

AUJAS NETWORKS LIMITED

(Formerly Known as Aujas Networks Private Limited)

(CIN: U72200KA2008PLC045218)

Reg. Add:-No.595, 4th floor, 15th Cross, 1st Phase, Outer Ring Road, J P Nagar, Bangalore-560078

NOTICE OF THE 02/ 2020-21 Extra-Ordinary General Meeting

NOTICE IS HEREBY GIVEN THAT THE 02/2020-21 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF AUJAS NETWORKS LIMITED (FORMERLY KNOWN AS AUJAS NETWORKS PRIVATE LIMITED) WILL BE HELD ON TUESDAY, NOVEMBER 24, 2020 AT 5.30 PM THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY AT THE GROUND FLOOR, TRADE GLOBE, SIR M.V. ROAD, J.B. NAGAR, ANDHERI - KURLA ROAD, ANDHERI (E), MUMBAI, PIN -400 059, MAHARASHTRA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1

TO APPROVE CHANGE IN NAME OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of section 4,5, 13, 14, 15 and other applicable provisions of the Companies Act, 2013 and relevant rules framed thereunder read with provisions of Memorandum and Articles of Association of the Company and any other regulatory authorities, as may be necessary, subject to the approval of the Registrar of Companies, the consent of the members be and is hereby accorded to change the name of the company from ‘**Aujas Networks Limited**’ to ‘**Aujas Cybersecurity Limited**’.

RESOLVED FURTHER THAT consequent to the obtaining necessary approvals, the name ‘**Aujas Networks Limited**’ wherever occurs in the Memorandum and Articles of Association and any other documents of the Company be substituted by the name ‘**Aujas Cybersecurity Limited**’.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Navinkumar Kotian(DIN: 08292760), Whole time Director and COO, and Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to make an application to the MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

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Ph: +91-124-4308796

ITEM NO. 2

TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification the following as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, read with provisions of Memorandum and Articles of Association of the Company, and subject to the any other approval as may be necessary, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 27,00,00,000 /- (Rupees Twenty Seven Crores Only) divided into 26,99,84,000 (Twenty Six Crores Ninety Nine Lakhs Eighty Four Thousand) Equity shares of Re. 1/- (Rupee One Only) each; 15,000 (Fifteen Thousand) Series A Equity Shares of Re. 1/- (Rupee One Only) each; 1,000 (One Thousand) Series B Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 27,11,00,000 /- (Rupees Twenty Seven Crores Eleven Lakhs Only) divided into 27,10,84,000 (Twenty Seven Crores Ten Lakhs Eighty Four Thousand) Equity shares of Re. 1/- (Rupee One Only) each; 15,000 (Fifteen Thousand) Series A Equity Shares of Re. 1/- (Rupee One Only) each; 1,000 (One Thousand) Series B Equity Shares of Re. 1/- (Rupee One Only) each by creating additional 11,00,000 (Eleven Lakh) Equity shares of Re. 1/- (Rupee One Only) each ranking *pari passu* in all respects with the existing equity shares of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, read with provisions of Memorandum and Articles of Association of the Company and subject to the approval of the members of the Company, and any other approval as may be necessary, the consent of the board be and is hereby accorded for substituting the existing Clause V thereof by the following new Clause V as under:

Clause V: "The Authorised Share Capital of the Company is Rs. 27,11,00,000 /- (Rupees Twenty Seven Crores Eleven Lakhs Only) comprising 27,10,84,000 (Twenty Seven Crores Ten Lakhs Eighty Four Thousand) Equity shares of Re. 1/- (Rupee One Only) each; 15,000 (Fifteen Thousand) Series A Equity Shares of Re. 1/- (Rupee One Only) each; 1,000 (One Thousand) Series B Equity Shares of Re. 1/- (Rupee One Only) each."

