

NOTICE

NOTICE is hereby given that First Extraordinary General Meeting of BMEG Private Limited for the financial year 2022-23 will be held on Thursday, 14th April, 2022 at 09:00 a.m. at the registered office of the Company at P-41, 9th A Main, LIC Colony, Bangalore – 560075 to transact the following business:

SPECIAL BUSINESS:

1. Alteration to Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT, pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (hereinafter referred to as the “Act”) including any statutory modifications, amendments thereto or re-enactment thereof, the regulations, rules, guidelines, if any, issued by the Government of India and subject to the approval of the Registrar of Companies, consent of the members of the Company be and is hereby accorded to alter the

I. Clause 3rd (A) being the Objects Clause of the Memorandum of Association of the Company by redrafting the existing main object(s) and addition of new clauses 2 to 5 as provided below:

1. To carry on the business of providing advertisement services in India and abroad either directly or through subsidiary company(ies) both present and future, joint venture, partnership, or any other arrangement, merger de-merger, with any company, body corporate or person.
2. To carry on the business of bidding and re-selling third party advertisements in India and abroad either directly or through subsidiary company(ies) both present and future, joint venture, partnership, or any other arrangement, merger de-merger, with any company, body corporate or person.
3. To carry on the business of advertising services to business units, in India or anywhere in the world by providing opportunities for advertisement through all mediums whether print, telecom, newspapers, magazines, other audio-visual or any other means, by serving as a single partner either directly or through subsidiary company(ies) both present and future, joint venture, partnership, or any other arrangement, merger de-merger, with any company, body corporate or person.
4. To provide any kind on services relating to e-commerce, entertainment, infotainment, mobile applications, multimedia, digital systems, electronic systems, computer systems, telecommunication, video systems, development centers, technology hubs, design centers or any related activities in India and abroad either directly or through subsidiary company(ies) both present and future, joint venture, partnership, or any other arrangement, merger de-merger, with any company, body corporate or person.

5. To develop, deal, operate and render services in software products, intellectual property for the information technology industry including but not limited to computer software, embedded system software, mobile software, networking software, mobile and business application software etc in India and abroad either directly or through subsidiary company(ies) both present and future, joint venture, partnership, or any other arrangement, merger de-merger, with any company, body corporate or person.

II. A new Clause 28 be added to 3rd (B) of the Objects Clause of the Memorandum of Association of the Company which reads as under:

28. To subscribe, invest or otherwise acquire the shares, debentures or other kind of securities/instruments, by whatever name called, of the companies in India or abroad to create an ability to set up subsidiary (ies), joint venture, partnership or any other arrangements.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take necessary steps and to sign and file necessary documents/forms and papers and to do all such acts and things as may be necessary to give effect to the above resolution.

2. Increase in Authorised Share Capital of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder (hereinafter referred to as the **“Act”**) including any statutory modifications, amendments thereto or re-enactment thereof, the regulations, rules, guidelines, if any, issued by the Government of India, consent of members of the Company be and is hereby accorded for the increase in authorized share capital from Rs. 10,00,000/- (Rupees Ten Lakhs Only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 100,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

“FURTHER RESOLVED THAT, the existing Clause 5th of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place the following as new Clause 5th:-

CLAUSE 5th

“The authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 100,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things, and execute, deliver and/or file all such documents, including signing manually or digitally all such forms, documents and

papers, as may be required to be filed or submitted with the Registrar of Companies, as may be necessary or desirable in connection with the aforementioned resolutions.”

