

Ideas to Reach India Private Limited

CIN: U74999TN2010PTC077022 / GSTIN: 33AACCI4089C1ZU
Registered Office: Plot No. 37, F2, Optima Cameo, 5th Street,
East Balaji Nagar, Kallikuppam, Ambattur, Chennai – 600053.
E-mail: post@ideastoreach.com / Mobile: +91 - 99 4040 1010
Website: www.ideastoreach.com

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Ideas to Reach India Private Limited (CIN: U74999TN2010PTC077022) will be held at **shorter notice** on Friday, 9th August, 2024 at 2 p.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and the Auditors thereon.**

For this purpose, 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 31st March, 2024 and the Board’s and Auditors’ reports thereon, be and are hereby approved and adopted.”

SPECIAL BUSINESS:

2. **Increase in Authorised Share Capital of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any amendments, modifications and/ or reenactments thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 2,07,090 (Rupees Two Lakhs Seven Thousand and Ninety only) divided into 20,709 (Twenty Thousand Seven Hundred and Nine) Equity Shares of Rs. 10/- each to Rs. 10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to

settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

3. Amendment of the Memorandum of Association of the Company to Align with the format of Memorandum of Association in the Companies Act, 2013 and to effect Increase in Authorised Capital:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 61 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act (including any amendments, modifications and/or reenactments thereof for the time being in force), the consent of the Company be and is hereby accorded to alter the Memorandum of Association of the Company as follows to align with the format of the Memorandum of Association provided in Table A of Schedule I to the Companies Act, 2013:

- (a) The style of clause numbers of the Memorandum of Association be changed from Roman numeric to English numeric like 1, 2,3, etc.;
- (b) The references to the Companies Act, 1956 and the provisions thereunder be substituted with references to the Companies Act, 2013 and the provisions thereunder, wherever they appear;
- (c) The existing heading Clause III “III. The objects for which the Company is established are:” and the existing heading Clause III(A), “(A) The main Objects to be pursued by the Company on its incorporation are:” be substituted with the words “3(a) The Objects to be pursued by the Company on its incorporation are:”;
- (d) The heading in existing Clause III(B) be substituted with the new heading “3(b) Matters which are necessary for furtherance of the Objects specified in Clause 3(a) are:”;
- (e) The entire other objects in Clause III(C) be deleted; and
- (f) The existing liability clause IV be substituted with new clause 4 as follows: “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”
- (g) The existing capital clause V be substituted with a simplified clause 5 as follows: “The Share Capital of the Company is Rs.10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 (One lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company duly modified as aforesaid be and is hereby adopted as the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without

requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

4. **Adoption of a New Set of Articles of Association of the Company in accordance with the provisions of the Companies Act, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to adopt a new set of regulations in the Articles of Association of the Company to the entire exclusion of the regulations contained in the existing Articles of Association of the Company, as per the draft placed before the Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

5. **Approval for Transactions with Related Parties:**

To consider and if thought fit to pass with or without modification the following resolutions as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board & its Powers) Rules, 2014, as amended from time to time, prior approval and consent of the Company be and is hereby given for entering into transactions with related parties on an arm's length basis and in the ordinary course of business for such value and in such volume as may be desired by the Board of Directors from time to time, including but not limited to, for the purpose of availing of services from the related parties of the Company as specified in the Explanatory Statement to the Notice convening this Annual General Meeting.”

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to these resolutions."

By Order of the Board

For Ideas to Reach India Private Limited

Place: Chennai
Date: 09.08.2024

Sd/-
Viswanathan Ganesan
Managing Director
DIN: 02854927

NOTES:

1. The Ministry of Corporate Affairs (“MCA”), has vide their circulars dated, April 08, 2020, April 13, 2020, May 05, 2020 read with General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted to hold the Annual General Meeting (“AGM”) through Video Conferencing (VC) / 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 (“Act”) and the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue of the Meeting will be the Registered Office of the Company at Plot No. 37, F2, Optima Cameo, 5th Street, East Balaji Nagar, Kallikuppam, Ambattur, Chennai – 600053.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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. As the AGM is being held through VC / OAVM in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. In respect of the special business to be transacted at this Annual General Meeting, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is appended herewith.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, under Section 189 of the Act, and the audited financial statements together with the Board’s Report and Auditors’ Report, and the altered Memorandum of Association and Articles of Association of the Company will be available electronically for inspection by the members. The members seeking to inspect such documents can send an e-mail to post@ideastoreach.com
7. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.ideastoreach.com> and shall be sent by mail to the registered e-mail addresses of the Members.
8. Consent to hold the AGM on shorter notice is attached herewith. Members are requested to send their consent for shorter notice before the meeting time.
9. In case a poll is demanded during the meeting on any resolution, members can convey their vote on any resolution during the meeting by sending a mail from their registered e-mail addresses to the designated e-mail address: post@ideastoreach.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**Item No. 2: Increase in Authorised Share Capital of the Company**

As per the provisions of Section 61 of the Companies Act, 2013, a Company can increase its Authorised Share Capital with the consent of Members. In order to provide room in the Authorised Capital for future issuances of shares by the Company, it is deemed fit to increase the Authorised Share Capital of the Company. The present authorised share capital of the Company is Rs. 2,07,090 (Rupees Two Lakhs Seven Thousand and Ninety only) divided into 20,709 (Twenty Thousand Seven Hundred and Nine) Equity Shares of Rs. 10/- each. This is proposed to be increased to Rs. 10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 (One Lakh) Equity Shares of Rs. 10/- each.

