

NOTICE OF THE 25TH ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that 25th Annual General Meeting ('AGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on June 27, 2022, Monday at 11:00 A.M. at 206, M G House 2, Community Centre, Wazirpur Industrial Area, Delhi-110052, 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, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), including any statutory modification(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors at its meeting held on June 23, 2022, M/s. B S R & Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022), be and are hereby appointed as Statutory Auditors of the Company for an initial term of 5 (five) years, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting to be held in the year 2027, due to resignation of M/s. Sushil Gupta & Associates, Chartered Accountants (Firm Registration No. - 014913N), on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS:

3. **Appointment of Mr. Brijesh Kumar Agrawal (DIN: 00191760) as Director of the Company, liable to retire by rotation.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **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 Articles of

Busy Infotech Pvt. Ltd.

(CIN: U72200DL1997PTC089032)

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Association of the Company, Mr. Brijesh Kumar Agrawal (DIN: 00191760), who was appointed as an Additional Director of the Company by the Board of Director in its meeting held on April 06, 2022 and hold office upto the date of this Annual General Meeting, 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, 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.”

4. Appointment of Mr. Brijesh Kumar Agrawal (Din: 00191760) as Managing Director and Chief Executive Officer 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 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other rules made thereunder as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for appointment of Mr. Brijesh Kumar Agrawal (DIN: 00191760) as Managing Director (‘MD’) of the Company, for a continuous period of five years, with effect from April 06, 2022 till April 5, 2027 without any remuneration and upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Agrawal.

RESOLVED FURTHER THAT Mr. Brijesh Kumar Agrawal, Managing Director and Chief Executive Officer of the Company shall have right to manage day to day business affairs of the Company subject to the superintendence, guidance, control and directions of the Board of Directors of the Company and shall have the right to exercise the power of management of the Company, from time to time, as may be delegated to him by the Board of Directors of the Company.

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

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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.”

5. Appointment of Mr. Prateek Chandra (DIN: 00356853) as Director of the Company, liable to retire by rotation and nominee of IndiaMART InterMESH Limited, the holding 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 & 160 read with Rule 8 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. Prateek Chandra (DIN: 00356853), nominated by IndiaMART InterMESH Limited, who was appointed as an Additional Director of the Company by the Board of Director in its meeting held on April 06, 2022, pursuant to section 161 and holds office upto the date of this Annual General Meeting, in respect of whom the Company has received the notice in writing under Section 160 proposing his candidature of Mr. Prateek Chandra (DIN: 00356853) for the office of Board, be and is hereby appointed as a Nominee Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation, with effect from the date of this Annual General Meeting of the Company.

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.”

6. Appointment of Mr. Mekin Maheshwari (DIN: 03621431) as 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. Mekin Maheshwari (DIN: 03621431) who was appointed as an Additional Director of the Company by the Board of Director in its meeting held

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on April 06, 2022 and holds office upto the date of this Annual General Meeting, 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 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.”

7. Appointment of Mr. Mekin Maheshwari (DIN: 03621431) 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, 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. Mekin Maheshwari (DIN: 03621431) 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 April 6, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, and who is eligible for appointment as an Independent Director of the Company under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years effective from April 06, 2022 till April 5, 2027, 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.”

8. Approval and adoption of new set of Articles of Association of the Company.

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

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“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions and rules, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Registrar of Companies, NCT of Delhi & Haryana, the consent of the members of the Company be and is hereby accorded to approve and adopt the amended Articles of Association, in substitution for and to the exclusion of the existing Articles of Association of the Company and in alignment with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby jointly and/or severally authorized to do such acts and deeds as may be required in this regard including but not limited to filing the amended copy of Articles of Association of the Company and file such other documents as are required to be filed with the Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

9. Approval and adoption of amended Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions and rules, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company and subject to the approval of Shareholders of the Company and Registrar of Companies, NCT of Delhi & Haryana, the consent of the members of the Company be and is hereby accorded to alter the existing Main object clause III(A) of Memorandum of Association (‘MOA’) of the Company in the following manner:

Clause 3 of the MOA will be read as:

- 1. To carry on business of software development, system analysis and design software documentation, software marking distribution, software training and implementation and all other related services in India and abroad.*
- 2. To carry on business of long term and short maintenance and repair and servicing of computer systems, computer peripherals, computer accessories and parts, related electrical equipment and other associated material in India and abroad.*
- 3. To design, develop, host, promote and maintain web pages and websites and to carry on business of Internet and web advertising, web content design and development, web publishing, networking, network integration, e-mail and messaging solution, web enables automation systems and solution, Intranet, Extranet, E-business, E-commerce, Electronic Data Interchange (EDI), Cyber Solutions and all other Internet related products and*

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services and to develop software either independently or for system integration, to offer education and training in the area of electronic web based payment and receipt mechanisms, transfer management and programming and provide consultancy and technical service in specification, design, selection, implantation, monitory research, derivatives, foreign exchange, securities and stock trading in India and abroad. To carry on business as mobile application technology, software development, designing, design software documentation, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions.

