NOTICE OF SEVENTEENTH (17th) ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH (17th) ANNUAL GENERAL MEETING ('AGM OR MEETING') OF THE MEMBERS OF VER SE INNOVATION PRIVATE LIMITED UPON APPORVAL OF MEMBERS OF THE COMPANY UNDER SECTION 101 OF THE COMPANIES ACT 2013 TO CONDUCT THE MEETING AT SHORTER NOTICE, WILL BE HELD ON TUESDAY, MARCH 25, 2025, AT 06:00 P.M. IST AT ITS REGISTERED OFFICE SITUATED AT 11TH FLOOR, WING E, HELIOS BUSINESS PARK, OUTER RING ROAD, KADUBEESANAHALLI, BENGALURU- 560103, KARNATAKA TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORT OF AUDITORS THEREON ALONG WITH THE 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 (Standalone & Consolidated) of the Company for the Financial Year ended March 31, 2024 and the Report of Auditors thereon along with the Report of the Board of Directors as circulated, be and are hereby received, considered and adopted."

2. **TO APPROVE THE APPOINTMENT OF PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP (FRN: 012754N/N500016) AS A STATUTORY AUDITORS OF THE COMPANY 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"), Price Waterhouse Chartered Accountants LLP (FRN: 012754N/N500016), 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 22nd 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."

For Ver Se Innovation Private Limited

Umang Bedi

Umang Bedi
Whole Time Director
DIN: 02432920

Date: March 25, 2025
Place: Bengaluru

NOTES

1. Subject to the request received from the members and pursuant to the guidelines issued by Ministry of Corporate Affairs ('MCA') through general circular no. 14/2020 dated May 8, 2020, circular no. 03/2022 dated May 5, 2022, circular no. 11/2022 dated December 28, 2022 and circular no. 09/2023 dated September 25, 2023 along with other circulars issued in this regard and as amended and updated from time to time, appropriate means will be enabled to convene the Annual General Meeting ("AGM") of Members of the Company through video conferencing facility.

2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. Proxy form is enclosed with this Notice as **Annexure-A.**

3. A person can act as proxy on behalf of Members not exceeding fifty and holding 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 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 Members.

4. In case of corporate Members proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.

5. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.

6. Any query relating to financial statements must be sent to the Company's registered office before the commencement of the Meeting.

7. All documents referred to in this Notice are available for inspection to the Members of the Company at the registered office of the Company during normal business hours on all working days up to and including the date of Annual General Meeting of the Company.

8. Route map is enclosed:

Address of the Venue: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103 Karnataka.

For Ver Se Innovation Private Limited

Umang Bedi
Whole Time Director
DIN: 02432920

Date: March 25, 2025
Place: Bengaluru

ANNEXURE-A

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	

I/We being the Member(s) of _______________ Equity shares of Rs. 1/- each and _______________ Preference shares of Rs. 10/- or Rs. 30/- of **Ver Se Innovation Private Limited**, hereby appoint:

1. Name: Mr. Umang Bedi, E-mail Id: Umang.bedi@verse.in
   Address: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru- 560103, Karnataka.
   Signature:

   or failing him

2. Name: Mr. Virendra Kumar Gupta, E-mail Id: Virendra.gupta@verse.in
   Address: 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru- 560103, Karnataka.
   Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held on Tuesday, March 25, 2025 at 06:00 PM IST at 11th Floor, Wing E, Helios Business Park, Outer Ring Road, Kadubeesanahalli, Bengaluru-560103, Karnataka at shorter notice 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 (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORT OF AUDITORS THEREON ALONG WITH THE REPORT OF BOARD OF DIRECTORS.		
2	TO APPROVE THE APPOINTMENT OF PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP (FRN: 012754N/N500016) AS A STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION.		

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 ____________ 2025
Signature of Member(s): ______________________________
Signature of the Proxy holder(s) :________________________

Affix revenue Stamp

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.

VERSE

ATTENDANCE SLIP

17TH 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 17th Annual General Meeting of the Company at the Registered Office of the Company on Tuesday, March 25, 2025, at 06:00 PM IST.

…………………………………………………

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.