

**NOTICE & AGENDA OF THE EXTRA-ORDINARY GENERAL MEETING**

This **shorter notice** (“Notice”) for calling the I/November/2025-26 extra-ordinary general meeting of the members of **Vayana (IFSC) Private Limited** (the “Company” and the “Meeting”) will be held on **Friday, 21 November 2025 at 3.00 P.M.** at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411 016 to transact the following business set out in this Notice.

**SPECIAL BUSINESS**

**ITEM NO. 1 TO INCREASE THE AUTHORISED SHARE CAPITAL 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 Section 61(1)(a) and 64(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, if any (including any statutory modifications or re-enactment thereof, for the time being force) and applicable provisions of the Articles of Association of Vayana (IFSC) Private Limited (“Company”), consent of the members of the Company be and is hereby accorded for the increase in the authorized share capital of the Company in the following manner:

**FROM** INR 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of INR 10 (Rupees Ten only) each.

**TO:** INR 35,00,00,000 (Rupees Thirty-Five Crores only) divided into 3,50,00,000 (Three Crore and Fifty Lakh) equity shares of INR 10 (Rupees Ten only) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, subject to the approval of members of the Company, consent of the Board be and is hereby accorded, for alteration of Clause 5 of Memorandum of Association of the Company by substituting in its place the following:

The share capital of the company is 35,00,00,000 rupees, divided into

3,50,00,000	Equity Share	Shares of	10	Rupees each
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**RESOLVED FURTHER THAT** any of the directors or the Company Secretary of the Company, if any, be and is hereby severally authorized to sign, either digitally or physically and file required forms with the Registrar of Companies and sign and execute necessary papers, applications or any other documents and to do all such acts, deeds and things as maybe required to give effect to this resolution.”

**VAYANA (IFSC) PRIVATE LIMITED**

CIN: U67100GJ2022PTC132713

**Registered Office:** 601, 6th Floor, Signature Building, Block 13-B, Zone 1, GIFT SEZ, Gift City, Gandhinagar, Gujarat 382355

**Communication Address:** Unit No. 104 & 105, First Floor, Inspire BKC, G Block, BKC Main Road, BandraKurla Complex, Bandra (East), Mumbai-400051

**Email:** regulatory@vayana.com **Phone:** 020-67441234

For and on behalf of: **VAYANA (IFSC) PRIVATE LIMITED**

[sd/-]

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(signature of authorized signatory)

**Date:** 21 November 2025

**Place:** Mumbai

**Name:** Manish Gadia

**Designation:** Director and CEO

**DIN:** 00282975

**Address:** B/301 Sarnath Upper Govind Nagar Opp  
Satsang Malad East Mumbai Maharashtra 400097

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**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN TWO HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) 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 a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant board or other similar governing body resolution together with the specimen signature(s) of the representative(s) authorized under the resolution to attend and vote on their behalf at the Meeting.
4. Members, authorized representatives, and proxies should carry valid identity proof such as PAN, voter card, passport, driving license, AADHAAR card etc. along with duly filled attendance slip enclosed herewith for attending the Meeting.
5. The explanatory statement as required under Section 102(1) of the Companies Act, 2013, is annexed hereto and forms an integral part of the Notice. Relevant documents referred to in the notice are open for inspection by the members at the registered office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
6. None of the directors and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the special business set out in the notice.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1 TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

The present authorized share capital of the Company is INR 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of INR 10 (Rupees Ten only) each.

The Company intends to raise further share capital in the near future by issuing fresh equity shares. The proposed revised authorised capital is INR 35,00,00,000 (Rupees Thirty-Five Crores only) divided into 3,50,00,000 (Three Crore and Fifty Lakh) equity shares of INR 10 (Rupees Ten only) each.

Pursuant to the provisions of Sections 13, 61 of the Companies Act, 2013, consent of shareholders is also required for the proposed increase in the authorised capital for alteration in the Capital Clause (Clause 5 of Memorandum of Association of the Company). Since the aforesaid sections require approval of the Shareholders of the Company by way of passing Ordinary Resolution, your directors recommend the resolution for increasing the authorised share capital of the Company and consequent alteration in the Memorandum of Association of the Company.