- 4. To own, manage and run computer training and data processing centers and to act as consultants, advisors, developers and traders in computer programming, system development, system design, software designing, computer aided designs, data compilation and statistical analysis and to carry on the business of traders, developers, assemblers, repairs, importers, exporters of software packages, computer systems, computer parts, computer consumables and electronic communication systems, data publishing and processing systems and other industrial automation systems and gadgets. And to carry on turnkey, on-site, off-shore or subcontract the business of developing, designing, programming, maintenance of software and to buy, sell, import, export, design, develop, implement or undertake projects in the field of computer hardware, system or application software, peripherals, electronic and web enabled devices and to carry on business of management and consultancy services relating to Information Technologies and Electronic Systems and to provide structured services and solutions advice and consultancy for funding, structuring management, trading and acquisition of corporate and infrastructure and analytical tools for data-mining in a unique way in India and abroad through technologically advanced tools and management systems.*
- 5. To carry on business of sale, purchase, designing, manufacturing, hire purchase, lease, rent, import, export, stockists, distributors, dealers, traders, agents, exchangers and jobbers in all kinds of computer systems, computer softwares, computer peripherals, power conditioning equipments, computer accessories, spares and components, computer based systems, CAD/CAM systems telecommunications systems including relevant hardware and software, local area networking, wide area networking, data communication systems including relevant hardware and software, computerized medical equipments and bioelectrical equipments. To deal in other office automation, computer furniture, computer stationery, printer ribbons, diskettes, magnetic tapes and cartidges, ink cartiges and other related items in India and abroad.*
- 6. To carry on the business of running computer bureaus, hiring of computer time and services, data entry, data processing, data storage and computer output microfilmings in India and abroad.*

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7. *To provide consultancy services on preparation of project report, selection of computer systems, peripherals, media and allied items, computer personnel and computerizations in general in India and abroad.*
8. *To hold seminars, courses and business conferences for training in computer and office automation, computer programming, system analysis and design, operation research, computer operations, data entry operations and other computer related activities in India and abroad.*
9. *To carry on business of providing computer software, accounting & financial services & advisory and hardware personnel to work offsite as well as onsite at customer site in India and abroad.*
10. *To carry on and to undertake the business of any form of electronic payment facilitation mechanisms through internet based solutions and products and to provide financial intermediation for corporate and non-corporate bodies, individuals or a group and to provide counseling and services in connection with electronic payments and receipts, products technologies, markets. To provide advisory and consulting services for internet based payments and receipts and trading and management of all types of money transfer mechanisms in India and abroad and to amylase, monitor and provide data and online services in the files of electronic receipts and payments for banks, financial intermediaries, portals, websites, professional bodies institutions, statutory bodies, government and semi government departments, education intuition, private parties, individuals in India and Abroad. To act a full fledged money changer and allied services and to buy, sell, exchange, export/or import any type of currency subject to the prior approval of the Reserve Bank of India and other appropriate authorities. To operate and carry on business as a payment aggregator, undertake related activities, and provide payment aggregator services to online and offline merchants in accordance with the applicable laws and guidelines.*

RESOLVED FURTHER THAT *the amended Memorandum of Association of the Company, be and is hereby approved and adopted.*

FURTHER RESOLVED THAT *all the directors of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds and things as may be required for giving effect to this Resolution, including filing of any forms as may be required with any statutory authorities including the registrar of companies, and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the board of directors to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."*

10. Authorization for making investments over and above the prescribed limit

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions and rules, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) any other laws and regulations, as may be applicable, the enabling provisions of Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for making investment and giving loans or guarantees, in one or more tranche(s), to any body-corporate or other entity, whether in India or outside India, as may be considered appropriate, upto Rs. 100 Crores (Rupees One Hundred Crores Only), at a given point of time, notwithstanding that such loans, investments or guarantees together with the Company's existing investments in all other body corporates, loans and guarantees given and securities provided may be in excess of the limits prescribed under section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT all the Directors, be and are hereby jointly and/or severally authorized, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the resolution.”

