

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of Atyati Technologies Private Limited will be held at shorter notice on Tuesday, 30<sup>th</sup> September 2025 at 12.00 p.m. (IST) at the Registered Office of the Company at 301-323, 3<sup>rd</sup> Floor, Tower C, Diamond District PID No. 73-1-150/C-C-2, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka, India to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March 2025, Statement of Profit & Loss along with Cash Flow Statement for the year ended on that date along with Explanatory Notes annexed thereto, or forming part of any document referred above, the Auditor's Report thereon and the Directors' Report thereto.

### **SPECIAL BUSINESS:**

2. To make investments in Low-Risk Mutual Funds and fixed deposits, with maximum investment not exceeding INR 300,000,000/- (Indian Rupees Three Hundred Million only) at any point of time, through Andromeda Wealth Private Limited, a related party 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 applicable provisions of the Companies Act, 2013, read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders be and is hereby accorded to invest in low-risk Mutual Funds and Fixed Deposits through Andromeda Wealth Private Limited, from time to time, maximum investment not exceeding INR 300,000,000/- (Rupees Three Hundred Million Only) at any point of time;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the shareholders be and is hereby accorded to approve the Related Party Transaction for availing financial advice and Treasury Management Solution services from Andromeda Wealth Private Limited;

**RESOLVED FURTHER THAT** Mr. Prakash Ramachandra Prabhu, Director & CEO, and Mr. Praveer Kumar Surana, Chief Financial Officer of the Company, be and are hereby jointly authorized to sign and execute all such agreements, documents, undertakings, and other papers as may be required from time to time, to sub-delegate authority as necessary, and to do all such acts, deeds, and things as may be required to give effect to this resolution."

By Order of the Board  
For Atyati Technologies Private Limited



**Mridula P. Thomas**  
**Company Secretary**  
**M. No.: F8966**

**Atyati Technologies Private Limited**  
Regd off: 301-323, 3<sup>rd</sup> Floor, Tower 'C',  
Diamond District, Old Airport Road,  
PID No.73-1-150/C-C-2, Kodihalli,  
Bengaluru-560008, Karnataka



**Date: 26-Sep-2025**  
**Place: Bengaluru**

**NOTES:**

1. 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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 301-323, 3<sup>RD</sup> FLOOR, TOWER C, DIAMOND DISTRICT PID NO. 73-1-150/C-C-2, OLD AIRPORT ROAD, KODIHALLI, BENGALURU-560008, KARNATAKA, INDIA BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. Kindly bring your copies of the Notice to the meeting.
3. Members/ Proxies should bring the Attendance Slips duly filled-in for attending the meeting.
4. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
6. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
7. Members are requested to notify their change of address, if any, to the Company immediately.
8. The route map for the venue of Annual General Meeting is enclosed for the reference and forms part of Notice of this meeting.





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

**ITEM NO. 2**

**TO MAKE INVESTMENTS IN LOW-RISK MUTUAL FUNDS AND FIXED DEPOSITS, WITH MAXIMUM INVESTMENT NOT EXCEEDING INR 300,000,000/- (INDIAN RUPEES THREE HUNDRED MILLION ONLY) AT ANY POINT OF TIME, THROUGH ANDROMEDA WEALTH PRIVATE LIMITED, A RELATED PARTY OF THE COMPANY**

The Board of Directors of the Company in their meeting held on 28<sup>th</sup> May 2025, approved the investment of Company's liquid funds in Low-risk Mutual Funds and Fixed Deposits, with the maximum investment not exceeding INR 300,000,000/- (Rupees Three Hundred Million only) at any point in time. The Company intends to strategically allocate investments in low-risk mutual funds and Fixed Deposits, focusing on instruments such as Liquid Funds, Government Securities Funds (Gilt Funds), Debt Funds, and Arbitrage Funds. These options have been carefully selected to strike an optimal balance among capital preservation, liquidity, and reasonable returns, thereby ensuring financial flexibility to meet future cash flow requirements while minimizing risk exposure. This limit is over and above the amounts kept with banks in the form of fixed deposits directly by the Company.

The expense ratio associated with the Regular Plans is generally higher than that of the Direct Plans due to distribution commissions payable to Mutual Fund distributors such as Andromeda Wealth Private Limited ("Andromeda Wealth"). These commissions are built into the overall cost structure of the mutual fund by the respective Asset Management Companies. However, engaging a Mutual Fund distributor provides the Company with access to expert financial advisory services, which can contribute meaningfully to risk management and the enhancement of long-term portfolio performance. This applies if the Company invests through any Mutual Fund distributor in the Country. It was further noted that, at present, the Company does not possess the requisite in-house expertise for this purpose.

Hence, it was proposed to avail financial advice and Treasury Management Solution services from Andromeda Wealth, a Company specializing in financial planning and investment management.

Since Mr. Rajan Mittal and Mr. Prasad Desai, Directors of the Company, also serve as Directors on the Board of Andromeda Wealth, it is a related party as per Section 2(76) of the Companies Act, 2013. Accordingly, the proposed availing of financial advice and Treasury Management Solution services constitutes a Related Party Transaction in terms of Section 188 of the said Act. Andromeda Wealth is considered a fellow subsidiary of the Company in accordance with the definition provided under Accounting Standard-18 (AS-18), as issued and amended from time to time by the Institute of Chartered Accountants of India (ICAI).

