



NOTICE OF 10<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Ninth (10th) **Annual General Meeting ('AGM')** of the member(s) of Tolexo Online Private Limited ('the Company') will be held on Friday, June 14, 2024 at 01:00 P.M. at Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Gurugram- 122016, the Registered Office of the Company, to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Bhargava (DIN: 08267536), who retires by rotation and being eligible, offers himself for re-appointment.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

SD/-

**SHIVANI MATHUR**

**COMPANY SECRETARY**

**MEMBERSHIP NO. 72221**

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

**DATE: MAY 22, 2024**

**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 send their authorized representatives to attend the meeting are requested to send, to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members/Proxies should bring the Attendance Slip attached herewith, duly filled in and signed, for attending the meeting.
4. Relevant documents referred to in the accompanying Notice of the 10th AGM are open for inspection by the Members at the Registered Office and Corporate Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the conclusion of this AGM and also at the AGM.
5. The Auditors Report pursuant to Section 145 of the Act, Register of Directors and their Shareholdings pursuant to Section 170, Register of Contracts or Arrangements in which Directors are interested pursuant to Section 189 and the Register of Proxies, will be available for inspection by the members at the AGM.
6. The relevant details in respect of Director re-appointment at the AGM, as required to be furnished under Secretarial Standard – 2, is annexed to the Notice as **Annexure – A**.
7. Route Map showing directions to reach the venue of 10th AGM is annexed to the Notice as **Annexure – B**.



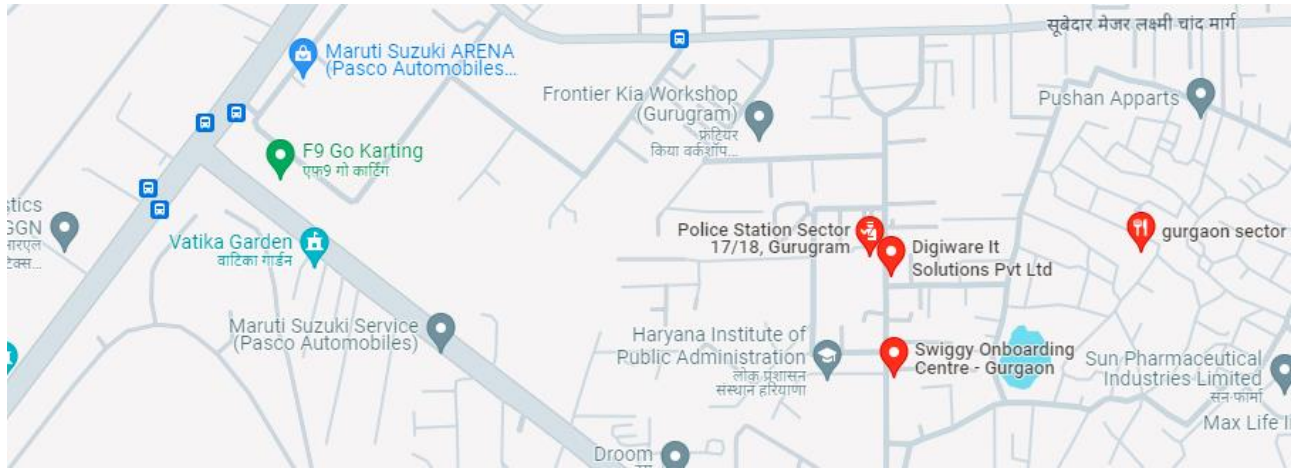
**DETAILS OF THE DIRECTOR SEEKING RE- APPOINTMENT AT THE 10th ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. Manoj Bhargava</b>
<b>Date of Birth &amp; Age</b>	October 29, 1975 & 48 Years
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor's Degree in Commerce (honors) and a bachelor's degree in law from University of Delhi;</li> <li>• Master's Degree in Law from Guru Gobind Singh Indraprastha University, Delhi;</li> <li>• Postgraduate Diploma in Intellectual Property Rights from the Indian Law Institute;</li> <li>• Postgraduate Diploma in cyber laws from Amity Law School, New Delhi; and</li> <li>• Qualified Company Secretary.</li> </ul>
<b>Terms and Conditions of Appointment</b>	Non-Executive Director of the Company
<b>Experience</b>	24 Years
<b>Date of first appointment on the Board</b>	October 29, 2018
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Nil
<b>Number of Board Meetings attended during the year</b>	5 (Five)
<b>Other Directorships, Membership/ Chairmanship of Committees of other Boards</b>	Directorship in other Companies: <ul style="list-style-type: none"> <li>• Hello Trade Online Private Limited</li> <li>• Tradezeal Online Private Limited</li> <li>• Livekeeping Technologies Private Limited</li> <li>• Livekeeping Private Limited</li> </ul>



**LOCATION MAP:**

**Registered Office:** **Tolexo Online Private Limited**  
**Plot No - 60, Ground Floor,**  
**Sector-18, Opposite Police Station,**  
**Gurugram- 122016**





**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]

**10th Annual General Meeting – June 14, 2024**

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 10th Annual General Meeting ('AGM') of the Company, to be held on Friday, June 14, 2024 at 01:00 p.m. at Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Gurugram- 122016 or at any adjournment thereof in respect of such resolutions as are indicated below:

ITEM NO.	RESOLUTIONS	FOR	AGAINST
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2024 together with reports of the Board's and Auditor s thereon.		
2	To appoint a Director in place of Mr. Manoj Bhargava (DIN: 08267536), who retires by rotation and being eligible, offers himself for re-appointment.		

Signed this..... day of..... 2024

\_\_\_\_\_  
**Signature of the Member**

Affix Re. 1/- Revenue Stamp
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\_\_\_\_\_  
**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 AGM.



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 10th Annual General Meeting of the Company held on Friday, June 14, 2024 at 01:00 p.m. at Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Gurugram- 122016.

<b>Folio No.</b>		<b>No. of Shares</b>	
<b>Name of the Member</b>		<b>Signature</b>	
<b>Name of the Proxy holder/ Authorized Representative</b>		<b>Signature</b>	

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.