

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF THE WAVE INDUSTRIES PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, THE 04TH DAY OF FEBRUARY, 2025 AT 11:00 A.M. AT 2ND FLOOR, A-13/2, HIGHWAY TOWERS NOIDA UP 201309.

SPECIAL BUSINESS:

ITEM NO. 1: INCREASE AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable provisions of the Articles of Association of the Company, approval of Shareholders of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from **Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only)** divided into **9,85,00,000 (Nine Crores and Eighty Five lakhs)** equity shares of **Rs. 10/- (Rupees Ten only)** and **15,00,000 (Fifteen Lakhs)** preference shares of **Rs. 10/- (Rupees Ten only)** to **Rs. 1,30,00,00,000/- (Rupees One Hundred and Thirty Crores only)** divided into **9,85,00,000 (Nine Crores and Eighty Five lakh)** equity shares of **Rs. 10/- (Rupees Ten only)** and **3,15,00,000 (Three Crores and Fifteen lakhs)** preference shares of **Rs. 10/- (Rupees Ten only)** each;

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as under: -

'V. The Authorised Share Capital of the Company is Rs. 1,30,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into 9,85,00,000 (Nine Crores and Eighty Five lakh) equity shares of Rs. 10/- (Rupees Ten only) and 3,15,00,000 (Three Crores and Fifteen lakhs) preference shares of Rs. 10/- (Rupees Ten only) each.'

RESOLVED FURTHER THAT Directors of the Company be and are hereby, jointly and/or severally authorized to sign and submit all necessary e-forms with the Registrar of Companies and to do all such acts, deeds, things as may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

For Wave Industries Private Limited

Mohit Goswami
Company Secretary
M. No. A52325

Place: Noida
Date: 16/12/2024

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE CORPORATE OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF MEETING.**
- 2. 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.**
- 3. Documents relating to any of the items mentioned in the notice are open for inspection at the registered office of the company on any working days during business hours and shall also be available at the meeting.**
- 4. Only bonafide members of the company whose names appear on the register of members/proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.**
- 5. Members are requested to inform the company immediately, if any change in their address.**
- 6. A Route Map with venue of extra ordinary General Meeting is annexed with the notice.**
- 7. The Members who desire to inspect the proxy register must send a request at least three days before the meeting. The inspection may be made at business hour during the 24 hours before the meeting and till the conclusion of the Extra Ordinary General Meeting.**
- 8. The proxy-holder shall prove his/her identify at the time of attending the Meeting.**
- 9. Corporate Members: Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**
- 10. Queries at the EGM: Queries proposed to be raised at Extra Ordinary General Meeting may be sent to the Company at its registered office at least three days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.**

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

ITEM NO.1: INCREASE IN AUTHORISED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION.

In order to meet company's growth objectives and to strengthen its financial position, the Board of Directors has thought fit to infuse the funds in form of share capital in the company. The existing authorized share capital is insufficient for issue and allotment of proposed addition of shares in the share capital of the Company.

Hence it has been thought fit and proposed to increase the Authorized Share Capital of the Company from the existing **Rs.1,00,00,00,000/- (Rupees One Hundred Crores only)** to **Rs. 1,30,00,00,000/- (Rupees Hundred and Thirty Crores only)**.

Further, consequent to increase in the Authorised Share Capital of the Company, it is necessary to change the existing clause V of the Memorandum of Association relating to share capital of the Company.

Pursuant to Section 13 read with section 61 and 64 of the Companies Act, 2013 and (the "act"), Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act, for alteration of the share capital in Clause V of the Memorandum of Association of the Company, approval by way of passing an Ordinary Resolution in the meeting of members is required, hence the Board of Directors recommend passing of the resolution as an Ordinary resolution as per the notice.

None of the Directors/Key Managerial Personnel or their relatives is interested or concerned, financially or otherwise, in the resolution.

For Wave Industries Private Limited

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

**Place: Noida
Date: 16/12/2024**

**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 Extra Ordinary General Meeting of the Company, to be held on, the **Tuesday, The 04th February 2025 At 11:00 A.M.** at the Corporate Office: - **2ND FLOOR, A-13/2, HIGHWAY TOWERS NOIDA UP 201309** of the Company at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Ordinary Resolutions	For	Against
1	Increase in Authorized Share Capital and Alteration of Capital Clause Of The Memorandum Of Association.		