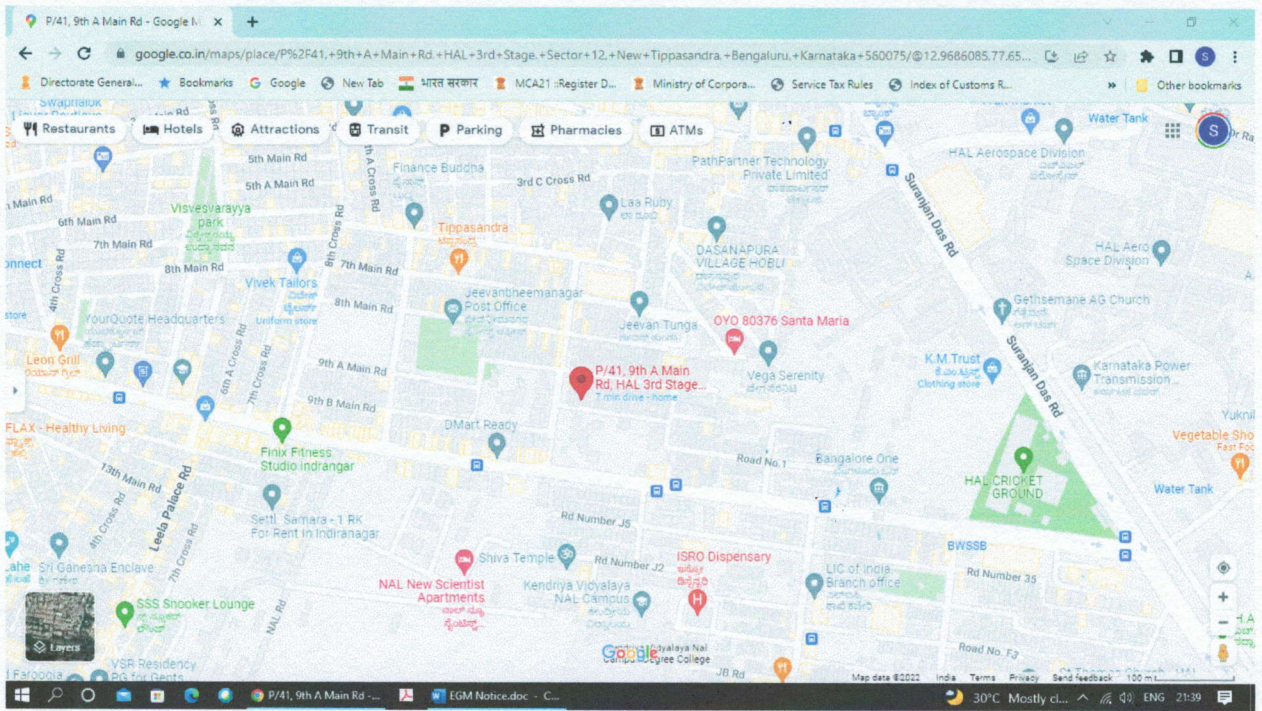
By Order of the Board of Directors
For BMEG PRIVATE LIMITED
For BMEG Private Limited


Anand Manoharan Charles
Director
DIN: 06574073

Place: Bangalore
Date : 22nd March, 2022

NOTES:

- a) A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
- b) The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
- c) In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
- d) All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection of the members of the Company at the registered office of the Company during normal business hours on all working days up to and including the date of Extraordinary General Meeting of the Company.
- e) Route map showing Registered Office is enclosed



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1 -Alteration to Objects Clause of the Memorandum of Association of the Company

The Board of Directors at their meeting held on March 22, 2022 proposed to alter the object clause for diversification into areas which would be profitable for the Company as part of diversification plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be altered/revised so as to cover a wide range of activities to enable the Company to consider embarking upon new projects and activities. To enable the same, it is proposed to redraft the Clause 3rd(A) and insert four new clauses as Clause 2 to 5 in Clause 3rd Part (A) of the Main Object and a new Clause 28 be added to 3rd (B) of the Objects Clause of the Memorandum of Association of the Company.

This alteration to Memorandum of the Company requires the approval of members by Special Resolution.

The Board of Directors recommends the resolution for approval of the members.

None of the directors and key managerial personnel of the Company including their relatives are concerned or interested, either directly or indirectly, in the proposed resolution.

Item No. 2 – Increase in Authorised Share Capital of the Company

The Company, in order to mobilize funds for expansion of its business activities and considering the future development plans of the Company, to facilitate fresh allotment of shares, it was deemed appropriate to increase the authorized share capital of the Company from Rs. 10,00,000/- to Rs. 10,00,00,000/-. This change would necessitate an amendment to Clause 5th of the Memorandum of Association of the Company, which, in terms of the Companies Act, 2013, requires an ordinary resolution to be passed by the members of the Company.

The Board recommends passing of the ordinary resolution set out in the Notice convening the meeting. The said resolution is placed before the members of the Company for their approval.

No director, key management personnel and/or their relatives, is concerned or interested in the said resolution, except to the extent of their respective shareholding in the Company.

By Order of the Board of Directors
For BMEG PRIVATE LIMITED

For BMEG Private Limited


Anand Manoharan Charles
Director
DIN: 06574073

Place: Bangalore
Date : 22nd March, 2022

ATTENDANCE SLIP

Extra-ordinary General Meeting – April 14, 2022

Registered Folio no.:

Number of shares held:

I certify that I am a member / authorized representative for the member of the Company.

I hereby record my presence at the Extra-ordinary General Meeting of the Company at P-41, 9th A Main, LIC Colony, Bangalore – 560075 on 14th day April, 2022.

.....
Name of the member
(In BLOCK letters)

.....
Signature of the member

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

PROXY FORM

[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. : _____

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

1. Name: _____ E-mail Id: _____
Address: _____
Signature : _____ or failing him

2. 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 Extraordinary General Meeting of the Company to be held on April 14, 2022, at 09.00 a.m.. at P-41, 9th A Main, LIC Colony, Bangalore – 560075 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

1. Alteration to Objects Clause of the Memorandum of Association of the Company.
2. Increase in Authorised Share Capital of the Company

Signed this _____ day of _____ 2022

Signature of Member(s): _____

Signature of the Proxy holder(s) : _____

Affix Reven ue 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 Extraordinary General Meeting.