



NOTICE FOR CONVENING NINETEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting (“AGM”) of the Members of Greynium Information Technologies Private Limited (the “Company”) will be held on Monday, September 30, 2024 at 10.30 A.M. IST at the Registered Office of the Company situated at No. 2, 4th Floor, 1st Main Jakkasandra, 1st Block, Koramangala, Koramangala I Block, Bengaluru-560034, Karnataka, India, to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORT OF AUDITORS THEREON AND REPORT OF BOARD OF DIRECTORS

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of Auditors thereon and Report of the Board of Directors as circulated, be and are hereby received, considered and adopted.”

ITEM NO. 2: TO APPROVE THE APPOINTMENT OF SGM & ASSOCIATES LLP (FRN: S200058), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and further to the recommendation of the Board of Directors (“Board”), M/s. SGM & Associates LLP (FRN:S200058), Chartered Accountants, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors, be and are hereby appointed as Statutory Auditors of the Company for a tenure of 5 (Five) consecutive years starting from FY 2024-25 until the conclusion 24th Annual General Meeting of the Company to be held in FY 2029-30 of on such terms and conditions including remuneration as may be mutually agreed between the Board and them.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to finalise/ modify the terms and conditions of appointment and/or remuneration and to avail such other services as may be required from the Statutory Auditors from time to time in accordance with the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including the power to settle all questions, difficulties or doubts that may arise with regard to the aforesaid appointment, as it may in its absolute discretion deem fit, including but not limited to the determination of the scope of work, roles and responsibilities of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, as may be require, to give effect to this resolution, without seeking any further consent or approval of the Members of the Company.”

Greynium Information Technologies Pvt Ltd

No. 2, VRR Legacy, 4th Floor, 1st Main, 1st Block, Koramangala, Jakkasandra Extension, Bengaluru, Karnataka, India 560 034

Email: info@oneindia.co.in Web: www.oneindia.com

CIN: U72900KA2005PTC037160

GSTIN: 29AACCG5183D1ZM

SPECIAL BUSINESS:

ITEM NO. 3 TO APPOINT MR. CHANCHAL KUMAR (DIN: 10495438) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Chanchal Kumar (DIN: 10495438), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the Meeting of Board held on February 07, 2024 up to the date/ due date of the next General Meeting of the Company, be and is hereby appointed as a Director (Non-Executive, Non- Independent) of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto including but not limited to filling of necessary forms with any regulatory authority as may be required in this regard for the purpose of giving effects to this Resolution.”

By and on behalf of the Board

GREYNIUM INFORMATION TECHNOLOGIES PRIVATE LIMITED



Ravindra Singh
Director
DIN: 08019195



Date: September 07, 2024

Place: Bengaluru

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Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), is annexed to and forms part of the Notice as **Annexure I**.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company not less than forty-eight hours before the time fixed for the Meeting. (**Annexure-II**)
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers in the attendance slip for attending the Meeting.
7. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the company on all working days of the company between 11:00 a.m. and 1:00 p.m. upto the date of the AGM and at the venue of the Meeting for the duration of the Meeting.
8. Route-map to the venue of the Meeting is provided herewith (VerSe Innovation).



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ANNEXURE I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ISSUED BY ICSI

ITEM NO. 3 - TO APPOINT MR. CHANCHAL KUMAR (DIN: 10495438) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY

Background:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules framed there under, Mr. Chanchal Kumar (DIN: 10495438) was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company effective from February 07, 2024. Now, it is proposed to appoint him as Director (Non-Executive, Non-Independent).

BRIEF PROFILE OF MR. CHANCHAL KUMAR (DIN: 10495438)

Particulars	Details
Name	Chanchal Kumar (DIN: 10495438)
Date of Birth and Age	20/05/1979, 45 years
Qualification	B. Com from Ramjas College, University of Delhi, Chartered Accountant and Company Secretary
Experience	<p>Mr. Kumar is a Chartered Accountant and a Company Secretary with experience of more than 20 years.</p> <p>Currently, he is working as Company Secretary of Ver Se Innovation Private Limited.</p> <p>Previously, he has worked in various reputed organizations such as ICICI Bank, GE Capital, Yes Bank and Ujjivan Small Finance Bank.</p>
Terms and conditions of appointment	Appointment as a Director (Non-Executive, Non-Independent)
Remuneration sought to be paid	Sitting fees, and reimbursed expenses for attending Board and Board committee meetings as per Articles of Association of the Company, as may be approved by the Board from time to time in accordance with the applicable laws.
Date of first appointment on the Board	February 07, 2024
Shareholding in the company	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
The number of Meetings of the Board attended during the year	3 Board Meetings
Another directorship	Innovative Ver Se Media Private Limited BMEG Private Limited Quark Media Tech Private Limited Greynium Information Technologies Private Limited
Membership/ Chairmanship of Committees of other Boards	NA

The Board hereby recommends to shareholders for passing of the said resolution set out at Item No. 3 as an Ordinary Resolution.

Except Mr. Chanchal Kumar none of the directors, key management personnels and/or their relatives, are concerned or interested in the resolution as set out in the Item No. 3 of the Notice.

By and on behalf of the Board

GREYNIUM INFORMATION TECHNOLOGIES PRIVATE LIMITED



Ravindra Singh
Director
DIN: 08019195



Date: September 07, 2024

Place: Bengaluru

Greynium Information Technologies Pvt Ltd

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**Annexure-II
PROXY FORM (MGT-11)**

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DP ID (if shares held in demat form)	

I/We are being the Member(s) of _____ Equity shares of Rs. 10/- each of **Greynium Information Technologies Private Limited**, hereby appoint:

Name: _____ E-mail Id: _____

Address: _____

Signature: _____ or failing him.

Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 10:30 AM at No. 2, 4th Floor, 1st Main Jakkasandra, 1st Block, Koramangala, Koramangala I Block, Bengaluru-560034, Karnataka, India and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Item No.	Resolution	For	Against
1	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORT OF AUDITORS THEREON AND REPORT OF BOARD OF DIRECTORS.		
2	TO APPROVE THE APPOINTMENT OF SGM & ASSOCIATES LLP (FRN: S200058), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION		
3	TO APPOINT MR. CHANCHAL KUMAR (DIN: 10495438) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY		

Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

Signed this _____ day of _____ 2024

Signature of Member(s): _____

Signature of the Proxy holder(s) : _____

Note: This proxy form in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 1 hour before the Annual General Meeting.

Affix revenue Stamp

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ATTENDANCE SLIP
19TH ANNUAL GENERAL MEETING

Registered Folio No./ DP ID and Client ID	
Name and Address of the Member(s)	

I / We, hereby record my / our presence at the 19th Annual General Meeting of the Company at the Registered Office of the Company on Monday, September 30, 2024, at 10:30 A.M.

.....
Member's Folio /
DP ID- Client ID

.....
Member's / Proxy's
Name in BLOCK Letters

.....
Member's / Proxy's
Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.