11. Approval of taking Loans & Advances over and above the prescribed limits.

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Memorandum and Articles of Association of the Company, subject to approval from members, consent of the members of the Company be and is hereby accorded, to borrow any sum or sums of money, by way of loan or other debt convertible securities or any other borrowing, from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, subject to such aggregate borrowings at any point of time not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only) and the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, deem fit.

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RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the resolution.”

**By Order of the Board of Directors
For Busy Infotech Private Limited**



**Bharat Sachdev
Authorised Signatory**

**Place: Noida
Date: June 25, 2022**

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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 should bring the Attendance Slip attached herewith, duly filled in and signed, for attending the meeting.
4. The notice of the Annual General Meeting ("AGM") along with Annual Report for the financial year ending March 31, 2022 consisting of Financial Statements including Board's Report, Auditors' Report 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.
5. Relevant documents referred to in the accompanying Notice of the 25th AGM 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 AGM and during the AGM.
6. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the AGM is annexed hereto. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
7. 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**.
8. Route Map showing directions to reach the venue of 25th AGM is annexed to the Notice as **Annexure – B**.

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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. 3 AND 4:

APPOINTMENT OF MR. BRIJESH KUMAR AGRAWAL (DIN: 00191760) AS A MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY

The Board of Directors of the Company had appointed Mr. Brijesh Kumar Agrawal (DIN: 00191760) as an Additional Director of the Company, liable to retire by rotation pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting. The Company has received from Mr. Agrawal, 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.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up conclusion of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice in writing from Board of Directors pursuant to Section 160 of the Act, proposing the candidature of Mr. Brijesh Kumar Agrawal for the office of Director, to be appointed as such under the provisions of Section 152 of the Act.

Further, the Board of Directors at its meeting held on April 06, 2022 appointed Mr. Brijesh Kumar Agrawal (DIN: 00191760) as Managing Director ('MD') and CEO of the Company effective from April 6, 2022 in terms of provisions of Section 196, 197, 203 and the rules made thereunder, for a period of five (5) consecutive years from April 06, 2022 to April 05, 2027, subject to the approval of the members of the Company.

Mr. Brijesh Kumar Agrawal aged 45 years having over 26 years of industry experience in various fields across multiple industries. He has done Master's Degree in Management Science from University of Lucknow and Post-graduate Diploma in Business Management from Northern Institute for integrated learning in management, New Delhi. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the guidance and services of Mr. Agrawal should be of immense benefit for the Company.

The terms and conditions of appointment of Mr. Brijesh Kumar Agrawal (hereinafter as MD") are given below:

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A. Tenure of Appointment:

The appointment as MD is for a period of five consecutive years with effect from April 06, 2022 to April 05, 2027.

B. Nature of Duties:

The MD shall devote his time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and direction of the Board in connection with and in the best interests of the business of the Company.

C. Remuneration:

- i. The appointment of MD is being made without any remuneration.
- ii. The Board of Directors are authorised to alter and vary the terms and conditions of MD in such manner as may be agreed to between the Board of Directors and MD.

Details of Mr. Brijesh Kumar Agrawal are provided in the Table A to the Notice, pursuant to the provisions of Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the letter of appointment of Mr. Brijesh Kumar Agrawal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board recommends the resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members by passing the **Ordinary Resolution**.

In accordance with the provisions of Sections 196, 197, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed appointment of Mr. Agrawal as MD & CEO require approval of members by passing Special Resolution. Hence, the Board recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members by passing the **Special Resolution**.

Mr. Brijesh Kumar Agrawal is interested in the resolution set out at Item No. 3 and 4 of the Notice with regard to his appointment and his relatives may be deemed to be interested in the above resolution to the extent of their shareholding interest, if any, in the Company

Save and except the above, none of the Directors of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Busy Infotech Pvt. Ltd.

(CIN: U72200DL1997PTC089032)

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ITEM NO. 5:

APPOINTMENT OF MR. PRATEEK CHANDRA (DIN: 00356853) AS DIRECTOR OF THE COMPANY AND NOMINEE OF BY INDIAMART INTERMESH LIMITED, THE HOLDING COMPANY

Mr. Prateek Chandra was first inducted to the Board at the Board Meeting held on April 06, 2022 and was appointed as an Additional Director of the Company, liable to retire by rotation pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting. The Company has received from Mr. Chandra, 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.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up conclusion of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received a notice in writing from Board of Directors pursuant to Section 160 of the Act, proposing the candidature of Mr. Prateek Chandra for the office of Director, to be appointed as such under the provisions of Section 152 of the Act.

