

NOTICE OF 27TH ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 27th Annual General Meeting ("AGM") of the members of Wave Industries Pvt. Ltd. will be held on **Monday, the 30th Day of September 2024 at 10:30 a.m.** at its registered office at Mezzanine Floor M-4 South Extension Part-II New Delhi-110049 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31st, 2024, together with the report of the Board of Directors and the Auditors thereon.**

SPECIAL BUSINESS:

- 2. Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2024-25.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 148 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Shri Rishi Mohan Bansal, Cost Accountants having Firm Registration No.-000022 & Membership No.-3323 appointed as Cost Auditors by the Board of Directors of the company to audit the cost records of the Company for the financial year 2024-25, amounting to Rs. 1,80,000 (Rupees One Lakh Eighty Thousand Only) plus applicable taxes and reimbursement of out of pocket incurred in connection with the aforesaid audit be and is hereby ratified

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to revise/increase the aforesaid remuneration maximum upto 25% of the aforesaid amount.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

- 3. Regularization of Mr. Shashank Swaroop Bhatnagar by appointing him as Director of the Company**

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shashank Swaroop Bhatnagar holding DIN 10418196, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. December 12th, 2023 under the provisions of Section 161(1) of the Companies Act and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary or incidental for the purpose of giving effect to the aforesaid resolution."

4. Regularization of Mr. Venkat Ram Reddy Busi Reddy by appointing him as Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Venkat Ram Reddy Busi Reddy holding DIN 10720035, Whole-time Director, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. July 29th, 2024 under the provisions of Section 161(1) of the Companies Act and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things that may be necessary or incidental for the purpose of giving effect to the aforesaid resolution."

5. Regularization of Mr. Shukram Pal Tomer by appointing him as Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Shukram Pal Tomer holding DIN 09241574, Whole-time Director, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. September 23rd, 2024 under the provisions of Section 161(1) of the Companies Act and who holds office as an Additional Director up to the

date of ensuing Annual General Meeting of the Company be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things that may be necessary or incidental for the purpose of giving effect to the aforesaid resolution."

**By Order of the Board of Directors
For Wave Industries Private Limited**

Mohit Goswami
Company Secretary
M. No.: A52325

Place: Noida

Date: 23.09.2024

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE AGM.**
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital carrying voting rights of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. The relevant Explanatory Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
5. Members / Proxies attending the Annual General Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
6. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 & Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The Members who desire to inspect the proxy register must send a request at least 48 hours before the Annual General Meeting. The inspection may be made at business hour during the 24 hours before the meeting and till the conclusion of the Meeting.
9. Members desirous of seeking any information relating to the annexed Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31st, 2024, together with the report of the Board of Directors and the Auditors thereon, may write to the Company at 2nd Floor, A-13/2, Highway Towers Noida, U.P.-201309 for the attention of Mr. Mohit Goswami, Company Secretary of the Company.
10. Members are requested to inform the Company immediately, if any change in their address.
11. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice.

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

[Pursuant to section 102 (1) of the Companies Act, 2013, the following Explanatory statement sets out material facts relating to business items accompanying in the notice of AGM.

Item No.-2:- Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2024-25.

The Board of Directors of the Company has appointed Sh. Rishi Mohan Bansal, Cost Accountants, as Cost Auditors of the company to audit the cost record of sugar units located at Bijnor, Dhanaura and Bulandshahar, Co-Generation Power unit, Steel Unit and Distillery unit located at Dhanuara.

Remuneration payable to Sh. Rishi Mohan Bansal, Cost Auditors of the company for the Financial Year 2024-25 as decided by Board of Directors and Cost Auditors mutually.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company. Therefore, the resolution is carried before you for discussion and approval.

The Board recommends the resolution set forth in Item No. 2 for the approval of the members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 2 of the Notice.

Item No.-3:- Regularization of Mr. Shashank Swaroop Bhatnagar by appointing him as Director of the Company.

