

**NOTICE FOR CONVENING SIXTEENTH (16<sup>TH</sup>) ANNUAL GENERAL MEETING**

**SHORTER NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH (16<sup>TH</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF VALUELEAF SERVICES (INDIA) PRIVATE LIMITED (THE "COMPANY") WILL BE HELD ON SATURDAY, SEPTEMBER 27, 2025 AT 01:00 P.M. IST AT ITS REGISTERED OFFICE AT NO 1187, 4TH FLOOR, BHAGWATI 5TH MAIN, 21ST CROSS ROAD, HSR LAYOUT, 7TH, SECTOR, BANGALORE – 560102, KARNATAKA, INDIA TO TRANSACT THE FOLLOWING BUSINESS**

**ORDINARY BUSINESS:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider, and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 along with the Reports of the Board of Directors and Auditors thereon as circulated to the shareholders and now laid before the Meeting be and are hereby received, considered and adopted.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to do all acts, deeds, matters and things as may be necessary, proper, expedient or incidental thereto, including but not limited to filing the necessary forms with any regulatory authority, as may be required in this regard, for the purpose of giving effect to this Resolution."

**SPECIAL BUSINESS:**

- 2. TO APPOINT MR. ABUTHAYIR BASHEER (DIN: 10695644) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY**

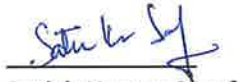
To consider, and if thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and further to the recommendation of the Board of Directors (the "Board"), Mr. Abuthayir Basheer (DIN: 10695644), who was appointed as an Additional Director (Non-Executive, Non-Independent) pursuant to the provisions of Section 161 of the Companies Act, 2013 in the Meeting of Board held on August 25, 2025 to hold office up to the date/ due date of the next Annual General Meeting, be and is hereby appointed as a Director (Non- Executive, Non- Independent) of the Company.



**RESOLVED FURTHER THAT** the Board be and are hereby severally authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto including but not limited to filling of necessary forms with any regulatory authority as may be required in this regard for the purpose of giving effects to this Resolution.”

**By and on behalf of the Board of Directors  
For VALUELEAF SERVICES (INDIA) PRIVATE LIMITED**



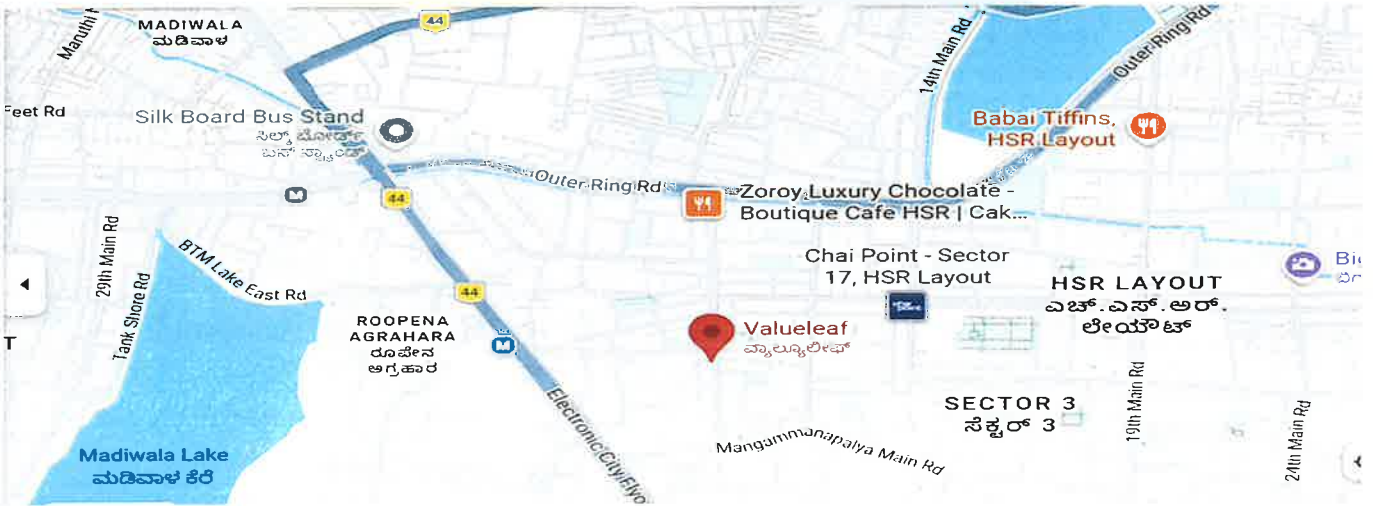
**Satish Kumar Saraf**  
Director  
DIN: 02106440



