NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra ordinary General Meeting ('EGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on Thursday, December 07, 2023, at 12:00 Noon at the Registered Office of the Company at 1st Floor, 29-Daryaganj, Netaji Subash Marg, Delhi – 110002 to transact the following business(es):

SPECIAL BUSINESS:

1. **Appointment of Mr. Rajiv Deepak Talreja (DIN: 02814620), as a Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of Articles of Association of the Company, Mr. Rajiv Deepak Talreja (DIN: 02814620),who was appointed as an Additional Director of the Company by the Board of Director in its meeting held on October 25, 2023 and holds office upto the date of ensuing General Meeting of the Company, being eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters, things and to file such forms/e-forms with the appropriate authorities as may be necessary and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. **Appointment of Mr. Rajiv Deepak Talreja (DIN: 02814620), as an Independent Director 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 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') , Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), and also provisions of Articles of Association of the Company, Mr. Rajiv Deepak Talreja (DIN: 02814620), who was appointed as an Additional Director in the category of an Independent Director of the Company by the Board of Directors in their meeting held on October 25, 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of ensuing General Meeting, and who has submitted a declaration with regard to eligibility as per the Act and is eligible for appointment as an Independent Director of the Company under the relevant provisions of the Act, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years effective from October 25, 2023 till October 24, 2028, not liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters, things and to file such forms/e-forms with the appropriate authorities as may be necessary and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

VASUDHA BAGRI
AUTHORISED SIGNATORY
ADDRESS: 6TH FLOOR, TOWER - 2, ASSOTECH BUSINESS CRESTERRA, PLOT NO-22, SECTOR-135, NOIDA, 201305 - UTTAR PRADESH

DATE: NOVEMBER 10, 2023
PLACE: NOIDA

NOTES:

1. A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, ('Act') a person can act as a proxy on behalf of not more than fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total Share Capital of the Company carrying voting rights. A member holding more than ten percent (10%) 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 proxy for any other member.

   The instrument appointing proxies, in order to be effective, should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

2. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

3. Members/Proxies/Authorised Representatives are requested to bring the enclosed attendance slips duly filled in and signed for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.

4. Relevant documents referred to in the accompanying Notice are open for inspection by the Members between 10:00 a.m. to 5:00 p.m. at the Registered Office and Corporate Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) up to the date of this meeting.

5. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the EGM is annexed hereto. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.

6. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.

7. The relevant details in respect of Director appointment at the EGM, as required to be furnished under Secretarial Standard – 2, is annexed to the Notice as ***Annexure – A.***

8. Route Map showing directions to reach the venue is annexed to the Notice as ***Annexure – B***.

9. This Notice of the Meeting along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting are being sent by email to all the members on e-mail addresses (IDs) registered with the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

ITEM NO. 1 & 2:

The Board of Directors at its meeting held on October 25, 2023, appointed Mr. Rajiv Deepak Talreja (DIN: 02814620), as an Additional Director, not liable to retire by rotation, under Section 161 of the Companies Act, 2013 ("Act"), who shall hold the office of Director up to the date of the ensuing General Meeting of the Company.

The Board of Directors recommended to the members of the Company, the appointment of Mr. Rajiv Deepak Talreja (DIN: 02814620), as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years w.e.f. from October 25, 2023 till October 24, 2028. In pursuance of Section 149 read with Schedule IV to the Act, the appointment of an independent director requires approval of the members of the company.

The Company has received from Mr. Talreja, a consent in writing to act as Director in form DIR - 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and declaration that he meets the criteria of independence as specified under Section 149 of the Act.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, the name of Mr. Rajiv Deepak Talreja has been included in the data bank maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, Mr. Rajiv Deepak Talreja fulfils the conditions for appointment as Independent Director as specified in the Act and is independent of the management. He is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority.

Mr. Talreja is India's leading business coach and has impacted over 800,000 people across 5 countries through his work. He has worked with more than 100,000 Entrepreneurs in India through his training and coaching engagements and has been the source of substantial employment generation and economic growth through these entrepreneurs. He has the experience of more than a 1000 training programs across India and countries like Malaysia, Philippines, Thailand, Singapore and Sri Lanka, the stage is where his ability to inspire and create an impact is at its best. He has been an entrepreneur for more than 17 years and currently runs 3 successful ventures and 1 sports team.

The Company has received a notice in writing from him pursuant to Section 160 of the Act, proposing his candidature for the office of Independent Director, to be appointed under the provisions of Section 149 of the Act.

Considering his vast experience, knowledge and entrepreneurship skills, his presence on the Board will be of immense value to the Company. A copy of the draft letter of appointment of Mr. Talreja as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours. Further, as stipulated under Secretarial Standards-2, brief profile of Mr. Talreja is provided below in Annexure - A.

Except, Mr. Talreja, the appointee, none of the Directors, of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution as set out in Item No. 1 of the accompanying Notice, for approval of the Members, as an **Ordinary Resolution**.

The Board further recommends passing of the resolution as set out in Item No. 2 of the accompanying Notice, for approval of the Members, as a **Special Resolution**.

