

# ARTERIA TECHNOLOGIES PRIVATE LIMITED

## NOTICE

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting of the Members of Arteria Technologies Private Limited having Registered Office at No. 104, Ground Floor, Prestige Omega, EPIP Zone, Near Vydehi Hospital, Whitefield, Bangalore – 560 066, will be held at shorter notice on Friday the 21st June 2024 at 4.00 P.M. through Video Conference to transact the following business :-

### **ORDINARY BUSINESS :-**

1. To receive, consider, and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2024 and the Profit and Loss account for the period, together with the report of Directors' and Auditors' thereon.
2. **To appoint the statutory auditors of the Company for a period of five years.**

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

**“RESOLVED THAT** pursuant to Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications and re-enactments, for the time being in force) M/s. MSKA & Associates, Chartered Accountants (FRN- 105047W) be and is hereby appointed as the statutory auditors of the Company for a period of five years, from the conclusion of the 17<sup>th</sup> Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2029 at such remuneration as may be mutually agreed between the Board of Directors and the auditors.

**RESOLVED FURTHER THAT** any one Director of the Company be and is hereby severally authorized to sign necessary papers and file necessary forms with the Registrar of Companies and do all such acts, deeds, matters and things as may be considered necessary to give effect to the said resolution.

### **SPECIAL BUSINESS:-**

3. **Regularization of Additional Director, Mr. Hitesh Pradipbhai Sachdev (DIN: 06421904) as Director of the company**

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the provisions contained in the Articles of Association of the Company, Mr. Hitesh Pradipbhai Sachdev (DIN: 06421904), who was appointed as an Additional

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Director of the Company with effect from June 7th, 2024 and who holds office upto the conclusion of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Nominee Director of the Company with immediate effect representing ICICI Investment Management Company Limited.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby severally authorised to do all such acts deeds matters and things as may be necessary and also file necessary forms with the Registrar of Companies.”

#### **4. Regularization of Additional Director, Mr. Amit Nareshkumar Goyal (DIN: 10659827) as Director of the company**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the provisions contained in the Articles of Association of the Company, Mr. Amit Nareshkumar Goyal (DIN: 10659827), who was appointed as an Additional Director of the Company with effect from June 7<sup>th</sup>, 2024 and who holds office upto the conclusion of this Annual General Meeting of the Company, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Nominee Director of the Company with immediate effect representing ICICI Bank Limited.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby severally authorised to do all such acts deeds matters and things as may be necessary and also file necessary forms with the Registrar of Companies.”

Date : 19<sup>th</sup> June 2024

By Order of the Board.  
For Arterial Technologies Private Limited

Place : Bangalore.

Parag Sushil Jain, Director  
DIN: 05213890

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## NOTES :

1. A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote instead of himself as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs vide General Circular 20/2020 dated 5th May 2020, and General Circular 02/2022 dated May 05, 2022, General Circular 10/2022 dated 28th December, 2022 and General Circular no. 09/2023 dated September 09, 2023 which dispensed the physical attendance of members. However, corporate members are permitted to appoint their representatives.
2. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the registered office.
3. The register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the registered office.
4. The notice is being sent to all the members, whose names appeared in the register of members of the Company as on June 19, 2024.
5. Members attending the Annual General Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Members are requested to record their attendance when the Chairman calls for it.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting at the email ID: [sriram@arteriatech.com](mailto:sriram@arteriatech.com)
8. Members can cast their votes by show of hands and during the meeting held through VC or OAVM facility, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company to [sriram@arteriatech.com](mailto:sriram@arteriatech.com)

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9. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Your directors hereby undertake this Annual General Meeting shall be convened as per the framework provided in the General circular no 20/2020 dated 5th May 2020 and General Circular 02/2022 dated May 05, 2022, General Circular 10/2022 dated 28th December, 2022 and General Circular no. 09/2023 dated September 09, 2023 issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.
11. This notice is being sent to all the shareholders on their registered email id and therefore the link for the meeting is as provide below:

