

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CNERGYIS INFOTECH INDIA PRIVATE LIMITED WILL BE HELD ON JANUARY 19, 2024 AT 12 NOON IST THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS; THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, KALPATARU PLAZA, CHINCHOLI BUNDER ROAD, MALAD (WEST), MUMBAI- 400064 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

1. Approval for alterations in the existing Articles of Association ('AOA')

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Incorporation) Rules, 2014 (including any rules issued thereunder as well as any statutory modifications, amendments thereto or re-enactment thereof, from time to time) applicable regulations, if any, the approval of members be and is hereby accorded to approve and adopt in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and file any prescribed forms, returns, documents, applications and deeds with all authorities including the Registrar of Companies, along with payment of the requisite fees in respect of the adoption of the new articles of association and to take all necessary actions and to do all such acts, deeds and things as may be required to give effect to this resolution."

2. Approval for alterations in the existing Memorandum of Association ('MOA')

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

"RESOLVED THAT pursuant to the provisions of Sections 13,15 and other applicable provisions of the Companies Act, 2013 if any, and the rules made thereunder (including any statutory re-enactments, amendments or modifications thereof, from time to time), and subject to the approval of any other Authority(ies), as may be required, consent of the members of the Company be and is hereby accorded to replace and substitute the clause 'V' i.e. Authorised Share Capital Clause of Memorandum of Association (MOA) of the Company by re-classifying its Equity and Preference shares into various classes as detailed below:

"V. The authorized Share Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into total Rs.80,00,000 (Rupees Eighty Lakh only) Equity Share Capital; and total Rs.20,00,000 (Rupees Twenty Lakh only) Preference Share Capital as per the details provided in the table below, with rights, privileges and conditions attached thereto as provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of

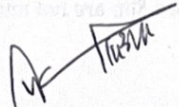


the Company for the time being and to vary, modify or abrogate any such rights, privileges and conditions in such manner as may be prescribed by the Companies Act, 2013 or provided by the Articles of Association for the time being.

Equity Share Capital:	(i) Equity Shares: Rs. 72,53,170 (Rupees Seventy Two Lakh Fifty Three Thousand One Hundred and Seventy only) divided into 7,25,317 (Seven Lakh Twenty Five Thousand Three Hundred and Seventeen) Equity Shares of Rs. 10/- (Rupees Ten only) each. For the purpose of clarity, any reference to Class A Shares shall mean the Equity Shares issued prior to the issuance of the Class B Equity Shares.
	(ii) Class B Equity Shares: Rs. 610 (Rupees Six Hundred and ten only) divided into 61 (Sixty One) Equity Shares of Rs. 10/- (Rupees Ten only) each.
	(iii) Class C Equity Shares: Rs. 340 (Rupees Three Hundred Forty only) divided into 34 (Thirty Four) Equity Shares of Rs. 10/- (Rupees Ten only) each.
	(iv) Class D Equity Shares: Rs. 300 (Rupees Three Hundred only) divided into 30 (Thirty) Equity Shares of Rs. 10/- (Rupees Ten only) each.
	(v) Class E Equity Shares: Rs. 7,45,580 (Rupees Seven Lakh Forty Five Thousand Five Hundred Eighty only) divided 74,558 (Seventy Four Thousand Five Hundred Fifty Eight) Equity Shares of Rs. 10/- (Rupees Ten only) each.
Preference Share Capital:	(i) Preference Shares: Rs. 9,86,290 (Rupees Nine Lakh Eighty Six Thousand Two Hundred and Ninety) divided into 98,629 (Ninety Eight Thousand Six Hundred and Twenty Nine) Preference Shares of Rs. 10/- (Rupees Ten only) each.
	(ii) Series A Compulsorily Convertible Cumulative Preference Shares: Rs. 4,49,570 (Rupees Four Lakh Foty Nine Thousand Five Hundred and Seventy) divided into 44,957 (Forty Four Thousand Nine Hundred and Fifty Seven) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten only) each.
	(iii) Series A1 Compulsorily Convertible Cumulative Preference Shares: Rs. 78,240 (Rupees Seventy Eight Thousand Two Hundred and Forty) divided into 7,824 (Seven Thousand Eight Hundred and Twenty Four) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten only) each.
	(iv) Series B Compulsorily Convertible Cumulative Preference Shares: Rs. 2,52,040 (Rupees Two Lakh Fifty Two Thousand and Forty) divided into 25,204 (Twenty Five Thousand Two Hundred and Four) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten only) each.
	(v) Series C Compulsorily Convertible Cumulative Preference Shares: Rs. 2,33,860 (Rupees Two Lakh Thirty Three Thousand Eight Hundred and Sixty) divided into 23,386 (Twenty Three Thousand Three Hundred and Eighty Six) Compulsorily Convertible Cumulative Preference Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign and file any prescribed forms, returns, documents, applications and deeds with all authorities including the Registrar of Companies, along with payment of the requisite fees in respect of the adoption of the new articles of association and to take all necessary actions and to do all such acts, deeds and things as may be required to give effect to this resolution."

