



**NOTICE 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING**

NOTICE be and is hereby given that 1<sup>st</sup> Extra-Ordinary General Meeting (“EGM”) of shareholders of New Vision Softcom And Consultancy Private Limited will be held on Monday, the 16<sup>th</sup> day of September, 2024 at 2:00 p.m. at the Registered office at IT Plaza, E-8 Gulmohar, Bhopal- 462039 MP to transact the following business:

**SPECIAL BUSINESS**

**1. BUYBACK OF SHARES**

To consider and if thought fit, to pass the following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 68,69 and 70 and all other applicable provisions if any, of the Companies Act,2013 ( the “Companies Act “) as applicable and the Companies (Share Capital and Debenture) Rules,2014 and including any amendments, statutory modification(s) or re-enactments thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded to the buy-back 120000 fully paid-up equity shares of face value of Rs.1 each for an aggregate amount not exceeding Rs. 1,20,000 (Rupees One Lakh Twenty Thousand Only) at a price of Rs. 99.67 per equity share amounting to Rs. 1,19,60,400, being 3.812% of the paid-up share capital and free reserves as on 31<sup>st</sup> March, 2024 (being the date of last Audited accounts by the Statutory Auditor of the Company dated 20<sup>th</sup> August, 2024 )

**RESOLVED FURTHER THAT** the buyback as aforesaid through the “Tender Offer” on proportionate basis, from the existing shareholders of the Company shall be completed within a period of 12 months from the date hereof or such extended time as may be permitted under the Act or by the appropriate authorities.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above resolution, the Board in its absolute discretion, be and is hereby authorized to do all such deeds, matters and things which may deem necessary, expedient, usual or proper to be in the best interest of the Members or in connection with or for matters consequential to the Buy-back without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.”

**FOR AND ON BEHALF OF THE BOARD**

Date: 24.08.2024

Place: Bhopal



*Ahimsa Pathak*

**Ahimsa Pathak**

**Director**

**DIN: 08839333**



**NOTES TO THE AGENDA  
(Annexure to Notes of EGM)**

**Item No. 1:**

**To authorize buy back of shares**

The Company proposes to undertake a buy-back of equity shares in accordance with the provisions of the Companies Act, 2013. It is proposed to buy back 1,20,000 fully paid-up equity shares of ₹1 each at a price of ₹99.67 per share through the Tender Offer route, within the prescribed time period.

The proposed Special Resolution is placed before the Members for their consideration and approval.

*Ames*





## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### BUYBACK OF SHARES

With an objective of rewarding the equity shareholders through return of surplus cash, the Board at its meeting held on August 24<sup>th</sup>, 2024 had approved the proposal of recommending buyback of Equity Shares as contained in the Notice. As per the requirement of Section 68 (3) and other applicable provisions of the Companies Act, 2013 and The Companies (Share Capital and Debentures) Rules, 2014, the requisite details relating to the Buyback are given below:

#### Objective of the Buyback

Share buyback is the acquisition by a company of its own shares. The objective is to return surplus cash to the Members holding Equity Shares of the Company. The Board at its meeting held on August 24<sup>th</sup>, 2024 considered the increase in accumulated free reserves as well as the cash liquidity reflected in the audited accounts for the period ended on March 31<sup>st</sup>, 2024 and considering all this, the company has a surplus funds of Rs. 7,84,27,490 (Rupees Seven Crores Eighty Four Lakh Twenty Seven Thousand Four Hundred and Ninety Only), being 25% of the total paid up capital and Reserves & Surplus, for distributing to the members holding equity shares of the Company through the Buyback.

After considering several factors and benefits to the Members holding Equity Shares of the Company, the Board decided to recommend Buyback of not exceeding 120000 (One Lakh Twenty Thousand) Equity Shares (representing 1% of the Total number of Equity Shares in the paid-up Equity Share Capital of the Company) at a price of Rs. 99.67/- (Rupees Ninety Nine and Sixty Seven Paise Only) per Equity Share for an aggregate consideration of Rs. 1,19,60,400 [Rupees One Crore Nineteen Lakhs Sixty Thousand Four Hundred Only].