**MEMORANDUM OF INTEREST:**

None of the directors of the Company, key managerial personnel, or their relatives are interested in the resolutions.

The documents related to the aforesaid resolutions shall be open for inspection in the manner prescribed in this notice on all working days up to and including the date of the Extra-Ordinary General Meeting of the Company.

For and on behalf of: **VAYANA (IFSC) PRIVATE LIMITED**

[sd/-]

(signature of authorized signatory)

**Date:** 21 November 2025

**Place:** Mumbai

**Name:** Manish Gadia

**Designation:** Director and CEO

**DIN:** 00282975

**Address:** B/301 Sarnath Upper Govind Nagar Opp  
Satsang Malad East Mumbai Maharashtra 400097

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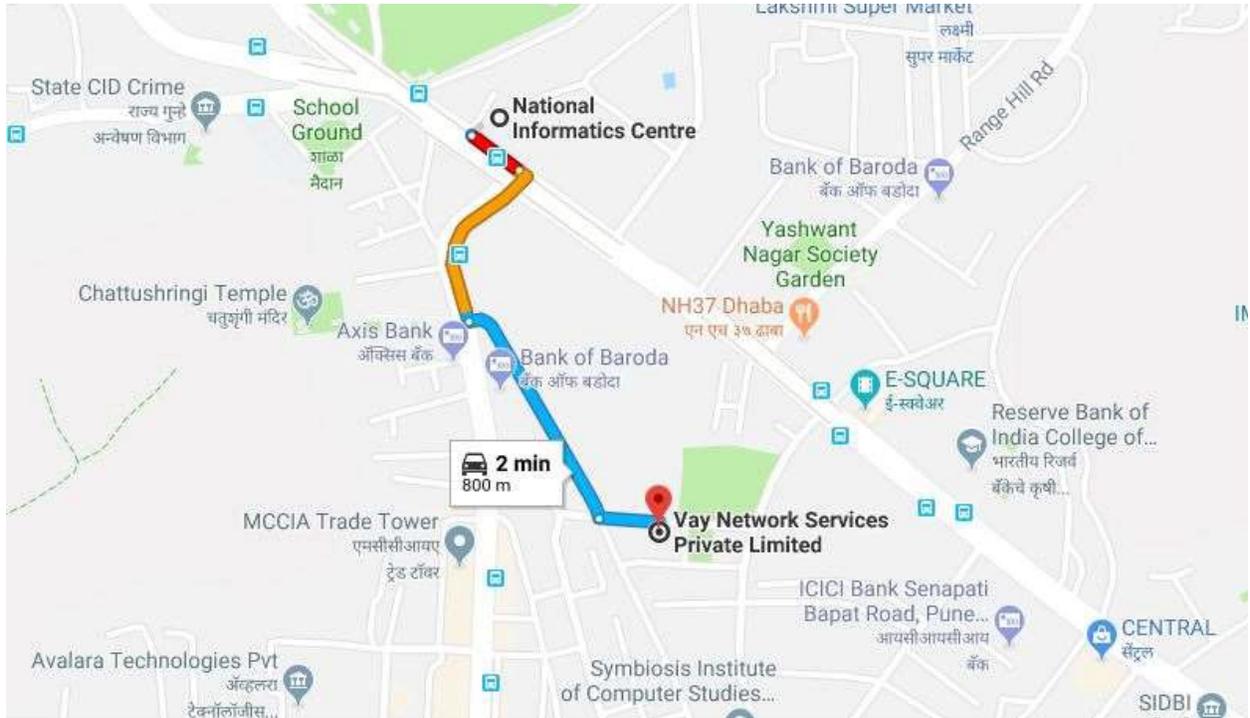
**ROUTE MAP FOR THE MEETING**

**Venue:** Flat No. 6, Shivkamal 1076/5, Polytechnic College, Vidya Vihar Colony, Shivajinagar, Pune 411016

**Landmark:** National Informatics Centre

**Distance from Landmark:** 800 Meters

**Route Map:**



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**ATTENDANCE SLIP**

*(Please complete this attendance slip and hand it over at the entrance of the meeting room)*

I hereby record my presence at the I/November/2025-26 Extra-Ordinary General Meeting of the members of **VAYANA (IFSC) PRIVATE LIMITED** on **Friday, 21 November 2025 at 3.00 P.M.** at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411 016.

