



NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting** of the members of **Isprava Vesta Private Limited (the "Company")**, will be held on **Thursday, 5th August, 2021 at 03.00 P.M** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following Businesses:

SPECIAL BUSINESS:

Item No. 1

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory amendment, modification or re-enactment to the Act for the time being in force) and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed, the consent of the shareholders of the Company be and is hereby accorded to grant options under the Isprava Vesta Employees Stock Options Scheme - 2021 to Mr. Mohit Gujral, Employee of the Company, exceeding 1% of the issued capital of the Company at such price and on such terms and conditions as may be fixed or determined by the Board of Directors or the Compensation Committee thereof in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time.

"RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Class A Equity Shares of the Company."

"RESOLVED FURTHER THAT Mr. Darshan Shah, Managing Director, Mr. Nibhrant Shah, Director, Mr. Dhimaan Shah, Director or Mr. Adnan Shaikh, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to Isprava Vesta Employees Stock Option Scheme - 2021."

By Order of the Board
FOR ISPRAVA VESTA PRIVATE LIMITED

Place: Mumbai
Date: 23rd July, 2021

Sd/-

NIBHRANT DARSHAN SHAH

Director

DIN: 02752112

Address: 15, Raitan, Worli Sea Face, Abdul Gaffar Khan Road, Worli Mumbai - 400030

ISPRAVA VESTA PRIVATE LIMITED

1st Floor, 42A, Impression House G.D.Ambekar Marg, Wadala, Maharashtra, Mumbai 400031

Mail Id: cs@isprava.com, Tel. No.: 022-40007777,

CIN: U74900MH1992PTC065539, Website: www.isprava.com



Note:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and MCA circulars, the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Corporate/Registered Office of the Company at First Floor, 42A, Impression House, G. D. Ambekar Marg, Wadala, Mumbai- 400031.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the EGM being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this notice.
3. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
4. Members attending EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.isprava.com
6. Corporate members are required to send a scanned copy of its Board Resolution authorizing its representative to attend the EGM through VC/OAVM on its behalf and vote through show of hands or poll, if demanded.
7. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs@isprava.com
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Numbers (PAN), nominations, Power of Attorney to the Company for the shares held in physical form at the email address of the Company i.e. cs@isprava.com
10. In case of the shareholders whose email ids are not registered, can write to the Company along with the Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self



attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@isprava.com or can contact Mr. Adnan Shaikh, Company Secretary at +91 9321318380.

11. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

12. Procedure for VC/OAVM:

- a. Facility for joining the meeting shall be kept open at least 15 minutes before start time of the meeting till 15 mins after the start time.
- b. cs@isprava.com is the designated e-mail address of the Company for this EGM to convey the vote, if poll is demanded in the meeting.
- c. If poll is demanded, votes can be casted by the members only through their registered e-mail address with the Company. Format of poll paper in Form no. MGT-12 is annexed with the notice and would be used only if Poll is demanded in meeting.
- d. If more than 50 members are present in the meeting, voting through poll will be mandatory.
- e. Members may contact Mr. Adnan Shaikh, Company Secretary (Contact no. +91 9321318380) for any assistance using technology before or during the meeting.
- f. The meeting shall be held on a Google meet platform and the link to join the shareholders meeting is as below:

(Link emailed to shareholders)

Video Conference dial-in instructions:

- a. Click on the google meet link given as above.
- b. You will be connected to Extra Ordinary General Meeting.
- c. If you are joining from laptop/desktop, please use 'Google Chrome' browser. If you are joining through a mobile phone / handheld device, please join through 'Google Meet' application.
- d. If you get disconnected for any reason, you can re-join.



**Annexure to the Notice calling Extra-Ordinary General Meeting
The statement of material facts pursuant to section 102 of the Companies Act, 2013**

Item No. 1

As per the provisions of section 62 of the Companies Act, 2013 read with rule 12(4) (b) of the Companies (Share Capital and Debenture) Rules 2014, as amended from time to time, approval of shareholders by way of a separate resolution is to be obtained by the Company in case of grant of options during any one year equals to or exceeds one percent of the issued share capital of the Company at the time of grant of options. The grant of options proposed to Mr. Mohit Gujral may exceed 1% of the issued capital of the Company and therefore approval by way of separate resolution is required.

The Board of Directors recommends the Resolution of the accompanying notice for the approval of members of the Company by way of Ordinary resolution.

None of the Directors, Key Managerial Persons or their relatives are in any way, concerned or interested in the said resolution.

By Order of the Board
FOR ISPRAVA VESTA PRIVATE LIMITED

Place: Mumbai
Date: 23rd July, 2021

Sd/-

NIBHRANT DARSHAN SHAH

Director

DIN: 02752112

Address: 15, Raitan, Worli Sea Face, Abdul Gaffar Khan Road, Worli Mumbai - 400030



**Form No. MGT-12
Polling Paper**

**[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]**

Name of the Company: Isprava Vesta Private Limited

**Registered Office: First Floor, 42A, Impression House, G.D. Ambekar Marg, Wadala, Mumbai -
400031**

Folio no.:

No. of equity Shares held:

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the notice of the Extra Ordinary General Meeting (EGM) of the Company held on Thursday, 5th August, 2021 through VC/OAVM, by recording my assent and/or dissent to the said Resolution(s) in the following manner:

Resolution no. & nature of resolution	Resolution	No. of Equity shares held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
1. Ordinary Resolution	To consider and approve the grant of Options to Mr. Mohit Gujral, exceeding 1% of the issued capital of the Company			

*Please put tick mark (√) in the appropriate column for the resolution(s) indicated above.

Place:

Date:

Signature of Shareholder