

**NOTICE**

Notice is hereby given that the 1<sup>st</sup> Extra-Ordinary General Meeting, for FY 2024-25, of the shareholders of Virtue Analytics Private Limited (“**Company**”) is being scheduled to be held at shorter notice on the (24<sup>th</sup>) Twenty-fourth day of April, 2024, Wednesday, at 11:00 A.M., at the registered office of the Company, situated at Lachman Lodge; 67 Khayaliganj, Naaz Cinema Road, Lucknow, Uttar Pradesh – 226018, to transact the following business:

**SPECIAL BUSINESS:**

1. **To approve the resolution, moved by Mr. N.K. Das via Special Notice dated April 05, 2024, for removal of Mr. Kamlesh Kumar [DIN: 10059686] from the office of director of the Company:**

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

“**RESOLVED THAT** pursuant to Section 115 read with Section 169 of the Companies Act, 2013 (the “Act”) and rules made thereunder and other applicable provisions of the Act, in accordance with special notice dated April 05, 2024 received from Mr. Narendra Kishen Das, equity shareholder of the Company (holding more than one percent of the total voting power in the Company) and the resolution passed by the Board of Directors at their meeting held on April 16, 2024, the consent of the shareholders be and is hereby accorded to remove Mr. Kamlesh Kumar [DIN: 10059686], from his office as the Director of the Company with immediate effect.

**RESOLVED FURTHER THAT** Mr. Narendra Kishen Das, director of the Company, be and is hereby authorized to do all acts, matters, deeds and incidental things and take such actions, as may be necessary, to give effect to this resolution, including but not limited to filing e-Form DIR-12 with the Registrar of Companies, updating the register of directors of the Company, as well as undertake such other actions that are incidental and ancillary to the abovementioned resolution.

**RESOLVED FURTHER THAT** a certified true copy of the resolution signed by Mr. N.K. Das, director of the Company, be provided to anyone concerned or interested in this matter.”

**By the order of the Board of Directors  
For Virtue Analytics Private Limited**

*Narendra Das*

**Narendra Kishen Das  
Director  
DIN: 07199448  
Date: April 16, 2024  
Place: Lucknow, Uttar Pradesh**

**Registered Office:** Lachman Lodge; 67 Khayaliganj, Naaz Cinema Road, Lucknow, Uttar Pradesh – 226018



**Notes:**

1. Pursuant to Section 102 of the Companies Act, 2013, an explanatory statement in relation to the Special Business to be undertaken at the Extra-Ordinary General Meeting is annexed hereto as **Annexure-I**.
2. Form for giving consent to hold the Extra-Ordinary General Meeting at a shorter notice period is annexed hereto as **Annexure-II**. The members are requested to submit the duly filled in and signed shorter consent form with the Company, on the following email address: narendra@virtueanalytics.com
3. Pursuant to General Circular No. 09.2023 dated September 25, 2023, companies can conduct their extra-ordinary general meetings through video conference or other audio-visual means. In light of the same, the scheduled Extra-Ordinary General Meeting can be attended in person, or through videoconference by using the following link: [Join the meeting now](#) Meeting ID: 412 177 378 03 Passcode: v7AXuG. The facility to join the Extra-Ordinary General Meeting through videoconference shall be opened 15 minutes before the scheduled time for starting the meeting and shall remain open till 15 minutes after the scheduled time for starting the meeting.
4. Members attending the Extra-Ordinary General Meeting through videoconference shall be counted for the purpose of reckoning the quorum of the meeting.
5. All documents in relation to any of the matters set out in this Notice shall be open for inspection to the members at the registered office of the Company, in physical or electronic form, during its normal business hours on all working days up to and including on the date of the Extra-Ordinary General Meeting of the Company, and shall also be provided to be viewed online if required during the meeting.
6. A member, attending the meeting in person, is entitled to appoint a proxy to attend and vote at the Extra-Ordinary General Meeting instead of herself/ himself, and that proxy need not be a member of the Company. Any member appointing a proxy to attend the Extra-Ordinary General Meeting shall notify the Company about the same via a duly filled in, signed and stamped Proxy Form (annexed hereto as **Annexure-III**) at least 48 hours before commencement of the meeting.
7. Members or their proxies attending the meeting in person are required to submit a duly completed and signed Attendance Slip (annexed hereto as **Annexure-IV**) to the Company while attending the meeting.
8. The members and the participants are allowed to pose questions concurrently or submit the questions in advance, to the Company, on the following email address: narendra@virtueanalytics.com
9. Kindly contact the following in case of any issues faced with regards to the video conference meeting or for any issues encountered while joining the meeting:  
  
*Jatin Mehrotra*  
  
[Jatin.mehrotra@virtueanalytics.com](mailto:Jatin.mehrotra@virtueanalytics.com) and +91 95549-67707
10. Route map of the venue of the Extra-Ordinary General Meeting is annexed hereto as **Annexure-V**.
11. A copy of the Special Notice dated April 05, 2024, as received from Mr. Narendra Kishen Das, is also being shared with the members along with this notice.

**Annexure-I****Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013**

This Annexure sets out the explanatory statement in respect to the special business mentioned in the accompanying Notice.