Mr. Shashank Swaroop Bhatnagar, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. December 12th, 2023 under the provisions of Section 161(1) of the Companies Act and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Shashank Swaroop Bhatnagar will be appointed by the members at the ensuing Annual General Meeting of the company.

The Board of the Directors of the Company considers that appointing Mr. Shashank Swaroop Bhatnagar as a Director is in the best interest of the Company and would provide valuable benefits. Therefore, recommends the passing of the ordinary resolution as set out in the Notice.

Mr. Shashank Swaroop Bhatnagar is interested financially or otherwise in the Ordinary resolution as set out at Item No. 3 of the Notice

None of the Directors except Mr. Shashank Swaroop Bhatnagar, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 3 of the Notice.

Item No.-4:- Regularization of Mr. Venkat Ram Reddy Busi Reddy by appointing him as Director of the Company

Mr. Venkat Ram Reddy Busi Reddy, Whole-time Director, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. July 29th, 2024 under the provisions of Section 161(1) of the Companies Act and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Venkat Ram Reddy Busi Reddy will be appointed by the members at the ensuing Annual General Meeting of the company.

The Board of the Directors of the Company considers that appointing Mr. Venkat Ram Reddy Busi Reddy as a Director is in the best interest of the Company and would provide valuable benefits. Therefore, recommends the passing of the ordinary resolution as set out in the Notice.

Mr. Venkat Ram Reddy Busi Reddy is interested financially or otherwise in the Ordinary resolution as set out at Item No. 4 of the Notice

None of the Directors except Mr. Venkat Ram Reddy Busi Reddy, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 4 of the Notice.

Item No.-5:-Regularization of Mr. Shukram Pal Tomer by appointing him as Director of the Company

Mr. Shukram Pal Tomer, Whole-time Director, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. September 23rd, 2024 under the provisions of Section 161(1) of the Companies Act and who holds office as an Additional Director up to the date of ensuing Annual General Meeting of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Shukram Pal Tomer will be appointed by the members at the ensuing Annual General Meeting of the company.

The Board of the Directors of the Company considers that appointing Mr. Shukram Pal Tomer as a Director is in the best interest of the Company and would provide valuable benefits. Therefore, recommends the passing of the ordinary resolution as set out in the Notice.

Mr. Shukram Pal Tomer is interested financially or otherwise in the Ordinary resolution as set out at Item No. 5 of the Notice

None of the Directors except Mr. Shukram Pal Tomer, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 5 of the Notice.

**By Order of the Board of Directors
For Wave Industries Private Limited**

Mohit Goswami
Company Secretary
M. No.: A52325

Place: Noida
Date: 23.09.2024

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)]

Name of the member (s): _____

Registered Address: _____

Email Id: _____ Folio No./ Client Id: _____

DPID: _____

I/ We, being the member(s) holding _____ shares of the above named Company, hereby appoint

Name: _____ Address: _____

_____ Email ID: _____ Signature: _____

Or failing him; Name: _____ Address: _____

_____ Email ID: _____ Signature: _____

or failing him; Name: _____ Address: _____

_____ Email ID: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at an 27th Annual General Meeting of the Company, to be held on, the **Monday**, the 30th Day of September 2024 at the Registered office of the Company at Mezzanine Floor, M-4 South Extension Part-II New Delhi South Delhi DL 110049 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Ordinary Resolutions	For	Against
1	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31st, 2024, together with the report of the Board of Directors and the Auditors thereon.		
Item No	Special Resolutions	For	Against
2	Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2024-25.		
3	Regularization of Mr. Shashank Swaroop Bhatnagar by appointing him as Director of the Company		
4	Regularization of Mr. Venkat Ram Reddy Busi Reddy by appointing him as Director of the Company		
5	Regularization of Mr. Shukram Pal Tomer by appointing him as Director of the Company		

Signed this _____ day of September, 2024

Signature of Shareholder: _____

Affix Revenue
Stamp of 1 Rs.

