

# 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, email: a1bunkar@gmail.com,

Contact: 9873088096, Website: [www.botlabdynamics.com](http://www.botlabdynamics.com)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE (05/2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF BOTLAB DYNAMICS PRIVATE LIMITED WILL BE HELD ON A SHORTER NOTICE ON WEDNESDAY, 20<sup>TH</sup> SEPTEMBER, 2023 AT 4 PM AT 5 C 1 FIFTH FLOOR R AND I PARK, IIT DELHI NEW DELHI SOUTH WEST DELHI 110016 TO CONSIDER FOLLOWING SPECIAL BUSINESS:**

### **AUTHORIZATION FOR ISSUANCE AND ALLOTMENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")**

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 23, 42, 55 and 62 and all other applicable provisions, if any, of the Act and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and any other rules/ regulations/ guidelines, if any and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required from time to time, consent of the members of the Company be and is hereby accorded, to the board of directors ("**Board**") of the Company by way of special resolution for the issue and allotment of 6075 (Six Thousand Seventy-Five) compulsorily convertible preference shares ("**CCPS**") of the face value of INR 10 (Indian Rupees Ten) [at a premium of INR 9941 (Indian Rupees Nine Thousand Nine Hundred Forty One)] having the terms and conditions as set out in the Agreement; constituting in aggregate up to 3.64% (Three Point Six Four) of the issued, subscribed and paid-up share capital of the Company on a fully diluted basis, on a private placement basis to the following allottee ("**Investor**") as detailed herein below:

<b>Name of the Applicant</b>	<b>Instrument</b>	<b>Face Value per Instrument (in INR)</b>	<b>No. of Instruments</b>	<b>Consideration Amount (in INR)</b>	<b>Total Amount (in INR)</b>
LV Angel Fund	<b>CCPS</b>	10	6075	6,04,52,325	6,04,52,325

**RESOLVED FURTHER THAT** the Private Placement Offer Letter in Form PAS-4 ("**Offer Letter**") for the issuance of 6075 (Six Thousand Seventy Five) compulsorily convertible preference shares ("**CCPS**") of the face value of INR 10 (Indian Rupees Ten) [at a premium of INR 9941 (Indian Rupees Nine Thousand Nine Hundred Forty One)] having the terms and conditions as set out in the Agreement; on a private placement basis to the Investor, as specified hereinabove be and is hereby approved;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon conversion of the CCPS, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies,

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intermediaries and advisors for the issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of CCPS and utilization of proceeds of such securities, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

**RESOLVED FURTHER THAT** the valuation report dated 18<sup>th</sup> September 2023 received from CA Jay Prakash Dokania (for determining the fair value of the Equity Shares and CCPSs of the Company) for the purposes of undertaking the preferential allotment be and is hereby approved, adopted and taken on record.

**RESOLVED FURTHER THAT** any director of the Company, be and are hereby severally authorized to (i) sign and deliver the above said Offer Letter to the person whose name is identified and recorded in Form PAS – 5 (as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014); and (ii) do all such actions, deeds, matters, writings and things as are necessary or expedient to give effect to the above resolutions, including, but not limited to, undertaking filing of requisite forms, returns and documents with the concerned jurisdictional Registrar of Companies / the Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** a copy of the foregoing resolution certified to be true by any of the Directors of the Company be furnished wherever and whenever required.

**By Order of the Board  
For BOTLAB DYNAMICS PRIVATE LIMITED**

For Botlab Dynamics Private Limited  
  
Director / Authorised Signatory

**Date:** 20<sup>th</sup> September 2023

**Place:** New Delhi

**Name:** Dr. Sarita Ahlawat

**Designation:** 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 herewith

**By Order of the Board  
For BOTLAB DYNAMICS PRIVATE LIMITED**

For Botlab Dynamics Priyate Limited  
  
Director / Authorised Signatory

Name: Dr. Sarita Ahlawat  
Designation: Managing Director  
DIN: 07676724  
Date: 20/09/2023

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

### **ISSUE OF 6075 (SIX THOUSAND SEVENTY-FIVE) CCPS BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS**

Your directors are desirous to raise further capital of the Company to the tune of INR 6,04,52,325 (Indian Rupees Six Crore Four Lakh Fifty Two Thousand Three Hundred and Twenty Five). For this purpose, the Company is proposing to make preferential issue of (a) 6075 (Six Thousand Seventy-Five) CCPS which are compulsorily convertible into equity shares (having the terms and conditions as set out in the Agreement) of the face value of INR 10 (Indian Rupees Ten only) each; to the Investor, on the terms and conditions mentioned in this explanatory statement and the Agreement ("**Preferential Allotment**"). The CCPS shall be allotted in accordance with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other rules, if applicable as follows:

#### **i. OBJECT OF THE ISSUE**

The Company is desirous of raising funds for its growth and business expansion.

#### **ii. TOTAL NUMBER OF SECURITIES TO BE ISSUED**

Equity Shares: 50 (Fifty)  
CCPS: 6025 (Six Thousand Twenty-Five)

#### **iii. DETAILS OF THE PROPOSED INVESTORS**

<b>Name of the Applicant</b>	<b>Instrument</b>	<b>Face Value per Instrument (in INR)</b>	<b>No. of Instruments</b>	<b>Consideration Amount (in INR)</b>	<b>Total Amount (in INR)</b>
LV Angel Fund	<b>CCPS</b>	10	6075	6,04,52,325	6,04,52,325

#### **iv. PRICE AT WHICH THE ALLOTMENT IS PROPOSED**

**CCPS:** INR 9951 per CCPS

#### **v. BASIS ON WHICH PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF REGISTERED VALUER / CHARTERED ACCOUNTANT HAVING MORE THAN TEN YEARS OF EXPERIENCE**

The Fair Value per CCPS has been determined in accordance with the valuation report given by an independent registered valuer.