**1. To approve the resolution, moved by Mr. N.K. Das via Special Notice dated April 05, 2024, for removal of Mr. Kamlesh Kumar [DIN: 10059686] from the office of director of the Company**

The Company has received a Special Notice dated April 05, 2024, from one of its shareholders, Mr. Narendra Kishen Das ("**Special Notice**"), proposing to move an ordinary resolution for removal of Mr. Kamlesh Kumar (DIN: 10059686) from the office of director of the Company. The Special Notice proposed to move the proposed ordinary resolution in any of the extra-ordinary general meetings of the Company, to be convened by the Board after 14 days but before 3 months from the date thereof.

As per Section 169(1) of the Companies Act, 2013, removal of a director requires an approval of the shareholders by way of an ordinary resolution. Therefore, in furtherance of the same and in accordance with Section 169, read with Sections 100 and 101 of the Companies Act, 2013 and its allied applicable rules, the Board of Directors of the Company have convened the Extra-Ordinary General Meeting of the members of the Company, at a shorter notice, to consider the ordinary resolution, proposed in the Special Notice, for the members' approval as an **Ordinary Resolution**.

Saving Mr. Kamlesh Kumar (DIN: 10059686), none of the other Directors or the Manager or the Key Managerial Persons of the Company or any relatives thereof are concerned or interested in this resolution, whether financially or otherwise, and are only interest to the extent of their shareholding in the Company, if any. Since the special business pertains to Mr. Kamlesh Kumar's directorship in the Company, outcome of the same shall bear an impact over his interest as a director of the Company.

The Special Notice shall be open for inspection to the members at the registered office of the Company, in physical or electronic form, during the Company's normal business hours on all working days up to and including on the date of the Extra-Ordinary General Meeting of the Company.

**By the order of the Board of Directors  
For Virtue Analytics Private Limited**

*Narendra Das*

**Narendra Kishen Das  
Director  
DIN: 07199448  
Date: April 16, 2024  
Place: Lucknow, Uttar Pradesh**

**Registered Office:** Lachman Lodge; 67 Khayaliganj, Naaz Cinema Road, Lucknow, Uttar Pradesh – 226018



**Annexure-II**

**Shorter Notice Consent Form**

**THE COMPANIES ACT, 2013**

**CONSENT BY SHAREHOLDER FOR SHORTER NOTICE**

[Pursuant to Section 101 of the Companies Act, 2013]

**Date: April \_\_\_\_\_, 2024**

To,  
**The Board of Directors**  
**Virtue Analytics Private Limited ("The Company")**  
Lachman Lodge;  
67 Khayaliganj,  
Naaz Cinema Road,  
Lucknow, Uttar Pradesh – 226018

Dear Sir/ Ma'am,

**Sub: Consent of a shareholder for holding an extraordinary general meeting at shorter notice.**

I, \_\_\_\_\_, being a member of the Company hereby accord my consent pursuant to section 101 of the Companies Act, 2013 read with relevant clause of the Articles of Association of the Company, to hold the Extra Ordinary general meeting at a shorter notice on 24<sup>th</sup> day, April, 2024 at 11:00 A.M.

Thank you,

**Signature** : \_\_\_\_\_

**Name of the Shareholder** : \_\_\_\_\_

**Annexure-III****Form No. MGT-11**

Proxy form

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

**CIN** : **U74120UP2015PTC071748**  
**Name of the company** : **Virtue Analytics Private Limited**  
**Registered Office** : **67 Khayaliganj, Naaz Cinema Road, Lucknow, Uttar Pradesh – 226018**

<b>Name of the Member</b>	
<b>Registered Address</b>	
<b>E-mail Id</b>	
<b>Folio No. / Cliend ID</b>	
<b>DP Id</b>	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name:  
 Address:  
 E-mail Id:  
 Signature:....., or failing him

2. Name:  
 Address:  
 E-mail Id:  
 Signature:....., or failing him

3. Name:  
 Address:  
 E-mail Id:  
 Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Extra Ordinary General Meeting of the Company for the FY 2024-25, to be held on the \_\_\_\_ day of \_\_\_\_\_, 202\_ at \_\_\_\_ at the registered office of the Company, situated at Lachman Lodge; 67 Khayaliganj, Naaz Cinema Road, Lucknow, Uttar Pradesh – 226018, and at any adjournment thereof in respect of resolutions as are indicated below:

- To approve the resolution, moved by Mr. N.K. Das Mehrotra via Special Notice dated April 05, 2024, for removal of Mr. Kamlesh Kumar [DIN: 10059686] from the office of director of the Company – **Special Resolution**

Signed this..... day of \_\_\_\_\_, 2024

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy, in order to be, effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Annexure-IV**

**Attendance Slip**

To,

**The Board of Directors**  
**Virtue Analytics Private Limited ("The Company")**  
Lachman Lodge;  
67 Khayaliganj,  
Naaz Cinema Road,  
Lucknow, Uttar Pradesh – 226018

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-ordinary General Meeting of the Company held on April 24, 2024 at Lachman Lodge; 67 Khayaliganj, Naaz Cinema Road, Lucknow, Uttar Pradesh – 226018.

**Member's / Proxy's Signature**



**Annexure-V**

**Route Map**

