Cubastion Consulting Pvt. Ltd. 11th Floor, Tower 2, Vatika Business Park, Sohna Road, Sector 49, Gurgaon, Haryana, 122018, India
T: +91 124 4186 200 F: +91 124 4186 220
CIN: U74140RJ2006PTC023377

cubastion

NOTICE OF THE ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 19th Annual General Meeting of the Members of **CUBASTION CONSULTING PRIVATE LIMITED** will be held on Tuesday, 30th day of September 2025, at 11.00 A.M, at Office No. 6, Silver Square, Rani Bazar, Bikaner-334401, Rajasthan, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated audited financial statement of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. ***To increase the Authorized Share Capital of the Company and to amend the Capital Clause of the Memorandum of Association***

To consider and if thought fit to pass the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 13, 61 of the Companies Act, 2013 and Rule 15 of The Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act 2013 (including any statuary modification or re-enactment thereof for the time being in force), Authorised Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing equity shares in the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted as under:

The Authorized share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Kumar Gaurav Harsh & Mrs. Mamta Harsh, Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions for and on behalf of the Company, including without limitation, the execution of any other related deeds, letters and documents, signing and dispatching any notice which may be required to be executed pursuant to the aforesaid resolution, filing of requisite forms and documents with the jurisdictional Registrar of Companies, as may be required, and to comply with all other requirements in this regard.

3. ***To regularize the appointment of Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) as the Director of the Company***

To consider appointment of Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) as Independent Director and if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) who was appointed as an Independent Director (Additional) of the Company w.e.f. 10th December, 2024 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years.

RESOLVED FURTHER THAT, any Director of the Company be and is hereby severally authorized to take all such actions, do all such acts, deeds, and things, and execute all documents and writings as may be necessary, proper, or expedient to give effect to this resolution."

4. ***To amend the Cubastion Employee Stock Option Scheme 2022 ("ESOS 2022")***

To consider and if thought fit to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders be and is hereby accorded to amend the Cubastion Employee Stock Option Scheme 2022 ("ESOS 2022") to enable the Cubastion Employee Welfare Trust ("Trust") to acquire equity shares of the Company either by way of (i) fresh allotment by the Company, and/or (ii) purchase from existing shareholders of the Company, in accordance with applicable law.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including the signing and submission of any documents, forms, or returns with regulatory authorities."

On behalf of the Board
For Cubastion Consulting Private Limited

SD/-

Kumar Gaurav Harsh
Director
DIN No. 01013851
Address: Belinda 72, Emaar Marbella, Sector 66, Badshahpur, Gurgaon, Haryana - 122101

Dated: 29/09/2025
Place: Gurgaon

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** ***(PROXY FORM IS HEREBY ANNEXED).***

2. **THE PROXY FORM MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE TIME OF MEETING.**

3. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% 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 proxy for any other person or shareholder

4. Members are requested to bring their attendance slip and hand it over at the entrance of the venue of meeting. *(Attendance Slip is hereby Annexed)*

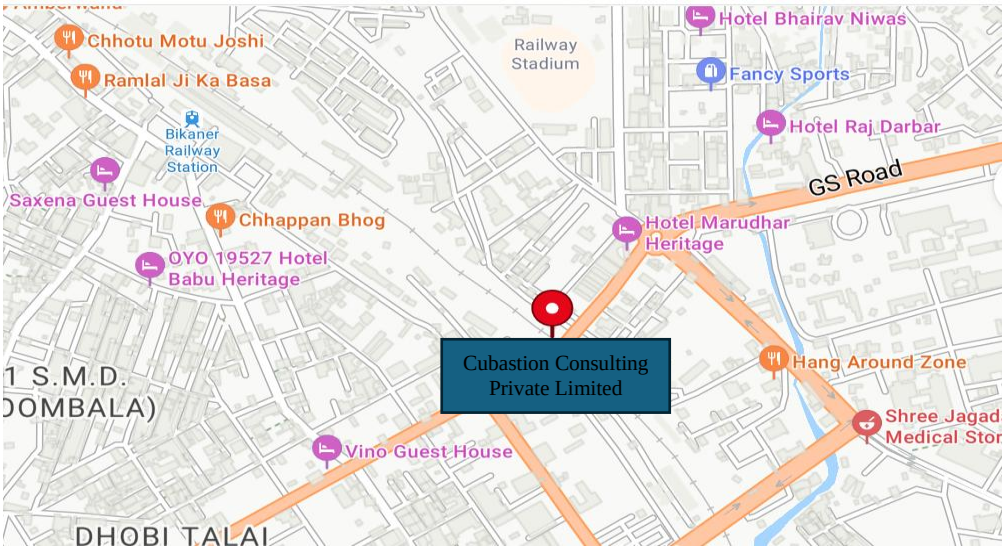
5. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the meeting.

6. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications from the Company electronically.

7. Members are requested to inform the Company immediately, any change of address.

8. A route map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting as per the requirement of Secretarial Standard -1 (SS-1) as issued by the institute of Company Secretaries of India (ICSI).

