



NOTICE OF SIXTEENTH (16th) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16th) ANNUAL GENERAL MEETING ('16th AGM') OF THE MEMBERS OF VER SE INNOVATION PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 27, 2023, AT 11:30 AM AT ITS REGISTERED OFFICE SITUATED AT 11TH FLOOR, WING E, HELIOS BUSINESS PARK, OUTER RING ROAD, KADUBEESANAHALLI, BENGALURU- 560103, KARNATAKA AT SHORTER NOTICE TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, AND THE REPORT OF AUDITORS THEREON ALONG WITH THE REPORT OF BOARD OF DIRECTORS.**

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

"RESOLVED THAT the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon along with the Report of the Board of Directors as circulated, be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

- 2. SHORTER NOTICE CONSENT FROM THE MEMBERS OF THE COMPANY.**

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 Section 101 of the Companies Act, 2013, the consent of the majority of the members representing more than ninety-five per cent of the paid-up share capital of the Company be and is hereby accorded to conduct the Annual General meeting at shorter notice."

For Ver Se Innovation Private Limited

Chanchal Kumar
Company Secretary
Membership No.: A50952

Date: September 21, 2023
Place: Bengaluru

Ver Se Innovation Private Limited

Registered Office: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103, Karnataka
Tel:- +91 080 6900 6666 E-mail: contact@verse.in Website: www.verse.in CIN: U72200KA2007PTC042493

NOTES

1. The Annual General Meeting (“AGM”) of Members of the Company shall be convened through video conferencing under the guidelines issued by Ministry of Corporate Affairs (‘MCA’) through general circular no. 14/2020 dated May 8, 2020, circular no. 03/2022 dated May 5, 2022 and circular no. 11/2022 dated December 28, 2022 along with other circulars issued in this regard.
2. Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (‘ICSI’), is annexed to and forms part of the Notice as Annexure I.
3. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. Proxy form is enclosed with this notice as Annexure-II.
4. A person can act as 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 Members.
5. In case of corporate Members proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. Any query relating to financial statements must be sent to the company’s Registered Office at least seven days before the date of the Meeting.
8. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection to the Members of the Company at the registered office of the Company during normal business hours on all working days up to and including the date of Annual General Meeting of the Company.
9. Route map is enclosed:



Address of the Venue: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103 Karnataka.



ANNEXURE-I
EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 2: SHORTER NOTICE CONSENT FROM THE MEMBERS OF THE COMPANY.

Pursuant to the provisions of Section 101 of the Companies Act, 2013, the Board decided to call Sixteenth Annual General Meeting (16th AGM) for the approval of financial statements, the consent of the majority of the members representing more than ninety-five per cent of the paid-up share capital of the Company is required to conduct the Annual General meeting at shorter notice.

The Board hereby recommends passing of the said resolution set out at Item No. 2 by the Members as a Special Resolution.

None of the Directors, Key Management Personnel and/or their relatives are concerned or interested in the said resolution.

For Ver Se Innovation Private Limited

Chanchal Kumar
Company Secretary
Membership No.: A50952

Date: September 21, 2023
Place: Bengaluru



ANNEXURE-II
PROXY FORM (MGT-11)

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No	

I/We being the Member(s) of _____ Equity shares of Rs. 10/- each and _____ Preference shares of Rs. 10/- or Rs. 30/- of **Ver Se Innovation Private Limited**, hereby appoint:

1. Name: _____ E-mail _____ Id: _____

Address: _____

Signature: _____ or failing him _____

2. Name: _____ E-mail _____ Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company to be held on Wednesday, September 27, 2023 at 11:30 AM at 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Item No.	Resolution	For	Against
1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, AND THE REPORT OF AUDITORS THEREON ALONG WITH THE REPORT OF BOARD OF DIRECTORS.		
2	SHORTER NOTICE CONSENT FROM THE MEMBERS OF THE COMPANY.		

Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

Signed this _____ day of _____ 2023

Signature of Member(s): _____

Signature of the Proxy holder(s) : _____



Note: This proxy form in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 1 hour before the Annual General Meeting.



ATTENDANCE SLIP
16TH ANNUAL GENERAL MEETING

Registered Folio No./ DP ID and Client ID	
Name and Address of the Member(s)	

I / We, hereby record my / our presence at the 16th Annual General Meeting of the Company at the Registered Office of the Company on Wednesday, September 27, 2023, at 11:30 AM.

.....

Member's Folio /

DP ID- Client ID

.....

Member's / Proxy's

Name in BLOCK Letters

.....

Member's / Proxy's

Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.