Mr. Prateek Chandra is also proposed to be designated as Nominee Director on behalf of IndiaMART InterMESH Limited (Holding Company) to represent the holding company before the Board of Directors of the Company.

The Company has received consent of Mr. Prateek Chandra to act as Nominee Director of the Company.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Chandra is provided below in Table A.

The Board recommends the resolution set out in item no.5 of the accompanying Notice for approval and adoption of the Members by passing the **Ordinary Resolution**.

Mr. Prateek Chandra is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment.

Save and except the above, none of the Directors of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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ITEM NO. 6 & 7:

APPOINTMENT OF MR. MEKIN MAHESHWARI (DIN: 03621431) AS A DIRECTOR AND THEN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors at its meeting held on April 06, 2022, appointed Mr. Mekin Maheshwari (DIN: 03621431) 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.

The Board of Directors recommended to the members of the Company, the appointment of Mr. Mekin Maheshwari as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five (5) consecutive years from the date of this Annual General Meeting. In pursuance of Section 149 read with Schedule IV to the Act, the appointment of an independent director requires approval of the members.

The Company has received from Mr. Maheshwari, 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. Mekin Maheshwari has been included in the data bank maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, Mr. Mekin Maheshwari 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. Mekin Maheshwari, aged 41 years holds Master Degree in Bachelor of Engineering, Information Science. He started his career at Yahoo! and has held entrepreneurial roles throughout his career. He also managed the position of Chief People Officer for Flipkart where he built out a great tech team, which he counts as his biggest professional achievement. He is the founder and CEO of Udhyam Learning Foundation, a co-founder of Global Alliance for Mass Entrepreneurship (G.A.M.E) and Social Change at ACT Grants. An active Angel investor, he invests in for profit and social entrepreneurs, playing an advisory role on the board as an Independent Director.

The Company has received a notice in writing from the board of directors along pursuant to Section 160 of the Act, proposing the candidature of Mr. Maheshwari for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

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Considering his vast experience, his presence on the Board will be of immense value to the Company. A copy of the draft letter of appointment of Mr. Maheshwari 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, considering the roles and responsibilities of Independent Directors, it is proposed that the Mr. Maheshwari be paid sitting fees for attending the Board and Committee meetings and reimbursement of any expenses for participation in the board and other meetings, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company. Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Maheshwari is provided below in Table A.

Except, Mr. Maheshwari, 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. 6 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. 7 of the accompanying Notice, for approval of the Members, as a **Special Resolution**.

ITEM NO. 8:

APPROVAL AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

Pursuant to Share Purchase Agreement executed between the Company and IndiaMART InterMESH Limited, the Company become the wholly owned subsidiary of IndiaMART InterMESH Limited, which is a listed Public Company. Accordingly, it was required to amend the current Articles of Association of the Company to include the provisions applicable to the public Company.

The Board of Directors of the Company in its meeting held on April 6, 2022 approved and recommended to the shareholders, the amended Articles of Association of the Company.

In view of the above, it is proposed to alter the Articles of Association of the Company, subject to approval of Registrar of Companies, NCT of Delhi & Haryana.

The proposed amended Articles of Association of the Company is available at the Company's registered office during working hours for the perusal of the members.

None of the Directors of Company and/or their relatives are in any way, deemed to be concerned or interested financially or otherwise, in the resolution.

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The Board recommends the resolution as set out at Item No. 8 of the Notice for approval by the members as **Special Resolution**.

ITEM NO. 9:

APPROVAL AND ADOPTION OF AMENDED MEMORANDUM OF ASSOCIATION OF THE COMPANY

Pursuant to Share Purchase Agreement executed between the Company and IndiaMART InterMESH Limited, the Company become the wholly owned subsidiary of IndiaMART InterMESH Limited, which is a listed Public Company. Accordingly, in order to align the objects of the Company with the holding company, the Board of Directors in its meeting held on April 6, 2022 accorded approval, subject to the members approval, for the amendment in the Objects Clause of the Memorandum of Association ('MOA') to include activities related to internet-based services, software as a service, accounting services, electronic payment facilitation mechanisms through internet based solutions, etc.

The alteration of the Memorandum of Association of the Company requires approval of the shareholders of the Company by means of a Special Resolution under section 13 of the Companies Act, 2013.

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. 9 of the accompanying Notice, for approval of the Members, as a **Special Resolution**.

ITEM NO. 10:

AUTHORIZATION FOR MAKING INVESTMENTS OVER AND ABOVE THE PRESCRIBED LIMIT

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act") and any subsequent Rules made thereunder, the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

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In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice of the AGM. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 9 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 10 of the accompanying notice.

