

ARTERIA®

NOTICE IS HEREBY GIVEN THAT AN EXTRA - ORDINARY GENERAL MEETING (BEARING NO. 01/2025 – 2026) OF THE MEMBERS OF ARTERIA TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON WEDNESDAY JUNE 11, 2025 AT 5:40 PM (IST) THROUGH VIDEO CONFERENCE TO TRANSACT THE FOLLOWING BUSINESS AT A SHORTER NOTICE.

SPECIAL BUSINESS:

1. TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

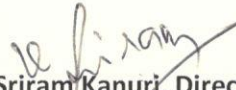
"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies(Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force; and all other applicable laws, rules, notifications and guidelines issued by various authorities, including but not limited to the Reserve Bank of India and the Ministry of Corporate Affairs; and subject to receipt of all other necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions, entities or bodies as may be required, and pursuant to the Articles of Association of the Company, consent of the members of the company be and is hereby accorded to offer, issue and allot 84,05,715 (Eighty-Four Lakh Five Thousand Seven Hundred and Fifteen) Equity Shares of Rs. 1/- (Rupee One only) each of the Company for cash at a premium of approx. Rs. 34.69/- (Rupees Thirty-Four and Sixty-Nine paise) per share, aggregating to Rs. 29,99,99,968/- (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred and Sixty-Eight) in one or more tranches, to I Ven Amplifi Fund ("Investor") managed by ICICI Venture Funds Management Company Limited, on preferential basis and on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company.ss

RESOLVED FURTHER THAT the said Equity Shares shall rank *pari-passu* with existing fully paid Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised severally authorized to issue private placement offer letter in Form PAS-4, along with the application form to the Investor whose name is recorded in Form PAS-5 i.e Record of Private Placement Offer, file necessary e-forms with Registrar of Companies and to do all such acts, deeds, things and sign and execute all such documents, undertaking, writings as may be necessary for giving effect to the above resolution."

Date: **June 11, 2025**
Place: **Bangalore**

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


Sriram Kanuri, Director
DIN: 01760450



Address: #Villa 123, Prestige Lakeside Habitat,
Devasthanagalu, Chrysalis High School, Gunjur Village,
Gunjur, Bengaluru- 560 087

Arteria Technologies Private Limited.

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 June 11, 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_Y2NmY2U1MGQYzE2ZS00MTdhLWlyOWQzMGM5ZDA1OGZhZDIy%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: 474 333 920 264 4

Passcode: Ur3pM9D7

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

ITEM NO 1: TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

Section 62(1)(c) of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014, provides, inter-alia, that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons whether or not those persons are shareholders of the company or employees of the company, if authorized by way of a Special Resolution.

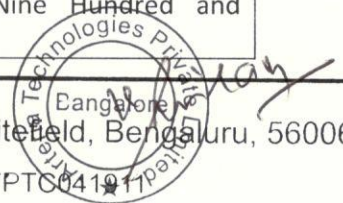
Furthermore, as per section 42 of the Act, read with the Rules framed there under, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of Special Resolution, for each of the offers and invitations.

The Board of Directors on June 11, 2025, subject to approval of the shareholders of the company, has approved the following proposal for issue of Equity Shares of the Company on preferential basis.

A statement of disclosures as required under Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the terms of issue of the equity Shares, are as under:

1.	Particulars of the offer including date of passing of Board resolution	To issue, offer and allot 84,05,715 (Eighty-Four Lakh Five Thousand Seven Hundred and Fifteen) Equity Shares of Rs. 1/- (Rupee One only) each of the Company for cash at a premium of approx. Rs. 34.69/- (Rupees Thirty-Four and Sixty-Nine paise) per share, aggregating to Rs. 29,99,99,968/- in one or more tranches, to I Ven Amplifi Fund ("Investor"). Date of passing Board Resolution: June 11, 2025
2.	Objective of the issue	The amount mobilized through this offer shall be utilized for business of the Company and its working capital requirements as well as investments in assets.
3.	Kinds of securities offered and the price at which security is being offered	Equity shares at a price of Rs. 35.69/- each. (Rs. 1 face value and premium of Rs. 34.69/-)
4.	The total number of shares or other securities to be issued:	84,05,715 (Eighty-Four Lakhs Five Thousand Seven Hundred Fifteen) Equity Shares.
5.	Amount which the company intends to raise by way of such securities;	Rs. 29,99,99,968/- (Rupees Twenty-Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred and Sixty-Eight)

Arteria Technologies Private Limited.



6.	The price or price band at/within which the allotment is proposed	Rs. 35.69/- each. (Rs. 1 face value and premium of Rs. 34.69/-)
7.	Basis on which the price has been arrived at along with report of the registered valuer;	The basis on which the price has been arrived is Discounted Cash Flow (DCF) Method for determining the fair value of shares of the Company.
8.	Name and address of valuer who performed valuation	Mr. Subodh Kumar , Registered Valuer, IBBI Regn- IBBI/RV/05/2019/11705 Address: 804, Meadows, Sahar Plaza Complex, J.B. Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059
9.	Relevant date with reference to which the price has been arrived at;	31 st March 2025
10.	The class or classes of persons to whom the allotment is proposed to be made;	IVen Amplifi Fund - A trust registered with Securities and Exchange Board of India as a "Category II" Alternative Investment Fund with registration number IN/AIF2/23-24/1341
11.	Intention of promoters, directors, or key managerial personnel to subscribe to the offer;	NA
12.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
13.	The proposed time within which the allotment shall be completed;	Allotment will be completed within 60 days of receipt of subscription money from the subscribers/ proposed allottees.
14.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	IVen Amplifi Fund – 4.79%
15.	The change in control, if any, in the company that would occur consequent to the preferential offer;	The new allottees will hold 4.79% of the paid-up capital post issue and therefore there is no change in the control.
16.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;	None
17.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable
18.	Principle terms of assets charged as securities	Not applicable
19.	The pre issue and post issue shareholding pattern of the company in the following format:	



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Sl. No.	Category	Pre Issue		Post Issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoter's holding				
1	Indian				
	Individual	13,13,83,400	78.67%	13,13,83,400	74.90%
	Bodies corporate	--	--	--	--
	<i>Sub Total</i>	13,13,83,400	78.67%	13,13,83,400	74.90%
2	Foreign promoters	--	--	--	--
	<i>Sub Total [A]</i>	13,13,83,400	78.67%	13,13,83,400	74.90%
B	Non promoters holding				
1	Institutional investors	--	--	--	--
2	<u>Non-Institutional investors</u>				
	Private corporate bodies	3,33,66,600	19.98%	3,33,66,600	19.03%
	Directors and relatives	22,50,000	1.35%	22,50,000	1.28%
	Indian public	--	--	-	-
	Others [including Non-resident Indian [NRI's]- AIF	--	--	84,05,715	4.79%
	<i>Sub Total [B]</i>	3,56,16,600	21.33%	4,40,22,315	25.10%
	GRAND TOTAL (A+B)	16,70,00,000	100%	17,54,05,715	100%

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.

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



Sriram Kanuri
Sriram Kanuri, Director

DIN: 01760450

Address: #Villa 123, Prestige Lakeside Habitat, Devasthanagalu, Chrysalis High School, Gunjur Village, Gunjur, Bengaluru- 560 087

Date: **June 11, 2025**

Place: **Bangalore**

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