Buyback is more efficient form of distributing surplus cash to the Members holding Equity Shares of the Company inter-alia, for the following reasons:

- i. The Buyback will help the Company to distribute surplus cash to its members holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to members;
- ii. The Buyback would help in improving return on Equity, by reduction in the Equity base, thereby leading to long term increase in Shareholders' value;
- iii. The Buyback gives an option to the Members holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer without additional investment;

#### a) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis from all Members holding Equity Shares of the Company. The Buyback will be implemented in accordance with the provisions of the Companies Act, 2013 and The Companies (Share Capital and Debenture) Rules, 2014 to the extent applicable and on such terms and conditions as may be deemed fit to the Company.

In due course, each shareholder will receive a Letter of Offer indicating the entitlement of Shareholder for participating in the Buyback.

Shareholder's participation in Buyback will be voluntary. Members holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or



they may choose to not participate and enjoy a resultant increase in their percentage shareholding, post Buyback without additional investment.

**b) Maximum amount required under the Buyback and the sources of funds from which the Buyback would be financed**

The maximum amount available under Buyback is Rs. 7,84,27,490 ((Rupees Seven Crores Eighty Four Lakh Twenty Seven Thousand Four Hundred and Ninety Only). The Buyback would be financed out of Free Reserves of the Company. The Company shall transfer from its free reserves a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in the subsequent audited Balance Sheet.

The Company confirms that as required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves after the Buyback.

**c) Buyback Price and the basis of arriving at the Buyback Price**

The equity shares of the Company are proposed to be bought back at a price of Rs. 99.67.00 (Rupees Rupees Ninety Nine and Sixty Seven Paise Only) per Equity Share (the "Buyback Offer Price"). The Buyback Offer Price has been arrived at after considering various factors such as price of Equity Shares of the Company, net worth of the Company and the impact of the Buyback on the key financial ratios of the Company.

**d) Number of Shares that the Company proposes to buyback and the time limit for completing the Buyback**

The Company proposes to Buyback not exceeding 120000 (One Lakh Twenty Thousand Only) equity shares of face value of Rs.1 each of the Company. The Buyback is proposed to be completed within 12 months of the date of the Special Resolution approving the proposed Buyback.

**e) Compliance with Section 68(2)(c) of the Companies Act**

The aggregate paid-up share capital and free reserves as at March 31<sup>st</sup>, 2024 is Rs. 30,17,09,959.00. Under the provisions of Companies Act, 2013 the funds deployed for the Buyback cannot exceed 25% of the total paid-up capital and free reserves of the Company i.e Rs. 7,84,27,490 (Rupees Seven Crores Eighty Four Lakh Twenty Seven Thousand Four Hundred and Ninety Only). The maximum amount proposed to be utilized for the Buyback is approximately Rs. 1,19,60,400. and is therefore within the limit of 25 % of the Company's total paid-up equity capital and free reserves as per the Audited Balance Sheet as at 31<sup>st</sup> March, 2024.

Further, under the Companies Act, 2013 the number of equity shares that can be bought back in any financial year cannot exceed 25 % of the total paid-up equity capital of the Company in that financial year. Accordingly the maximum number of equity shares that can be bought back in the current financial year is 3000000. Since the Company proposes to Buyback upto 120000 Equity Shares the same is within the aforesaid limit.

**f) The aggregate shareholding of the Promoters, the Directors of the Promoter where Promoter is a Company and of Directors and Key Managerial Personnel of the Company as on the date of this Notice:**

(1) Shareholding of the Companies/entities forming part of the Promoter Group Companies



S.No.	Name of Promoter Company	Equity Shares held	% of Shareholding
	NIL		

(2) Shareholding of the Directors of the Promoter Group Companies

S. No.	Name of Director	Name of Promoter Company in which he /she is a Director	No. of Equity Shares held	% of Shareholding
1.	Nil			
<b>Total</b>				

(3) Shareholding of Directors of the Company

S.No.	Name of Director	Equity Shares held	% of Shareholding
1.	Kapil Godani	5820000	48.50%
<b>Total</b>			<b>48.50%</b>

(4) Shareholding of Promoters of the Company

S.No.	Name of Promoter	Equity Shares held	% of Shareholding
1	Neeti Pathak	5820000	48.50

The following Shares have been purchased/sold by the Promoter of the Company during the period of last twelve months preceding the date of the Board Meeting at which the Buyback was approved till the date of this Notice.