For Cnergys Infotech India Private Limited


Prasad Rajappan
Managing Director
(DIN: 00193302)

Registered Office:
5th Floor, Kalpataru Plaza,
Chincholi Bunder Road,
Malad (West), Mumbai - 400064

Date: January 18, 2024
Place: Mumbai

Notes:

1. **Explanatory Statement:** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the EGM is annexed hereto and forms part of this Notice as Annexure 1.
2. **Corporate Members:** Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. **EGM Through Video Conference (VC) or Other Audio Visual Means (OAVM):** The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated December 28, 2022 which is in continuation of circular dated September 25, 2023, May 05, 2022, read with other circulars dated January 13, 2021, May 05, 2020, April 8, 2020 and April 13, 2020 permitted the holding of the General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the registered office of the Company.
4. **Electronic Dissemination of Notice:** In compliance with the aforesaid requirements of the MCA Circulars, electronic copy of the Notice have been sent to members whose e-mail ids are registered with the Company through electronic means and no physical Notice is being sent to any Member.

5. **Proxy and Attendance Slip:** Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the Proxy Form as well as the Attendance Slip are not annexed to this Notice.
6. **Inspection of Documents:** All the related documents as mentioned in the notice shall be available for inspection of the members during the working hours (10am to 5pm) on the working days up (except Saturday, Sunday and any Public and Bank Holiday) to the date of EGM.
7. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed to be approved at the EGM.
8. **Route Map:** Since the EGM will be held through VC / OAVM, the route map is not annexed to the Notice.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item 1: Approval for alterations in the existing Articles of Association ('AOA')

The Board of Directors of the Company by way of circulation have approved (subject to the approval of the Members) and adopted a new set of AoA in substitution, and to the entire exclusion, of the existing AoA of the Company. The Member's attention is invited to the following brief alterations proposed in the new set of AoA:

- *The definition of 'Class A Shares' has been removed and replaced by the definition of 'Equity Shares', thereby renaming Class A as Equity Shares.*
- *Amendments have been made to the existing definitions of 'Class B Shares', 'Class C Shares', and 'Class D Shares'.*
- *The definition of 'Class E Shares' has been introduced, consequently amending the definition of Equity Securities or Shares of the Company.*
- *Definitions such as Preference Shares, Series A Shares, Series B Shares, Series C Shares, shareholders' agreement and share subscription agreement have been revised, and definitions for Share Purchase Agreement and CCPs Amendment Agreement have been incorporated.*
- *Additionally, minor cosmetic amendments have been applied to the Articles of Association (AoA) of the Company.*

It is pertinent to note that due to above amendments, there is no change in the essence of the Articles of Association (AoA) and Share Subscription Agreement dated December 21, 2021 as amended by the amendment agreement dated January 6, 2022, entered into by the Company with Tata Capital Growth Fund II, Mr. Krishnan Sudarshan, Triton Fund I, Mr. Prasad Rajappan and Ms. Bindu Prasad and the Shareholders' Agreement dated December 21, 2021 as amended by the amendment agreement dated January 6, 2022, entered into by the Company with Triton Fund I, Indekena Mauritius Limited, Mr. Rajesh Sehgal, Mr. Anand Jhaveri, Ms. Saloni Jhaveri, Mr. Parthiv Kilachand, Better World Technology Holdings, Mr. D Prasanth, Mr. Prasad Rajappan, Ms. Bindu Prasad, Tata Capital Growth Fund II and Mr. Krishnan Sudarshan.

The draft of the new set of AoA proposed for approval is being circulated along with this Notice and is also available for inspection by the Members of the Company as set out in this Notice during at the registered office of the Company.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AoA of the Company.

The Board of Directors recommend passing of this Special Resolution. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item no. 1 except to the extent of their membership / shareholding in the Company.

Item 2:

The Board of Directors of the Company by way of circulation have approved (subject to the approval of the Members) and adopted a new set of MoA where the brief alteration is with

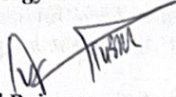
respect to the Clause V, authorised share capital of the Company, by reclassifying the Equity and Preference Share Capital in the various classes of the shares.

The draft of the new set of MoA proposed for approval is being circulated along with this Notice and is also available for inspection by the Members of the Company as set out in this Notice at the registered office of the Company.

Pursuant to Section 13 and 15 of the Act, the consent of the Members by way of Special Resolution is required for alteration of MoA of the Company.

The Board of Directors recommend passing of this Special Resolution. None of the Directors or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item no. 2 except to the extent of their membership / shareholding in the Company.

For Cnergys Infotech India Private Limited



Prasad Rajappan
Managing Director
(DIN: 00193302)

Registered Office:
5th Floor, Kalpataru Plaza,
Chincholi Bunder Road,
Malad (West), Mumbai - 400064

Date: January 18, 2024
Place: Mumbai