	Body Corporate	Nil	Nil	Nil	Nil
	Sub-total	Nil	Nil	Nil	Nil

	2	Foreign Promoters	Nil	Nil	Nil	Nil
		Sub-Total (A)	10000	88.93	10000	83.63
	B	Non-Promoters' Holding				
	1	Institutional Investors	Nil	Nil	Nil	Nil
	2	Non-Institutional Investors				
		Private Corporate Bodies	556	04.94	837	07.00
		Directors and Relatives	172	01.53	172	01.44
		Indian Public	Nil	Nil	Nil	Nil
		Others [Including Non-Residents NRIs]	517	04.60	948	07.93
		Sub-Total (B)	1245	11.07	1957	16.37
		GRAND TOTAL	11245	100	11957	100

In accordance with the provision of Section 42 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the "FEMA Rules"), a company offering or making an invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the members by way of special resolution followed by necessary filings with Reserve Bank of India.

The approval of the members is accordingly being sought by way of special resolution under section 42, and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made there under.

Board of Directors of the Company at its meeting held on 08.09.2022 has recommended for aforesaid preferential issue.

Hence, the Board of directors accordingly recommends the proposed special resolutions to the members of the Company for their consideration and approval.

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

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: B-5, Jangpura Extension, Near Kashmir Park, Birdal Road, 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
05th (Fifth) Annual General Meeting of the Company, to be held on Friday the 30th day
of September, 2022 at 04:00 P.M. at registered office of the Company situated at: B-
5, Jangpura Extension, Near Kashmir Park, Birdal Road, 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 consider and adopt the audited standalone financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.			
2.	To re-appoint M/s DPAK & Associates, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years i.e. from F.Y. 2022-23 to 2026-27.			
3.	To regularize appointment of Mrs. Swati Sinha (DIN: 07918398) as Executive Director of the Company.			
4.	To issue, offer and allot Equity Shares for cash on preferential basis.			

Signed this..... day of..... 2022

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 48 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

05th (Fifth) Annual General Meeting of Exato Technologies Private Limited held on Friday, the 30th day of September, 2022 at 04:00 P.M. at the registered office of the Company situated at: B-5, Jangpura Extension, Near Kashmir Park, Birdal Road, 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 05th (Fifth) Annual General Meeting of Exato Technology Private Limited held on Friday, the 30th day of September, 2022 at 04:00 P.M. at the registered office of the Company situated at: B-5, Jangpura Extension, Near Kashmir Park, Birdal Road, 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 AGM.

*Strike-off whichever is not applicable

ROUTE MAP OF THE REGISTERED OFFICE OF THE COMPANY

