

## **SHORTER NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

**SHORTER NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting ("AGM") of the members of Wave Industries Pvt. Ltd. will be held on **Monday, 22<sup>nd</sup> Day of September 2025 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 31<sup>st</sup>, 2025, 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 2025-26.**

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 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 2025-26, amounting up to Rs. 2,00,000 (Rupees Two Lakhs 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 decrease/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. Prem Prakash Khurana 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. Prem Prakash Khurana holding DIN 08560190, Whole-time Director, who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. January 20th, 2025 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.”

#### **4. To accept Deposits from members /Shareholders**

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 73 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposits) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to requisite approvals, permissions, and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Company to accept unsecured deposits from following members of the Company up to an aggregate amount not exceeding Rs. 140 Crores (Rupees One Hundred Forty Crores only), in accordance with the provisions of the Act and the Rules made thereunder:

<b>S. No.</b>	<b>Name</b>	<b>Relation with the Company</b>	<b>Amount of Deposit</b>
1	Mrs. Jatinder Kaur Chadha	Shareholder/Promoter	100,00,00,000
2	Mr. Manpreet Singh Chadha	Shareholder/Promoter	40,00,00,000

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to determine the tenure, interest rate, terms and conditions, and procedural formalities for accepting deposits as set out in the draft Deposit Agreement, and to carry out all acts and compliances as may be required under the Act.

**RESOLVED FURTHER THAT** the Directors or Company Secretary of the Company be and are hereby severally authorized to prepare, sign, and file necessary forms, returns, applications, documents, deeds, undertakings, and declarations with the Registrar of Companies or any other statutory authority, and to do all such acts, deeds, matters, and things as may be required or considered necessary to give effect to this resolution."

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

**Mohit Goswami**  
Company Secretary  
M. No.: A52325

**Place: Noida**  
**Date: 04.09.2025**

**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 31<sup>st</sup>, 2025, together with the report of the Board of Directors and the Auditors thereon, may write to the Company at 2<sup>nd</sup> 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 the 28<sup>th</sup> Annual General Meeting.

### **Item No.-2:- Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2025-26.**

The Board of Directors of the Company has appointed Mr. Rishi Mohan Bansal, Cost Accountant, as the Cost Auditor of the Company to conduct the audit of cost records of the Company's Sugar Units located at Bijnor, Dhanaura and Bulandshahar, Co-generation Power Unit, Steel Unit, and Distillery Unit located at Dhanaura for the Financial Year 2025-26.

The remuneration payable to the Cost Auditor for the Financial Year 2025-26 shall be ₹2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the cost audit. The Board of Directors is authorised to increase or decrease the aforesaid remuneration by up to 25% of the above amount, as may be mutually agreed with the Cost Auditor.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the resolution is placed before the Members for their consideration and approval. The Board of Directors recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by 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. Prem Prakash Khurana by appointing him as Director of the Company**

Mr. Prem Prakash Khurana, whole-time Director of the Company was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. January 20<sup>th</sup>, 2025 under the provisions of Section 161(1) of the Companies Act, who will hold office 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 appointment of a Director is required to be regularised by the Members in a General Meeting. The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members

The Board of the Directors of the Company considers that appointing Mr. Prem Prakash Khurana 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.

None of the Directors except Mr. Prem Prakash Khurana or Key Managerial Personnel of Company and their relatives are in any way, concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 3 of the Notice.

#### **Item No.-4:- To accept Deposits from members /Shareholders**

The Board of Directors of the Company, at its meeting held on 04<sup>th</sup> September, 2025, approved, subject to the approval of the Members, a proposal to authorize the Board to accept deposits from Members/Shareholders in accordance with the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members, to enable the Board of Directors to accept deposits from the Members up to an aggregate amount not exceeding ₹140 Crores (Rupees One Hundred Forty Crores Only).