[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZTdlNTc4YzAtYzViMy00Y2U2LWFjMTEtNDg0NGU0ZDZiMDI1%40thread.v2/0?context=%7b%22Tid%22%3a%228b6d3504-2320-4332-95cf-59c848e21f1f%22%2c%22Oid%22%3a%2287da1b59-253d-429f-ac41-2e2a3c44f274%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZTdlNTc4YzAtYzViMy00Y2U2LWFjMTEtNDg0NGU0ZDZiMDI1%40thread.v2/0?context=%7b%22Tid%22%3a%228b6d3504-2320-4332-95cf-59c848e21f1f%22%2c%22Oid%22%3a%2287da1b59-253d-429f-ac41-2e2a3c44f274%22%7d)

Meeting ID: 435 276 832 363

Passcode: Xq3mu5

# ARTERIA TECHNOLOGIES PRIVATE LIMITED

## ANNEXURE TO NOTICE:

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

#### ITEM NO 3:

Mr. Hitesh Pradipbhai Sachdev (DIN: 06421904), who was appointed as an Additional Director of the Company with effect from June 7, 2024 vacates the position as an Additional Director at the ensuing Annual General Meeting. The Board recommends his appointment as Nominee Director in the Company and he shall represent ICICI Investment Management Company Limited.

| <b>Details of Director</b>   |  |
|--|--|
| Age  | 46 years   |
| Qualification  | CA/CS/LLB/CWA.   |
| Experience   | 22 years   |
| Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Appointed as Additional Director on June 7, 2024. Current proposal is for appointment as Nominee Director.<br><br>Remuneration sought to be paid by the Company: NIL |
| Date of First Appointment on the Board   | June 7, 2024 (as Additional Director)  |
| Shareholding in the Company  | Nil  |
| Relationship with other Directors  | Nil  |
| No. of Meeting attend during this year (i.e., calendar year 2024)  | 2  |
| Other Directorship, Membership/ Chairmanship of Committees of other Boards   | 1. IBDIC Private Limited   |

## **ARTERIA TECHNOLOGIES PRIVATE LIMITED**

The Board of Directors recommends passing of the Ordinary resolution as contained in item No.3 of the notice of Annual General Meeting.

Other than Mr. Hitesh Pradipbhai Sachdev, no Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise in the resolution set out in item no 3 of this Notice.

### **ITEM NO 4:**

Mr. Amit Nareshkumar Goyal (DIN: 10659827), who was appointed as an Additional Director of the Company with effect from June 7, 2024 vacates the position as an Additional Director at the ensuing Annual General Meeting. The Board recommends his appointment as Nominee Director in the Company and he shall represent ICICI Bank Limited.

| <b>Details of Director</b>   |  |
|--|--|
| Age  | 44 years   |
| Qualification  | B'com, Chartered Accountant & CFA from CFA Institute, USA.   |
| Experience   | 20 years   |
| Terms and condition of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person | Appointed as Additional Director on June 7, 2024. Current proposal is for appointment as Nominee Director.<br><br>Remuneration sought to be paid by the Company: NIL |
| Date of First Appointment on the Board   | June 7, 2024 (as Additional Director)  |
| Shareholding in the Company  | Nil  |
| Relationship with other Directors  | Nil  |
| No. of Meeting attend during this year (i.e., calendar year 2024)  | 2  |
| Other Directorship, Membership/ Chairmanship of Committees of other Boards   | NIL  |

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The Board of Directors recommends passing of the Ordinary resolution as contained in item No.4 of the notice of Annual General Meeting.

Other than Mr. Amit Nareshkumar Goyal, no Directors, Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise in the resolution set out in item no 4 of this Notice.

Date :June 19, 2024

By Order of the Board.  
For Arterial Technologies Private Limited

Place : Bangalore

Parag Sushil Jain, Director  
DIN: 05213890