

Freecharge Business and Technology Services Limited

Regd Office: 11th Floor, DLF Cyber Greens, DLF Cyber City, Phase-III, Gurugram-122002
CIN: U82990HR2024PLC119900

Email Id:- csfcbiz@freecharge.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that 1st Extra-Ordinary General Meeting of the members of Freecharge Business and Technology Services Ltd. ("the Company") will be held at shorter notice on Friday, 09th day of August, 2024 at 04.15 P.M. through Video Conferencing (VC)/ other Audio Visual means (OAVM) to transact the following **Special Business**:

1. To appoint M/s Thakur, Vaidyanath Aiyar & Co. Chartered Accountants (Firm Registration No-000038N) as Statutory Auditors of the Company in casual vacancy and to consider and pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder (including any amendments, modifications, variations or re-enactments thereof), the approval of members of the company be and is hereby accorded for the appointment of M/s Thakur, Vaidyanath Aiyar & Co. Chartered Accountants (Firm Registration No-000038N) to fill the casual vacancy caused by resignation of M/s Nangia & Co. LLP, Chartered Accountants (Firm Registration No- 002391C/N500069) to hold the office as such upto the conclusion of first annual general meeting of the company at such remuneration as may be mutually agreed between the board of directors of the Company and the auditors thereon."

For and on behalf of the Board of Directors
Freecharge Business and Technology Services Limited


Rashmeet Kaur
Company Secretary
MNo.:-A41868



Date: 02/08/2024
Place: Gurugram

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NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning the special business to be transacted at the Extra-Ordinary General Meeting ("EGM") is annexed hereto and forms an integral part of the Notice.
2. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/ 2023 dated 25th September 2023 read with General Circular No. 14/2020 dated 8th April, 2020, permitted the holding of the EGM through VC or OAVM, without the physical presence of the Members on or before 30th September, 2024. In compliance with the said Circulars and other applicable provisions of the Act, the First EGM of the Members of the Company is being conducted through VC / OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
3. In terms of the aforesaid Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this EGM.
4. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the First EGM through VC/OVAM. Corporate Members intending to authorise their representatives to attend the 1st EGM are requested to send certified true copy of the latest Board Resolution or Power of Attorney, authorizing their representative to participate and vote at the 1st EGM, on their behalf. -
5. Notice convening the 1st EGM of the company shall be sent only by email to those Members who have registered their email address with their Depository Participant(s) ("DPs").
6. The Members will be provided with a facility to attend the EGM through VC/OAVM and the access link for attending the meeting through VC/OVAM shall be shared with the members separately. On clicking this access link, the Members will be able to attend and participate in the proceedings of the EGM.
7. Members holding shares in electronic form, can verify/update their email address and mobile number with their respective DPs.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Since the EGM will be held through VC/ OAVM facility, the route map, proxy form and attendance slip are not annexed in this Notice.
10. Since the EGM is called at shorter notice, members are requested to send their signed consents as per the Consent letter attached with this Notice.
11. In case Members have any queries or need any assistance on e-voting/participation at the EGM, they may contact Rashmeet Kaur, Company Secretary of the Company at csfcbiz@freecharge.com or at Rashmeet.kaur@freecharge.com