

NOTICE

Shorter Notice is hereby given that the 4th Extraordinary General Meeting of FY 2024-2025 of the Members of **Meta Infotech Limited (Formerly Known as Meta Infotech Private Limited)** will be held at the Registered Office of the Company situated at 118/119, first floor, Ackruti Star, Near Ackruti Centre Point, MIDC, Andheri (East), Mumbai 400093 on Friday, 22nd November, 2024 at 01.00 P.M. to transact, with or without modification, as may be permissible, to transact the following business:

BUSINESS:

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

1. Approval of Bonus Issue of Shares:

“**RESOLVED THAT** pursuant to the provisions of section 63, and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, articles of association, consent of the shareholders be and is hereby accorded that a sum of Rs. 16,86,96,000/- (Rupees Sixteen Crore Eighty Six Lakh Ninety Six Thousand only) be capitalized out of the Free Reserve and Securities Premium account and distributed as fully paid bonus shares to the holders of equity shares of Rs. 10/- each in the Company, whose names appear in the Register of Members of the Company as on November 22, 2024, in the ratio of 22:1 i.e., 22 Equity shares of Rs. 10/- for every 1 Equity share held and that such new equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing Equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as deem necessary or expedient to give effect to the above resolution.”

2.Approval of Related Party Transaction:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), as per the recommendation and approval of the Audit Committee in the meeting held on **22nd November, 2024**, the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below.

S. No.	Nature of transaction as per Section 188 of the Companies Act 2013	Name of the director/KMP who is related and nature of their relationship	Name of the related party	Amounts (Rs. In Cr.)
1.	Selling or otherwise disposing of, or buying, property of any kind;	Venu Gopal Peruri- Managing Director	Venu Gopal Peruri	50 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**For and behalf of the Board of Directors
Meta Infotech Limited**

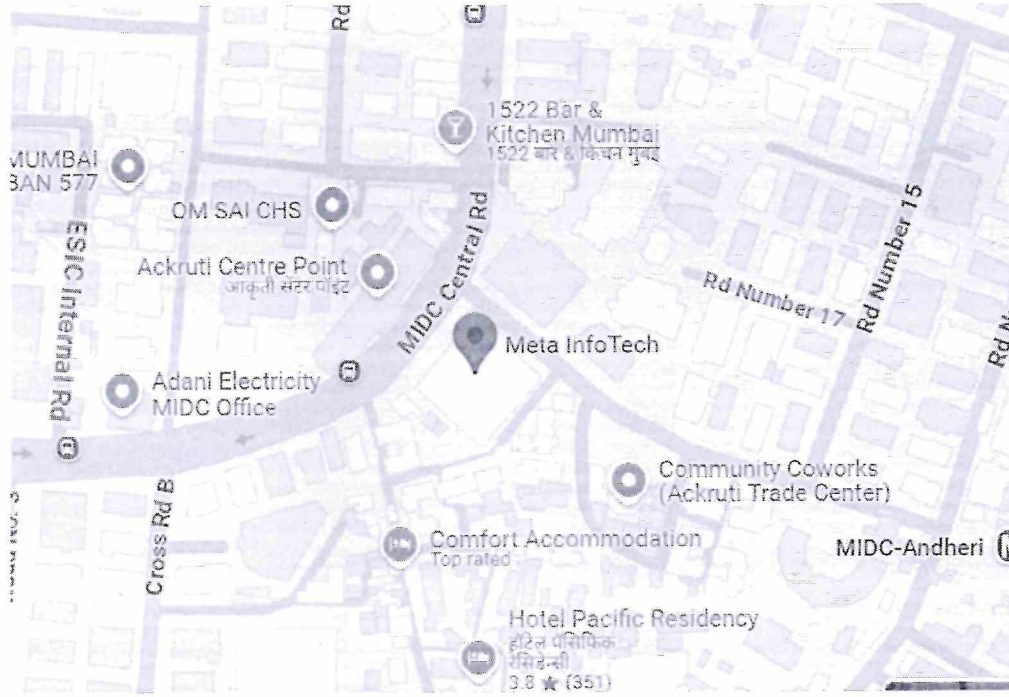

**Venu Gopal Peruri
Managing Director
DIN: 01179369**



**Date: 22.11.2024
Place: Mumbai**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.
2. An Explanatory Statement under section 102 (1) of the Companies Act, 2013 is annexed herewith
3. The form of proxy to be valid should be deposited with the company atleast 48 hours before the time scheduled for the meeting.
4. The route map for the venue of the meeting is as below:



Explanatory Statement under Section 102 (1) of the Companies Act, 2013

Item No. 1

The Board of Directors at their meeting held on Friday, November 22, 2024 recommended issue of bonus shares in the ratio of 22:1 i.e., 22 share for every 1 equity shares held by the members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Reserves.

