

# 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 (04/2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF BOTLAB DYNAMICS PRIVATE LIMITED ("COMPANY") WILL BE HELD ON A SHORTER NOTICE ON THURSDAY, 31<sup>ST</sup> AUGUST, 2023 AT 4:00 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 248 EQUITY SHARES TO MR. RAHUL TIRATH DEVJANI**

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 and 62 and all other applicable provisions, if any, of the Companies Act 2013 ("**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 248 (Two hundred Forty Eight) equity shares of the face value of INR 10 (Indian Rupees Ten) at a premium of INR 8050 (Indian Rupees Eight Thousand Fifty) per equity share 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>Premium per Instrument (in INR)</b>	<b>No. of Instruments</b>	<b>Total Amount (in INR)</b>
Rahul Tirath Devjani	Equity Shares	10	8050	248	19,98,880/-

**RESOLVED FURTHER THAT** the Private Placement Offer Letter in Form PAS-4 ("**Offer Letter**") for the issuance of 248 (Two hundred Forty Eight) Equity Share of the face value of INR 10 (Indian Rupees Ten) per Equity Share, 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 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, 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 the Equity Shares 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.

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**RESOLVED FURTHER THAT** the valuation report dated 20th May 2023 received from CA Jay Prakash Dokania (for determining the fair value of the Equity Shares 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 is 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**

**Date:** 31st August 2023  
**Place:** New Delhi

For Botlab Dynamics Private Limited  
  
Director / Authorised Signatory

Dr. Sarita Ahlawat  
Managing Director  
DIN: 07676724

## 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.
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.

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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 Private Limited*  
  
**Director / Authorised Signatory**

Dr. Sarita Ahlawat  
Managing Director  
DIN: 07676724  
Date: 31st August 2023

# **BOTLAB DYNAMICS PRIVATE LIMITED**

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

### **ISSUE OF 248 (TWO HUNDRED FORTY EIGHT) EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS**

Your directors are desirous to raise further capital of the Company. For this purpose, the Company is proposing to make preferential issue of 248 (Two Hundred Forty Eight) Equity Shares of face value of INR 10 (Indian Rupees Ten) per equity share at a premium of INR 8050 (Indian Rupees Eight Thousand Fifty) amounting to INR 19,98,880/- (Indian Rupees Nineteen Lakhs Ninety Eight Thousand Eight Hundred and Eighty) to Mr. Rahul Tirath Devjani ("**the Investor**"), on the terms and conditions mentioned in this explanatory statement ("**Preferential Allotment**"). The Equity Shares 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 needs funds for financing its business requirements.

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

Equity Shares: 248 (Two Hundred Forty Eight)

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

<b>Name of the Applicant</b>	<b>Instrument</b>	<b>Face Value per Instrument (in INR)</b>	<b>Premium per Instrument (in INR)</b>	<b>No. of Instruments</b>	<b>Total Amount (in INR)</b>
Rahul Tirath Devjani	Equity Share	10	8050	248	19,98,880/-

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

INR 8060 per Equity Share

#### **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 Equity Share has been determined in accordance with the valuation report given by an independent registered valuer.

#### **Name and address of the Valuer:**

<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

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- vi. **RELEVANT DATE WITH REFERENCE TO WHICH THE PRICE HAS BEEN ARRIVED**  
31<sup>st</sup> December 2022

- 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:

Name of the Applicant	Address	Category	No. of Equity Shares to be allotted
Rahul Tirath Devjani	503, Prabhu Kutir, 15 Altamount Road, Mumbai-400026.	Individual	248

- 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 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.	Rahul Tirath Devjani	14,47,350	0.15%	

\*Company has reserved 10% equity shares in the post issue share capital of the Company for ESOP Plan i.e. 16054 Equity Shares of Rs. 10 each. 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.

- 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 –**

During the year, allotment on preferential basis was made as follows:

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Name of the Applicant	Instrument	Face Value per Instrument (in INR)	Premium per Instrument (in INR)	No. of Instruments	Consideration Amount (in INR)	Total Amount (in INR)
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	4,40,96,260
	Equity Share	10	8050	25	2,01,500	

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	23.07%
2.	Anuj Kumar Barnwal	23.07%
3.	Sarita Ahlawat	23.07%
4.	FITT	02.06%
5.	IHFC	03.72%
6.	ESOP Pool	10.00%*
7.	Florintree UAV LLP and its Affiliate	15.00 %
	<b>Total</b>	<b>100.00 %</b>

## Capital Structure and Shareholding Pattern post 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.	FITT	02.06%

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5.	IHFC	03.71%
6.	ESOP Pool	09.98%*
7.	Florintree UAV LLP and its Affiliate	14.98 %
8.	Rahul Devjani	0.15%
	<b>Total</b>	<b>100.00%</b>

\*Company has 16054 Equity Shares for ESOP Plan. 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 Equity Shares by way of preferential allotment on a private placement basis under Section 23, 42, 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

Dr. Sarita Ahlawat  
Managing Director  
07676724

Place: New Delhi  
Date: 31<sup>st</sup> August, 2023

