

## **NOTICE**

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting (“AGM”) of the Company to be held on Saturday, the 30<sup>th</sup> Day of September 2023 at its Registered office at Mezzanine Floor M-4 South Extension Part-II New Delhi-110049 at 10:30 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

**1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2023, together with the report of the Board of Directors and the Auditors thereon.**

### **SPECIAL BUSINESS:**

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

**2. Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2023-24.**

**“RESOLVED THAT** pursuant to the provisions of section 148 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013, the remuneration payable to Shri Rishi Mohan Bansal, Cost Accountants having Firm Registration No.-000022 & Membership No.-3323 appointed as Cost Auditors by the Board of Directors of the company to audit the cost records of the Company for the financial year 2023-24, amounting to Rs. 1,40,000 (Rupees One Lakh Forty Thousand Only) plus applicable taxes and reimbursement of out of pocket incurred in connection with the aforesaid audit be and is hereby ratified

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to revise/increase the aforesaid remuneration, if required

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For Wave Industries Private Limited**

**Place: Noida  
Date: 05.09.2023**

**Sd/-  
Mohit Goswami  
Company Secretary  
M. No.: A52325**

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE AGM.**

**2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL CARRYING VOTING RIGHTS OF THE COMPANY.**

3. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto

4. Members/Proxies are requested to bring the attendance slip along with their copy of the annual report to the AGM. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 & Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

6. The Members who desire to inspect the proxy register must send a request at least 48 hours before the AGM. The inspection may be made at business hour during the 24 hours before the meeting and till the conclusion of the AGM.

7. Members desirous of seeking any information relating to the annexed Annual Audited Accounts of the Company for the financial year ended March 31, 2023, may write to the Company at 2<sup>nd</sup> Floor, A-13/2, Highway Towers Noida, U.P.- 201309 for the attention of Mr. Mohit Goswami, Company Secretary of the Company.

8. Members are requested to inform the company immediately, if any change in their address.

9. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice.

10. Corporate Members: Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the

Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

**By Order of the Board of Directors  
For Wave Industries Private Limited**

**Place: Noida  
Date: 05.09.2023**

**Sd/-  
Mohit Goswami  
Company Secretary  
M. No.: A52325**

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

[Pursuant to section 102 (1) of the Companies Act, 2013, the following Explanatory statement sets out material facts relating to business items accompanying in the notice of AGM.

**Item No.-2:-**

The Board of Directors of the Company has appointed Sh. Rishi Mohan Bansal, Cost Accountants, as Cost Auditors of the company to audit the cost record of sugar units located at Bijnor, Dhanaura and Bulandshahar, Co-Generation Power unit, Steel Unit and Distillery unit located at Dhanuara.

Remuneration payable to Sh. Rishi Mohan Bansal, Cost Auditors of the company for the Financial Year 2023-24 as decided by Board of Directors and Cost Auditors mutually.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company. Therefore, the resolution is carried before you for discussion and approval.

The Board recommends the resolution set forth in Item No. 2 for the approval of the members.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at Item No. 2 of the Notice.

**By Order of the Board of Directors  
For Wave Industries Private Limited**

**Sd/-**  
**Mohit Goswami**  
Company Secretary  
M. No.: A52325

**Place: Noida**  
**Date: 05.09.2023**

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

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

Name of the member (s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id: \_\_\_\_\_ Folio No./ Client Id: \_\_\_\_\_

DPID: \_\_\_\_\_

I/ We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

Or failing him; Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

or failing him; Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_ Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at an 26<sup>th</sup> Annual General Meeting of the Company, to be held on, the Saturday, the 30<sup>th</sup> Day of September 2023 at the Registered office of the Company at Mezzanine Floor, M-4 South Extension Part-II New Delhi South Delhi DL 110049 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Special Resolutions	For	Against
	<b>Ordinary Business</b>		
1	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31st, 2023, together with the report of the Board of Directors and the Auditors thereon.		
	<b>Special Business</b>		
2	Ratification of remuneration payable to Cost Auditor of the Company for the Financial Year 2023-24.		

