



NOTICE OF 01/2023-24 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that 01/2023-24 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Kritikal Solutions Private Limited (the “**Company**”) will be held at shorter notice on Friday, 22nd March, 2024, at 10:00 a.m. (IST) through Other Audio Visual Means (“**OAVM**”) facility at Smartworks Corporate Park, Maple Towers, 4th Floor, Plot No. 1&2, Sector 125, Noida, Gautam Buddha Nagar, Uttar Pradesh-201303 (“**Deemed Venue**”), to transact the following business:

SPECIAL BUSINESS:

1. REMOVAL OF MR. DIPINDER SINGH SEKHON FROM WHOLE TIME DIRECTOR AS WELL AS DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 169 and any other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), Mr. Dipinder Singh Sekhon, having DIN: 01000924, be and is hereby removed from the office of Whole Time Director as well as Director of Kritikal Solutions Private Limited with immediate effect;

RESOLVED FURTHER THAT any Director of the Company be and is hereby *severally* authorized to do all such acts, deeds and things, including filing of e-forms with the concerned Registrar of Companies, as may be required to give effect to the above resolution.”

**By order of the Board of Directors
For Kritikal Solutions Private Limited**

**Ashwani Gautam
Managing Director
DIN: 00113633**

**Address: Smartworks Corporate Park, Maple Towers
4th Floor, Plot No. 1&2, Sector 125, Noida
Gautam Buddha Nagar, Uttar Pradesh-201303**

**Date: 13th March, 2024
Place: Noida**



NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide General Circular No. 09/2023 dated 25th September, 2023 read with Circular No. 11/2022 dated 28th December, 2022, General Circular No. 3/2022 dated 05th May, 2022, General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, has allowed Companies to conduct their Extra-ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio Visual Mode (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the EGM of the Company is being held through OAVM.
2. The facility of participation through OAVM is available to all members without any restriction.
3. **AS THE MEETING IS BEING HELD VIA OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE**
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice is enclosed herewith.
5. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 09:45 am (IST) and shall be closed after the expiry of 15 minutes of the scheduled time
6. Attendance of members present through OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
7. Corporate Members/ other institutions intending to send their authorized representative to attend the Meeting are requested to send to the Company a scanned copy of certified true copy of the Board Resolution/ Authority letter authorizing their representative to attend and vote on their behalf at the Meeting.
8. As the EGM of the Company has been called on a shorter notice, members of the company are requested to give their consent in the prescribed format enclosed with the notice and submit the same at the registered office of the Company, to conduct the EGM.
9. The Chairman of the meeting will be appointed as under:
 - 9.1 The members present shall elect the Chairman on show of hands.
 - 9.2 By a poll. Members may convey their votes by sending the same on the ashwani@kritikalvision.ai (Designated email), when a poll is required to be taken during the EGM on any resolution. Members shall send emails through their email addresses which are registered with the Company.
10. The Members will be allowed to pose questions during the course of the EGM in regard to the special business. The queries can also be given in advance at ashwani@kritikalvision.ai.
11. In accordance with the aforementioned circulars, the Notice calling the EGM is available on the website of the Company at <http://www.kritikalsolutions.com>.



12. Relevant documents pertaining to the Special Business will be made available to the member electronically upon sending a request at the Designated Email and shall be open for inspection at the Registered Office of the Company, up to and including the date of the EGM of the Company.
13. In view of the clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated 15th April, 2020, the Company will hold the EGM through OAVM, without the physical presence of the Members at the venue of EGM. In view of the directions from MCA, the EGM is being convened through OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue. Hence, no route map is being attached to this Notice.

14. **INSTRUCTION FOR JOINING THE MEETING THROUGH OTHER AUDIO VISUAL MEANS**

Members can join the meeting through Other Audio Visual Means facility by following the steps below:

1. Accepting the meeting invite sent on registered emails through Google calendar (zoom link)
2. Joining through the Meeting invite link as circulated separately with the notice:
3. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case of any queries regarding Other Audio Visual facility before or during the meeting, Members may call at number +91-9810103320 or write to ashwani@kritikalvision.ai to receive a response. Members desiring any assistance relating to joining the meeting are requested to write to us atleast 24 Hours before the meeting to enable us to assist you effectively.