Route Map



Landmark: Near Income Tax Office Rani Bazar Bikaner

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

ITEM NO. 2

The Authorized Share Capital of the Company presently stands at Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity shares of Rs. 10/- (Rupees Ten Only) each. The Company proposes to increase its authorized share capital by Rs. 2,00,00,000/- (Rupees Two Crores only) to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) to raise fresh capital by the issuance of Equity Shares.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution and accordingly approval of the member of the Company is required.

None of the Directors, key managerial person(s) of the Company and relative of Directors are concerned or interested in any manner whether financial or otherwise, in the proposed resolution.

The Board recommends the resolution for the approval of members as an Ordinary Resolution.

ITEM 3:

The Board of Directors of the Company had appointed Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) as an Additional Director (Independent) of the Company with effect from 10th December, 2024, in accordance with the provisions of Section 161 of the Companies Act, 2013. Accordingly, he holds office up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Rao:

- A declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013; and
- Confirmation of eligibility for appointment as an Independent Director in terms of the Act and the applicable rules.

In the opinion of the Board, Mr. Rao fulfills the conditions specified in the Companies Act, 2013 for his appointment as an Independent Director and is independent of the management. The Board considers that his association would be of significant benefit to the Company and it is therefore desirable to avail his services as an Independent Director.

Accordingly, the Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution, appointing Mr. Rao as an Independent Director of the Company for a term of five (5) consecutive years commencing from 10th December, 2024.

Except Mr. Sonti Venkata Durga Nageswara Rao, none of the Directors, Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in the resolution.

ITEM 4:

The Board of Directors of Cubastion Consulting Private Limited ("Company") had, with the approval of the shareholders, adopted the Cubastion Employee Stock Option Scheme 2022 ("ESOS 2022"), to reward and retain employees of the Company and its subsidiaries by granting them stock options.

As per the provisions of the ESOS 2022, the Cubastion Employee Welfare Trust ("Trust") was authorised to acquire equity shares of the Company only through fresh allotment by the Company, for onward transfer to eligible employees upon exercise of options.

In order to provide greater flexibility in the administration of the Scheme and to enable liquidity for existing shareholders who may wish to sell their shares, it is now proposed to amend the ESOS 2022 to permit the Trust to acquire shares either by way of fresh issue from the Company or by way of secondary purchase from existing shareholders of the Company, in accordance with applicable law.

This amendment will not, in any manner, adversely affect the interests of the employees or existing shareholders. On the contrary, it will facilitate effective implementation of the Scheme by allowing the Trust to source shares from multiple routes, including secondary acquisition, thereby ensuring availability of shares for transfer to employees at the time of exercise of stock options.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any amendment to the terms of an employee stock option scheme requires the prior approval of the shareholders by way of a special resolution.

Accordingly, the Board of Directors, at its meeting held on 29.09.2025, approved the proposed amendment to the ESOS 2022, subject to the approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of the stock options that may be granted to them under the Scheme, if they are eligible.

The Board recommends the resolution for the approval of members as a Special Resolution.

On behalf of the Board
For Cubastion Consulting Private Limited

Dated: 29/09/2025
Place: Gurgaon

SD/-

Kumar Gaurav Harsh
Director
DIN No. 01013851
Address: Belinda 72, Emaar Marbella, Sector 66,
Badshahpur, Gurgaon, Haryana - 122101

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]

CIN	: U74140RJ2006PTC023377
Name of the company	: Cubastion Consulting Private Limited
Registered office	: Office No.6, Silver Square Rani Bazar, Bikaner-334401,Rajasthan.
Name of the Member(s)	:
Registered Address	:
Folio No.	:
Email ID	:

I/We, being a member(s) of …….. shares of the above named company, hereby appoint:

1. Name : ……E-mail Id : ……..

   Address
   :……..

   Signature :……., or failing him / her;

2. Name : ……E-mail Id : ……..

   Address
   :……
   ….

   Signature :……., or failing him / her;

3. Name : ……E-mail Id : ……..

   Address
   :……
   …..

   Signature :……..

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on the Tuesday, 30th day of September, 2025 at Office No.6, Silver Square Rani Bazar, Bikaner-334401, Rajasthan at 11:00 AM, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	Assent	Dissent
ORDINARY BUSINESS			
1	To receive, consider and adopt the standalone and consolidated audited financial statement of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon.		
SPECIAL BUSINESS			
2	To increase the Authorized Share Capital of the Company and to amend the Capital Clause of the Memorandum of Association		
3	To regularize the appointment of Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) as the Director of the Company		
4	To amend the Cubastion Employee Stock Option Scheme 2022 ("ESOS 2022")		

Signed this…….. day of…… **2025**

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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

ATTENDANCE SLIP

19th Annual General Meeting, Tuesday, 30th Day of September, 2025 at Office No. 6, Silver Square, Rani Bazar, Bikaner-334401, Rajasthan, the registered office of the Company.

Regd. Folio No./DP ID/Client ID/Ben. A/C _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 19th Annual General Meeting of the Company on Tuesday, 30th Day of September, 2025 at 11.00 AM, at registered Office i.e. Office No. 6, Silver Square, Rani Bazar, Bikaner-334401, Rajasthan at shorter notice.

_____ _____

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 venue of meeting.