Signature of Proxy holder(s): _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/Sugar Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. If you wish to vote for the Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/ she thinks fit.

27th Annual General Meeting

Monday, the 30th Day of September 2024, 10:30 a.m.

ADMISSION SLIP

PLEASE COMPLETE THE SLIP AND
HAND IT OVER AT THE ENTRANCE
TO THE MEETING HALL

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 27th **Annual General Meeting** of the Company on **Monday, the 30th Day of September 2024** at the Registered Office of the Company at Mezzanine Floor, M-4 South Extension Part-II New Delhi South Delhi DL 110049 at 10:30 a.m.

Folio/ Client ID/ DP ID No.:

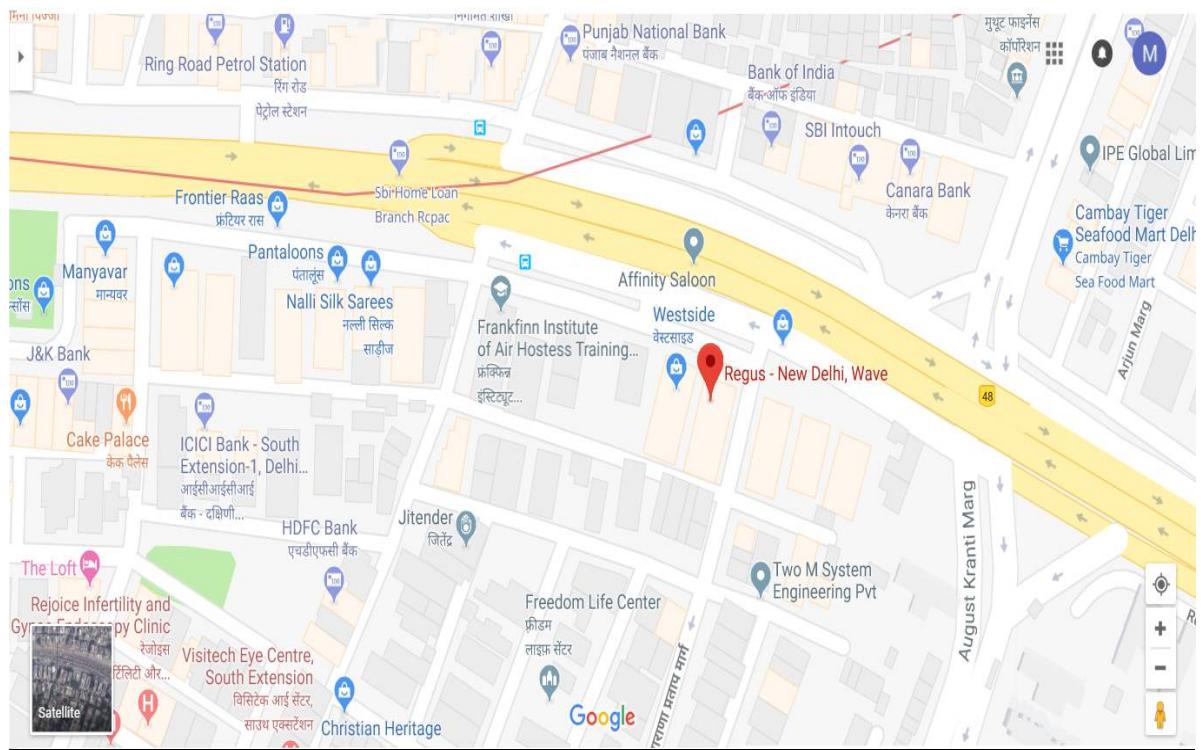
No(s) of Shares Held:

Member's/Proxy's name in Block Letters

**Signature of the Shareholder(s)/
Proxy**

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

MAP:-



Registered Office: Mezzanine Floor, M-4 New Delhi South Extension Part-II New Delhi South Delhi DL 110049

Prominent Landmark: Near Westside Showroom