



NOTICE FOR CONVENING FIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the 1st Annual General Meeting (“AGM”) of the Members of BMEG Private Limited (the “Company”) will be held on Tuesday, September 26, 2023 at 04:00 PM IST at the Registered Office of the Company situated at No. 2, 3rd Floor, 1st Main Jakkasandra 1st Block, Koramangala, Bengaluru-560034, Karnataka, India, to transact the following business on a shorter notice:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, AND THE REPORT OF AUDITORS THEREON AND REPORT OF BOARD OF DIRECTORS**

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon and Report of the Board of Directors as circulated, be and are hereby received, considered and adopted.”

- 2. TO APPOINT STATUTORY AUDITORS AND FIX THEIR REMUNERATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and further to the recommendation of the Board of Directors (“Board”), M/s. SGM & Associates LLP (FRN: S200058), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a tenure of 5 (Five) years starting from FY 2023-24 on such terms and conditions including remuneration as may be mutually agreed between the Board and them, from time to time, and they shall hold office from conclusion of First Annual General Meeting until the conclusion of 6th Annual General Meeting to be held in the FY 2028-29;

RESOLVED FURTHER THAT the Board be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matter, filing and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

- 3. TO APPOINT MR. SANKRANTHI NAGARAJU (DIN: 09169625) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY**

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



“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Board of Directors (the “Board”), Mr. Sankranthi Nagaraju (DIN: 09169625), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the meeting of Board held on June 3, 2022 to hold office with effect from June 3, 2022 up to the date of ensuing AGM, be and is hereby appointed as a Director (Non-Executive, Non- Independent) of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the above resolution.”

**By and On Behalf of the Board
For BMEG Private Limited**



**Anil Kumar Panchariya
Company Secretary
Membership No.: FF10956**



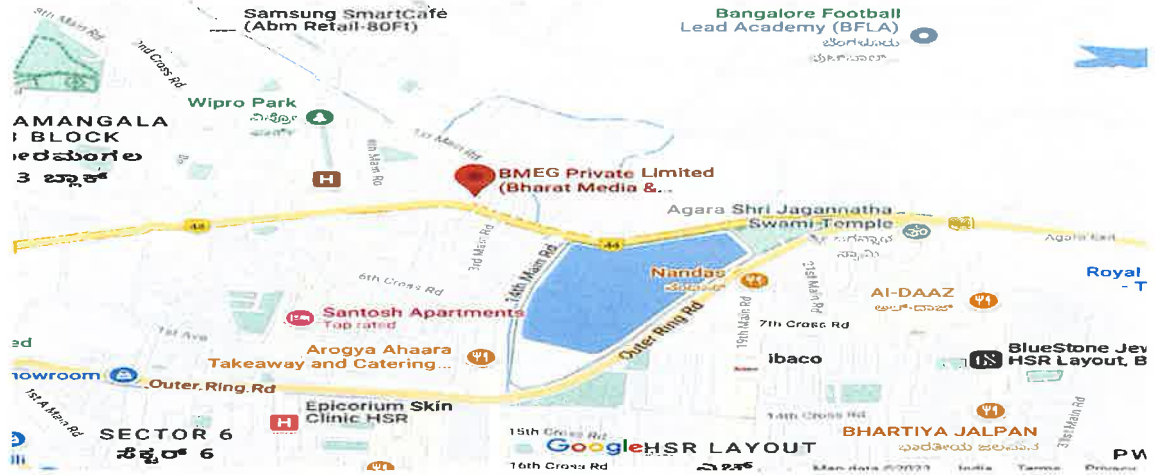
**Date: September 07, 2023
Place: Bengaluru**

NOTES

1. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, relating to special business to be transacted at the Meeting is annexed.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of 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 person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
8. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and at the venue of the Meeting for the duration of the Meeting.



9. Route map is enclosed:



Address of the Venue: No. 2, 3rd Floor, 1st Main Jakkasandra 1st Block, Koramangala, Koramangala I Block, Bengaluru, Karnataka, India, 560034.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND EXPLANATORY STATEMENT PURSUANT TO SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

ITEM NO. 3

TO APPOINT MR. SANKRANTHI NAGARAJU (DIN: 09169625) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY.

Background

The Board of Directors had appointed Mr. Sankranthi Nagaraju, in its Meeting held on June 3, 2022, as an Additional Director (Non-Executive) of the Company w.e.f. June 3, 2022 to hold office up to the date of ensuing AGM of the Company. However, the Company proposes to appoint him as Director in the category of Non-Executive and Non-Independent.

Detailed Profile

Particulars	Details
Name	Sankranthi Nagaraju
Date of Birth and Age	22-06-1984, 39
Qualification	B.Com, MBA
Experience	19+ years in Finance
Terms and conditions of appointment	Appointment as a Director (Non-Executive, Non-Independent)
Remuneration sought to be paid	Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws.
Date of first appointment on the Board	June 03, 2022
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
The number of Meetings of the Board attended during the year	7 Board Meetings
Other directorship	1. Greynium Information Technologies Private Limited 2. Innovative Ver Se Media Private Limited 3. High Ver Se Technologies Private Limited 4. Ver Se Hi-Tech Solutions Private Limited
Membership/ Chairmanship of Committees of other Boards	NA

Recommendation and Interest of Directors/KMPs

The Board of Directors recommends the passing of the Resolution at Item No. 3 as an Ordinary Resolution.

Except Mr. Sankranthi Nagaraju, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

**By and On Behalf of the Board
For BMEG Private Limited**



**Anil Kumar Panchariya
Company Secretary
Membership No.: FF10956**



**Date: September 07, 2023
Place: Bengaluru**

**ANNEXURE-I
PROXY FORM (MGT-11)**

[Pursuant to the provisions of 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	
E-mail ID	
Folio No/Client ID	

I/We are being the Member(s) of _____ Equity shares of Rs. 10/- each of **BMEG Private Limited**, hereby appoint:

Name: _____ E-mail _____ Id: _____

Address: _____

Signature: _____ or failing him.

Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Annual General Meeting of the Company to be held on Tuesday, September 26, 2023 at 4:00 PM at No. 2, 3rd Floor, 1st Main Jakkasandra, 1st Block, Koramangala, Bengaluru-560034, Karnataka, India, and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Item No.	Resolution	For	Against
1	To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended March 31, 2023, and the Report of Auditors thereon and Report of Board of Directors.		
2.	To appoint Statutory Auditors and to fix their remuneration.		
3.	to appoint Mr. Sankranthi Nagaraju (DIN: 09169625) as a Director (Non-Executive, Non-Independent) of the Company.		

Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

Signed this _____ day of _____ 2023

Signature of Member(s): _____

Signature of the Proxy holder(s) : _____

Affix revenue
Stamp

Note: This proxy form in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 1 hour before the Annual General Meeting.

ATTENDANCE SLIP
1ST ANNUAL GENERAL MEETING

Registered Folio No./ DP ID and Client ID	
Name and Address of the Member(s)	

I / We, hereby record my / our presence at the 1st Annual General Meeting of the Company at the Registered Office of the Company on Tuesday, September 26, 2023, at 04:00 P.M.

.....
Member's Folio /
DP ID- Client ID

.....
Member's / Proxy's
Name in BLOCK Letters

.....
Member's / Proxy's
Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.