EXPLANATORY STATEMENT
(Pursuant to section 102(1) of the Companies Act, 2013)

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and shall be taken as forming part of the Notice.

ITEM NO. 1

The Members of the Company be and are hereby informed that the Company has received a Special Notice dated March 06, 2024 from Kritikal Technologies Private Limited (“KTPL”), Shareholder of the Company holding 10,13,094 (Ten Lakh Thirteen Thousand and Ninety Four only) Equity Shares constituting 65.85% of the total paid up share capital of the Company, pursuant to the provisions of Section 115 read with Section 169 of the Companies Act, 2013 along with Rule 23 of the Companies (Management and Administration) Rules, 2014 with an intention to move an Ordinary Resolution pursuant to Section 169 of the Companies Act, 2013 for removal of Mr. Dipinder Singh Sekhon from the office of Wholetime Director as well as Director of the Company. The aforesaid Special Notice received from KTPL, is attached as **Annexure-1**, for consideration of the shareholders.

The Members of the Company be and are hereby further informed that the Board of Directors of the Company in their meeting held on 11th March, 2024 have also taken note of the Special Notice along with the requirement to send the Special notice to Mr. Dipinder Singh Sekhon, concerned Director thereby giving an opportunity to make any representation against the resolution for his removal.

Accordingly, the Board recommends this resolution, in relation to removal of Mr. Dipinder Singh Sekhon from the position of Whole Time Director as well as Director of the Company, for the approval by the Members of the Company by way of an Ordinary Resolution.

The Directors of KTPL who are also on the Board of the Company i.e. Mr. Ashwani Gautam, Mr. Nishant Sharma, Mr. Anoop G Prabhu, and Mr. Dipinder Singh Sekhon are interested in the said resolution as the resolution is being proposed by KTPL as shareholder of the Company. Also, Mr. Dipinder Singh Sekhon is the Director against whom such removal resolution is being proposed. As the Company has not appointed any person as a ‘Manager’ in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

Relevant documents pertaining to the aforesaid item can be inspected during the office hours of any working day at the Registered office of the Company situated at H-No-1/4527, Kali Dass Marg, Ram Nagar Extn, Hanuman Mandir, New Delhi -110032.

**By order of the Board of Directors
For Kritikal Solutions Private Limited**

Ashwani Gautam
Managing Director
DIN: 00113633

**Address: Smartworks Corporate Park, Maple Towers, 4th Floor, Plot No. 1&2, Sector 125, Noida
Gautam Buddha Nagar, Uttar Pradesh-201303**

Date: 13th March, 2024

Place: Noida



**CONSENT BY SHAREHOLDER FOR CONDUCTING THE EXTRA-ORDINARY GENERAL
MEETING OF THE COMPANY AT SHORT NOTICE**

[Pursuant to section 101(1) of Companies Act, 2013]

To
The Board of Directors
Kritikal Solutions Private Limited
Registered office:
H-No-1/4527, Kali Dass Marg, Ram Nagar Extn,
Hanuman Mandir, New Delhi -110032

Dear Sirs,

I/we, _____ S/o Mr. _____, resident of _____ Authorized Representative
of M/s _____, holding _____ (_____) Equity shares of INR
10/- in the Company, do hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold
01/FY 2023-24 Extra-Ordinary General Meeting of the Company at a shorter notice on **Friday, 22nd March,**
2024 at 10 a.m. (IST) at Smartworks Corporate Park, Maple Towers, 4th Floor, Plot No. 1&2, Sector 125,
Noida, Gautam Buddha Nagar, Uttar Pradesh-201303 (**"Deemed Venue"**).

_____)

Date: _____