Folio No:

Full Name of the Shareholder in Block Letters:

No. of Shares held:

Name of Proxy / Authorised Representative (if any) in Block Letters:

Signature of the ~~Shareholder / Proxy~~ / Representative\*

**Note:**

- 1. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.*
- 2. Only member / proxy / authorized representative can attend the meeting.*
- 3. those members who have multiple folios with different joint holders may use copies of this attendance slip*

*\* Strike out whichever is not applicable.*

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**PROXY FORM**

**FORM NO. 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 :

Registered Address :

Email Address :

Folio No. / Client Address :

DP ID :

I / We, being the member of \_\_\_\_\_ shares of INR 10 each of **Vayana (IFSC) Private Limited** (“**Company**”), hereby appoint:

Name :

Email Address :

Address :

Signature :

*Or failing him*

Name :

Email Address :

Address :

Signature :

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as my / our proxy to attend and vote for me / us and on my / our behalf at the I/November/2025-26 Extra-Ordinary General Meeting of the Company, to be held on **Friday, 21 November 2025 at 3.00 P.M.** at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411 016 and at any adjournment(s) thereof, in respect of the resolution(s), as indicated below:

**Special Business:**

1. To increase the Authorised Share Capital of the Company

Signed: this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Signature of Member(s):

**Affix  
Revenue  
Stamp**

Signature of the Proxy holder(s):

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office situated at : 601, 6th Floor, Signature Building, Block 13-B, Zone 1, GIFT SEZ, Gift City, Gandhinagar, Gujarat 382355
2. A proxy need not be a member of the Company.
3. The form of proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.

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EXHIBIT 1

SHORTER CONSENT LETTER FORMAT

[ON THE LETTERHEAD OF THE SHAREHOLDER]

To:

Date:[●]

Board of Directors of  
**Vayana (IFSC) Private Limited**  
601, 6th Floor, Signature Building, Block 13-B, Zone 1, GIFT  
SEZ Gift City, Gandhinagar- 382355, Gujarat

**Sub: Grant of consent for holding the I/November/2025-26 Extra-Ordinary General Meeting of the shareholders of Vayana (IFSC) Private Limited at a shorter notice on Friday, 21 November 2025 at 3.00 P.M. at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411 016**

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I/We ,(name of shareholder) hereby give my ~~/-our~~ consent for holding the I/November/2025-26 Extra-ordinary General Meeting of the shareholders of **Vayana (IFSC) Private Limited** (“**Company**”), at shorter notice on **Friday, 21 November 2025 at 3.00 P.M.** at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411 016 IST in accordance with the notice issued by Company on 21 November 2025.

I / We hereby confirm that the items in the Notice may be transacted at the meeting in the manner set out in the Notice.

Kind regards,  
(name of shareholder)

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(signature)

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**EXHIBIT 2**  
**AUTHORISED REPRESENTATIVE AUTHORITY LETTER FORMAT**

[ON THE LETTERHEAD OF THE SHAREHOLDER]

To:

Board of Directors of  
**Vayana (IFSC) Private Limited**  
601, 6th Floor, Signature Building, Block 13-B, Zone 1, GIFT  
SEZ Gift City, Gandhinagar- 382355, Gujarat

**Sub: Appointment of an authorised representative to attend and vote at the I/November/2025-26 Extra-ordinary General Meeting of Vayana (IFSC) Private Limited to be held on Friday, 21 November 2025 at 3.00 P.M. at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411 016**

We, (name of shareholder), hereby confirm that Mr. [*name of authorised representative*] has been appointed as our authorised representative, pursuant to Section 113 of the Companies Act, 2013, to attend and vote on our behalf at the I/November/2025-26 Extra-Ordinary General Meeting of Vayana (IFSC) Private Limited on **Friday, 21 November 2025 at 3.00 P.M. at Flat No. 6, Shivkamal, 3rd Floor, 1076/5, Vidya Vihar Colony, Shivajinagar, Pune – 411016**

Kind regards,  
For and on behalf of: (name of shareholder)

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(*signature of authorized signatory*)

Name:

Designation:

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