S.No.	Name of Seller (Transferor)	Name of Buyer(Transferee)	No. of Shares
1.	Neeti Pathak	Balan Ramaswamy	60
2.	Kapil Godani	Balan Ramaswamy	60

*Handwritten signature*

g) The Company confirms that there are no defaults subsisting in the repayment of any term loans or interest payable thereon to any financial institution or banking Company. Further, the company had not taken any deposits, issued debenture and also had not declare dividend till date.

- h) The Board of Directors of the Company has confirmed that it has made full enquiry into the affairs and prospects of the Company and has formed the opinion:
- i) That immediately following the date of the Board Meeting held on 24<sup>th</sup> August, 2024, there will be no grounds on which the Company can be found unable to pay its debts:
- j) That as regards the Company's prospects for the year immediately following the date of the Board Meeting approving the Buyback and having regards to the Board's intentions with respect to the Management of the Company's business during that year and to the amount and character of the financial resources, which will in the Board's view, be available to the Company during that year, the Company shall be able to meet its liabilities as and when they fall due and shall not be rendered insolvent within a period of one year from the date of the Board Meeting approving the Buyback
- k) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company were being wound up the provisions of the Companies Act, 2013

**l) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency :**

The text of the Report dated 22<sup>nd</sup> August, 2024 received from M/s S.L. Chhajed & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company addressed to the Board of Directors of the Company is reproduced below:

To,  
The Board of Directors,  
New Vision Softcom and Consultancy Private Limited  
IT Plaza, E-8 Gulmohar, Bhopal- 462039 MP

**Auditor's Report on Buyback of Shares pursuant to Rule 17 (1) (n) of The Companies (Share Capital and Debentures) Rules, 2014**

We are the Statutory Auditors of New Vision Softcom And Consultancy Private Limited' (the "Company") and received a letter dated 22<sup>nd</sup> day of August, 2024 from Company, informed us that the Board of Directors of the Company in their meeting on 24<sup>th</sup> August, 2024 would consider proposal to buy-back 120000 equity shares of face value of Rs. 1 in accordance with the provisions of Section 68 of the Companies Act, 2013 and has requested us to issue a report as required.

**1. Board of Directors Responsibility**

The Board of Directors of the Company is responsible for the following:

- i. The amount of capital payment for the buy-back is properly determined : and
- ii. It has made a full inquiry into the affairs and prospects of the Company and has formed the opinion that the Company will not be rendered insolvent within a period of one year from the date of Board Meeting held on 24<sup>th</sup> August, 2024.

**2. Auditor's Responsibility**





Pursuant to the requirement of the The Companies (Share Capital and Debentures) Rules, 2014, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria":

