

HIVELOOP INTERNET PRIVATE LIMITED

Regd. Office: 1st Floor of South Wing TWA - SJR - The Hub, Survey Number 8, 2 & 9, Sarjapur Main Road, Sarjapur - Marathahalli Road, Bellandur, HSR Layout, Bangalore South, Karnataka, India, 560102.
CIN: U74999KA2017PTC107051, Email: compliance@udaan.com, Contact No. +91 97390 49184

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh Annual General Meeting ("AGM") of **HiveLoop Internet Private Limited** ("the Company") will be held on Friday, the 27th day of September 2024 at 1:30 P.M. at the Registered Office of the Company, situated at, 1st Floor of South Wing TWA - SJR - The Hub, Survey Number 8, 2 & 9, Sarjapur Main Road, Sarjapur - Marathahalli Road, Bellandur, HSR Layout, Bangalore South, Karnataka, India, 560102, to transact the following Business:

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the Financial Statements for the year ended on March 31, 2024 and the report of the Directors and Auditors of the Company:**

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

"RESOLVED THAT the audited Financial Statements of the Company for the period ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted."

SPECIAL BUSINESS:

2. **Appointment of Mr. Nitesh Kumar (Holding Din: 10518127) as Director of the Company:**

"RESOLVED THAT pursuant to the provisions of the Section 152(2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, Mr. Nitesh Kumar [DIN: 10518127], who was appointed as an Additional Director w.e.f. 27th February 2024, be and is hereby appointed as Director of the Company.

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to file relevant forms with the Registrar of companies, Karnataka, and to do such other acts, deeds and things as may be considered necessary in connection with the aforesaid appointment."

3. **Appointment of Mr. Bharath Sohanlal Gandhi (Holding Din: 10605344) as Director of the Company:**

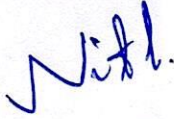
"RESOLVED THAT pursuant to the provisions of the Section 152(2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, Mr. Bharath Sohanlal Gandhi [DIN: 10605344], who was appointed as an Additional Director w.e.f. 26th April 2024, be and is hereby appointed as Director of the Company.

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“RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorised to file relevant forms with the Registrar of companies, Karnataka, and to do such other acts, deeds and things as may be considered necessary in connection with the aforesaid appointment.”

For and on behalf of the Board of Directors of
HIVELOOP INTERNET PRIVATE LIMITED



NITESH KUMAR
DIRECTOR
DIN: 10518127

Date: 20th August 2024
Place: Bangalore

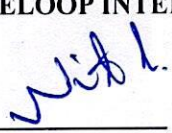
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NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Ordinary/ Special Business(es) to be transacted at the Seventh Annual General Meeting of the Company under Item Nos. 2 and 3 is annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself / herself and such Proxy need not be a Member of the Company.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members/proxies should bring attendance slips along with their copy of annual report to attend the meeting.
5. 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.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available at the Annual General Meeting.
7. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during normal business hours on any working day up to the date of the Annual General Meeting.

For and on behalf of the Board of Directors of
HIVELOOP INTERNET PRIVATE LIMITED


NITESH KUMAR
DIRECTOR
DIN: 10518127

Date: 20th August 2024
Place: Bangalore

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

ITEM NO 2

Mr. Nitesh Kumar was appointed as an Additional Director of the Company with effect from 27th February 2024, pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company. In terms of Section 161(1) Mr. Nitesh Kumar will hold office up to the date of the Tenth Annual General Meeting of the Company.

The Company has received from his a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, pursuant to section 152(2) of the Companies Act, 2013, every director of the company shall be appointed by the Members in the General Meeting.

Except Mr. Nitesh Kumar, being an appointee, none of the Director or Key Management Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out in Item no. 2

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Nitesh Kumar is provided below in Table A:

Table A
Brief Profile

Age	34 years
Qualifications	Master degree
Experience	Professional Experience
Terms and Conditions of appointment	Appointed as Director of the Company on such terms as the Board may deem fit.
Details of remuneration	Remuneration payable shall be decided by the Board of Directors from time to time.
Date of first appointment	27/02/2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment till the date of Notice of this AGM	9 (Nine)
Directorships of other Board	None
Membership/Chairmanship of Committees of other Board	None

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ITEM NO 3

Mr. Bharath Sohanlal Gandhi was appointed as an Additional Director of the Company with effect from 26th April 2024, pursuant to section 161 of the Companies Act, 2013 and Articles of Association of the Company. In terms of Section 161(1) Mr. Bharath Sohanlal Gandhi will hold office up to the date of the Tenth Annual General Meeting of the Company.

The Company has received from his a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, pursuant to section 152(2) of the Companies Act, 2013, every director of the company shall be appointed by the Members in the General Meeting.

