



Date: 18 January 2021

To
Dear Members/Directors/Auditor,

You are cordially invited to attend the Extra-Ordinary General Meeting ("**EGM**") of the Members of Ola Feet Technologies Private Limited ("**Company**") which is scheduled to be held on Monday, 18 January 2021 at 17:00 PM (IST) at Regent Insignia, #414, 3rd Floor, 4th Block, 17th Main, 100 Feet Ring Road, Koramangala, Bengaluru – 560034, Karnataka, India at shorter notice

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

Thanking You,

For and on behalf of the Board
For OLA FLEET TECHNOLOGIES PRIVATE LIMITED

Sd/-

PRITAM DAS MOHAPATRA
COMPANY SECRETARY
MEMBERSHIP NUMBER: ACS 24685

Date: 18 January 2021

Place: Bengaluru

Enclosures:

1. Notice of the EGM along with Explanatory Statement
2. Attendance Slip
3. Proxy Form (MGT-11)
4. Route Map

**NOTICE**

NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of the Company will be held on Monday, 18 January 2021 at 17:00 PM (IST) at Regent Insignia, #414, 3rd Floor, 4th Block, 17th Main, 100 Feet Ring Road, Koramangala, Bengaluru – 560034, Karnataka, India, at shorter notice, to transact the following businesses:

SPECIAL BUSINESS**Item No. 1 – Appointment of Statutory Auditors to fill casual vacancy**

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory enactment or modification thereof or re-enactment thereof for the time being in force), M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004) be and are hereby appointed as the statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Associates LLP, Chartered Accountants, (Firm Registration No: 116231W/W-100024), and shall hold the office as the statutory auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing annual general meeting and that they shall conduct the statutory audit for the period ended 31st March, 2021 on such remuneration as may be mutually agreed by and between the Board and the statutory auditor.

RESOLVED FURTHER THAT any one of the directors or company secretary of the Company, be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient for giving effect to the above resolution for and on behalf of the Company including but not limited to filing of the necessary forms, returns and documents with the competent authorities as may be required and to do such other acts, deeds, things and matters incidental or ancillary to the above matter on behalf of the Company.”

Item No. 2 – Shifting of registered office from the state of New Delhi to the state of Karnataka and alteration of 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 Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and relevant provisions of the Articles of Association of the Company, and subject to approval of the Central Government, shifting of the registered office of the Company from the State of New Delhi (i.e. from the jurisdiction of Registrar of Companies, New Delhi) to the State of Karnataka (i.e. to the jurisdiction of Registrar of Companies, Bangalore) be and is hereby approved and Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following clause:

II. The registered office of the Company will be situated in the State of Karnataka.

“**RESOLVED FURTHER THAT** Mr. Puneet Bhirani [DIN: 08884741], Mr. Harish Abichandani [DIN: 07053519] directors of the Company and/or Mr. Pritam Das Mohapatra, company secretary of the Company be and are hereby authorized severally / jointly, to take such steps 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/ petitions and documents with the Registrar of Companies or any other competent authorities as may be required from time to time.”

**For and on behalf of the Board
OLA FLEET TECHNOLOGIES PRIVATE LIMITED**

Date: 18 January 2021

Place: Bengaluru

Sd/-

**PRITAM DAS MOAPATRA
COMPANY SECRETARY
MEMBERSHIP NUMBER: ACS 24685**

**NOTES:**

1. **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED TO THIS NOTICE.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT EGM 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.

3. Corporate members intending to send their authorized representatives to attend the EGM 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 EGM.
4. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. 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 EGM.
6. 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 EGM. The proxy of a Member should mark on the attendance slip as 'proxy'.
7. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
8. 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 EGM.
9. 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.
10. The Notice of EGM and Attendance Slip are being sent in electronic mode to Members whose email address 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 EGM 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 EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the EGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:****ITEM NO. 01:**

M/s. B S R & Associates LLP, Chartered Accountants, (Firm Registration No: 116231W/W-100024), have tendered their resignation from the position of statutory auditors in order to have a proper alignment with the auditor of ANI Technologies Private Limited (“**Holding Company**”). M/s. B S R & Associates LLP, Chartered Accountants, have ceased to be the statutory auditors of the Holding Company due to mandatory rotation as mandated in terms of Section 139 of the Companies Act, 2013 having completed 2 terms of audit. The resignation by M/s. B S R & Associates LLP, Chartered Accountants, results into a casual vacancy in the office of statutory auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”).

Casual vacancy caused by the resignation of statutory auditors can only be filled up by the Company in General Meeting. The Board proposed the name of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), be appointed as the statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B S R & Associates LLP, Chartered Accountants.

M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. 101049W/E300004), have conveyed their consent to be appointed as the statutory auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, the resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of this Resolution.

Your directors recommend passing this resolution as an **Ordinary Resolution**.

ITEM NO. 02:

Presently, the Registered Office of the Company is situated in Delhi in state of New Delhi and the head office overseeing the day to day operations of the Company is situated at Bangalore in the State of Karnataka. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on January 18, 2021 has approved to shift the Registered Office of the Company from the state of New Delhi to the State of Karnataka.

The shifting of Registered Office from the State of New Delhi to the State of Karnataka is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought for shifting of the Registered Office of the Company from the State of New Delhi to the state of Karnataka and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office during 11.00 a.m to 1.00 p.m. on all working days (Monday to Friday), up to and including the date of meeting.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of this Resolution.



Your directors recommend passing this resolution as a **Special Resolution**.

For and on behalf of the Board

For OLA FLEET TECHNOLOGIES PRIVATE LIMITED

Sd/-

PRITAM DAS MOHAPATRA
COMPANY SECRETARY
MEMBERSHIP NUMBER: ACS 24685

Date: 18 January 2021

Place: Bengaluru