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## **NOTICE OF AGM ON SHORTER NOTICE**

Shorter Notice is hereby given that 10<sup>th</sup> Annual General Meeting (“AGM”) of Members of **M3BI INDIA PRIVATE LIMITED** (the ‘Company’) upon approval of Members of the Company, u/s 101 of The Companies Act, 2013 to conduct the meeting at shorter notice, will be held at its Registered Office UNIT # C-307, Teerth Technospace, S.No. 103, Off Mumbai Bangalore Highway, Baner, Pune - 411045 Maharashtra, India on Friday, July 22, 2022 at 10:00 am (IST) to transact the following business:

### **ORDINARY BUSINESS**

- 1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To re-appoint Mr. Ajay Singh Bhutoria [DIN: 09013862]**

To appoint a Director in place of Mr. Ajay Singh Bhutoria, who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible, offers himself for the re-appointment.

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

**“RESOLVED THAT** pursuant to Section 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and subject to provisions of the Articles of Association of the Company, the Members hereby accord their consent for the re-appointment of Mr. Ajay Singh Bhutoria [DIN: 09013862] as a Non-Executive Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to sign and file all the necessary forms and other document(s) as may be required with statutory authorities including the Registrar of Companies and to do all such acts, deeds, matters and things as may be considered necessary desirable and expedient to give

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effect to foregoing resolution(s) including delegation of powers herein, to any of the Directors and/or officers of the Company.”

### 3. Appointment of Statutory Auditors

To approve, confirm and ratify the appointment of M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/E300003) as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company. .

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 of the Companies Act, 2013 (the ‘Act’) and other applicable provisions, if any, of the Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S R B C & CO LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E/E300003), having office at Ground floor, Panchshil Tech Park, Yerwada, near Don Bosco School, Pune 411006, be and is hereby appointed as the Statutory Auditors of the Company, to fill the causal vacancy caused by the resignation of M/s. J. S. Sundaram & Co, Chartered Accountants, Firm Registration No: -004209S, commencing from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the said Auditors and Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.”

## SPECIAL BUSINESS

### 4. Appointment of Mr. Vijay Kumar Anumolu as an Executive Director of the Company.

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The Chairman to inform that Mr. Vijay Kumar Anumolu was appointed as additional Director on December 8, 2020 and further Shareholders approved the said appointment on November 30, 2021 as Non-Executive Director.

Considering services being provided by Mr. Vijay Kumar Anumolu, it is proposed to appoint him as an Executive Director of the Company.

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

**“RESOLVED THAT** pursuant to provisions of Section(s) 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (“Act”); Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (“the Rules”) read with Schedule V of the Act (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Articles of Associations of the Company, the approval and/or consent of the members of the Company be and is hereby accorded for the Change in Designation of Mr. Vijay Kumar Anumolu [DIN: 08986023] from Director in Non-Executive Category to Executive Director Category of the Company with effect from 22<sup>nd</sup> July 2022, for the period of 5 (five) years and payment of remuneration for the aforesaid period, on such terms and conditions as may be mutually agreed between the Director and the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies.

**5. Appointment of Mr. Kaushik Chatterjee (DIN: 09496994) as a Non-Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to Section(s) 149, 152 and other applicable provisions of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of Company and the other applicable provisions (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Kaushik Chatterjee (DIN: 09496994) who was



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appointed as additional Director of the Company who holds office up to the date of this Annual General Meeting, and respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing his candidature for the Directorship of the Company, and who is eligible for the appointment, be and is hereby appointed as a Non-Executive Director of Company. liable to retire by rotation

**RESOLVED FURTHER THAT** any one of the Directors of the Company, be and is hereby severally authorized to sign and file all the necessary forms and other document as may be required with statutory authorities including the Registrar of Companies and to do all such acts, deeds and things as may be required for the purpose of giving effect to aforesaid resolution(s).

By the order of the Board

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**For M3BI INDIA PRIVATE LIMITED**

Director

Vijay Kumar Anumolu

DIN: 08986023

Registered Office: M3bi India Private Ltd

Unit # C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway, Baner,  
Pune-411045

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED BEFORE THE COMMENCEMENT OF THE MEETING.
3. Members/ Proxies should fill the attendance slip for attending the Meeting.
4. The Proxies should carry their identity proof i.e., a Pan Card / Aadhaar card / Passport / Driving License.
5. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in respect of the Special Business to be transacted at the 10<sup>th</sup> Annual General Meeting ('AGM' or the 'Meeting') is annexed in **Annexure A** forming part of this notice.
7. Brief profile and other information of Directors proposed to be appointed/ re-appointed is annexed hereto in **Annexure B** forming part of this notice.
8. All documents referred to in the accompanying notice and the explanatory statement as well as the other documents as required under the provisions of the companies act, 2013 and rules made thereunder, are open for inspection at the registered office & corporate office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of this annual general meeting.
9. Route map to the venue of this meeting, proxy form and attendance slips forms part of this notice and are enclosed in enclosed **Annexure C** forming part of this notice.

## **ANNEXURE A: EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)**

### **Item No. 4**

#### **To appoint Mr. Vijay Kumar Anumolu as an Executive director of the Company.**

Mr. Vijay Kumar Anumolu was appointed as a Director and further Shareholders approved the said appointment on November 30, 2021 as a Director (Non-Executive category). However, considering services being provided Mr. Vijay Kumar Anumolu, it is proposed to appoint Mr. Vijay Kumar Anumolu as an Executive director of the Company .

