



IGT SOLUTIONS PRIVATE LIMITED

Registered Office: 2nd Floor, InfoTech Centre, 14/2, Old Delhi Gurgaon Road, Industrial Complex Dundahera, Industrial Complex Dundahera, Gurgaon- 122016, Haryana, India

CIN: U72300HR1998PTC136029 **Tel. :** +91 1244355101

Website: www.atain.com **Email:** IGT-Legal@igtsolutions.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 28th ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF IGT SOLUTIONS PRIVATE LIMITED (THE “COMPANY”) WILL BE HELD AT SHORTER NOTICE ON FRIDAY, SEPTEMBER 11, 2026 AT 05:00 P.M. (IST) THROUGH VIDEO CONFERENCING/ ELECTRONIC MODE (I.E. ZOOM PLATFORM OR OTHER AUDIO VISUAL MEANS [OAVM]) TO TRANSACT THE FOLLOWING BUSINESSES.

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the Financial Year ended March 31, 2026, together with the Schedules and Notes attached thereto, along with the reports of the Auditors and Directors thereon.

SPECIAL BUSINESSES:

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of Mr. Jimmy Lachmandas Mahtani (DIN-00996110).

“RESOLVED THAT pursuant to applicable provisions of the Companies Act 2013, and the rules and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force) consent of the members be and is hereby accorded to appoint Mr. Jimmy Lachmandas Mahtani (DIN 00996110) as Director of the Company, who was appointed as Additional Director w.e.f. June 17, 2026, till the conclusion of ensuing Annual General Meeting.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do sign digitally or otherwise all such necessary e-forms, returns, deeds, documents and writings and to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for increase in the authorised share capital of the Company along with alteration of Capital Clause of Memorandum of Association.

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the rules framed thereunder and the Articles of Association, the consent of the members of the Company, be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 4,69,80,00,000/- (Rupees Four Hundred Sixty Nine Crore and Eighty Lakh Only) divided into 40,73,00,000 (Forty Crores Seventy-Three Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 9,00,000 (Nine Lakh) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each and 5,35,000 (Five Lakh Thirty Five Thousand) Redeemable Preference Shares of Rs. 1,000/- (Rupees Thousand Only) each to Rs. 4,93,80,00,000/- (Rupees Four Hundred Ninety-Three Crores Eighty Lakhs Only) by creation of an additional 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the rules framed thereunder and the Articles of Association, the consent of the members of the Company be and is hereby accorded for amending and substituting the Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is 4,93,80,00,000/- (Rupees Four Hundred Ninety-Three Crores Eighty Lakhs Only) as per the following break up:

1. **Rs. 4,31,30,00,000/- (Rupees Four Hundred Thirty-One Crores Thirty Lakhs Only) divided into 43,13,00,000 (Forty-Three Crores Thirteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each; and**
2. **Rs. 9,00,00,000/- (Rupees Nine Crore Only) divided into 9,00,000 (Nine Lakh) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each; and**
3. **Rs. 53,50,00,000/- (Rupees Fifty Three Crore and Fifty Lakh Only) divided into 5,35,000 (Five Lakh Thirty Five Thousand Only) Redeemable Preference**

Shares of Rs. 1,000/- (Rupees Thousand Only) each;

with such rights, privileges and conditions as to security, redemption, conversion into equity shares, rate of dividend, right of accumulation of dividend, conversion of preference shares into equity or their redemption at premium etc., attaching thereto as are provided by the Articles of Association of the Company or as the Board of Directors of the Company may deem fit and proper. The Company shall have power to increase or reduce, consolidate or sub-divide, the Share Capital of the Company for the time being and from time to time, divide the shares of the new Share Capital into several classes and denomination and to issue any shares of the original or further Share Capital of the Company for the time being with such preferential, qualified or special rights, privileges or conditions attached thereto respectively including rights to dividend in distribution of assets of the Company from time to time in accordance with the Articles of Association of the Company, The provisions of section 43 of the Companies Act, 2013 shall not be applicable to the Company.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the Company be and the following persons namely Mr. Jayanta Kumar Pradhan, Sr. Vice President – Finance & Accounts, and / or Mr. Sumit Garg, Vice President – Finance, be and are hereby severally authorised to make, sign and execute all the necessary form(s), and document(s) as may be required in this regard and to do all such act(s), deed(s) and thing(s) whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By order of Board of Directors