**Name and address of the Valuer:**

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<b>Name:</b>	CA Jay Prakash Dokania
<b>Registration No.</b>	IBBI/RV/05/2019/12553
<b>Membership No.</b>	ICMAI RVO/S&FA/00143
<b>Address:</b>	Vrindavan Apartment, 2nd Floor, 222, Canal, Street, Sreebhumi, Kolkata - 700048

**vi. RELEVANT DATE WITH REFERENCE TO WHICH THE PRICE HAS BEEN ARRIVED**

15<sup>th</sup> September 2023

**vii. THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED TO BE MADE**

The allotment is to be made to the following person:

Sr. No	Name of the Applicant	Address	Category	No. of CCPS to be allotted	No. of Equity Shares to be allotted
1.	LV Angel Fund	Lets Venture, No. 51, Indiqube Penta, 5th Floor, Wing-B, Richmond Road, Shanthala Nagar, Bengaluru KA 560025	Angle fund through a Trusteeship Company	6075	NIL

**viii. INTENTION OF PROMOTERS/DIRECTORS OR KEY MANAGERIAL PERSONNEL TO SUBSCRIBE TO THE OFFER**

The offer will not be made to promoters and the other existing shareholders and they do not have any intention to apply for Equity Shares and CCPS in the Preferential Allotment.

**ix. THE PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED**

01 Month

**x. NAMES OF THE PROPOSED ALLOTEES AND % AGE OF POST PREFERENTIAL OFFER CAPITAL**

Sr. No.	Name of the Proposed Allottee	Post Preferential Offer Capital (In INR)	% age Preferential Capital	Post Offer
1.	LV Angel Fund	15,08,100*	3.64%	

\*Company has reserved 10% equity shares in the post issue share capital of the Company for ESOP Plan i.e. 16054 Equity Shares. As on the date of this document, the company has not allotted any share under such ESOP Plan.

**xi. THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:**

No change in control in the management of the Company is intended or expected pursuant to the Preferential Allotment.

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- xii. **THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE –**

Sr No.	Name of the Applicant	Instru ment	Face Value per Instrum ent (in INR)	Premiu m per Instrum ent (in INR)	No. of Instru ments	Considerati on Amount (in INR)	Total Amount (in INR)
1.	Florintree UAV LLP	CCPS	10	8050	18,535	14,93,92,100	14,99,96,600
		Equity Share	10	8050	75	6,04,500	
	Elizabeth Mathew	CCPS	10	8050	5,446	4,38,94,760	
		Equity Share	10	8050	25	2,01,500	
2.	Rahul Tirath Devjani	Equity Share	10	8050	248	19,98,880	19,98,880

- xiii. **THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER - Not Applicable**

- xiv. **PRE & POST SHAREHOLDING PATTERN**

The Members may please note that the pre and post Shareholding of the Company after the aforesaid allotment will be as follows:

### Capital Structure and Shareholding Pattern Pre Allotment (on Fully Diluted Basis)

Sr. No.	Particulars	Shareholding
1.	Tanmay Bunkar	23.03%
2.	Anuj Kumar Barnwal	23.03%
3.	Sarita Ahlawat	23.03%
4.	Foundation for Innovation and Technology Transfer (FITT)	2.06%
5.	ESOP Pool	9.98%
6.	I-Hub Foundation for Cobotics(IHFC)	3.72%
7.	Florintree UAV LLP	11.57%
8.	Elizabeth Mathew	3.40%
9.	Rahul Devjani	0.15%
	<b>Total</b>	<b>100.00 %</b>

### Capital Structure and Shareholding Pattern post allotment (on Fully Diluted Basis)

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Sr. No.	Particulars	Shareholding
	Tanmay Bunkar	22.20%
2.	Anuj Kumar Barnwal	22.20%
3.	Sarita Ahlawat	22.20%
4.	Foundation for Innovation and Technology Transfer (FITT)	1.98%
5.	ESOP Pool	9.62%
6.	I-Hub Foundation for Cobotics(IHFC)	3.58%
7.	Florintree UAV LLP	11.15%
8.	Elizabeth Mathew	3.28%
9.	Rahul Devjani	0.15%
10.	LV Angel Fund	3.64%
	<b>Total</b>	<b>100.00 %</b>

\*Company has reserved 10% equity shares in the post issue share capital of the Company for ESOP Plan i.e. 16054 Equity Shares. As on the date of this document, the company has not allotted any share under such ESOP Plan.

**xv. Other:**

- The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed by way of preferential allotment on private placement basis as set out in the resolution.
- None of the Directors of the Company and their relatives may be deemed to be concerned or interested in the resolution.
- Approval of the Shareholders by way of Special Resolution is sought to issue the CCPS by way of preferential allotment on a private placement basis under Section 23, 42, 55, 62 and of the Act and other applicable provisions of the Act as per the details mentioned above.

**By Order of the Board**  
For **BOTLAB DYNAMICS PRIVATE LIMITED**

For Botlab Dynamics Private Limited  
  
Director / Authorised Signatory

Name: Dr. Sarita Ahlawat  
Designation: Director  
DIN: 07676724  
Place: New Delhi  
Date: 20<sup>th</sup> September 2023

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## Map of the Venue of the Meeting

