



BONBLOC TECHNOLOGIES PRIVATE LIMITED

CIN - U72900TN2020PTC137054

Regd Office: RR Tower IV, T.V.K. Industrial Estate, Guindy Industrial Estate, Chennai - 600 032

Email ID - cs@bonbloc.com Website - www.bonbloc.com

SHORTER NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

**TO
THE SHAREHOLDERS
BOARD OF DIRECTORS AND
STATUTORY AUDITORS**

SHORTER NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF BONBLOC TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, JUNE 13, 2025 AT 11.00 AM THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO-VISUAL MEANS ('OAVM') TO TRANSACT THE SPECIAL BUSINESSES

ITEM NO.1 TO APPROVE THE CONVERSION OF THE COMPANY TO PUBLIC LIMITED COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 18 read with Sections 4, 13, 14, 15 and any other applicable provisions of the Companies Act, 2013 and read with Rule 29 and 33 of the Companies (Incorporation) Rules, 2014, as amended and the applicable rules thereunder, each as amended (the “Companies Act”) and subject to and in accordance with any other applicable law or regulation, and receipt of any necessary approvals from any government, statutory or regulatory authority, including the Registrar of Companies, Tamil Nadu at Chennai, the members hereby approves the change in status of the Company by conversion from a **“private company limited by shares to a public company limited by shares”**.

“RESOLVED FURTHER THAT pursuant to the provision of Section 18 and any other applicable provisions, if any, of the Companies Act and subject to receipt of any necessary approvals from any government, statutory or regulatory authority, the name of the Company be and is hereby changed from **Bonbloc Technologies Private Limited to Bonbloc Technologies Limited** by deletion of the word “Private” before the word Limited in the name of the Company and accordingly amend the name clause of the Memorandum of Association and the name clause along with relevant disclosures to effect the conversion shall be amended in the Articles of Association and all such other papers, documents and matters be made to give effect of the changed name accordingly.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, all or any one of the directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Tamil Nadu at Chennai, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time”

ITEM NO.2 TO APPROVE THE ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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



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"RESOLVED THAT pursuant to Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Incorporation) Rules, 2014, as amended and other applicable laws, if any, the consent and approval of the members of the Company be and is hereby accorded for substituting the existing Clause I of the memorandum of association of the Company with the following clause:

1. The Name of the Company is **BONBLOC TECHNOLOGIES LIMITED**.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors of the Company be and are hereby severally authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion deem appropriate."

ITEM NO.3 APPROVAL FOR ADOPTION OF NEW SET ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT, in accordance with Sections 5, 14, 15 and the other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations made thereunder, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) each as amended (the "Companies Act"), and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company, in order to align the articles of association with the requirements of the public company and incorporate the clauses of the shareholders agreement executed on May 20, 2025, as circulated and placed before the Shareholders, be and are hereby approved and adopted in substitution for, and to the exclusion of, the articles of association currently in force."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be."

"RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

FOR BONBLOC TECHNOLOGIES PRIVATE LIMITED

S/d
SWAMINATHAN RAJAGOPALAN
WHOLE-TIME DIRECTOR
DIN: 03459440

*Address: 27/5 (1/5), A5 Aston Villa, Kumaran Colony,
1st Street, Chennai – 600026*

Place: Chennai

Date: June 02, 2025



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NOTE:

1. Ministry of Corporate Affairs ('MCA') has vide its General Circulars Nos. 09/2024 dated September 19, 2024, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, and 09/2024 dated 19th September, 2024 ('MCA Circulars') has permitted the holding of the Extra-Ordinary General Meeting (EGM) through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act') and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM.
2. The Extra-Ordinary General Meeting is being convened pursuant to Section 100 and 101(1) of the Companies Act, 2013.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the EGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members may join the EGM through VC/OAVM Facility 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the EGM.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the and hence the Proxy Form and Attendance slip are not annexed to this Notice.
7. Pursuant to the provisions of Section 107 of the Companies Act 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing Voting by Show of Hands facility to its Members in respect of the business to be transacted at the AGM.
8. Corporate Members intending to send their authorized representative to attend EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at EGM.
9. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM:

1. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
2. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



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

The following Statements sets out all material facts relating to the special businesses mentioned in the Notice.

Item 1

The Company intends to list its equity shares (the “Equity Shares”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares.

In order to undertake the Offer, the status of the Company is required to be changed from a private company limited by shares to a public company limited by shares.

Pursuant to the provisions of Section 18 read with Sections 4, 13 and 14 of the Companies Act, change in status of the Company by conversion from a private company limited by shares to a public company limited by shares, requires the approval of the shareholders of the Company.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval.

None of the directors or managers or key managerial personnel of the Company or the relatives thereof are interested in these resolutions.

Item 2 & 3

The Company intends to list its equity shares (the “Equity Shares”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “Offer”). In order to list the company, the Company has to be converted into public company and the articles of association and memorandum of association of the Company are required to be amended.

Further, the Company executed the Shareholders’ Agreement on May 20, 2025. To give effect to the provisions of the Agreement, certain amendments are required to be made to the Articles of Association. Accordingly, Part A of the Articles will incorporate Table F as per the Companies Act, 2013, while Part B will set out the clauses of the Shareholders’ Agreement.

Pursuant to the provisions of Section 13 and 14 of the Companies Act, any amendment of the articles of association and memorandum of association of a company requires the approval of the shareholders of the Company.

A copy of the existing and the revised articles of association and memorandum of association will be made available for inspection at the registered office of the Company during the Company’s working hours on any business day from 9:00 AM until 5:00 PM up to the date of the extraordinary general meeting.

The Board recommends the resolutions set out in item no. 2 & 3 of the Notice for your approval.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

FOR BONBLOC TECHNOLOGIES PRIVATE LIMITED

Place: Chennai
Date: June 02, 2025

S/d/-
SWAMINATHAN RAJAGOPALAN
WHOLE-TIME DIRECTOR
DIN: 03459440

*Address: 27/5 (1/5), A5 Aston Villa, Kumaran Colony,
1st Street, Chennai – 600026*



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CONSENT OF SHAREHOLDER FOR SHORTER NOTICE

[Pursuant to section 101(1)]

The Board of Directors
Bonbloc Technologies Private Limited,
RR Tower IV, T.V.K. Industrial Estate,
Guindy Industrial Estate,
Chennai-600032.

Shorter Notice Consent for the EGM to be held on Friday 13th June 2025 at 11.00 AM

Dear Sir,

I, _____, holding _____ equity shares of INR.10 Face Value per share, in my name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold an Extraordinary General Meeting on Friday, June 13, 2025 at 11:00 AM through VC/OAVM facility at shorter notice.

Signature:

Dated:



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Format Board Resolution – To Authorise Body Corporate Shareholders Representative to attend General Meetings.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF (COMPANY NAME) HELD ON (DATE) (DAY) (TIME) AT (VENUE OF THE BOARD MEETING)

REG.: AUTHORIZING COMPANY'S REPRESENTATIVE TO ATTEND GENERAL MEETINGS

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Mr/Mrs.(Representative Name), be and is hereby authorized to act as representative of the Company and the above mentioned Representative shall nominate any person to attend in respect of all items of business at all General Meetings of BONBLOC TECHNOLOGIES PRIVATE LIMITED or any adjournment thereof as an authorized representative of the Company.”