

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of Wave Industries Private Limited will be held on Wednesday, the 31st day of December, 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. Shifting of Registered office of the Company form NCT of Delhi to state of Uttar Pradesh:

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

"RESOLVED THAT pursuant to provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder (including any amendments, enactments, modification made thereunder, for the time being in force), and subject to the approval of the Central Government (Regional Director, Northern Region at New Delhi) and such other approvals, permissions and sanctions, as may be required from time to time, the consent of Members be and is hereby accorded for shifting the Registered Office of the Company from the "National Capital Territory (NCT) of Delhi" to the "State of Uttar Pradesh".

RESOLVED FURTHER THAT pursuant to Section 13 (4) of the Companies Act, 2013 and subject to confirmation by the Central Government (Regional Director, Northern Region at New Delhi), the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause II:

Clause II: The Registered Office of the Company shall be situated in the "State of Uttar Pradesh.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to prepare, sign and file Petition and other necessary application, affidavits and documents as may be required in connection with petition seeking confirmation of the Central Government (Regional Director) and / or any other relevant authorities.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take any other steps as may become necessary or expedient in this regard, including, but not limited to, the signing and filing of applications, replies, letters, confirmations, undertakings, E-Forms, or any other documents required under the applicable laws, and to make such alterations, modifications, and corrections as may be necessary, as well as to do all such acts, deeds, and things as may be required to give effect to the aforesaid resolution."

For Wave Industries Private Limited

Mohit Goswami
Company Secretary
M. No. A52325

Place: Noida
Date: 29/11/2025

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. 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 Extra-Ordinary General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.
5. Members / Proxies attending the Extra-Ordinary 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 Extra-Ordinary General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary 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 EGM.
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 shifting the Registered Office of the Company from the Mezzanine Floor, M-4 New Delhi South Extension Part-II, New Delhi, Delhi, India, 110049 (National Capital Territory (NCT) of Delhi) to C/o Wave Industries Private Limited, Amroha Road, Malasia Dhanaura, J.P. Nagar-244231,(the State of Uttar Pradesh), 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. 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:

Item No. 1: Shifting of Registered office of the Company from NCT of Delhi to state of Uttar Pradesh

Presently, the Company's Registered Office is located at Mezzanine Floor, M-4 New Delhi South Extension Part-II, New Delhi, Delhi, India, 110049. The Board of Directors of your Company at their meeting held on November 29, 2025 has decided to shift the Registered Office of the Company from the NCT of Delhi to State of Uttar Pradesh (C/o Wave Industries Private Limited, Amroha Road, Malasia Dhanaura, J.P. Nagar-244231) to carry on the business of the Company more economically and efficiently.

Further, the said proposal shall not be detrimental to the interests of the stakeholders of the Company including but not limited to its shareholders, creditors and employees in any manner whatsoever.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires approval of the Members by way of Special Resolution, which is further subject to the confirmation of Central Government (power delegated to Regional Director, Northern Region at New Delhi).

In terms of the provisions contained in Section 13 (4) of the Companies Act, 2013 and subject to confirmation by the Central Government (Regional Director, Northern Region at New Delhi), the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause II:

Clause II: The Registered Office of the Company shall be situated in the "State of Uttar Pradesh".

Therefore, the Board of Directors recommends the Resolution as set out at item no. 1 of the accompanying notice for approval of the Members by way of Special Resolution.

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

Inspection of documents:

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its registered office during normal business hours on all working days up to the date of the Meeting.

For Wave Industries Private Limited

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

**Place: Noida
Date: 29/11/2025**

[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 Wednesday, the 31st day of December, 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:

| Item No. | Special Resolutions | For | Against |
|----------|--|-----|---------|
| 1 | Shifting of Registered office of the Company from NCT of Delhi to state of Uttar Pradesh | | |

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-

Wednesday, the 31st day of December 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 Wednesday, the 31st day of December, 2025 at 2nd floor, A-13/2, Highway Towers, Sector-62, Noida, U.P.- 201309 at 11:00 a.m.