Pursuant to the provisions of the Articles of Association of the Company and the Companies Act, 2013 and rules made thereunder, the capitalization of reserves and bonus issue thereof, require approval of the members in general meeting.

Accordingly, the resolution seeks approval of the shareholders for capitalizing Rs. 16,86,96,000/- (Rupees Sixteen Crore Eighty Six Lakh Ninety Six Thousand only) out of the amount standing to the credit of the Reserves and issue of Bonus shares out of the same on the terms and conditions set out in the resolution. The paid up capital of the Company after bonus issue will be Rs. 17,63,64,000 (Rupees Seventeen Crore Sixty Three Lakh Sixty Four Thousand only).

Pursuant to the provision of section 63 of the Companies Act 2013, for the said issue of Bonus shares the Board requires the approval of the shareholders at the ensuing Extra Ordinary General Meeting of the Company to be held on Friday, November 22, 2024.

The Board recommends the Resolution as set out in the Notice for approval of the members of the Company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested in passing of this resolution, except to the equity shares held by them in the Company.

Item No.2

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 govern the Related Party Transactions for entering into any contract, transactions or arrangement with the related party(ies), the Company obtain the approval of Shareholders by way of a Resolution as prescribed in rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 in the following matters.

S. No.	Nature of transaction as per Section 188 of the Companies Act 2013	Name of the director/KMP who is related and nature of their relationship	Name of the related party	Amounts (Rs. In Cr.)
1.	Selling Or Otherwise Disposing of, or buying, property of any kind;	Venu Gopal Peruri- Managing Director	Venu Gopal Peruri	50 Crores

After recommendation of the Audit Committee, the Board is of the opinion that the aforesaid related party transaction is in the best interests of the Company. Your directors recommend passing of this resolution by way of an ordinary resolution.

Except Mr. Venu Gopal Peruri and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

For and behalf of the Board of Directors

Meta Infotech Limited

Venu Gopal Peruri
Managing Director
DIN: 01179369



Date: 22.11.2024

Place: Mumbai

PROXY FORM

[pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

META INFOTECH LIMITED
(Formerly known as Meta Infotech Private Limited)
CIN U72100MH1998PLC117495

Regd. Off: 118/119, First Floor, Ackruti Star, Near Ackruti Centre Point, MIDC, Andheri (East), Mumbai 400093

Name of Member(s):
Registered Address:

E-mail ID:
Folio No.:

I/We being a member(s) of _____ shares of the above named Company, hereby appoint

1. Name: _____
Address:

E-Mail ID
Signature: _____ or failing him

2. Name: _____
Address:

E-Mail ID
Signature: _____ or failing him

3. Name: _____
Address:

E-Mail ID
Signature: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Extraordinary General Meeting of the Company of FY 2024-2025 to be held on Friday, November 22, 2024 at 01.00 p.m. at 118/119, first floor, Ackruti Star, Near Ackruti Centre Point, MIDC, Andheri (East), Mumbai 400093 and at any adjournment thereof in respect of such resolution as indicated below:

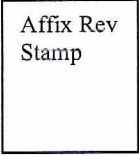
Resolution No.:-

- 1. Approval of Bonus issue of Shares.
- 2. Approval of Related Party Transactions

Signed this day of 2024.

Signature of Shareholder:

Signature of Proxy holder(s)



Note: this form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

META INFOTECH LIMITED
(Formerly Known as Meta Infotech Private Limited)
CIN U72100MH1998PLC117495

Regd. Off: 118/119, First Floor, Ackruti Star, Near Ackruti Centre Point, MIDC, Andheri (East), Mumbai
400093

I hereby record my presence at the 4th Extraordinary General Meeting of FY 2024-2025 of Meta Infotech Limited (Formerly known as Meta Infotech Private Limited) to be held at 118/119, First Floor, Ackruti Star, Near Ackruti Centre Point, MIDC, Andheri (East), Mumbai 400093, on Friday, November 22, 2024 at 01.00 p.m.

Full name of the Member/ Representative/ Proxy: _____

Registered Folio No.:
No. of Shares held :

SIGNATURE OF THE SHAREHOLDER OR PROXY OR REPRESENTATIVE ATTENDING THE MEETING

If Shareholder/ Representative, please sign here	If Proxy, please sign here

NOTE: Members attending the Meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.