- that the Audited Accounts on the basis of which calculation with reference to buyback is done is not more than six months old from the date of offer document.
  - That the amount of capital payment for the buy-back is within the permissible limit computed in accordance with section 68 of the Act ; and
  - That the Board of Directors have formed an opinion, on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of Board Meeting.
3. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed the following procedures:
- (i) Examined authorisation for buy-back from the Articles of Association of the Company;
  - (ii) Examined that the amount of capital payment for the buy-back as detailed in Annexure I is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
  - (iii) Examined that the ratio of secured and unsecured debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
  - (iv) Examined that all the shares for buy-back are fully paid-up;
  - (v) Inquired into the state of affairs of the Company with reference to the Audited financial statements of the Company as at and for the period ended March 31<sup>st</sup>, 2024 (the "Financial Statements") which have been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;
  - (vi) Examined minutes of the meetings of the Board of Directors;
  - (vii) Examined Directors' declarations for the purpose of buy-back and solvency of the Company;
- and
- (viii) Obtained appropriate representations from the Management of the Company
4. We conducted our examination in accordance with the Guidance Note on Special Purpose Audit Reports and Certificates
5. The financial statement referred to in paragraph 4 (v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated 20<sup>th</sup> August, 2024. Our Audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. Our Audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
6. **Opinion**
- As a result of our performance of aforementioned procedures, we report that:
- i. The amount of capital payment of Rs. 1,19,60,400 for the shares in question, as stated in the certified extract of the minutes of the Board of Directors meeting held on 24<sup>th</sup> August, 2024 is within the permissible capital payment of Rs. 7,84,27,490 as calculated based on the Audited Financial Statements as at period ended on March 31<sup>st</sup>, 2024 in Annexure I and initialed by us for identification purposes only, which in our opinion, is properly determined in accordance with Section 68 of the Act; and
  - ii. The Board of Directors in their meeting held on 24<sup>th</sup> August, 2024 has formed the opinion on reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from the date of aforesaid meeting.



**7. Restriction on use**

Our work was performed solely to assist you in meeting your responsibilities with Reference to the Rules. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is no way changed by any other role we may have( or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

8. This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Rules solely to enable Board of Directors of the Company to include in :
- i. Explanatory Statement to be included in the Notice of Extra-Ordinary General Meeting
  - ii. The draft letter of offer to be filed with Registrar of Companies.
  - iii. The letter of offer to be given to the Shareholders.

and should not be used for any other purpose. M/s S.L. Chhajed & Co. LLP, Chartered Accountants does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report or the draft letter of offer or letter of offer which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**For S.L. Chhajed & Co. LLP  
Chartered Accountants  
FRN-000709C/C400277**

**Place: Bhopal  
Date: 24.08.2024**

**sd/-  
Abhay Chhajed  
(M. No. 079662)  
Partner**



**Annexure I – Statement of Permissible Capital Payment for Buy-back of Equity Shares:**

Particulars	Amount (in Rs.)
Issued, Subscribed and Paid-up share capital as at March 31 <sup>st</sup> , 2024 (12000000 Equity Shares of Rs. 1 each fully paid-up)	1,20,00,000.00
<b>Free Reserves as at March 31<sup>st</sup>, 2024:</b>	
- General Reserve	26,57,97,332.00
- Statement of Profit and loss	3,89,64,040.00
- Previous year Provision written off	(30,51,414.00)
<b>Total</b>	<b>31,37,09,959.00</b>
Maximum amount permissible for buy-back i.e 25% of the total paid-up capital and free reserves	<b>7,84,27,490.00</b>

**Note:**

Calculation in respect of Permissible Capital Payment for Buyback of Equity Shares is done on the basis of Audited financial statements of the Company for the period ended on March 31<sup>st</sup>, 2024 which is not more than six months old from the proposed date of offer document.

**m) As per the provisions of Companies Act,2013 and The Companies (Share Capital and Debenture) Rules, 2014 In respect of Buyback of Shares**

- i) The Company shall not make a further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1) (a) or other specified securities within a period of six months except by way of Bonus issue or in the discharge of subsisting obligations;
- ii) The Special Resolution approving the Buyback will be valid for a maximum period of one year from the date of passing said resolution ( or such extended period as may be permitted under the Companies Act)
- iii) The Company shall extinguish and physically destroy the shares or securities so bought back within seven days from the date of completion of Buyback.
- iv) The Company shall not withdraw the offer once it has announced the offer to the shareholders;
- v) The Company shall not utilize any money borrowed from Banks or Financial Institutions for the purpose of Buying back its shares;
- vi) The Company shall not utilize the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities for the Buy-back; and

The Directors, Managers, Key Managerial Personnel of the Company and their respective relatives do not have any interest, financial or otherwise, in the proposed resolution for Buyback of Equity Shares, except to the extent of their shareholding.

