

## **NOTICE**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of Wave Industries Private Limited will be held on Tuesday, the 17<sup>th</sup> day of June, 2025 at 2<sup>nd</sup> floor, A-13/2, Highway Towers, Sector-62, Noida, U.P.- 201309 at 11:00 a.m. to the transact the following business as:

### **SPECIAL BUSINESS**

#### **1. Alteration in the Memorandum of Association of the Company**

To consider, if thought fit, to pass with or without modification (s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, the consent of the Members of the Company be and is hereby accorded to alter Clause III(A) of the Memorandum of Association (MOA) of the Company by inserting the following new sub-clauses 16 and 17 after the existing sub-clause 15:

**16.** To carry on the business of manufacturing, producing, refining, processing, buying, selling, importing, exporting, trading, marketing, and distributing Compressed Bio-Gas derived from biomass, agricultural waste, municipal solid waste, organic matter, industrial waste, and other biodegradable materials.

**17.** To establish, develop, build, own, operate, lease, franchise, maintain, or manage Compressed Bio-Gas wholesale/retail outlets, stations, and distribution points, for the supply and sale of Compressed Bio-Gas to commercial, industrial, agricultural, and domestic consumers.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions as may be necessary, proper, or expedient for obtaining all requisite approvals in relation to the aforesaid resolution, and to sign, execute, and deliver all necessary documents, applications, and writings on behalf of the Company, including filing of applicable e-Forms with the Registrar of Companies, and to do all such acts, deeds, and things as may be deemed necessary to give effect to this resolution."

#### **2. To approve entering the inter-corporate loans and investments, and to provide guarantees or securities in excess of the prescribed statutory limits**

To consider, if thought fit, to pass with or without modification (s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** in suppression of the earlier special resolution passed by the Members, and pursuant to section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board of Directors of

the Company, to, inter alia, (a) give any loan to any person(s) or other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time and in one or more tranches, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, up to an aggregate amount not exceeding ₹2,000 crores (Rupees Two Thousand Crores only).

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to negotiate, finalize, and approve the terms and conditions of such loans, guarantees, securities, or investments, and to take such steps as may be necessary for obtaining any statutory, regulatory, or contractual approvals required in relation to the above.

**RESOLVED FURTHER THAT** the Directors be and are hereby severally authorized to sign, execute, and deliver all such deeds, applications, documents, and writings as may be required, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient for the purpose of giving effect to this resolution."

**For Wave Industries Private Limited**

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

**Place:** Noida  
**Date:** 16/05/2025

## 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 / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT REGISTERED OFFICE/SUGAR OFFICE NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. IN CASE A PROXY ACTS FOR A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL CARRYING VOTING RIGHTS CANNOT ACT AS PROXY FOR ANY OTHER MEMBER.**
- 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/Noida 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 along with Prominent Landmark for easy location to reach the venue of Extra-ordinary General Meeting is annexed with the notice of Extra-ordinary General Meeting.
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 intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting

## **Annexure to Notice**

### **Explanatory Statements as per Section 102 of the Companies Act, 2013:**

#### **Item No. 1: Alteration in the Memorandum of Association of the Company.**

The Company proposes to expand its business activities by venturing into the sector of Compressed Bio-Gas (CBG). This strategic diversification is aimed at capitalizing on emerging opportunities in the renewable energy sector, aligning with national initiatives promoting sustainable fuel sources, and enhancing the Company's long-term growth prospects.

To enable the Company to formally undertake these new business activities, it is necessary to alter the Objects Clause [Clause III(A)] of the Memorandum of Association of the Company, in accordance with the provisions of Sections 4 and 13 of the Companies Act, 2013, read with the relevant rules framed thereunder.

The proposed alterations required the insertion of the new sub-clauses 16 & 17 after the existing sub-clause 15 in Clause III(A) of the Memorandum of Association.

As per the provisions of Section 13, a special resolution has to be passed by the members of the Company for alteration in Memorandum of Association of the Company. The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

A copy of altered Memorandum of Association of the Company would be available for inspection of the members at the Registered Office of the Company during the business hours on any working day.

None of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

#### **Item No. 2: To approve entering the inter-corporate loans and investments, and to provide guarantees or securities in excess of the prescribed statutory limits**

The Board of Directors of the Company, at its meeting held on 21st April 2025, approved, subject to the approval of the members, a proposal to authorize the Board to undertake inter-corporate loans, guarantees, investments, and provision of securities in accordance with the provisions of Section 186 of the Companies Act, 2013 ("the Act").

Under Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is permitted to: Give loans, Provide guarantees or securities, and Make investments in other bodies corporate or persons, up to 60% of its paid-up share capital, free reserves, and securities premium account, or 100% of its free reserves and securities premium account, whichever is higher, with the approval of the Board of Directors.

However, where the aggregate of such transactions exceeds the prescribed threshold, prior approval of the shareholders by way of a special resolution is required.

The Board has proposed seeking shareholders' approval for an enhanced overall limit of ₹2,000 crore (Rupees Two Thousand Crore only) under Section 186.

The proposed utilization of this limit is broadly categorized as follows:

Nature of Transaction	Proposed Limit
a. Investments by way of subscription, purchase or otherwise, securities in subsidiaries and other bodies corporate	₹300 crore
b. Loans to subsidiaries, other bodies corporate, or persons	₹300 crore
c. Guarantees or securities in connection with loans/financial arrangements for subsidiaries, other bodies corporate, or persons	₹1,400 crore
<b>Total</b>	<b>₹2,000 crore</b>

Accordingly, the Board recommends the resolution set out at Item No. 2 of the accompanying Notice for the approval of the members as a Special Resolution.