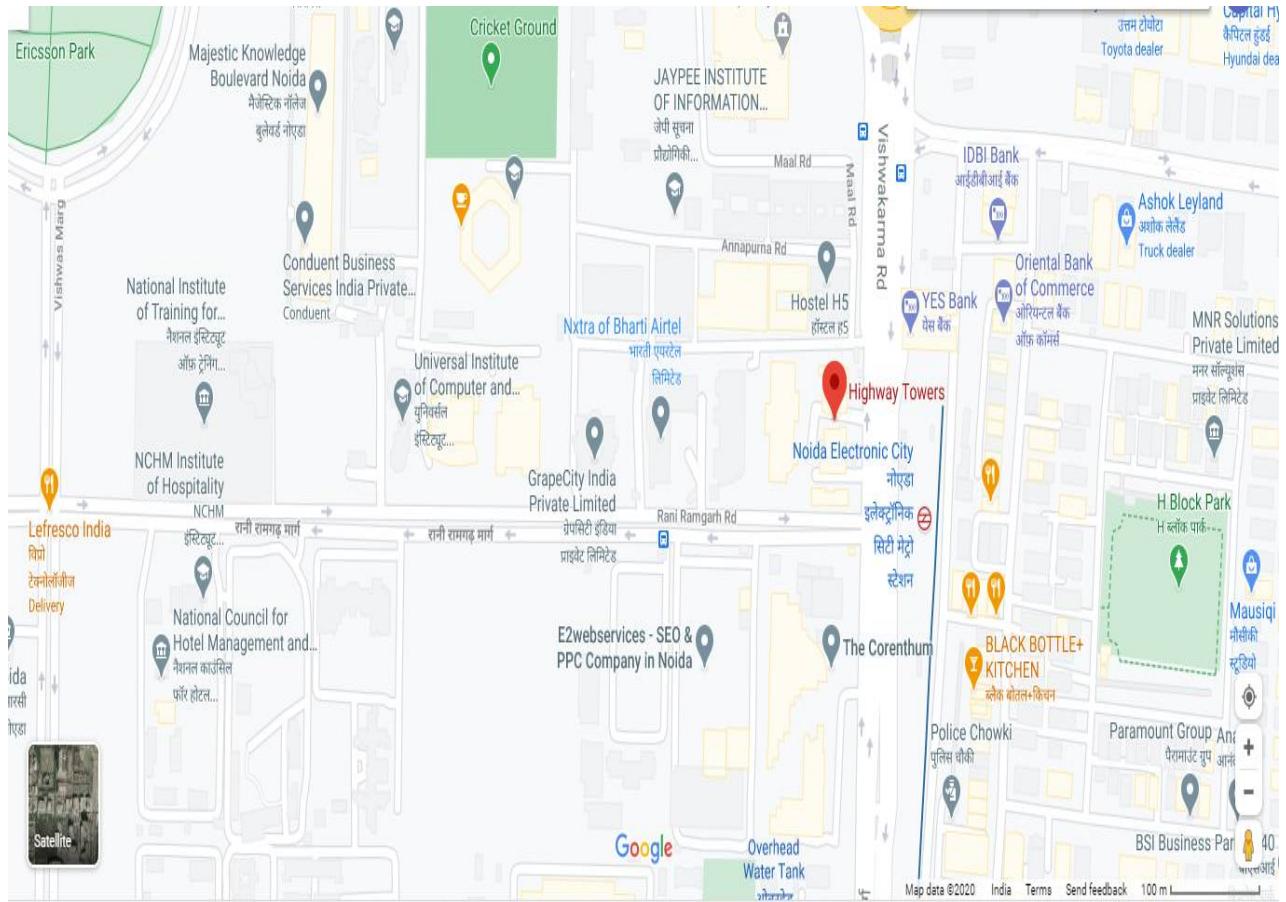
Name of the Shareholders:

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