



IGT SOLUTIONS PRIVATE LIMITED

Registered Office: B-409, Krish Cubical, Near Govardhan, Party Plot, Opp. Avlon Hotel, Thaltej, Daskroi, Ahmedabad- 380059, Gujarat, India

CIN: U72300GJ1998PTC158706 **T:** +91 1244355101

Website: www.igtsolutions.com **Email:** IGT-Legal@igtsolutions.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF IGT SOLUTIONS PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD AT SHORTER NOTICE ON TUESDAY, JUNE 03, 2025 at 4:00 P.M (IST) THROUGH VIDEO CONFERENCING/ ELECTRONIC MODE (I.E. ZOOM PLATFORM OR OTHER AUDIO VISUAL MEANS [OAVM]) TO TRANSACT THE FOLLOWING BUSINESSES

SPECIAL BUSINESS:

- 1.** To consider and approve the shifting of registered office from one state to another state, subject to approval of competent authorities

“RESOLVED THAT pursuant to the provisions of Section 12, Section 13(1) & (4) and Section 15 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and any other statutory modifications or re-enactments made from time to time, if any, the consent of the members of the Company be and are hereby accorded, subject to the approval of Central Government (Power delegated to Regional Director) and concerned competent authorities, for shifting of registered office of the Company from one state to another and alteration of Memorandum of Association as follows:

- i.** *Clause II of the Memorandum of Association of the company be substituted by following clause:*

II. The Registered office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT the registered office of the Company be shifted from ‘State of Gujarat’ i.e. within the jurisdiction of Registrar of Companies, Ahmedabad, Gujarat to the ‘State of Haryana’ upon the aforesaid resolution becoming effective.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby jointly as well as severally authorized, in terms of applicable provisions of the Act to deal with the office of concerned Regional Director and other statutory authorities regarding the approval for Shifting of Registered Office,



to all such acts, deeds and things necessary in this regard as may be required including but not limited to:

- i. sign, execute and file a petition, affidavits, application, declarations, undertaking, authorization letters, power of attorneys and other documents to the competent authorities;
- ii. sign and file the e-forms, papers, relevant documents, other forms and returns to the competent authorities;
- iii. sign and serve the notices to all the creditors and any other stakeholders for their no-objection;
- iv. arrange the advertisement/publication in vernacular newspaper in the principal vernacular language;
- v. appear and represent before the concerned competent authorities; and
- vi. engage and appoint the advocates, legal counsels, professionals, other consultants as may be necessary in the matter/proceedings for and on behalf of the Company.

RESOLVED FURTHER THAT the certified true copy of this resolution duly signed by any one of the Director or the Company Secretary of the Company, be made available to all the interested and concerned stakeholders.”

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

**Sd/-
Ashish Thakur
Company Secretary**

Place: Gurugram, Haryana

Date: June 02, 2025



NOTES:

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its circular dated September 19, 2024, read with circulars dated December 28, 2022, 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 including Extra-Ordinary General Meetings (“AGM” or “EGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”) on or before September 30, 2025, 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 EGM of the Company is being held through VC / OAVM. Since the EGM is being held through VC/OAVM Facility, the Route Map is not annexed in this Notice
2. Since, the EGM 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 EGM 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 EGM. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company to 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.
6. Notice for convening the EGM of the Company being circulated to the members of the Company is also available on the Company’s website.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case of any further query/ information required, please contact through email at ashish.thakur@igtsolutions.com.
9. Additional information, in respect of directors reappointing at the EGM and Explanatory Statement as required under Section 102 of the Companies Act, 2013 and Secretarial Standards, in respect of special business under item number 01 of the Notice is appended hereto and forms part of this Notice.



10. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholder will be provided with a facility to attend the EGM 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. 1

The members are informed that to carry on business more economically and efficiently, the management proposes to change/ shift its registered office of the Company from the State of Gujarat i.e. within the jurisdiction of Registrar of Companies, Ahmedabad, Gujarat to the State of Haryana.

It is further informed that in accordance with the provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, by necessary amendments to the Memorandum of Association and following certain procedural compliances, subject to the approval of members and Central Government (Regional Director, North Western Region, Ahmedabad, Gujarat) and other concerned competent authorities, the same can be effectuated.

In view of the foregoing, the Directors and Key Managerial Personnel have to submit various documents, declarations, affidavits, application, petition and other necessary papers, e-forms, returns etc.; and further arrange the vernacular newspaper publication in vernacular language in the district wherein registered office is situated along with notices to all the concerned creditors to avail their no-objection for shifting of registered office, if any; and submit an affidavits pertaining to declaration that no employee of the Company will be retrenched consequent to shifting of registered office from one state to another state.

It is further submitted that in compliance of the approval for shifting of registered office from one state to another state, Directors/KMPs/engaged consultants may have to approach, appear and make representations before the competent authorities to sought their approval.

The Board of Directors of the company in its meeting held on May 30, 2025 approved the shifting of registered office from one state to another, subject to approval of the members and concerned competent authorities, in terms of applicable provisions of the Companies Act.

Copy of existing and amended MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company till the date of Extra Ordinary General Meeting and also at the venue of the meeting.

None of the Directors of the Company and / or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.



The Board of directors recommends the passing of the Special Resolution as set out at Item No. 1 of the accompanying Notice, for the approval of the members and will thereafter file an application with the Central Government (Regional Director) for seeking their approval on the same.

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

**Sd/-
Ashish Thakur
Company Secretary**

Place: Gurugram, Haryana

Date: June 02, 2025