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NOTICE OF THE 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 26th Annual General Meeting ('AGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on Thursday, June 08, 2023 at 02:00 P.M. at the Registered Office of the Company at 1st Floor, 29-Daryaganj, Netaji Subash Marg, Delhi – 110002 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, 2023, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Brijesh Kumar Agrawal, (DIN No: 00191760) who retires by rotation and being eligible offers himself for re-appointment.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Vasudha

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

DATE: MAY 17, 2023
PLACE: NOIDA

Busy Infotech Pvt. Ltd.
Regd. Office: 1st Floor, 29-Daryaganj, Netaji Subash Marg, Delhi – 110002
+91-8282828282 • sales@busy.in • www.busy.in • CIN: U72200DL1997PTC089032

NOTES:

1. **A MEMBER ENTITLED TO ATTEND THE MEETING AND VOTE THEREAT IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF 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 who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio number in the attendance slip.

4. Members/Proxies should bring the Attendance Slip attached herewith, duly filled in and signed, for attending the meeting.

5. The notice of the Annual General Meeting ("AGM") along with Annual Report for the financial year ending March 31, 2023 consisting of Financial Statements including Board's Report, Auditors' Report, attendance slip, proxy form and other documents required to be attached therewith is being sent by electronic mode to only those members whose e-mail addresses are registered with the Company.

6. Relevant documents referred to in the accompanying Notice of the 26th 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.

7. The Auditor's 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.

8. 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.***

9. Route Map showing directions to reach the venue of 26th AGM is annexed to the Notice as ***Annexure – B***.

<u>Annexure -A</u>

Details of Director seeking re-appointment at the 26th Annual General Meeting pursuant to the provisions of Secretarial Standards-2 on General meetings

<table>
<tr><td>Name of the Director</td><td>Mr. Brijesh Kumar Agrawal</td></tr>
<tr><td>Date of Birth & Age</td><td>September 16, 1976
& 46 Years</td></tr>
<tr><td>Qualification</td><td>Master’s Degree in Management Science from University of Lucknow;
Post-graduate Diploma in Business Management from Northern Institute for integrated learning in management, New Delhi</td></tr>
<tr><td>Terms and Conditions of Appointment</td><td>The terms and conditions for his appointment as Managing Director for a period of five consecutive years with effect from April 06, 2022 to April 05, 2027.</td></tr>
<tr><td>Experience</td><td>25 Years</td></tr>
<tr><td>Date of first appointment on the Board</td><td>April 06, 2022</td></tr>
<tr><td>Details of remuneration sought to be paid</td><td>NIL</td></tr>
<tr><td>Remuneration last drawn</td><td>NIL</td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</td><td>No Relation</td></tr>
<tr><td>Number of Board Meetings attended during the year</td><td>6 (Six) Board Meetings were held during FY 2022-2023 out of which he attended 6 (Six) Board Meetings.</td></tr>
<tr><td>Other Directorships, Membership/ Chairmanship of Committees of other Boards</td><td>Directorship in other Companies:
IndiaMART InterMESH Limited
Tolexo Online Private Limited.
Mynd Solutions Private Limited.
Committee Chairmanship/Membership:<table><tr><th>Name of Company</th><th>Name of Committee</th><th>Position Held (Chairman/Member)</th></tr><tr><td>IndiaMART InterMESH Limited</td><td>Corporate Social Responsibility & Sustainability Committee</td><td>Member</td></tr></table></td></tr>
</table>

			Stakeholder Relationship Committee	Member	
			Share Allotment Committee	Member	
			Investment & Finance Committee	Member	
		Busy Infotech Private Limited	Corporate Social Responsibility Committee	Member	

