



Date: 30 October 2020

To,

Dear Members/Directors/Observer/Auditor,

You are cordially invited to attend the 10th Annual General Meeting (“**AGM**”) of the Members of ANI Technologies Private Limited (the “**Company**”) scheduled to be held on Thursday, 26 November 2020 at 16:00 PM (IST) at the Registered Office situated at Regent Insignia, #414, 3rd Floor, 4th Block, 17th Main, 100 Feet Ring Road, Koramangala, Bengaluru -560034, Karnataka, India.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

For and on behalf of the Board

For ANI TECHNOLOGIES PRIVATE LIMITED

Sandeep Singh

Company Secretary

Membership Number: ACS 36352

Add:- 4th Floor, Left Wing, Torrey Pines, EGL Business Park,
Intermediate Ring Road, Embassy Golf Links Business Park,
Challaghatta, Bengaluru – 560071, Karnataka, India

Date: 30 October 2020

Place: Bengaluru

Enclosures:

1. Notice of the AGM along with Explanatory Statement
2. Attendance Slip
3. Proxy Form (MGT-11)/Authorised Representation Letter
4. Route Map

**NOTICE**

NOTICE is hereby given that the 10th Annual General Meeting ("**AGM**") of the Members of the Company will be held on Thursday, 26 November 2020 at 16:00 PM (IST) at the Registered Office situated at Regent Insignia, #414, 3rd Floor, 4th Block, 17th Main, 100 Feet Ring Road, Koramangala, Bengaluru -560034, Karnataka, India to transact the following businesses:

ORDINARY BUSINESS**Item No. 1 – Adoption of financial statements**

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors ("**Board**") and Auditors' thereon.

Item No. 2 – Appointment of Statutory Auditor

To approve the appointment of statutory auditor of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any read with Rules made thereunder (*including any statutory modification(s) or re-enactments thereof for the time being in force*), the Members of the Company be and hereby approve the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), as statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the statutory auditor.

RESOLVED FURTHER THAT Mr. Bhavish Aggarwal [DIN: 03287473], Director of the Company and/or Mr. Ankit Bhati [DIN:03430136], Director of the Company and/or Mr. Harish Abichandani, Chief Financial Officer of the Company and/or Mr. Sandeep Singh, Company Secretary of the Company, be and are/is hereby authorized to take all necessary/relevant step(s) as may be deemed expedient by him/them for giving effect to this resolution, for and on behalf of the Company including filing of relevant forms and documents with concerned authorities."

For and on behalf of the Board

For ANI TECHNOLOGIES PRIVATE LIMITED

Sandeep Singh

Company Secretary

Membership Number: ACS 36352

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy should, however, shall be deposited at the Registered Office of the Company before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution in advance authorizing their representative to attend and vote on their behalf at the AGM.
3. In case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote.
4. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
5. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of AGM. The proxy of a Member should mark on the attendance slip as 'proxy'.
6. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
7. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the AGM.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members holding shares in demat form are requested to register their email address with the Depository Participant(s) only. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
9. The Notice of AGM and Attendance Slip are being sent in electronic mode to Members whose email addresses are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
10. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Business to be transacted at an AGM in respect of item no. 2 is annexed hereto and form part of notice.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2:

Appointment of Statutory Auditor

M/s B S R & Associates LLP, Chartered Accountants, (Firms' Registration No: 116231W/W-100024), the existing statutory auditor of the Company, shall complete two consecutive terms as statutory auditor of the Company at this 10th Annual General Meeting of the Company as per the provisions of Companies Act, 2013 ("the Act") and rules made thereunder. Further, as per the provision of section 139 of the Act and rules made thereunder, an audit firm which has completed its 2 consecutive terms in the same company, shall not be eligible for re-appointment as statutory auditor in the same company for five years from the completion of such term.

The Board of Directors ("**Board**") of the Company at their meeting held on 23 October 2020 and upon recommendation by the Audit Committee of the Board recommended the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as statutory auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2025 at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the statutory auditor.

None of the Directors of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 2.

The resolution seeks the approval of Members for the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) as statutory auditor of the Company.

For and on behalf of the Board

For ANI TECHNOLOGIES PRIVATE LIMITED

Sandeep Singh

Company Secretary

Membership Number: ACS 36352

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