Signed this _____ day of _____, 2025

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue
Stamp of 1 Re.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered 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.
3. Also please refer to Note No.1 of the Notice convening the Meeting.

Extra-Ordinary General Meeting
Tuesday, The 04th February 2025 at 11:00 A.M.
ADMISSION SLIP

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

I/We hereby record my/ our presence at the **Extra-Ordinary General Meeting** of the Company, to be held on, the **Tuesday, The 04th February 2025 At 11:00 A.M.** at the corporate office of the Company at 2nd Floor, A-13/2, Highway Towers Noida UP 201309.

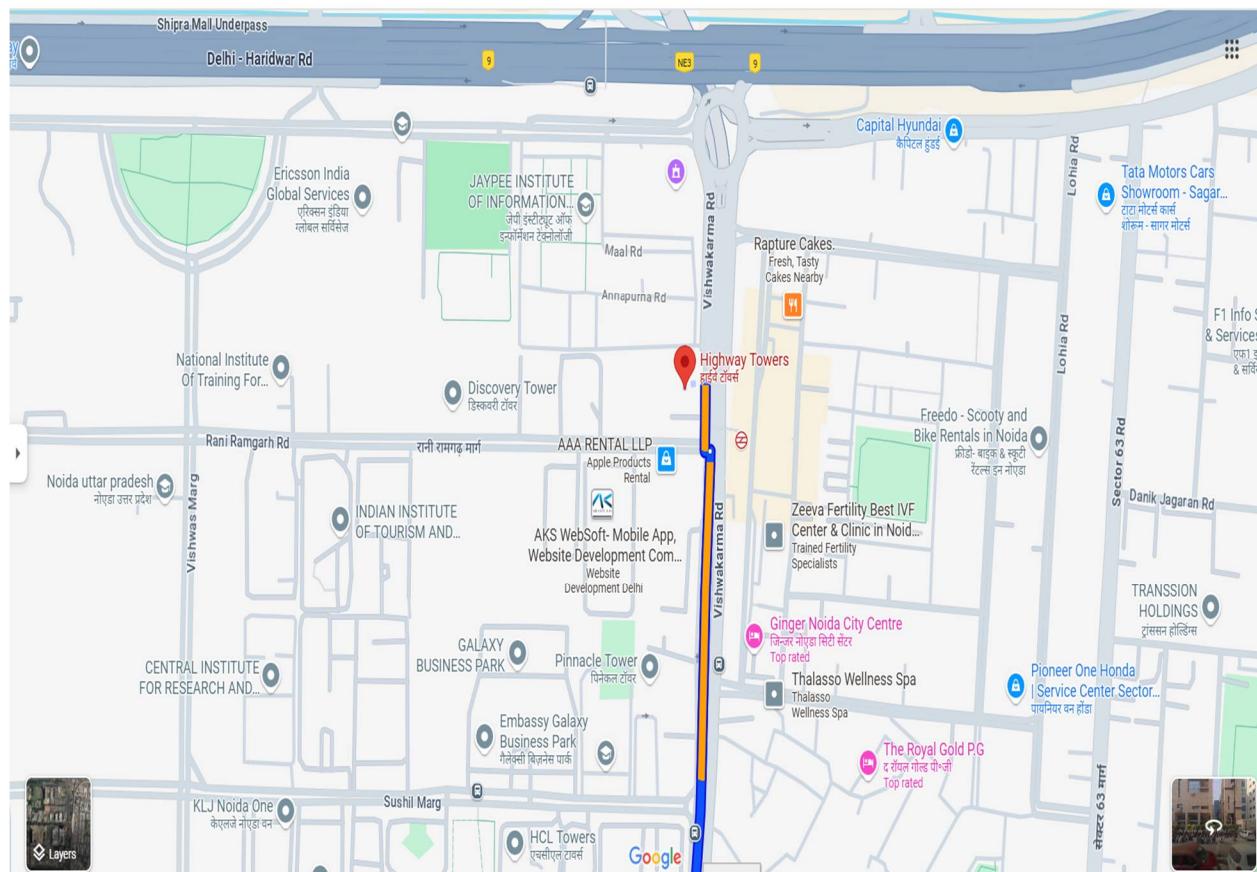
Name of the Shareholders:

Folio/ Client ID/ DP ID No.:

No(s) of Shares Held:

Signature of the Shareholder(s)/ Proxy

Route Map



Landmark: Near Jaypee Institute Of Information Technology, Sector-62, Noida