*[Handwritten Signature]*

~~None of the Directors of the Company in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company~~

**For and on behalf of Board**



**Ahimsa Pathak**  
Director  
DIN: 08839333



Date: 24.08.2024

Place: Bhopal



**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: U72200MP2004PTC016532  
Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED  
Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Kapil Godani Registered Address: M-602, Laburnum Park, Magarpatta City Pune Hadapsar, (MH)
E-mail ID: kapil@newvision-software.com Folio No. / DP ID & Client ID: 05 No. of Shares held: 57,60,000

I/We, being the member(s) holding 57,60,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on 16<sup>th</sup> day of September, 2024 at 2:00 p.m at the registered office of the company , and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

Resolution No.	Particulars	For	Against
Item-1	Approval of Buyback of 1,20,000 Equity Shares at Rs. 1 per share from shareholders (Special Resolution under Section 68)		

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

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

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

*Signature*



NOTES:

1. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
2. A person can act as proxy for members not exceeding 50 and holding  $\leq 10\%$  of total share capital;  $> 10\%$  holders appoint single proxy.
3. Optional to mark For/Against; unmarked allows proxy discretion.
4. Joint holders sign via first-named; body corporates attach Board resolution.

*Adas*



**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: U72200MP2004PTC016532  
Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED  
Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Ramaswamy Balan
Registered Address: M-302, Laburnum Park, Magarpatta City, Hadapsar, Pune- 411013 MH.
E-mail ID: balan.ramaswamy@newvisionsoftware.in
Folio No. / DP ID & Client ID: 06
No. of Shares held: 3,60,000

I/We, being the member(s) holding 3,60,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

4. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
5. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
6. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on 16<sup>th</sup> day of September, 2024 at 2:00 p.m at the registered office of the company ,and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

Resolution No.	Particulars	For	Against
Item-1	Approval of Buyback of 120000 Equity Shares at Rs. 1 per share from shareholders (Special Resolution under Section 68)		

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

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

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

*[Handwritten Signature]*



NOTES:

5. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.
6. A person can act as proxy for members not exceeding 50 and holding  $\leq 10\%$  of total share capital;  $> 10\%$  holders appoint single proxy.
7. Optional to mark For/Against; unmarked allows proxy discretion.
8. Joint holders sign via first-named; body corporates attach Board resolution.

*Praveen*



**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: U72200MP2004PTC016532  
Name of the Company: NEW VISION SOFTCOM AND CONSULTANCY PRIVATE LIMITED  
Registered Office: IT Plaza, E-8 Gulmohar, Bhopal, 462039 ,India

Name of the Member(s): Neeti Pathak Registered Address: 88, Paras Majestic, Near Rajiv Gandhi College, Gulmohar Colony, Huzur, Bhopal- 462039 (MP).
E-mail ID: bhargava_neeti@hotmail.com Folio No. / DP ID & Client ID: 02 No. of Shares held: 57,60,000

I/We, being the member(s) holding 57,60,000 Equity Shares of the above named Company, hereby appoint:

I/We, being the member(s) holding ..... Equity Shares of the above named Company, hereby appoint:

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or  
failing him/her
4. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting (EGM) of the Company to be held on 16th day of September, 2024 at 2:00 p.m at the registered office of the company , and at any adjournment thereof, in respect of such resolutions as are indicated below:

Ordinary Business / Special Business

Resolution No.	Particulars	For	Against
Item-1	Approval of Buyback of 120000 Equity Shares at Rs. 1 per share from shareholders (Special Resolution under Section 68)		

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

Signature of Shareholder(s): \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

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

**NOTES:**

9. This form, to be effective, must be duly completed, stamped (Re. 1/- revenue stamp), and deposited at the Registered Office at least 48 hours before the meeting.

*Handwritten signature*



10. A person can act as proxy for members not exceeding 50 and holding  $\leq 10\%$  of total share capital;  $> 10\%$  holders appoint single proxy.
11. Optional to mark For/Against; unmarked allows proxy discretion.  
Joint holders sign via first-named; body corporates attach Board resolution.