Details of Proposed Borrowings from Members:

<b>Name of Member</b>	<b>Proposed Deposit Amount</b>
Mrs. Jatinder Kaur Chadha	Rs. 100 crores
Mr. Manpreet Singh Chadha	Rs. 40 crores
Total	Rs. 140 crores

None of the Directors and/or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

**Mohit Goswami**  
Company Secretary  
M. No.: A52325

**Place: Noida**  
**Date: 04.09.2025**

## 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 28<sup>th</sup> Annual General Meeting of the Company, to be held on, the **Monday, 22<sup>nd</sup> Day of September 2025** 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 Business	For	Against
1	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31 <sup>st</sup> , 2025, together with the report of the Board of Directors and the Auditors thereon.		
Item No.	Special Business	For	Against
2	Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2025-26.		
3	Regularization of Mr. Prem Prakash Khurana by appointing him as Director of the Company		
4	To accept Deposits from members /Shareholders		

Signed this \_\_\_\_\_ day of September, 2025

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.

## 28<sup>th</sup> Annual General Meeting

Monday, 22nd Day of September 2025, 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 28<sup>th</sup> **Annual General Meeting** of the Company on **Monday, 22<sup>nd</sup> Day of September 2025** 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.:

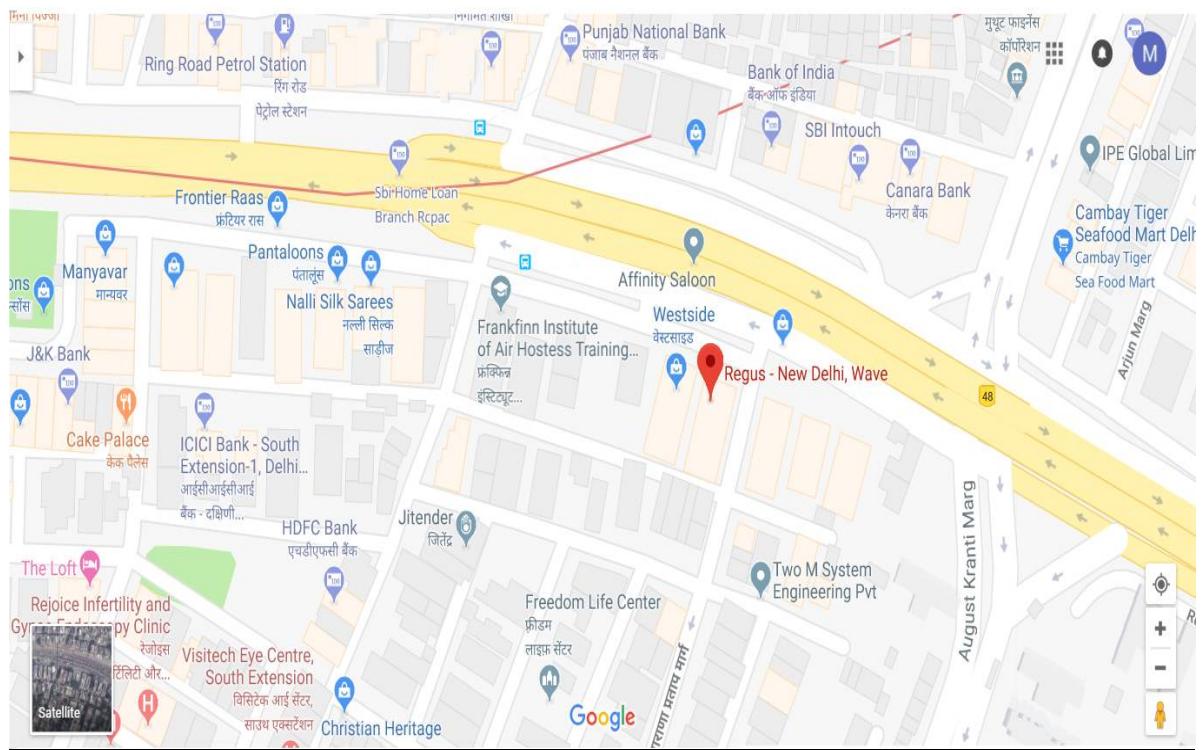
No(s) of Shares Held:

**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