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.

**For Wave Industries Private Limited**

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

**Place:** Noida  
**Date:** 16/05/2025

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 Extra-Ordinary General Meeting of the Company, to be held on Tuesday, the 17<sup>th</sup> day of June, 2025 at 2<sup>nd</sup> floor, A-13/2, Highway Towers, Sector-62, Noida, U.P.- 201309 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Special Resolutions	For	Against
1	Alteration in the Memorandum of Association of the Company		
2	To approve entering the inter-corporate loans and investments, and to provide guarantees or securities in excess of the prescribed statutory limits		

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

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue  
Stamp of 1  
Rupee.

**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.
3. Also please refer to Note No.1 of the Notice convening the Meeting.

**Extra-Ordinary General Meeting-**  
Tuesday, the 17<sup>th</sup> day of June, 2025

**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 Tuesday, the 17<sup>th</sup> day of June, 2025 at 2<sup>nd</sup> floor, A-13/2, Highway Towers, Sector-62, Noida, U.P.- 201309 at 11:00 a.m.

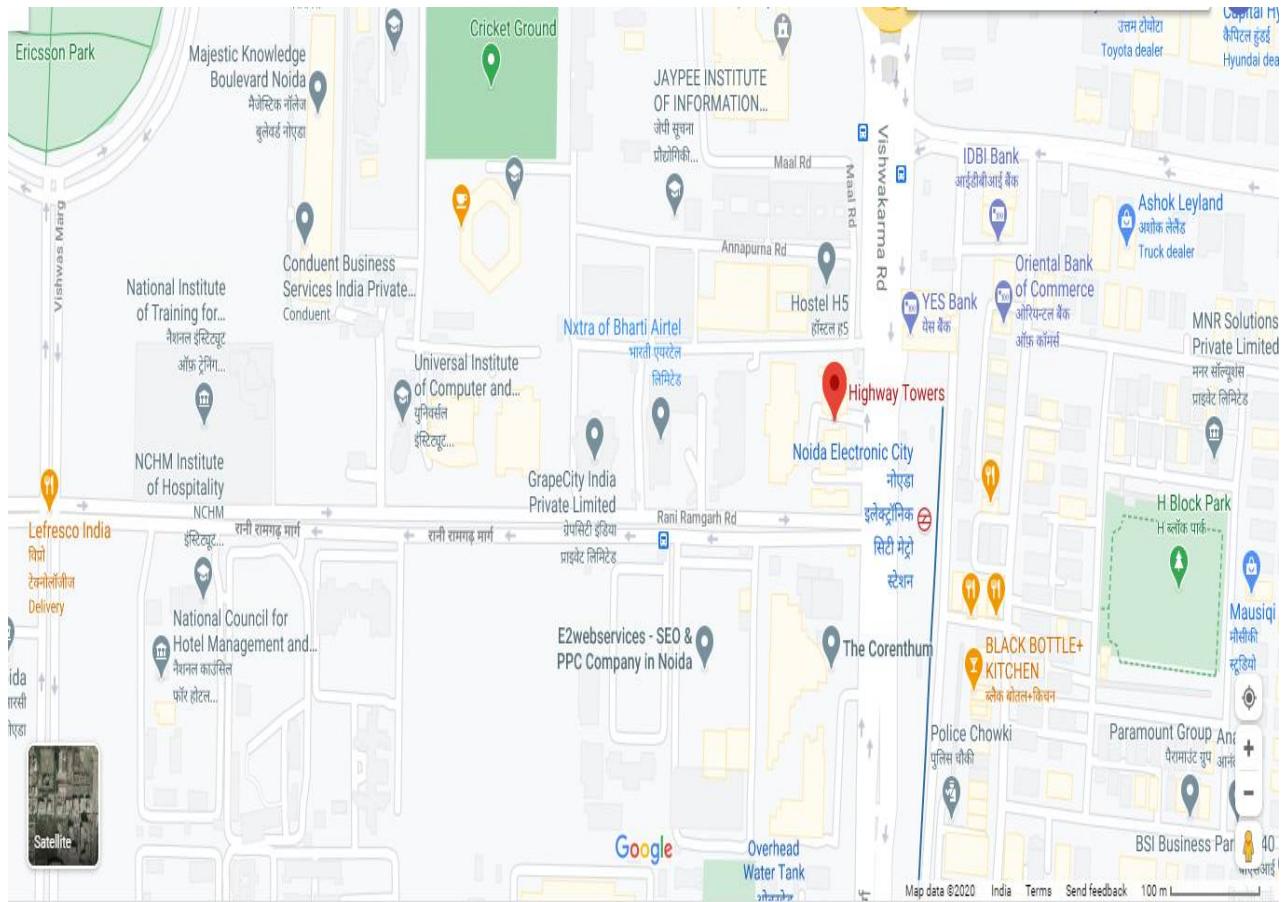
**Name of the Shareholders:**

Folio/ Client ID/ DP ID No.:

No(s) of Shares Held:

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

## Route map to the Venue of the Meeting and prominent landmark:-



**Office Address:** 2nd Floor, A-13/2, Highway Towers Noida 201309 UP

**Prominent Landmark:** Opposite Noida Electronic City Metro Station