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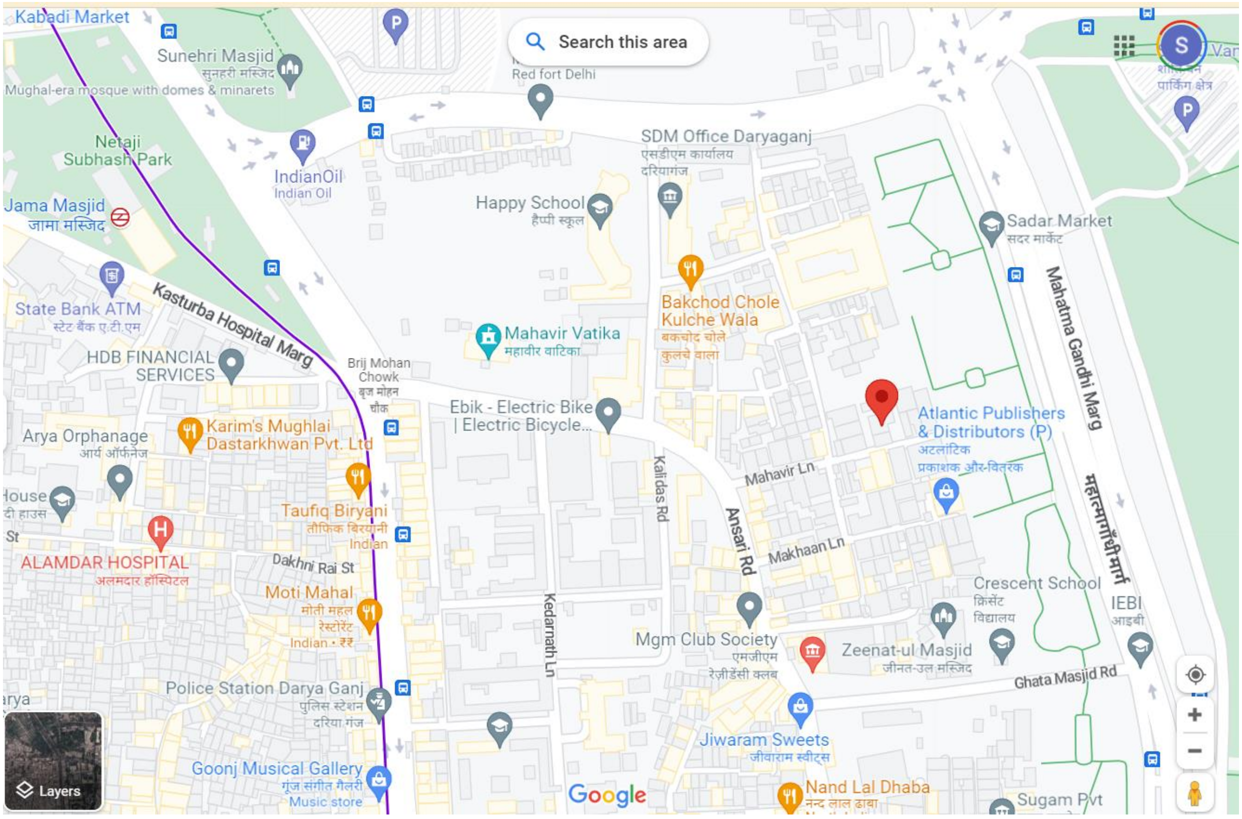
Annexure-B

LOCATION MAP:

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



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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]

26th Annual General Meeting – June 08, 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 26th Annual General Meeting ('AGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on June 08, 2023, at 02:00 P.M. 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
	ORDINARY BUSINESS		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Brijesh Kumar Agrawal, (DIN No: 00191760) who retires by rotation and being eligible offers himself for re-appointment		

Signed this…… day of……… 2023

Affix Re. 1/- Revenue Stamp

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 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.

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ATTENDANCE SLIP

I / We hereby record my/our presence at the 26th Annual General Meeting ('AGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on Thursday, June 08, 2023 at 02:00 P.M. 1st Floor, 29-Daryaganj, Netaji Subash Marg, Delhi – 110002, the Registered Office of the Company.

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.