RESOLVED FURTHER THAT Mr. Navinkumar Kotian(DIN: 08292760), Whole time Director and COO, and Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

By order of the Board
For Aujas Networks Limited
(Formerly known as Aujas Networks Private Limited)

Place: Mumbai
Date: 02.11.2020

Vaibhhav Vijay Kulkarni
Company Secretary

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Notes:

1. Pursuant to the General Circular No. 14/2020 dated April 08, 2020, Circular No 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 read with Circular No. 33/ 2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant GM to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
3. The Members can join the EGM 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 the Notice. The facility of participation at the EGM through VC/OAVM will be made available to all the members of the. Directors, Key Managerial Personnel and Auditors of the Company.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at secretarial@nseit.com.
6. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is annexed hereto.
7. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.aujas.com.
9. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can apply at secretarial@nseit.com requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID-Client ID or Folio Number and the Registered email ID.
2. Members who are desirous of attending the EGM may send their request by November 3, 2020. On successful registration with the company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by November 4, 2020
3. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
4. In case of Android/iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
5. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
6. 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.
7. The helpline number for joining the Meeting through Electronic Mode will be provided in the Meeting Invitation which will be sent to the eligible applicants.
8. Institutional Shareholders are encouraged to participate at the EGM through VC/OAVM and vote thereat. In case of demand of poll on any resolution the members can send their votes to secretarial@nseit.com from the same mail id as registered with the Company.

OTHER INFORMATION:

1. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. October 30, 2020), shall be entitled to vote at the EGM. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE AND ATTENDANCE SLIP.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at Ground Floor, Trade Globe, Sir M.V. Road, J.B. Nagar, Andheri - Kurla Road, Andheri (E), Mumbai, Pin -400 059, Maharashtra. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.

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

ITEM NO. 1:

The proposed new name of the Company i.e. Aujas Cybersecurity Limited provides clear and better understanding about the business domain of the Company. This change in name of the Company will result in amending the name clause of the Memorandum of the Company and also altering its Articles of Association since the name of the Company will change from 'Aujas Networks Limited' to 'Aujas Cybersecurity Limited'.

In this regard, the consent of the members by way of special resolution is required for amendment of the Memorandum of Association and Articles of Association of the Company. The Board has approved the amendment at its meeting held October 20, 2020. The Members are requested to note that the amendment is subject to the approval granted by the Registrar of Companies, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

The draft Memorandum of Association and Articles of Association with proposed amendments are available on the website of the Company.

Thus the Board of Directors recommends the Special resolutions at item no. 1 of this notice for approval of the members. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the said Resolutions.

ITEM NO. 2:

Pursuant to the clause 3 of the Share Purchase and Shareholders' Agreement ("SPSHA") executed on November 28, 2018, upon the occurrence of Closing 4, NSEIT Limited will invest Rs 1,39,61,613/- (Indian Rupees one crore thirty nine lakhs sixty one thousand six hundred thirteen only) in the Company towards subscription of 18,20,742 Equity Shares of Re 1 each at a premium of Rs. 6.668087 per share.

It was further informed that currently the paid-up share capital of the Company is Rs. 26,92,60,630/- (Rupees Twenty Six Crores Ninety Two Lakhs Sixty thousand Six hundred and Thirty Only), comprising of 26,92,57,620 (Twenty Six Crores Ninety Two Lakhs Fifty Seven thousand Six hundred and Twenty) Equity shares of Re. 1/- (Rupee One Only) each; 2010(Two Thousand Ten) Series A Equity Shares of

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Re. 1/- (Rupee One Only) each; 1,000 (One Thousand) Series B Equity Shares of Re. 1/- (Rupee One Only) each.

It was also informed that in considering the aforesaid investment in the Company, it is required to increase the Authorized Share Capital of the Company from the present Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) comprising of 26,99,84,000 (Twenty Six Crores Ninety Nine Lakhs Eighty Four Thousand) Equity shares of Re. 1/- (Rupee One Only) each; 15,000 (Fifteen Thousand) Series A Equity Shares of Re. 1/- (Rupee One Only) each; 1,000 (One Thousand) Series B Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 27,11,00,000/- (Rupees Twenty Seven Crores Eleven Lakhs Only) comprising 27,10,84,000 (Twenty Seven Crores Ten Lakhs Eighty Four Thousand) Equity shares of Re. 1/- (Rupee One Only) each; 15,000 (Fifteen Thousand) Series A Equity Shares of Re. 1/- (Rupee One Only) each; 1,000 (One Thousand) Series B Equity Shares of Re. 1/- (Rupee One Only) each.

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 a Special Resolution to that effect.

The draft Memorandum of Association and Articles of Association with proposed amendments are available on the website of the Company

Thus the Board of Directors recommends the Special resolutions at item no. 2 of this notice for approval of the members. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in the said Resolutions.

By order of the Board
For Aujas Networks Limited
(Formerly known as Aujas Networks Private Limited)

Place: Mumbai
Date: 02.11.2020

Vaibhhav Vijay Kulkarni
Company Secretary

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