



## **IGT SOLUTIONS PRIVATE LIMITED**

**Registered Office:** Unit No.1, Ground Floor, A Wing, Business @ Mantri, Survey no 197/2 + 4 to 7B,  
Lohegaon Nagar Road, Pune, Maharashtra -411014  
**CIN:** U72300PN1998PTC187929 **T:** +91 1244355101  
**Website:** [www.igtsolutions.com](http://www.igtsolutions.com) **Email:** [IGT-Legal@igtsolutions.com](mailto:IGT-Legal@igtsolutions.com)

---

### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF IGT SOLUTIONS PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD AT SHORTER NOTICE ON FRIDAY, SEPTEMBER 27, 2024 AT 04:30 P.M. (IST) THROUGH VIDEO CONFERENCING/ ELECTRONIC MODE (I.E. ZOOM PLATFORM OR OTHER AUDIO VISUAL MEANS [OAVM]) TO TRANSACT THE FOLLOWING BUSINESSES**

#### **SPECIAL BUSINESS:**

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for Issuance of fully paid bonus shares.

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Reserve Bank of India, Government of India, including the Department for Promotion of Industry and Internal Trade, the Memorandum of association of the Company, the Articles of Association of the Company, the rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions, the consent of the members of the Company, be and is hereby accorded to capitalize the sum of Rs 4,07,23,02,557/- (Rupees Four Hundred Seven Crore Twenty Three Lakh Two Thousand Five Hundred and Fifty Seven Only) out of the Securities Premium Account of the Company as on date for the issue and allotment of 40,72,18,240 (Forty Crore



Seventy Two Lakh Eighteen Thousand Two Hundred and Forty) bonus equity shares (“**bonus shares**”) of Rs. 10/- (Rupees Ten Only) each credited as fully paid-up equity shares to the shareholders’ (*including beneficial owner of 1 share held by Dunlipharder B.V*) of the Company as on record date as may be decided by the Board, in the proportion of 22,880 (Twenty Two Thousand Eight Hundred Eighty) new fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only).

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

**RESOLVED FURTHER THAT** any of the Director or the Company Secretary of the Company be and are hereby severally authorised to make, sign and execute all the necessary form(s), and document(s) as may be required in this regard and to do all such act(s), deed(s) and thing(s) whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board in its discretion thinks fit and proper.”

**By order of Board of Directors  
For IGT Solutions Private Limited**

**Sd/-  
Ashish Thakur  
Company Secretary**

**Place: Gurugram, Haryana**

**Date: September 27, 2024**



### **NOTES:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its circular dated September 19, 2024, read with circulars dated December 28, 2022, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting including Extra-Ordinary General Meetings (“AGM” or “EGM” or “Meeting”) through Video Conferencing facility/ Other Audio Visual Means (“VC/OAVM”) on or before September 30, 2025, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC / OAVM. Since the EGM is being held through VC/OAVM Facility, the Route Map is not annexed in this Notice
2. Since, the EGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
3. Corporate members intending to attend the EGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the EGM. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company to [ashish.thakur@igtsolutions.com](mailto:ashish.thakur@igtsolutions.com).
4. Members holding shares in electronic form are advised to notify the changes, if any, in their address/ bank details/ mandate to their respective depository participants.
5. The statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013, and all documents referred to in the Notice and accompanying explanatory statements will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to the Company Secretary of the Company at [ashish.thakur@igtsolutions.com](mailto:ashish.thakur@igtsolutions.com).
6. Notice for convening the EGM of the Company being circulated to the members of the Company is also available on the Company’s website.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In case of any further query/ information required, please contact through email at [ashish.thakur@igtsolutions.com](mailto:ashish.thakur@igtsolutions.com).
9. Additional information, in respect of directors reappointing at the EGM and Explanatory Statement as required under Section 102 of the Companies Act, 2013 and Secretarial Standards, in respect of special business under item numbers 04 to 06 of the Notice is appended hereto and forms part of this Notice.



10. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- a) Shareholder will be provided with a facility to attend the EGM through VC/OAVM through Zoom Platform. The link for VC/OAVM will be provided separately through email.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARD 2 WITH RESPECT TO THE SPECIAL BUSINESSES MENTIONED IN THE NOTICE.**

**ITEM NO. 1**

In appreciation to the continuing support from the members of the Company and in view of the fact that as on date the Company has accumulated sufficient amount outstanding in its Securities Premium Reserve.

The Securities Premium Reserves as per the trial balance as on date is Rs. 4,07,23,02,557 (Rupees Four Hundred Seven Crore Twenty Three Lakh Two Thousand Five Hundred and Fifty Seven Only). The Board of Directors at their meeting held on September 26, 2024 have recommended the issuance of bonus shares in the proportion of 22,880:1 i.e. 22,880 (Twenty Two Thousand Eight Hundred and Eighty) new equity share of Rs. 10 each for every 1 (One) existing equity share of Rs. 10/- each fully paid up held by the shareholders on Record Date as may be decided by the Board, by capitalization of a aforesaid sum from the Securities Premium Reserves.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, and subject to approval of members and such approvals, if required, from the statutory authorities.

The Bonus Shares so allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and carry the same rights as the existing fully paid Equity Shares of the Company.

As per Article 10 read with Article 17 of the Articles of Association of the Company, it is necessary to obtain the approval of the members for reducing share premium account, accordingly consent of the members is sought for passing above resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 1 of the Notice.

**By order of Board of Directors  
For IGT Solutions Private Limited**

**Sd/-  
Ashish Thakur  
Company Secretary**

**Place: Gurugram, Haryana**

**Date: September 27, 2024**