**Route Map for the venue of the Extra Ordinary General Meeting**



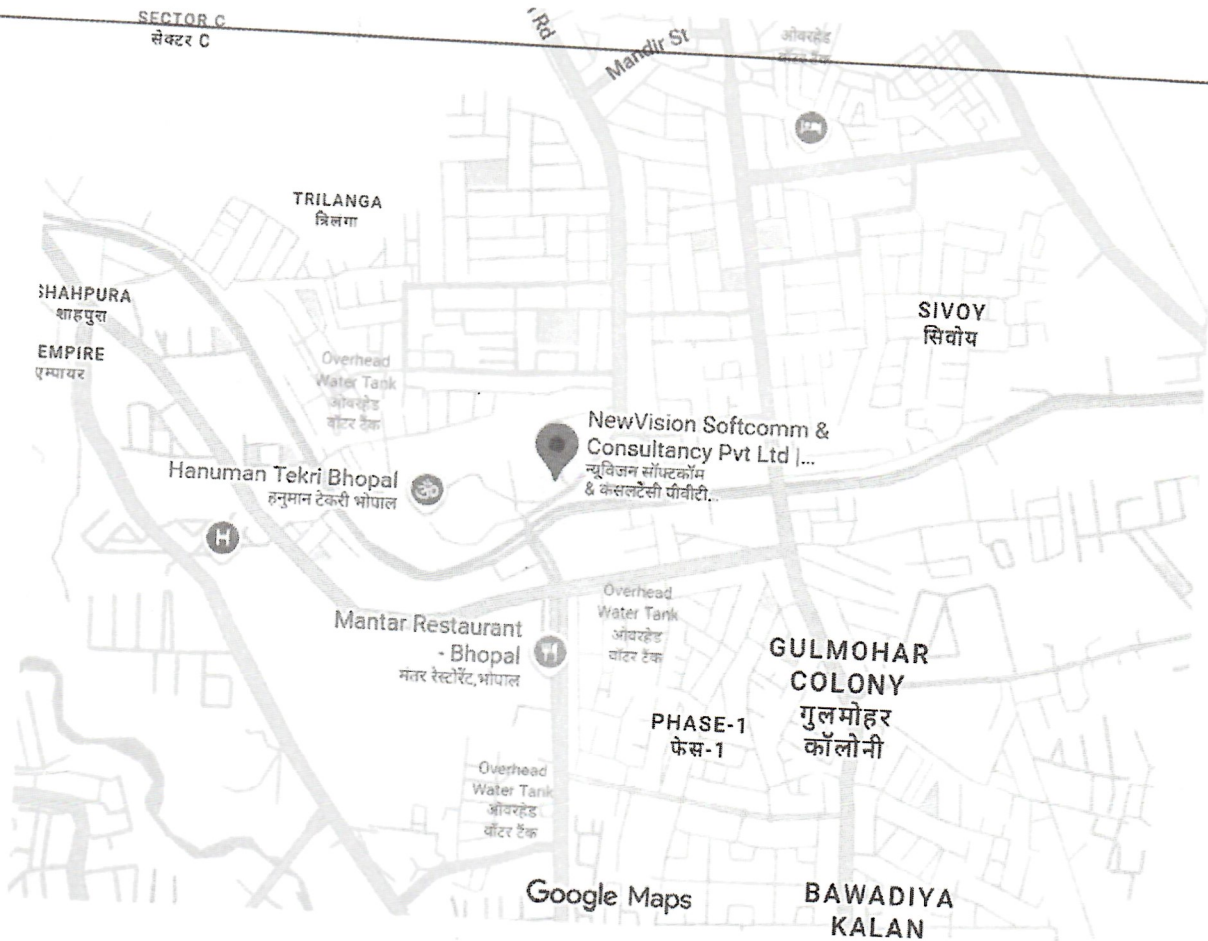
*Arora*



*Address*



SECTOR C  
सेक्टर C



*Arise*