

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh (11th) **Annual General Meeting ('AGM')** of the member(s) of Busy Infotech Private Limited (erstwhile known as Tolexo online Private Limited) ('the Company') will be held on Tuesday, June 10, 2025 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 BUSINESSSES

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, 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: 00191760), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as Statutory Auditors of the Company.

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 Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendations of the Board of Directors of the Company, M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of 11th Annual General Meeting ("AGM") until the conclusion of the 16th AGM of the Company at such professional fees and re-imburement of out of pocket expenses, if any, in each financial year, as mutually agreed between the Board of Directors and the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

SD/-

NUPUR SINGH

COMPANY SECRETARY

MEMBERSHIP NO. 36306

ADDRESS: 6TH FLOOR, TOWER - 2, ASSOTECH BUSINESS

CRESTERRA, PLOT NO-22, SECTOR-135, NOIDA, 201305 - UTTAR PRADESH

DATE: APRIL 25, 2025

PLACE: NOIDA

Busy Infotech Pvt. Ltd.

(Erstwhile known as Tolexo Online Private Limited)

(CIN: :U72200HR2014PTC120179)

Regd. Office: Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Industrial Complex Dundaheera, Gurgaon- 122016, Haryana, India

Mobile No.: 9999488955 • E-mail: cs@tolexo.com • URL: www.busy.in

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 11th 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 11th AGM is annexed to the Notice as **Annexure – B**.

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Annexure -A

DETAILS OF THE DIRECTOR SEEKING RE- APPOINTMENT AT THE 11TH ANNUAL GENERAL MEETING

Name of the Director	Mr. Brijesh Kumar Agrawal
Date of Birth & Age	September 16, 1976 45 Years
Qualification	<ul style="list-style-type: none"> • 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.
Terms and Conditions of Appointment	Director of the Company
Experience	26 Years
Date of first appointment on the Board	May 28, 2014
Shareholding in the Company	1 equity share (As a nominee of IndiaMART InterMESH Limited)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Relation
Number of Board Meetings attended during the year	Total 8 (Eight)
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship in other Companies: <ul style="list-style-type: none"> • IndiaMART InterMESH Limited • Mynd Solutions Private Limited • Dyna Infosoft Pvt. Ltd.

Busy Infotech Pvt. Ltd.

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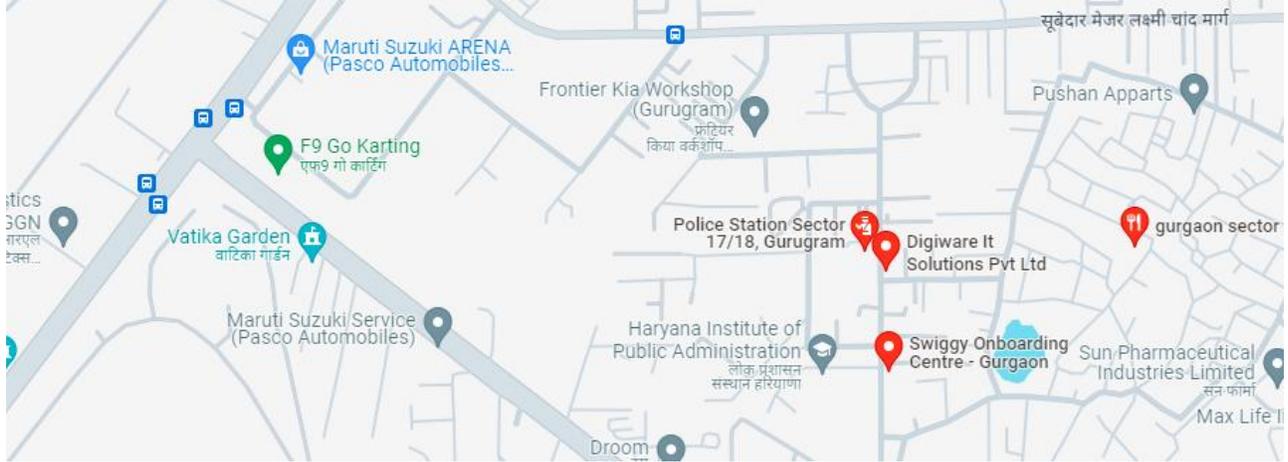
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LOCATION MAP:

Registered Office: Busy Infotech Private Limited (erstwhile as Tolexo Online Private Limited)
Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Gurugram- 122016



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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]

11th Annual General Meeting - June 10, 2025

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 11th Annual General Meeting ('AGM') of the Company, to be held on _____ at _____ 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:

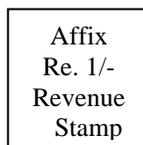
ITEM NO.	RESOLUTIONS	FOR	AGAINST
1	To receive, consider and adopt the Audited Financial Statements for the Financial Year ended March 31, 2025 together with reports of the Board's and Auditor s thereon.		
2	To appoint a Director in place of Mr. Brijesh Kumar Agrawal (DIN: 00191760), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s B S R & Co. LLP, Chartered Accountants, (Firm Registration No: 101248W/W-100022), as Statutory Auditors of the Company		

Signed this..... day of..... 2025

Signature of the Member

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.



Signature of the Proxy Holder

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ATTENDANCE SLIP

I / We hereby record my/our presence at the 11th Annual General Meeting of the Company held on Tuesday, June 10, 2025 at the registered office of the Company situated at Plot No - 60, Ground Floor, Sector-18, Opposite Police Station, Gurugram-122016.

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.

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