The Board approved his appointment as a Director in the Executive Category at its meeting held on July 18, 2022, subject to approval of shareholders. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Vijay Kumar Anumolu by the Company.

The Board recommends the passing of the resolution as set out at Item No. 4 of the Notice of the AGM as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Vijay Kumar Anumolu, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 to the Notice.

A copy of the Board Resolution and the draft appointment letter issued to Mr. Vijay Kumar Anumolu, will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company up to the date of this annual general meeting.

### **Item No. 5**

#### **Appointment of Mr. Kaushik Chatterjee (DIN: 09496994) as a Non-Executive Director of the Company.**

Mr. Kaushik Chatterjee (DIN: 09496994) was appointed as an Additional Director (Non-Executive) of the Company with effect from February 10, 2022 pursuant to (a) the provisions of Section 161 of the Companies Act, 2013 (the ‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and holds office up to the date of this Annual General Meeting and is



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eligible for appointment as a Director. Mr. Chatterjee is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013, given his background and experience and contributions made by him during his tenure, his continued association would be beneficial to the Company and it is desirable to continue to avail his services as a Director.

Notice stipulated under Section 160 of the Act has been received proposing his candidature for appointment as Director of the Company. Further, the Board has approved his appointment as a Director in Non-Executive Category, subject to approval of shareholders in its meeting held on July 22, 2022. The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. Kaushik Chatterjee by the Company.

The Board recommends the passing of the resolution as set out at Item No. 5 of the Notice of the AGM as an ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Kaushik Chatterjee, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 to the Notice.

A copy of the Board Resolution and the draft appointment letter to be issued to Mr. Kaushik Chatterjee, will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company up to the date of this annual general meeting.

**ANNEXURE-B: INFORMATION PURSUANT TO THE PROVISIONS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED**

ITEM NO.2

Name of the Director	Mr. Ajay Singh Bhutoria
Age	55
Qualification	Bachelor's Degree in Commerce (Honors) and Chartered Accountancy
Experience	More than 30 years of experience in Technology, Sales, Finance, Operations and wide management experience
Terms and conditions of appointment or re-appointment along with details of remuneration	To refer to draft appointment letter available for inspection
Remuneration last Drawn	NIL from M3bi India Private Ltd.
Date of first appointment on the Board	8 <sup>th</sup> July 2021
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
No. of Meetings of the Board attended during the year	3
Other Directorships	ZENSAR TECHNOLOGIES LIMITED
Membership/ Chairmanship of Committees of other Boards	1

ITEM NO. 4

Name of the Director	Mr. Vijay Kumar Anumolu
Age	41



Qualification	Bachelor of Engineering
Experience	Up to 18 years of experience
Terms and conditions of appointment or re-appointment along with details of remuneration	To refer to appointment letter
Remuneration last Drawn	INR 29,460,471 for FY 2021-22
Date of first appointment on the Board	8 <sup>th</sup> December 2020
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NA
No. of Meetings of the Board attended during the year	3
Other Directorships	Nil
Membership/ Chairmanship of Committees of other Boards	Nil

ITEM NO. 5

Name of the Director	Mr. Kaushik Chatterjee
Age	46
Qualification	BTech, PGDM (MBA equivalent)
Experience	Up to 16 years of experience
Terms and conditions of appointment or re-appointment along with details of remuneration	To refer to draft appointment letter available for inspection
Remuneration last Drawn	NIL from M3bi India Private Ltd.
Date of first appointment on the Board	10 <sup>th</sup> February, 2022
Shareholding in the Company	One share as a beneficiary of Zensar Technologies Ltd
Relationship with other Directors, Manager	NA



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and other Key Managerial Personnel	
No. of Meetings of the Board attended during the year	0
Other Directorships	Nil
Membership/ Chairmanship of Committees of other Boards	Nil



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**M3BI INDIA PRIVATE LIMITED**

**Corporate Identification No. (CIN) – (U72200PN2012FTC142660)**

**Registered Office: Unit # C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway, Baner, Pune-411045**

**ATTENDANCE SLIP  
(To be presented at the entrance)**

I/we, hereby record my/our presence at the ANNUAL GENERAL MEETING of the Company to be held on Friday, 22<sup>nd</sup> July 2022 at 10am at the C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway, Baner, Pune-411045 and at any adjournment thereof.

Folio No..... No. of shares held.....

Name of the Member ..... Signature.....

Name of the Proxy holder ..... Signature.....

Note:

1. Only Member/Proxy holder can attend the Meeting
2. Member/Proxy holder should bring his/her copy of the Notice for reference at the Meeting



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**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 : .....

Folio No. ....

I/We, being the member of .....shares of M3bi India Private Limited, hereby appoint:

Name:.....Address.....  
.....signature.....

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Friday, 22<sup>nd</sup> July 2022 at 10am at the C-307, Teerth Technospace, S. No. 103, Off Mumbai Bangalore Highway, Baner, Pune-411045 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Mr. Ajay Singh Bhutoria [DIN: 09013862]
3. To appoint Statutory Auditors of the Company.



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**Special Business:**

4. Appointment of Mr. Vijay Kumar Anumolu as an Executive Director Category of the Company.
5. Appointment of Mr. Kaushik Chatterjee (DIN: 09496994) as a non-Executive director of the Company.

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

## ROUTE MAP OF THE VENUE OF THE MEETING

