



## **IGT SOLUTIONS PRIVATE LIMITED**

**Registered Office:** Unit No.1, Ground Floor, A Wing, Business @ Mantri, Survey no 197/2 + 4 to 7B,  
Lohegaon Nagar Road, Pune, Maharashtra -411014  
**CIN:** U72300PN1998PTC187929 **T:** +91 1244355101  
**Website:** [www.igtsolutions.com](http://www.igtsolutions.com) **Email:** [IGT-Legal@igtsolutions.com](mailto:IGT-Legal@igtsolutions.com)

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### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 25<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF IGT SOLUTIONS PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD AT SHORTER NOTICE ON FRIDAY, SEPTEMBER 29, 2023 AT 04:00 P.M. (IST) THROUGH VIDEO CONFERENCING/ ELECTRONIC MODE (I.E. ZOOM PLATFORM OR OTHER AUDIO VISUAL MEANS [OAVM]) TO TRANSACT THE FOLLOWING BUSINESSES.**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2023, together with the Schedules and Notes attached thereto, along with the reports of the Auditors and Directors thereon.

#### **SPECIAL BUSINESSES:**

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of Mr. Patrick Claude Joseph Cogny (DIN -10046046).

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act 2013, and the rules and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to appoint Mr. Patrick Claude Joseph Cogny (DIN -10046046) as Director of the Company, who was appointed as Additional Director w.e.f. February 27, 2023, till the conclusion of ensuing Annual General Meeting.



**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to do sign digitally or otherwise all such necessary e-forms, returns, deeds, documents and writings and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of Mr. John Louis Del Santo (DIN - 10165300).

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act 2013, and the rules and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to appoint Mr. John Louis Del Santo (DIN - 10165300) as Director of the Company, who was appointed as Additional Director w.e.f. May 18, 2023, till the conclusion of ensuing Annual General Meeting.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to do sign digitally or otherwise all such necessary e-forms, returns, deeds, documents and writings and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

**By order of Board of Directors  
For IGT Solutions Private Limited**

**Sd/-  
Ashish Thakur  
Company Secretary**

**Place: Gurugram, Haryana**

**Date: September 28, 2023**



### NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its circular dated December 28, 2022, read with circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”) on or before September 30, 2023, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Since the 25<sup>th</sup> AGM is being held through VC/OAVM Facility, the Route Map is not annexed in this Notice
2. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
3. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the AGM. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company to [ashish.thakur@igtsolutions.com](mailto:ashish.thakur@igtsolutions.com).
4. Members holding shares in electronic form are advised to notify the changes, if any, in their address/ bank details/ mandate to their respective depository participants.
5. The statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013, and all documents referred to in the Notice and accompanying explanatory statements will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to the Company Secretary of the Company at [ashish.thakur@igtsolutions.com](mailto:ashish.thakur@igtsolutions.com).
6. In compliance with the aforesaid MCA Circulars the Directors Report including audited financial statements for the financial year 2022-23 including notice of 25<sup>th</sup> AGM is being sent only through electronic mode.
7. Notice for convening the 25<sup>th</sup> Annual General Meeting of the Company being circulated to the members of the Company is also available on the Company’s website.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. In case of any further query/ information required, please contact through email at [ashish.thakur@igtsolutions.com](mailto:ashish.thakur@igtsolutions.com).
10. Additional information, in respect of directors reappointing at the AGM and Explanatory Statement as required under Section 102 of the Companies Act, 2013 and Secretarial Standards, in respect of special business under item numbers 02 and 03 of the Notice is appended hereto and forms part of this Notice.



11. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through Zoom Platform. The link for VC/OAVM will be provided separately through email.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARD 2 WITH RESPECT TO THE SPECIAL BUSINESSES MENTIONED IN THE NOTICE.**

**ITEM NO. 2**

Mr. Patrick Claude Joseph Cogy, (DIN -10046046), was appointed as an additional director of the Company on February 27, 2023 till the conclusion of ensuing Annual General Meeting. The Company has received consent from Mr. Cogy to be regularized as Director of the Company under applicable provisions of the Companies Act, 2013. The Board of directors has recommended to pass resolution as an ordinary resolution.

None of the directors of the company is directly or indirectly interested or concerned in the resolutions apart from the Mr. Cogy whose appointment is under consideration. Brief profile of Mr. Cogy seeking regularisation at the forthcoming Annual General Meeting is provided in Annexure –A.

**ITEM NO. 3**

Mr. John Louis Del Santo (DIN - 10165300), was appointed as an additional director of the Company on May 18, 2023, till the conclusion of ensuing Annual General Meeting. The Company has received consent from Mr. Santo to be regularized as Director of the Company under applicable provisions of the Companies Act, 2013. The Board of directors has recommended to pass resolution as an ordinary resolution.

None of the directors of the company is directly or indirectly interested or concerned in the resolutions apart from the Mr. Santo whose appointment is under consideration. Brief profile of Mr. Santo seeking regularisation at the forthcoming Annual General Meeting is provided in Annexure –A.

**BREIF PROFILE**

<b>S. No.</b>	<b>Particulars</b>	<b>Patrick Claude Joseph Cogny</b>	<b>John Louis Del Santo</b>
1	<b>DIN</b>	10046046	10165300
2	<b>Date of Birth</b>	XX-XX-1966	XX-XX-1964
3	<b>Qualification</b>	Masters in “Systèmes de production” (Industrial Engineering)	Bachelor of Science
4	<b>Experience (In Years)</b>	32	35
5	<b>Terms &amp; Conditions of Appointment</b>	Appointment u/s 152 and other applicable provisions of the Companies Act, 2013	
6	<b>Remuneration, if any</b>	Nil	Nil
7	<b>Remuneration last drawn</b>	N.A.	N.A.
8	<b>Date of First appointment</b>	February 27, 2023	May 18, 2023
9	<b>Shareholding in the Company</b>	Nil	Nil
10	<b>Relationship with other Directors, manage and other KMP of the Company</b>	N.A.	N.A.
11	<b>The Number of Board Meetings attended during the year</b>	N.A.	N.A.
12	<b>Other Directorship, Membership/ Chairmanship of Committees of other Board</b>	Nil	Nil





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