Except Mr. Bharath Sohanlal Gandhi, being an appointee, none of the Director or Key Management Personnel of the Company and their relatives is concerned or interested, financial or otherwise set out in Item no. 3

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Bharath Sohanlal Gandhi is provided below in Table A:

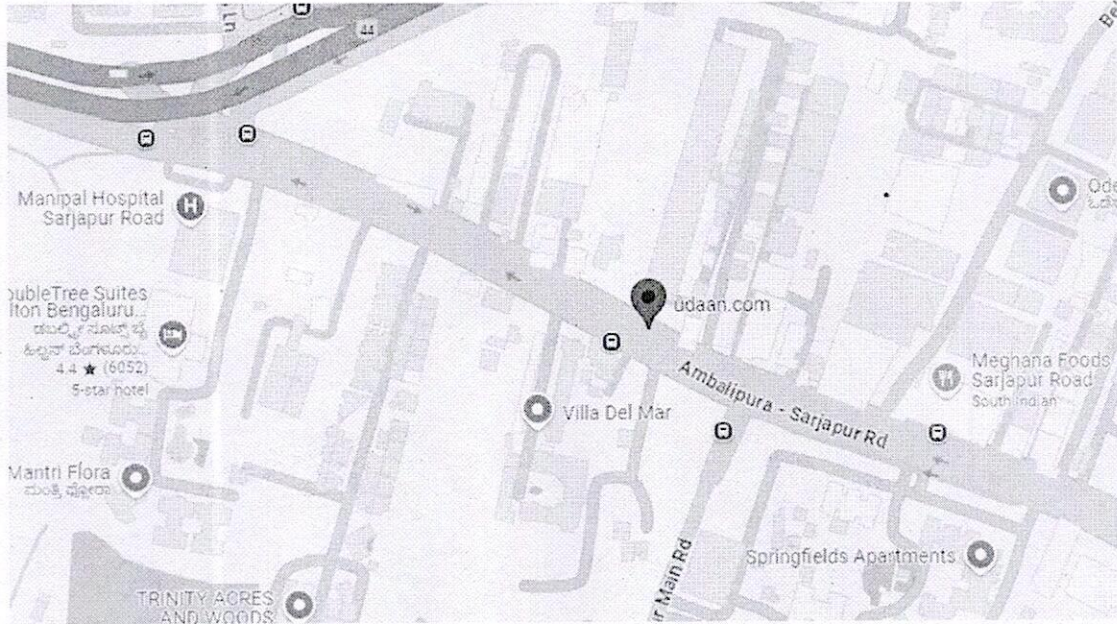
Table A
Brief Profile

Age	34 years
Qualifications	Professional
Experience	Professional Experience
Terms and Conditions of appointment	Appointed as Director of the Company on such terms as the Board may deem fit.
Details of remuneration	Remuneration payable shall be decided by the Board of Directors from time to time.
Date of first appointment	26/04/2024
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment till the date of Notice of this AGM	5 (Five)
Directorships of other Board	None
Membership/Chairmanship of Committees of other Board	None

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THE ROUTE MAP AND PROMINENT LANDMARK TO REACH THE VENUE OF THE MEETING



**Source Google maps*

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ATTENDANCE SLIP

ANNUAL GENERAL MEETING – September 27, 2024

Please complete this Attendance Slip in all respects and hand it over at the entrance of the Meeting hall:

Regd. Folio No.	:	
Name	:	
Address	:	
Number of Shares held in the Company	:	
e-Mail ID	:	

I/We certify that I/we am/are a registered Shareholder/Proxy for the registered Shareholder of the Company.

I/We hereby record my/our presence at the **Seventh Annual General Meeting** of the Company held on Friday, the 27th day of September 2024 at 1:30 P.M. at the Registered Office of the Company situated at 1st Floor of South Wing TWA - SJR - The Hub, Survey Number 8, 2 & 9, Sarjapur Main Road, Sarjapur - Marathahalli Road, Bellandur, HSR Layout, Bangalore South, Karnataka, India, 560102 India.

Signature of the Shareholder

Or Proxy

:

Name

:

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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 Office	
E-mail Id	
Folio No. / Client ID	
DP ID	

I/We, being the Member(s) of **HiveLoop Internet Private Limited**, holding Shares of the above-named Company hereby appoint

Name	
Address	
e-Mail ID	
Signature	

or failing him

Name	
Address	
e-Mail ID	
Signature	

or failing him

Name	
Address	
e-Mail ID	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Seventh Annual General Meeting** of the Company, to be held on Friday, the 27th day of September 2024 at 1:30 P.M. at the Registered Office of the Company situated at 1st Floor of South Wing TWA - SJR - The Hub, Survey Number 8, 2 & 9, Sarjapur Main Road, Sarjapur - Marathahalli Road, Bellandur, HSR Layout, Bangalore, Bangalore South, Karnataka, India, 560102, India and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1.	To receive, consider, approve and adopt the Financial Statements for the year ended on March 31, 2024 and the report of the Directors and Auditors of the Company.			
Special Business:				
2.	Appointment of Mr. Nitesh Kumar (Holding DIN: 10518127) as Director of the Company.			
3.	Appointment of Mr. Bharath Sohanlal Gandhi (Holding Din: 10605344) as Director of the Company.			

Signed this..... day of..... 2024

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.*
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.*
- The proxy holder shall prove his identity at the time of attending the meeting.*