The Board recommends passing of the resolution as set out in Item No. 10 of the accompanying Notice, for approval of the Members, as a **Special Resolution**.

ITEM NO. 11:

APPROVAL OF TAKING LOANS & ADVANCES OVER AND ABOVE THE PRESCRIBED LIMITS.

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the borrowing limit of the Company upto Rs. 100 Crores (Rupees One Hundred Crores), outstanding at any point of time.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed upto Rs. 100 crores.

The Directors recommend the Special Resolution as set out at Item No. 11 of the accompanying Notice, for members' approval. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company

The Board recommends passing of the resolution as set out in Item No. 11 of the accompanying Notice, for approval of the Members, as a **Special Resolution**.

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Annexure -A

Details of Directors seeking appointment at the 25th Annual General Meeting pursuant to the provisions of Secretarial Standards-2 on General meetings

Name of Director	Mr. Brijesh Kumar Agrawal	Mr. Prateek Chandra	Mr. Mekin Maheshwari
DIN	00191760	00356853	03621431
Date of Birth	16/09/1976	21/02/1981	21/08/1980
Age	45	41	41
Qualifications	<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. 	Bachelor of Commerce, CA (Chartered Accountant)	<ul style="list-style-type: none"> • Master Degree in Bachelor of Engineering, Information Science
Experience	26 years	20 Years	20 Years
Terms and conditions of appointment	As per explanatory statement attached to this notice	As per explanatory statement attached to this notice	As per explanatory statement attached to this notice
Details of remuneration sought to be paid	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Date of first appointment on the Board	April 06, 2022	April 06, 2022	April 06, 2022
Shareholding in the company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None	None
The number of Meetings of	None*	None*	None*

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the Board attended during the financial year			
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1. IndiaMART InterMESH Limited 2. Tolexo Online Private Limited. 3. Mynd Solutions Private Limited	1. Tolexo Online Pvt. Ltd. 2. Ten Times Online Pvt. Ltd. 3. Finlite Technologies Pvt. Ltd.	1. Agaramudhal Consultancy Services LLP 2. Foundation Partners LLP 3. Teamlease Services Ltd. 4. Prekin Trading Pvt. Ltd. 5. Udhyam Financial Services Pvt. Ltd. 6. Junior Achievement India Services 8. Udhyam Learning Foundation

**Appointed by the Board of Directors in their meeting held on April 6, 2022.*

**By Order of the Board of Directors
For Busy Infotech Private Limited**



**Bharat Sachdev
Authorised Signatory**

**Place: Noida
Date: June 25, 2022**

Busy Infotech Pvt. Ltd.

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LOCATION MAP:

Registered Office: **Busy Infotech Private Limited**
206, M G House 2,
Community Centre,
Wazirpur Industrial Area, Delhi-110052

**Busy Infotech Pvt. Ltd.**

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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]

25th Annual General Meeting - _____, 2022

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 25th Annual General Meeting ('AGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on June 27, 2022, Monday at 11:00 A.M. at 206, M G House 2, Community Centre, Wazirpur Industrial Area, Delhi-110052 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, 2022, together with the Reports of the Board of Directors and Auditors thereon.		
2	To appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
	SPECIAL BUSINESS		
3	Appointment of Mr. Brijesh Kumar Agrawal (DIN: 00191760) as Director of the Company, liable to retire by rotation		
4	Appointment of Mr. Brijesh Kumar Agrawal (Din: 00191760) as Managing Director and Chief Executive Officer of the Company		
5	Appointment of Mr. Prateek Chandra (DIN: 00356853) as Director of the Company, liable to retire by rotation and nominee of IndiaMART InterMESH Limited, the holding company		
6	Appointment of Mr. Mekin Maheshwari (DIN: 03621431) as Director of the Company		
7	Appointment of Mr. Mekin Maheshwari (DIN: 03621431) as an Independent Director of the Company		
8	Approval and adoption of new set of Articles of Association of the Company		

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9	Approval and adoption of amended Memorandum of Association of the Company		
10	Authorization for making investments over and above the prescribed limit		
11	Approval of taking Loans & Advances over and above the prescribed limits		

Signed this..... day of..... 2022

Signature of the Member

Affix
Re. 1/-
Revenue
e

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 25th Annual General Meeting ('AGM') of the members of Busy Infotech Private Limited (the 'Company') will be held on June 27, 2022, Monday at 11:00 A.M. at 206, M G House 2, Community Centre, Wazirpur Industrial Area, Delhi-110052, 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.

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