

NOTICE IS HEREBY GIVEN THAT AN EXTRA - ORDINARY GENERAL MEETING (BEARING NO. 02/2025 – 2026) OF THE MEMBERS OF ARTERIA TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON MONDAY, JUNE 30, 2025 AT 09:30 AM (IST) THROUGH VIDEO CONFERENCE TO TRANSACT THE FOLLOWING BUSINESS AT A SHORTER NOTICE.

SPECIAL BUSINESS:

1. ADOPTION OF AMENDED AND RESTATED ARTICLE OF ASSOCIATION OF THE COMPANY

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 5 and Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any (including any statutory modification, notification, orders and circulars as may be issued from time to time), read with rules made thereunder, the consent of the Members of the Company be and is hereby accorded to adopt the amended and restate articles of association of the Company (“Restated Articles of Association”), incorporating the terms of the Shareholders’ Agreement (SHA) dated 12th June 2025, entered into by and between the Company, Mr. Sriram Kanuri (“Promoter 1”), Mr. Parag Sushil Jain (“Promoter 2”), ICICI Bank Limited, ICICI Investment Management Company Limited (“ICICI Shareholders”), and Iven Amplifi Fund (“New Investors”), in substitution of and to the exclusion of the existing articles of association of the Company.

RESOLVED FURTHER THAT Mr. Sriram Kanuri or Mr. Parag Jain, Directors of the Company, be and is hereby severally authorized to: (i) sign and file all the necessary forms and other necessary documents including but not limited to e-form MGT-14 and other necessary documents as may be required with the statutory authorities including, the Registrar of Companies; (ii) do all such acts and deeds that may be required for the purpose of giving effect the above said resolution; (iii) authorize such person or persons to give effect to the above resolutions and to liaise with concerned authorities with regard to the same and; (iv) to provide copies of the aforesaid resolutions, certified as true, as may be required.”

2. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHARAD SATYANARAYAN MALPANI (DIN: 07658841) AS NOMINEE DIRECTOR 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 Section 161(3) of the Companies Act, 2013 read with Rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof); Shareholders’ Agreement (SHA) dated 12th June 2025, entered into by and between the Company, Mr. Sriram Kanuri (“Promoter 1”), Mr. Parag Sushil Jain (“Promoter 2”), ICICI Bank Limited, ICICI Investment Management Company Limited (“ICICI Shareholders”), and Iven Amplifi Fund (“New Investors”), read with the Articles of Association of the Company, Mr. Sharad Satyanarayan Malpani (DIN: 07658841), who was appointed as an Additional Director of the Company with effect from June 27, 2025 and who holds office upto the conclusion of next Annual General Meeting of the Company, be and is hereby appointed as Nominee Director of the Company with immediate effect representing Iven Amplifi Fund.

Arteria Technologies Private Limited.




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RESOLVED FURTHER THAT any 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.”

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

Date: **June 28, 2025**
Place: **Bangalore**


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:

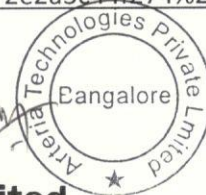
1. A member entitled to attend and vote is NOT entitled to appoint a proxy to attend and vote instead of himself as the meeting will be held as per the framework prescribed by the Ministry of Corporate Affairs vide *General Circular No.14/2020 dated 08.04.2020, No.03/2022 dated 05.05.2022, No.11/2022 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 28, 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_MWZmMmVmMjEtMjgXMS00NGY0LTg1OTMtNDMwMzVkYmQ0YjJh%40thread.v2/0?context=%7b%22id%22%3a%228b6d3504-2320-4332-95cf-59c848e21f1f%22%2c%22oid%22%3a%2287da1b59-253d-429f-ac41-2e2a3c44f274%22%7d

Meeting ID: 488 782 266 482 1

Passcode: iM7Qg2bN

Arteria Technologies Private Limited.



ITEM NO 1: ADOPTION OF AMENDED AND RESTATED ARTICLE OF ASSOCIATION OF THE COMPANY

In accordance with the terms of the Shareholders' Agreement (SHA) dated 12th June 2025, entered into by and between the Company, Mr. Sriram Kanuri ("Promoter 1"), Mr. Parag Sushil Jain ("Promoter 2"), ICICI Bank Limited, ICICI Investment Management Company Limited ("ICICI Shareholders"), and Iven Amplifi Fund ("New Investors"), the Company is required to substitute the existing articles of association of the Company with a new set of articles of association of the Company, by incorporating the relevant terms of the SHA. It is therefore deemed appropriate that the articles of association of the Company be amended and restated in the form appended hereto as **Annexure I**.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members for alteration of its articles of association by way of a special resolution.

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

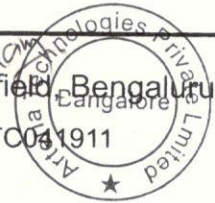
None of the Directors of the Company or any Key Managerial Personnel or any of the relatives of directors or key managerial personnel, have any concern or interest, financial or otherwise in the proposed item, except to the extent of their shareholding, if any.

ITEM NO 2: REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHARAD SATYANARAYAN MALPANI (DIN: 07658841) AS NOMINEE DIRECTOR OF THE COMPANY

Mr. Sharad Satyanarayan Malpani (DIN: 07658841), who was appointed as an Additional Director of the Company with effect from June 27, 2025 vacates the position as an Additional Director at the next Annual General Meeting. The Board recommends his appointment as Nominee Director in the Company and he shall represent Iven Amplifi Fund.

Details of Director:	
Name	Sharad Satyanarayan Malpani
DIN	07658841
Date of Birth (age)	21/06/1973 (51)
Date of First Appointment on the Board	June 27, 2025
Qualification	B.E., MMS (Master of Management Studies), Mumbai University
Experience	25 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.	Mr. Sharad Satyanarayan Malpani is being appointed as a Nominee of Iven Amplifi Fund on the Board of the Company.
Shareholding in the Company	NIL
Relationship with other Directors	None
No. of Meeting attend during this year (i.e., calendar year 2025)	NA
Other Directorship, Membership/ Chairmanship of Committees of other Boards	1. Kissandhan Agri Financial Services Private Limited - Director 2. North End Foods Marketing Private Limited - Director 3. Sohan Lal Commodity Management Limited - Director

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The Board of Directors recommends passing of the ordinary 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**

Date: **June 28, 2025**

Place: **Bangalore**


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.

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