For IGT Solutions Private Limited

**Sd/-
Noopur Mittal
Company Secretary**

Place: Gurugram, Haryana

Date: September 08, 2026

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its circular dated September 22, 2025 read with circulars dated September 19, 2024, September 25, 2023, December 28, 2022, May 5, 2022, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") has permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through Video Conferencing facility/ Other Audio Visual Means ("VC/OAVM") on or before September 30, 2026, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Since the 28th AGM is being held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
2. The deemed venue for the AGM shall be the Registered Office of the Company at 2nd Floor, Infotech Centre, 14/2, Old Delhi Gurgaon Road, Industrial Complex Dundahera, Gurgaon - 122016, Haryana.
3. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the AGM. The said Resolution/ Authorization shall be sent to the Company Secretary of the Company to noopur.mittal@atain.com
5. Members holding shares in electronic form are advised to notify the changes, if any, in their address/ bank details/ mandate to their respective depository participants.
6. The statutory register maintained under Section 189 of the Companies Act, 2013 and Section 170 of the Companies Act, 2013, and all documents referred to in the Notice and accompanying explanatory statements will be available for inspection by members in electronic mode. Members can inspect the same by sending an email to the Company Secretary of the Company at noopur.mittal@atain.com.
7. The explanatory statement setting out the material facts pursuant to Section 102 of the Act, relating to special business to be transacted at the Meeting is annexed.
8. Pursuant to Section 101 of the Act, this Extra Ordinary General Meeting has been called at a shorter notice and a letter for seeking consent from the members is sent along with this notice.
9. In compliance with the aforesaid MCA Circulars the Directors Report including audited financial statements for the financial year 2025-26 including notice of 28th AGM is being sent only through electronic mode.

10. Notice for convening the 28th Annual General Meeting of the Company being circulated to the members of the Company is also available on the Company's website.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. In case of any further query/ information required, please contact through email at noopur.mittal@atain.com.
13. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:
 - a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through Zoom Platform. The link for VC/OAVM will be provided separately through email.
 - b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARD 2 WITH RESPECT TO THE SPECIAL BUSINESSES MENTIONED IN THE NOTICE.

As required by Section 102(1) of the Companies Act, 2013 ('the Act'), the following Explanatory Statement set out the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 2

Mr. Jimmy Lachmandas Mahtani (DIN-00996110), was appointed as an additional director of the Company on June 17, 2026 till the conclusion of ensuing Annual General Meeting. The Company has received consent from Mr. Mahtani to be regularized as Director of the Company under applicable provisions of the Companies Act, 2013. The Board of directors has recommended to pass resolution as an ordinary resolution.

None of the directors/Key Managerial Personnel of the company are directly or indirectly interested or concerned in the resolutions except Mr. Jimmy Mahtani whose appointment is under consideration. Brief profile of Mahtani seeking regularisation at the forthcoming Annual General Meeting is provided in Annexure –A.

ITEM NO. 3

The present authorized share capital of the Company is INR 4,69,80,00,000/- (Indian Rupees Four Hundred Sixty-Nine Crore Eighty Lakh Only) out of which Authorized Equity Share capital is INR 4,07,30,00,000/- (Indian Rupees Four Hundred Seven Crores Thirty Lakh Only).

As stated in the Notice, the Scheme of Arrangement amongst AION Direct II Singapore Pte. Ltd. ("Transferor Company") and IGT Solutions Private Limited ("Transferee Company") and their respective shareholders ("Scheme"), under Section 210 read with Section 212 of the Companies Act 1967, of Singapore, Section 233 read with Section 234 of the Act and other applicable provisions of the Companies Act, 1967, of Singapore, the Act and rules thereunder has been approved by the Singapore High Court via order dated 4 March 2026 and by the Central Government in India through the Regional Director, Northern Region vide order dated 17 July 2026. Pursuant to the Scheme, the Company is required to issue and allot equity shares to the shareholders of the Transferor Company as consideration as mentioned in Clause 11 of the Scheme. As the existing authorised share capital of the Company is insufficient to facilitate such issuance and allotment, approval of the members is being sought for increasing the authorised share capital of the Company.

Pursuant to the provisions of the Section 13 and 61 of the Companies Act, 2013, read with applicable rules notified thereunder ("Act"), approval of Members is required for increasing the authorised share capital of the Company and subsequent alteration of the Memorandum of Association of the Company.

The resolution is therefore proposed in the Notice to increase in the Authorised Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company. The Board of Directors of the Company have considered and approved the aforesaid matter through approval of resolution by circulation on 08 September 2026.

All the related documents including altered Memorandum of Association shall be open for inspection by the members during business hours on all working days at the registered office of the Company upto the date of the Annual General Meeting.

Accordingly consent of the members is sought for passing above resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out in Item No. 3 of the Notice.

**By order of Board of Directors
For IGT Solutions Private Limited**

**Sd/-
Noopur Mittal
Company Secretary**

Place: Gurugram, Haryana

Date: September 08, 2026