

# BOTLAB DYNAMICS PRIVATE LIMITED

Regd. office: BUILDING NO 1/6 M.I.G, NANAKHEDA EXTENTION YOJANA NO - 2 UJJAIN, INDORE,  
MADHYA PRADESH-456010

CIN NO. U35990MP2016PTC041166

## NOTICE

**SHORTER NOTICE IS HEREBY GIVEN THAT THE (01)/2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BOTLAB DYNAMICS PRIVATE LIMITED ("COMPANY") WILL BE HELD ON WEDNESDAY, JULY 12<sup>TH</sup>, 2023, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BUILDING NO. 1/6, M.I.G. NANAKHEDA EXTENSION, YOJANA NO-2, UJJAIN, MADHYA PRADESH – 456010:**

### **SPECIAL BUSINESS:**

#### **ITEM NO -1**

#### **APPROVAL FOR RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO CLAUSE 5 OF MEMORANDUM OF ASSOCIATION**

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 Section 61 and 64 of the Companies Act 2013 and rules made thereunder and any other applicable provisions, including any statutory modifications thereto or reenactments thereof for the time bring in force, the Authorized Share Capital of the Company be and is hereby reclassified:

From INR 25,00,000 (Indian Rupees Twenty-Five Lakhs) divided into 2,50,000 (Two Lakhs fifty thousand) equity shares of INR 10 (Indian Rupees Ten) each

To INR 25,00,000 (Indian Rupees Twenty-Five Lakhs) divided into 2,00,000 (Two Lakhs) equity shares of INR 10 (Indian Rupees Ten) each and 50,000 (Fifty Thousand) 0.001% cumulative compulsorily convertible preference shares of INR 10 (Indian Rupees Ten) each.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act 2013 and rules made thereunder and other applicable provision, if any of Companies Act, 2013, the existing clause 5 of Memorandum of Association of the Company be and is hereby altered by deleting of the existing clause 5 and shall be substituted with new clause 5 as under:

Clause 5.

***"The Authorized Share Capital of the Company is INR 25,00,000 (Indian Rupees Twenty-Five Lakhs) divided into 2,00,000 (Two Lakhs) equity shares of INR 10 (Indian Rupees***

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*Ten) each and 50,000 (Fifty Thousand) 0.001% cumulative compulsorily convertible preference shares of INR 10 (Indian Rupees Ten) each."*

**"RESOLVED FURTHER THAT** each Director of the Company be and is hereby authorized to take all necessary steps, to sign, digitally or physically, execute, deliver, submit, all documents, e-Forms, papers and undertakings to do all such things and acts that may be necessary to put the above resolution into effect."

## ITEM NO-2

### **APPROVAL FOR ALTERATION IN THE CLAUSE 4. LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act 2013 and rules made thereunder and the provisions of the Memorandum and Articles of Association of the Company, consent of the shareholders of the company be and is hereby accorded for deletion of the existing clause 4 i.e. liability clause of the Memorandum of Association and shall be substituted with new clause 4 as under:

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**"RESOLVED FURTHER THAT** each Director of the Company be and is hereby authorized to take all necessary steps, to sign, digitally or physically, execute, deliver, submit, all documents, e-Forms, papers

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and undertakings to do all such things and acts that may be necessary to put the above resolution into effect.”

**Board**

**By Order of the**

**For BOTLAB DYNAMICS PRIVATE LIMITED**

**Date:** 10th July, 2023

**Place:** Ujjain

Dr. Sarita Ahlawat

For Botlab Dynamics Private Limited  
  
Director / Authorised Signatory  
Director  
DIN: 07676724

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## NOTES:

1. A member of the Company entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his behalf. A proxy need not be a member. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business set out above is annexed hereto.
3. A proxy form duly completed, stamped and signed should reach the Registered Office of the Company not less than 48 hours before the time of the Extra – Ordinary General Meeting.
4. Members / Proxies should bring the duly filled Attendance Slip at the Extra – Ordinary General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.