Annexure -A

Details of Director seeking appointment at the Extra Ordinary General Meeting pursuant to the provisions of Secretarial Standards-2 on General meetings

Name of Director	**Mr. Rajiv Deepak Talreja**
DIN	02814620
Date of Birth	29- 11 - 1986
Age	36 Years
Qualifications	Bachelor of Commerce
Experience	17 years
Terms and conditions of appointment	As per explanatory statement attached to this notice
Details of remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Date of first appointment on the Board	October 25, 2023
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
The number of Meetings of the Board attended during the financial year	None
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in other Companies: 1. QL One Coaching LLP 2. Cream Bun Technologies Private Limited 3. Dreamcraft Events and Entertainment Private Limited 4. Dreamcatcher Investments Private Limited 5. Quantum Leap Learning Solutions Private Limited

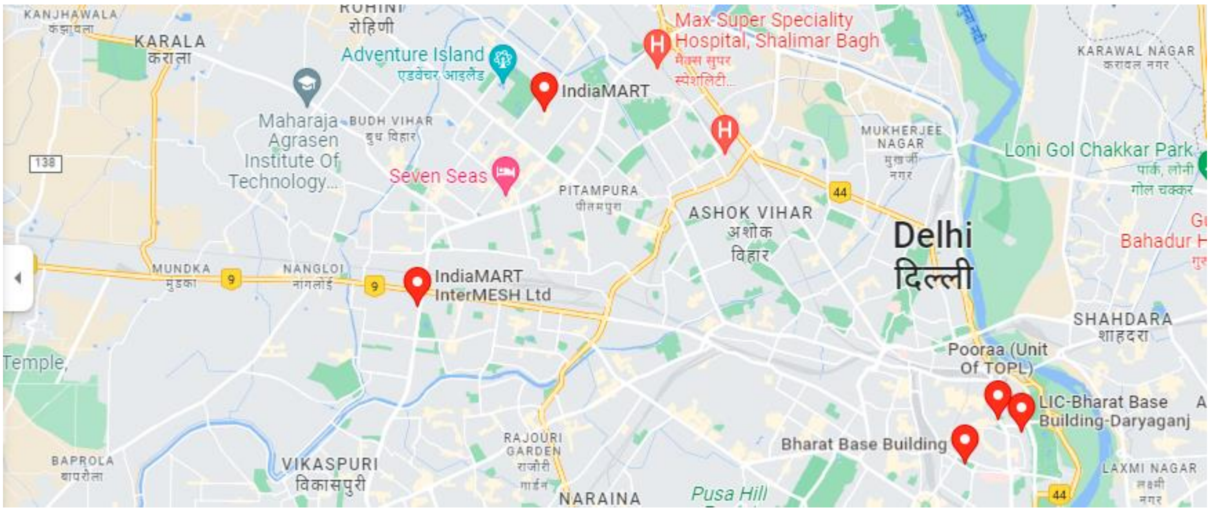
FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

VASUDHA BAGRI
AUTHORISED SIGNATORY
ADDRESS: 6TH FLOOR, TOWER - 2, ASSOTECH BUSINESS CRESTERRA, PLOT NO-22, SECTOR-135, NOIDA-201305, UTTAR PRADESH
DATE: NOVEMBER 10, 2023
PLACE: NOIDA

Annexure-B

LOCATION MAP:

Registered Office: **Busy Infotech Private Limited**
1st Floor, 29-Daryaganj,
Netaji Subash Marg, Delhi – 110002



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]

Extra Ordinary General Meeting – December 07, 2023

Name of Member(s)	
Registered Address	
Email Id.	
Folio No.	

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

1) Name : ………………………………………………………………….Email Id.:………………………………………….

Address : ………

Signature :…………………………………………………………………Or failing him/her………………………………..

2) Name : ………………………………………………………………….Email Id.:……………………………………….

Address: ……….

Signature :……………………………………………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting ('EGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on December 07, 2023, at 12:00 noon at 1st Floor, 29-Daryaganj, Netaji Subash Marg, Delhi – 110002 or at any adjournment thereof in respect of such resolutions as are indicated below:

ITEM NO.	RESOLUTIONS	FOR	AGAINST
1	Appointment of Mr. Rajiv Deepak Talreja (DIN: 02814620), as Director of the Company		
2	Appointment of Mr. Rajiv Deepak Talreja (DIN: 02814620), as an Independent Director of the Company		

Signed this…… day of……… 2023

Affix Re. 1/- Revenue

Signature of the Member

Signature of the Proxy Holder

Note:

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM.
3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'FOR' and 'AGAINST' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

ATTENDANCE SLIP

I / We hereby record my/our presence at the Extra Ordinary General Meeting ('EGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on Thursday, December 07, 2023, at 12:00 noon at 1st Floor, 29-Daryaganj, Netaji Subash Marg, Delhi – 110002.

Folio No.		**No. of Shares**	
Name of the Member		**Signature**	
Name of the Proxy holder/ Authorized Representative		**Signature**	

Notes:
1. Only Member / Proxy holder can attend the Meeting.
2. Please complete the Folio No. and name of the Member / Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.