



Plasmagen Biosciences Private Limited

No.160, KCI Chambers, 2nd Floor, 5th Main Road, Chamrajpet, Bengaluru-560018.

Phone: +91- 80 - 421 545 36 / 37, E-mail: info@plasmagen.in

CIN: U51909KA2010PTC055077

Notice of the Fourteenth Annual General Meeting

NOTICE is hereby given that the Fourteenth ("14th") Annual General Meeting ("AGM") of the Shareholders/Members of Plasmagen Biosciences Private Limited ("Company") will be held on **Monday, September 30, 2024 at 4:00 P.M (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together 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 Audited Financial Statements of the Company for the financial year ended March 31, 2024 including Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date together with the notes forming part of accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Shareholders/Members be and are hereby approved and adopted."

SPECIAL BUSINESS:

- 1. Alteration of Articles of Association of the Company:**

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

"**RESOVLED THAT** in accordance with Section 5 and Section 14 and all other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder (including any statutory modification thereto or reenactment thereof for the time being in force) (hereinafter referred to as "**Act**"), the consent and approval of the Shareholders of the Company be and is hereby accorded to amend the existing Articles of Association of the Company ("**Amended Articles**") copy of which was placed before the members (duly initialed by the Chairman for the purpose of identification in substitution and exclusion of all previous articles of association of the Company) and which was circulated along with the Notice of this Annual General Meeting dated September 30, 2024 by and amongst inter alia the Company and its shareholders, with immediate effect.

"**RESOVLED FURTHER THAT** the provisions of entrenchment in accordance with the provisions of Section 5(3) and 5(4) of the Act, incorporated in the Amended Articles of the Company, tabled before the meeting and initialed by the Chairman for the purpose of identification, be and are hereby approved.



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"RESOVLED FURTHER THAT approval of Shareholders by way of special resolution is accorded for amending and adopting the Amended Articles, and any Director of the Company or Company Secretary of the Company be and are hereby jointly and severally authorised to (i) take all the steps as may be necessary to give effect to the above resolution; (ii) sign, execute and submit all necessary documents, forms and applications (including filing of form MGT-14) with the concerned Registrar of Companies) with the relevant authorities and (iii) do all such actions, deeds, matters, writings and things as are necessary or expedient, usual or proper, to be in the best interest of the Company, and to settle all doubts, difficulties that may arise from time to time while giving effect to this resolution to give effect to the above resolutions, including, but not limited to, undertaking filing of requisite forms, returns and documents with the concerned Jurisdictional Registrar of Companies/Ministry of Corporate Affairs.

"RESOVLED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any Director or Company Secretary of the Company may be furnished to any concerned persons/authority(ies), as and when required."

By Order of Board of Directors

For Plasmagen Biosciences Private Limited

Arjun Rajagopal

Company Secretary

M. No.: 47671

**Address: No. 11, 1st A Main, 1st A Cross
Vivekananda Nagar, Srinivasa Nagar
Bengaluru - 560 085**



Date: 30.09.2024

Place: Bengaluru



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NOTE:

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Businesses at the meeting, is annexed hereto and forms part of this notice as **Annexure I**.
2. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Shareholders/Members electronically.
3. In accordance with the provisions of the Act and Ministry of Corporate Affairs' General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars"), it is permitted to hold General Meetings through VC/OAVM, without the physical presence of the Shareholders/Members at a common venue. In compliance with the provisions of the Companies Act, 2013, MCA Circulars, the 14th AGM of the Company for F.Y 23-24 is being held through VC/OAVM.
4. The Shareholders/Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
5. A Shareholder/Member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Shareholder/Member. Since the AGM is being held through VC/OAVM, physical attendance of Shareholders/Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders/Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes.
6. Institutional/Corporate Shareholders/Members are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution/authorization letter authorising their representative to attend and vote at the AGM through VC/OAVM. The said certified true copy of the Board resolution/authorisation letter should be sent to cs@plasmagen.in.
7. In line with the MCA Circular No. 17/2020 dated 13 April 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.plasmagen.com.
8. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Annual Report as well as the weblink for joining the meeting is being sent only through electronic mode to those Shareholders/Members whose email addresses are registered with the Company.
9. The statutory registers will be available electronically for inspection by the Shareholders/Members, without any fee, from the date of circulation of this Notice up to the date of AGM. The Shareholders/Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at cs@plasmagen.in.
10. Since the AGM will be held through VC/OAVM, the Route Map is not annexed this Notice.
11. Shareholders/Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request before the AGM mentioning their name, demat account number/folio number, email ID, mobile number at cs@plasmagen.in.



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12. The Shareholders/Members who do not wish to speak during the AGM but have queries may send their queries in advance prior to the AGM mentioning their name, demat account number/folio number, e-mail ID, mobile number at cs@plasmagen.in. The Company will give response to the queries suitably by email.
13. Designated eMail ID for all the queries with respect to VC/OAVM can be addressed to cs@plasmagen.in.
14. Help line number with respect to any queries relating to VC/OAVM is +91 9809205424.
15. The member can join the AGM through following web link:

<https://us06web.zoom.us/j/84181628329?pwd=JFOJ476tOQYEBKJxp4wzS8nxErQWgN.1>
16. **Procedure to join the meeting;**
Step 1:
Visit web page <https://zoom.us/join>.

Step 2:
Enter web link mentioned in Step No. 1 above and enter the meeting ID: **8418162 8329**
and Pass code: **228016**

Step 3:
Press Enter with above credentials and join the meeting. Alternatively, member can directly join the meeting by mentioning the meeting link mentioned in Point No. 16 above in their web browser.



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Annexure -I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No.1: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

The Company, the Eight Roads Investments Mauritius II Limited ("**Eight Roads**"), the Promoters, the Other Investors, the Other Shareholders and Company have executed Amended and Restated Shareholders' Agreement, dated September 18, 2024 ("**Amended and Restated Shareholders' Agreement**").

As per the terms of the Amended and Restated Shareholders' Agreement, the existing articles of association of the Company are required to be suitably amended and accordingly, the existing articles of association of the Company shall stand replaced with the Articles of Association, enclosed along with notice of extraordinary general meeting as Annexure-II ("**Restated Articles of Association**") for the perusal of the members of the Company. The Restated Articles of Association also contain certain provisions proposed to be entrenched with the approval of all the members of the Company.

The Provisions of the Companies Act, 2013 requires the Company to seek the approval of the members of the Company, for alteration of the Articles of Association of the Company. Accordingly, the Board recommends the relevant resolution for the approval of the members of the Company.

The Board has granted its approval to the Restated Articles of Association vide their Resolution dated September 30, 2024.

None of the Directors, managers, or key managerial personnel of the Company or their relatives are concerned or interested in the Resolution except to the extent of their shareholding in the Company.

The Board therefore recommends the Special Resolution at Item No. 1 for your approval.

By Order of Board of Directors

For Plasmagen Biosciences Private Limited

Arjun Rajagopal

Company Secretary

M. No.: 47671

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