Signed this \_\_\_\_\_ day of September, 2023

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue  
Stamp of 1 Rs.

**Note:**

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

2. If you wish to vote for the Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/ she thinks fit.

## 26<sup>th</sup> Annual General Meeting

Saturday, the 30<sup>th</sup> Day of September 2023, 10:30 a.m.

### ADMISSION SLIP

PLEASE COMPLETE THE SLIP AND  
HAND IT OVER AT THE ENTRANCE  
TO THE MEETING HALL

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 26<sup>th</sup> **Annual General Meeting** of the Company on **Saturday, the 30<sup>th</sup> Day of September 2023** at the Registered Office of the Company at Mezzanine Floor, M-4 South Extension Part-II New Delhi South Delhi DL 110049 at 10:30 a.m.

Folio/ Client ID/ DP ID No.:

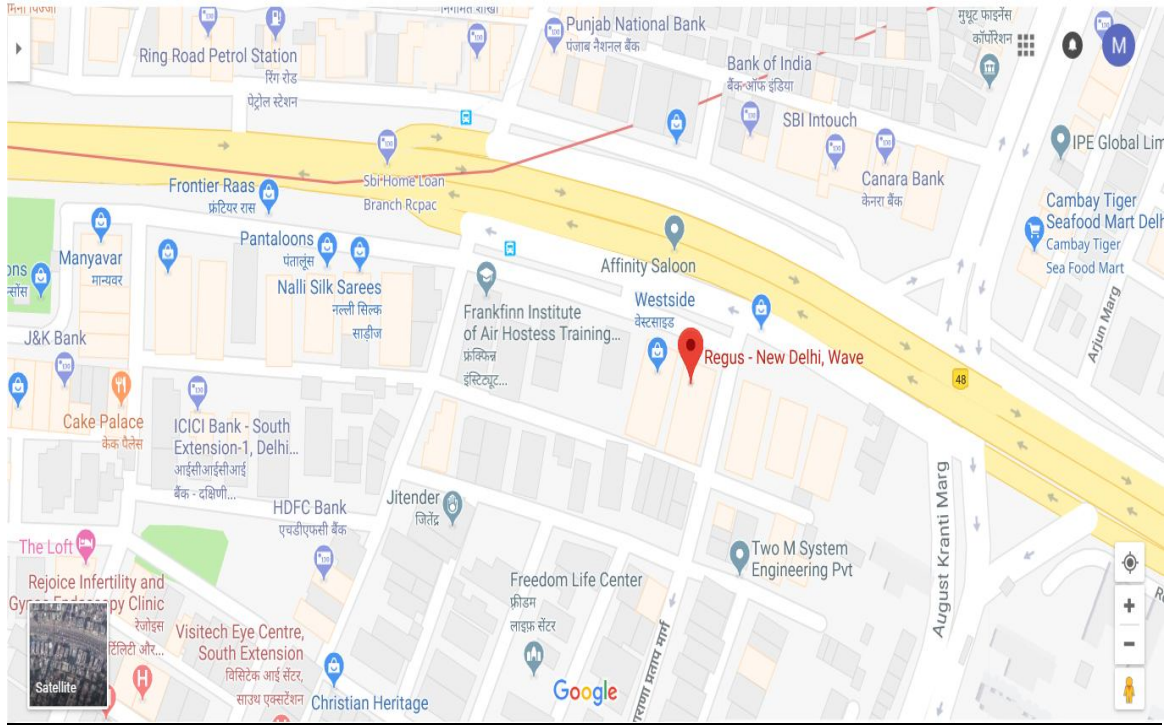
No(s) of Shares Held:

**Member's/Proxy's name in Block  
Letters**

**Signature of the Shareholder(s)/  
Proxy**

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

**MAP:-**



**Registered Office:** Mezzanine Floor, M-4 New Delhi South Extension Part-II New Delhi South Delhi DL 110049

**Prominent Landmark:** Near Westside Showroom