

# 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

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 03/2023-24 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF BOTLAB DYNAMICS PRIVATE LIMITED ("COMPANY") WILL BE HELD ON SATURDAY, 22<sup>ND</sup> JULY 2023 AT 4.30 PM AT 5 C 1, FIFTH FLOOR, R AND I PARK, IIT DELHI, NEW DELHI- 110016 TO DISCUSS THE FOLLOWING BUSINESS:**

### 1. To approve alteration in Articles of Association

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

**"RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') and rules as may be applicable, consent of the members of the Company be and is hereby accorded to adopt and approve the new set of Articles of Association in substitution for the existing Articles of Association of the Company."

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc. as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit."

### 2. To appoint Mr. Moiz Tambawala as the Director 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 Section 161 and Section 152 of the Companies Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Moiz Tambawala, holding DIN 09018501 be and is hereby appointed as the director of the Company ("**Investor Nominee Director**").

**RESOLVED FURTHER THAT** any director of the Company be and is hereby severally authorized to, sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities to be filed, and specifically, to sign and file the relevant forms with the jurisdictional Registrar of Companies, and to do all such acts, things and deeds as may be necessary in this regard."

**For BOTLAB DYNAMICS PRIVATE LIMITED**

For Botlab Dynamics Private Limited

*Anuj kr. Barnwal* **Name:** Anuj Kumar Barnwal  
**Designation:** Director  
**DIN:** 08197486  
**Director / Authorised Signatory**

**Place:** New Delhi

**Date:** 22<sup>nd</sup> July 2023



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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. A person authorised by the resolution / authority letter under section 113 shall be entitled to exercise the same rights and powers, including the right to vote by proxy on behalf of the body corporate which he represents.
3. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the business set out above is annexed hereto.
4. 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.
5. 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.
6. 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.
7. The Meeting of shareholders is being called for shorter notice, hence, requested to submit their consent the same to convene the said Meeting.
8. Map of the venue of the meeting is annexed herewith.

For BOTLAB DYNAMICS PRIVATE LIMITED  
For Botlab Dynamics Private Limited

Anuj kr. Barhwal

Director / Authorised Signatory

Name: Anuj Kumar Barhwal

Designation: Director

DIN: 08197486

Place: New Delhi

Date: 22<sup>nd</sup> July 2023



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

### Item No.1:

The Company and Florintree UAV LLP and its Affiliate (*collectively* "Investor"), and the promoters of the Company have executed an investment agreement ("**Investment Agreement**") dated 20 June 2023 in order to define their mutual rights and obligations and set out the terms and conditions governing their relationship as the shareholders of the Company, and the management of the Company.

The Articles of Association of the Company needs to be re-aligned as per the terms of the Investment Agreement.

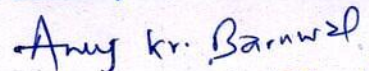
The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra Ordinary General Meeting and is also available for inspection by the Members of the Company during normal business hours at the registered office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Act, the consent of the Members by way of special resolution is required for the adoption of a new set of Articles of Association of the Company.

The Director accordingly recommends for your approval a Special Resolution.

None of the directors of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the notice except to the extent of their individual shareholding in the Company.

For BOTLAB DYNAMICS PRIVATE LIMITED  
For Botlab Dynamics Private Limited

  
Director / Authorised Signatory

**Name:** Anuj Kumar Barnwal  
**Designation:** Director  
**DIN:** 08197486

**Place:** New Delhi  
**Date:** 22<sup>nd</sup> July 2023

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## Venue of the Meeting