The details of the transaction are as follows:

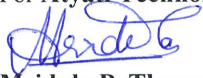
Name of the Related Party	Andromeda Wealth Private Limited (Andromeda Wealth)
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Rajan Mittal: Director Mr. Prasad G. Desai: Director
Nature of Relationship	Common Directors and Fellow subsidiary
Nature, Material terms, Monetary value and Particulars of the contract or arrangements	Nature: Availing of services  Material Terms: NA  Monetary Value: There is no direct financial transaction between the Company and Andromeda Wealth, and the Company is taking financial advice and Treasury Management Solution services from Andromeda Wealth. The maximum investment through Andromeda Wealth should not exceed INR 300,000,000/- (Rupees Three Hundred Million only) at any point in time.  Particulars of contract: NA
Any other material information	The Company currently holds 7,82,95,336 Optionally Convertible Redeemable Preference Shares (OCRPS) (100 % of the total OCRPS outstanding as on date) and 10,000 equity

	shares (0.01708% of the total 5,85,52,049 Equity Shares outstanding) of Andromeda Sales and Distribution Private Limited (ASDPL). The OCRPS are convertible into equity shares of face value of ₹10 each, based on the fair value prevailing at the time of conversion. However, as of now, the Company is not in a position to determine the extent of control or significant influence, if any, over ASDPL. Andromeda Wealth Private Limited is a subsidiary of ASDPL.
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The said transaction is not in the ordinary course of business of the Company; however, it is at arm's length. Further, the transaction amount is within the limits prescribed under Section 188 of the Companies Act, 2013 wherein shareholder's approval is required in case the transaction exceeds ten percent or more of the turnover of the Company on the basis of audited Financial Statements of preceding Financial Year. Since the limit defined by the Companies Act, 2013 is dependent on the turnover and considering that the turnover may fluctuate or reduce in future years, the same is being placed for shareholders' approval by way of an ordinary resolution from the governance perspective.

Except Mr. Rajan Mittal and Mr. Prasad G. Desai, none of the Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

**By Order of the Board**  
**For Atyati Technologies Private Limited**



**Mridula P. Thomas**  
**Company Secretary**  
**M. No.: F8966**

**Atyati Technologies Private Limited**  
Regd off: 301-323, 3<sup>rd</sup> Floor, Tower 'C',  
Diamond District, Old Airport Road,  
PID No.73-1-150/C-C-2, Kodihalli,  
Bengaluru-560008, Karnataka



**Date: 26-Sep-2025**  
**Place: Bengaluru**



**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]

**CIN: U72200KA2006PTC038859****Name of the Company: Atyati Technologies Private Limited****Registered office: 301-323, 3<sup>rd</sup> Floor, Tower C, Diamond District PID No. 73-1-150/C-C-2, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka, India.**

Name of the Member(s):.....  
Registered address:.....  
E-mail Id:.....  
Folio No/ Client Id:.....

I/ We being the member of Atyati Technologies Private Limited, holding .....shares, hereby appoint

1. Name: .....  
Address:.....  
E-mail Id:.....  
Signature: ....., or failing him
2. Name: .....  
Address:.....  
E-mail Id:.....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twentieth Annual General Meeting of the Company, to be held at shorter notice on Tuesday, 30<sup>th</sup> September 2025 at 12.00 p.m. at the Registered Office of the Company at 301-323, 3<sup>rd</sup> Floor, Tower C, Diamond District PID No. 73-1-150/C-C-2, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Items:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March 2025, Statement of Profit & Loss along with Cash Flow Statement for the year ended on that date along with Explanatory Notes annexed to, or forming part of any document referred above, the Auditors' Report thereon and the Directors' Report thereto.
2. To make investments in Low-Risk Mutual Funds and fixed deposits, with maximum investment not exceeding INR 300,000,000/- (Indian Rupees Three Hundred Million only) at any point of time, through Andromeda Wealth Private Limited, a related party of the Company.

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

Signature of Shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.**

Affix  
Revenue  
Stamp



**Attendance Slip**

Time :  
Place :

**FULL NAME OF THE FIRST SHAREHOLDER: .....**

Joint Shareholders, if any.....

Father's/Husband name.....

Address in full.....

**FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY -----**

I/We hereby record my /our attendance at the Twentieth Annual General Meeting of the Company to be held at shorter notice on Tuesday, 30<sup>th</sup> September 2025 at 12:00 p.m. (IST) at the Registered Office of the Company at 301-323, 3<sup>rd</sup> Floor, Tower C, Diamond District PID No. 73-1-150/C-C-2, Old Airport Road, Kodihalli, Bengaluru-560008, Karnataka, India.

Folio No. :

No of Shares held:

Signature of the Member / Proxy \_\_\_\_.





**Route Map for Venue of Annual General Meeting of Atyati Technologies Private Limited**

**Map Link: <https://maps.app.goo.gl/DVpoYWuVVViARJwyMA>**