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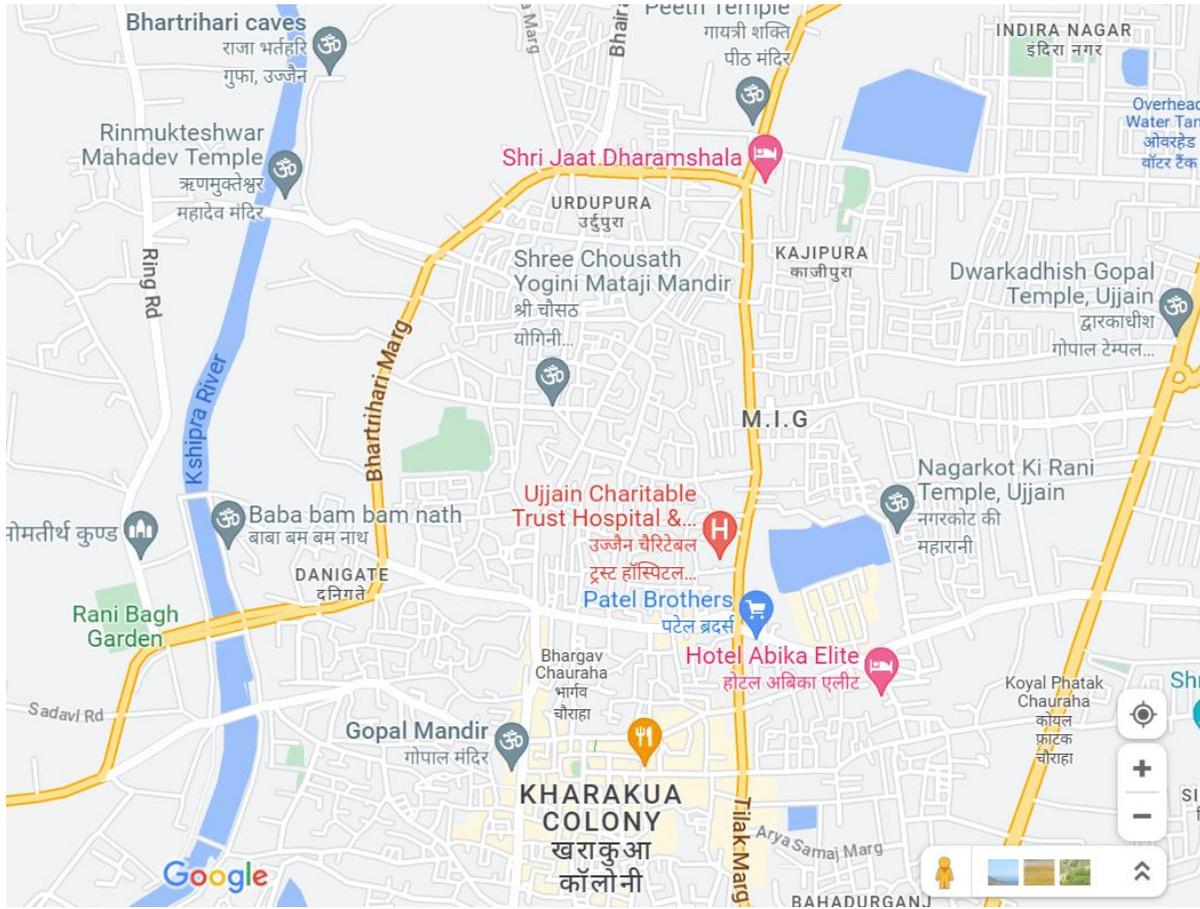
5. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the Meeting.
6. The Meeting of shareholders is being called for shorter notice, hence, requested to submit their consent the same to convene the said Meeting.
7. Map of the venue of the meeting is annexed hereto

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## Map of the Venue



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## EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE ACT.

### **ITEM NO. 1**

The Authorised Capital of the Company as on date is INR 25,00,000 (Indian Rupees Twenty Five Lakhs) consisting of 2,50,000 Equity shares of INR 10 (Indian Rupee Ten) each.

The Company, and its shareholders have executed an investment agreement with investors ("**Investment Agreement**") for *inter alia* the issuance of the compulsory convertible preference shares ("**CCPS**") and equity shares ("**Equity Shares**") in the manner contemplated under the Investment Agreement. However, the existing authorized share capital of the Company does not have CCPS and therefore, the company is required to consider reclassification of the authorized share capital of the Company for creation of CCPS by way of altering the existing share capital clause from INR 25,00,000 (Indian Rupees Twenty Five Lakhs) divided into 2,50,000 (Two Lakhs fifty thousand) equity shares of INR 10 (Indian Rupees Ten) each to INR 25,00,000 (Indian Rupees Twenty-Five Lakhs) divided into 2,00,000 (Two Lakhs) equity shares of INR 10 (Indian Rupees Ten) each and 50,000 (Fifty Thousand) 0.001% cumulative compulsorily convertible preference shares of INR 10 (Indian Rupees Ten) each.

Such reclassification will have a consequent effect on the share capital clause mentioned in the Memorandum of Association and thus Clause 5 of the Memorandum of Association i.e. capital clause is proposed to be suitably amended by replacing it with new clause. The provisions of the Act require the Company to seek the approval of the members for reclassification of the authorised share capital and thereby amending the capital clause of the Memorandum of Association of the Company.

None of the directors of the Company is, in any way, concerned or interested in this resolution. The Board of Directors accordingly recommends the resolution for your approval.

### **ITEM NO. 2**

The member's liability clause i.e. Clause 4. of the Memorandum of Association of the Company requires alteration to limit the extent of the liability. The existing clause shall be deleted and substituted for new

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clause. The alteration of the memorandum of association requires approval from the members of the Company by way of a special resolution.

None of the directors of the Company is, in any way, concerned or interested in this resolution. The Board of Directors accordingly recommends the resolution for your approval.

**By Order of the Board**

**For BOTLAB DYNAMICS PRIVATE LIMITED**

**Date:** 10/07/2023

**Place:** Ujjain

For Botlab Dynamics Private Limited  
  
Director / Authorised Signatory

Santa Ahlawat

Director

DIN: 07676724