**Date: September 26, 2025  
Place: Bengaluru**

**Notes:**

1. Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard-2 issued by Institute of Company Secretaries of India (ICSI), is annexed to and forms part of the Notice as **Annexure I**.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. Proxy form is enclosed with this notice as **Annexure-II**.
3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Members.
4. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the company before the time fixed for the Meeting.
5. In case of corporate Members proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number in the attendance slip for attending the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
8. Any query relating to financial statements must be sent to the Company's registered office before the commencement of the Meeting.
9. All documents referred to in this Notice and Explanatory Statement annexed hereto are available for inspection to the Members of the Company at the registered office of the Company during normal business hours on all working days up to and including the date of Annual General Meeting of the Company.
10. Route map is enclosed:



**Address of the Venue:** No 1187, 4th Floor, Bhagwati 5th Main, 21st Cross Road, HSR Layout, 7th, Sector, Bangalore – 560102, Karnataka, India.



**ANNEXURE I**

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

**ITEM NO. 2**

**TO APPOINT MR. ABUTHAYIR BASHEER (DIN: 10695644) AS A DIRECTOR (NON-EXECUTIVE, NON-INDEPENDENT) OF THE COMPANY.**

**Background:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules framed there under, Mr. Abuthayir Basheer (DIN: 10695644) was appointed as an Additional Director (Non-Executive, Non-independent) of the Company effective from August 25, 2025, to hold office up to the date/ due date of the next Annual General Meeting.

Now, it is proposed to appoint him as Director (Non-Executive, Non-Independent) of the Company.

**BRIEF PROFILE OF MR. ABUTHAYIR BASHEER (DIN: 10695644):**

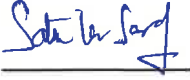
<b>Particulars</b>	<b>Details of Mr. Abuthayir Basheer</b>
<b>Name</b>	Abuthayir Basheer
<b>Date of Birth and Age</b>	December 06, 1986 and 38 years
<b>Qualification</b>	MBA (Human Resource)
<b>Experience</b>	18 Years in Human Resource Management
<b>Terms and conditions of appointment</b>	Appointment as a Director (Non-Executive, Non-Independent)
<b>Remuneration sought to be paid</b>	N.A.
<b>Shareholding in the company</b>	N.A.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	N.A.
<b>The number of Meetings of the Board attended during the year 2024-25</b>	N.A.
<b>Another directorship</b>	1. Bvalue Services Private Limited 2. Wvalue Martech Private Limited
<b>Membership/Chairmanship of Committees of other Boards</b>	N.A.

The Board hereby recommends to shareholders for passing of the said resolution set out at Item No. 2 as an **Ordinary Resolution**.



Except Mr. Abuthayir Basheer, none of the Directors, key management personnels and/or their relatives, are concerned or interested in the resolution as set out in the Item No. 2 of the Notice.

**By and on behalf of the Board of Directors  
For VALUELEAF SERVICES (INDIA) PRIVATE LIMITED**



**Satish Kumar Saraf  
Director  
DIN: 02106440**



**Date: September 26, 2025  
Place: Bengaluru**



**ANNEXURE II**  
**Form No. MGT-11**  
**PROXY FORM**

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

**CIN:** U74900KA2009PTC049448

**Name of the Company:** Valueleaf Services (India) Private Limited

**Registered office:** No 1187, 4th Floor, Bhagwati 5th Main, 21st Cross Road, HSR Layout, 7th, Sector, Bangalore – 560102, Karnataka, India.

Name of the member: Registered address: E-mail Id: Folio No/ Client Id/ DP ID:
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I/We being the Member(s) of.....Equity shares of Rs. 10/- each the Company, hereby appoint:

- Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Signature : \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Signature : \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, September 27, 2025, at 01:00. P.M. at No. 1187, Bhagwati, 4<sup>th</sup> Floor, 5th Main, 21st Cross, HSR Layout, Sector-7, Bengaluru – 560102, Karnataka, India and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Item No.	Resolution	For	Against
1.	To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 along with the reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Abuthayir Basheer (DIN: 10695644) as a Director (Non-Executive, Non-Independent) of the Company.		

Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025  
 Signature of Member(s): \_\_\_\_\_  
 Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
 Revenue  
 Stamp

*Note: This proxy form in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company not less than 48 hours before the time fixed for the Meeting.*



**ATTENDANCE SLIP**

**16<sup>TH</sup> ANNUAL GENERAL MEETING**

Registered Folio No./ DP ID and Client ID	
Name and address of the Member(s)	

I / We, hereby record my / our presence at the Sixteenth Annual General Meeting of the Company at the Registered Office of the Company on Saturday, September 27, 2025, at 01:00 P.M.

.....  
Member's Folio /  
DP ID- Client ID

.....  
Member's / Proxy's  
Name in BLOCK Letters

.....  
Member's / Proxy's  
Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

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