

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of the Wave Industries Private Limited will be held on Monday, the 28th day of July, 2025 at 2nd 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. To alter Clause III(B) of the Memorandum of Association (MOA) 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(B) of the Memorandum of Association (MOA) of the Company by inserting the following new sub-clauses 42 and 43 after the sub-clause 41:

42. To advance money or extend credit to any subsidiary, associate, group company, or any other company, limited liability partnership, or any person, on such terms and conditions as may be deemed expedient and in the interest of the Company, with or without security, provided that the Company shall not engage in the business of banking as defined under the Banking Regulation Act, 1949.

43. To provide guarantees, indemnities, and security for the repayment of loans, debts, or other financial obligations of any subsidiary, associate, group company or any other company, limited liability partnership, or any other person and to enter into agreements and arrangements necessary to facilitate such guarantees, indemnities, and security, as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.

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."

For Wave Industries Private Limited

Prem Prakash Khurana

Whole-Time Director

DIN: 08560190

Add: - 19/113 Satyam Khand, Sector 19, Vasundhra,
Ghaziabad, Uttar Pradesh 201012

Place: Noida

Date: 30/06/2025

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: To alter Clause III(B) of the Memorandum of Association (MOA) of the Company

The Company proposes to advancing money or extending credit to any subsidiary, associate, group company, or any other company, limited liability partnership, or any person, and providing guarantees, indemnities, and security for the repayment of loans, debts, or other financial obligations of subsidiary, associate, group company, or any other company, limited liability partnership, or any person, provided that the Company shall not engage in the business of banking as defined under the Banking Regulation Act, 1949.

To enable the Company to formally undertake these activities, it is necessary to alter the Objects Clause [Clause III(B)] 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 42 & 43 after the sub-clause 41 in Clause III(B) 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.

For Wave Industries Private Limited

Prem Prakash Khurana

Whole-Time Director

DIN: 08560190

Add: - 19/113 Satyam Khand, Sector 19, Vasundhra,
Ghaziabad, Uttar Pradesh 201012

Place: Noida

Date: 30/06/2025

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 Monday, the 28th day of July, 2025 at 2nd 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:

ItemNo.	Special Resolutions	For	Against
1	Alteration in the Memorandum of Association of the Company		

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-
Monday, the 28th day of July, 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 Monday, the 28th day of July, 2025 at 2nd floor, A-13/2, Highway Towers, Sector-62, Noida, U.P.- 201309 at 11:00 a.m.

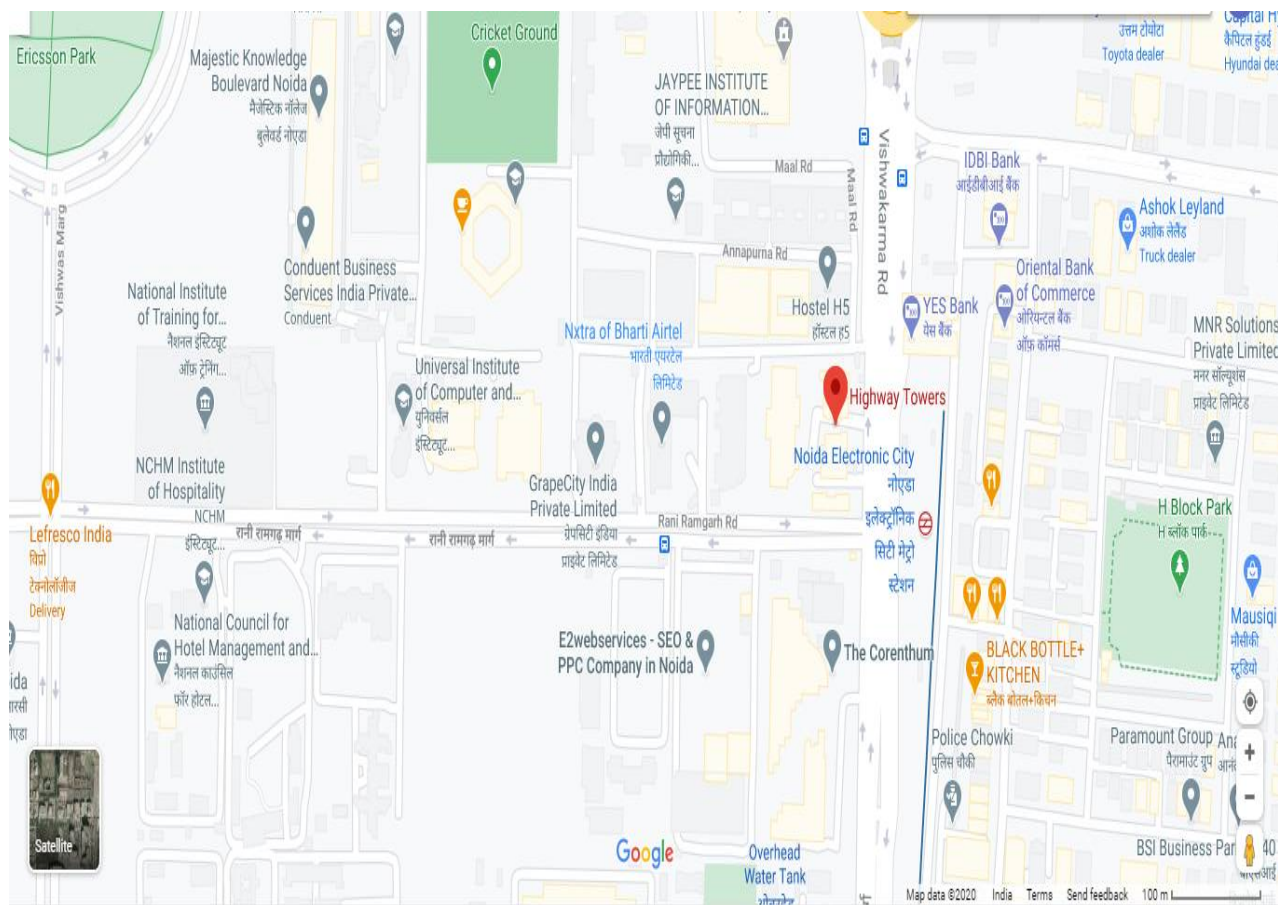
Name of the Shareholders:

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