

NOTICE

ARTERIA®

Notice is hereby given that an Extra - Ordinary General Meeting (Bearing No. 01/2024 – 2025) of the Members of Arteria Technologies Private Limited will be held on Tuesday, February 11th, 2025 at 11:00 AM (IST) through Video Conference to transact the following business at a shorter notice:-

SPECIAL BUSINESS:-

1. **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (“the Act”) if any, the Authorised Share Capital of the Company be increased from Rs.7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) divided into 7,50,00,000 (Seven Crore Fifty Lakhs only) Equity shares of Rs. 1 (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) Equity shares Rs. 1 (Rupees One only) each by creation of 12,50,00,000 (Twelve Crore Fifty Lakhs only) additional Equity Shares of Rs. 1 (Rupees One only), each ranking *pari-passu* with the existing Equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Company shall have the power to increase, reduce, or otherwise modify its capital, to divide its shares as deemed necessary, and to classify or reclassify such shares from one class to another. Further, the company may attach to such shares preferential, deferred, qualified, or other special rights, privileges, conditions, or restrictions, and to vary, modify, or abrogate such rights, privileges, conditions, or restrictions in accordance with the provisions of the Articles of Association and the Companies Act, 2013.

RESOLVED FURTHER THAT existing Clause V of the Memorandum of Association of the Company be altered and substituted by following new clause:

V: The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) Equity shares of Rs. 1 (Rupees One only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Arteria Technologies Private Limited

No. 104, Ground Floor, Prestige Omega, EPIP Zone, Near Vydehi Hospital, Whitefield,
Bengaluru, 560066

Tel: +91-80696 69000 | www.arteriatech.com | CIN-U72900KA2007PTC041911

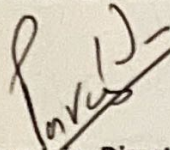
2. TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

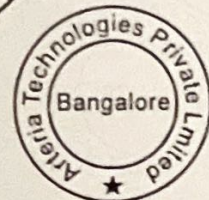
"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the Order of the Board
For Arterial Technologies Private Limited



Parag Jain, Director
DIN: 05213890



Date: February 10th, 2025
Place: Bangalore

Address: 134 Embassy Pristine, Behind
Suncity Apartments, Ibbalur, HSR Layout,
Bengaluru-560 102, Karnataka

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 No.14/2020 dated 08.04.2020, No.03/2022 dated 05.05.2022, No.11/2022 dated 28.12.2022, No.09/2023 dated 25.09.2023, No.09/2024 dated 19.09.2024*, which dispensed the physical attendance of members. However, corporate members are permitted to appoint their representatives.
2. The meeting is being convened at shorter notice with the consent of the members by virtue of the proviso to section 101(1) of the Companies act, 2013.
3. Members attending the Extra-Ordinary General Meeting through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Members are requested to record their attendance when the Chairman calls for it.
5. 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
6. 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
7. Since the Extra-Ordinary General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. Your directors hereby undertake this Extra-Ordinary General Meeting shall be convened as per the framework provided in the *General Circular No.14/2020 dated 08.04.2020, No.03/2022 dated 05.05.2022, No.11/2022 dated 28.12.2022, No.09/2023 dated 25.09.2023, No.09/2024 dated 19.09.2024*, issued by the Ministry of Corporate Affairs and the applicable provisions of the Companies Act, 2013 and rules made thereunder.
9. The notice is being sent to all the members, whose names appeared in the register of members of the Company as on February 10th, 2025.
10. 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_Njc4Nzk4MjYtNjNiMCO0NjQxLWE3MzYtYjFhYWYyMWE4MDQy%40thead.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: 427 518 117 467

Passcode: m7zp6Xr7

ANNEXURE TO NOTICE:

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

ITEM NO 1: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

At present, the Authorised Share Capital of the Company stands at Rs.7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only), divided into 7,50,00,000 (Seven Crore Fifty Lakhs only) Equity Shares of Rs. 1 (Rupees One only) each.

It is intended to raise additional funds by way of induction of the fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital

It is proposed to increase the Authorised Share Capital from at Rs.7,50,00,000/- (Rupees Seven Crore Fifty Lakhs only) Rs. 20,00,00,000/- (Rupees Twenty Crore only) by creating 12,50,00,000 (Twelve Crore Fifty Lakhs only) additional Equity Shares of Rs. 1 (Rupees One only) each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new Clause V.

In accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company.

The Board of Directors recommends passing of the resolution as contained in item No.1 of the notice of Extra-Ordinary General Meeting.

None of the Directors of the Company or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed item, except to the extent of their shareholding, if any.

ITEM NO 2: TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE COMPANIES ACT, 2013.

The existing Articles of Association ("AOA") of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

In order to bring the existing AOA of the Company in line with the provisions of the Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles"), in substitution of and to the exclusion of the existing AOA.


desirable to adopt a comprehensive new set of Articles of Association of the Company ("New Articles"), in substitution of and to the exclusion of the existing AOA.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of the shareholders of the company by special resolution is required for the adoption of the New Articles to replace the existing AOA and accordingly, the approval of the shareholders is being sought for the adoption of the New Articles.

The Board of Directors recommends passing of the special resolution as contained in item No.2 of the notice of Extra-Ordinary General Meeting.

None of the Directors of the Company or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed item, except to the extent of their shareholding, if any.

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



**Parag Jain, Director
DIN: 05213890**



**Date: February 10th, 2025
Place: Bangalore**

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