The Board of Directors vide the resolution passed at its meeting held on 9th August, 2024 recommends the passing of this Resolution as an Ordinary Resolution.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 3: Amendment of the Memorandum of Association of the Company to Align with the format of Memorandum of Association in Table A of Schedule I to the Companies Act, 2013:

The existing Memorandum of Association of the Company is based on the erstwhile Companies Act, 1956. The Companies Act, 2013 mandates a new format of Memorandum of Association for companies limited by shares. Accordingly, it is proposed to amend the Memorandum of Association with a view to align the existing Memorandum of Association of the Company with Table A of the Schedule I of the Companies Act, 2013. Members are requested to note that there is no change in Main Objects of the Company. The changes mentioned in this resolution pertain only to the changes necessary to bring the Memorandum of Association in line with the format provided under the Companies Act, 2013.

On increase of authorised capital as per the Item No. 2, it would be necessary to amend the Capital Clause V of the Memorandum of Association, which is to be renumbered as Clause 5 in accordance with the Table A of Schedule I to the Companies Act, 2013.

Considering the above, the proposed changes to the Memorandum of Association are as follows:

- (a) The style of clause numbers of the Memorandum of Association be changed from Roman numeric to English numeric like 1, 2,3, etc.;
- (b) The references to the Companies Act, 1956 and the provisions thereunder be substituted with references to the Companies Act, 2013 and the provisions thereunder, wherever they appear;

- (c) The existing heading Clause III “III. The objects for which the Company is established are:” and the existing heading Clause III(A), “(A) The main Objects to be pursued by the Company on its incorporation are:” be substituted with the words “3(a) The Objects to be pursued by the Company on its incorporation are:”;
- (d) The heading in existing Clause III(B) be substituted with the new heading “3(b) Matters which are necessary for furtherance of the Objects specified in Clause 3(a) are:”;
- (e) The entire other objects in Clause III(C) be deleted; and
- (f) The existing liability clause IV be substituted with new clause 4 as follows: “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”
- (g) The existing capital clause V be substituted with a simplified clause 5 as follows: “The Share Capital of the Company is Rs.10,00,000 (Rupees Ten Lakhs only) divided into 1,00,000 (One lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

The Memorandum of Association of the Company duly modified as aforesaid is proposed for adoption as the Memorandum of Association of the Company. Copy of the amended Memorandum of Association is available for inspection by members at the Registered Office of the Company during the business hours from the date and time of dispatch of this Notice up to the date and time of the Fourteenth Annual General Meeting of the Company. The altered Memorandum of Association will also be available electronically for inspection by the members. The members seeking to inspect such documents can send an e-mail to post@ideastoreach.com

The Board of Directors vide the resolution passed at its meeting held on 9th August, 2024 recommends the passing of this Resolution as a Special Resolution.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 4: Adoption of a New Set of Articles of Association of the Company in accordance with the provisions of the Companies Act, 2013:

The existing Articles of Association (“Articles”) of the Company are based on the Companies Act, 1956. With the coming into force of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration or deletions. It is therefore considered expedient to replace the existing Articles with an entirely new set of Articles to align the Articles of the Company with the provisions of the Companies Act, 2013.

Copy of the revised Articles of Association is available for inspection by members at the Registered Office of the Company during the business hours from the date and time of dispatch of this Notice up to the date and time of the Fourteenth Annual General Meeting of the Company. The revised Articles of Association will also be available electronically for inspection by the members. The members seeking to inspect such documents can send an e-mail to post@ideastoreach.com

The Board of Directors vide the resolution passed at its meeting held on 9th August, 2024 recommends the passing of this Resolution as a Special Resolution.

None of the Directors / key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

Item No. 5: Approval for Transactions with Related Parties

The Company in its ordinary course of business has entered into and will enter into contracts or arrangements with Related Parties. These would be at arm's length basis and as such are not and will not be covered under the provisions of Section 188 of the Companies Act, 2013. Even though these matters are exempt being at arm's length basis and in the ordinary course of business, as a matter of good governance and by way of abundant caution, it is considered appropriate to place the matter before the Members for their approval for the financial year 2024-25.

The following are the details of such transactions:

(a) Name of the related party	Mr. Vivekanandhan Viswanathan	Ms. Annapoorani
(b) name of the director or key managerial personnel who is related, if any	Mr. Viswanathan Ganesan, Managing Director Mrs. Brahadambal, Whole-time Director	Mr. Viswanathan Ganesan, Managing Director Mrs. Brahadambal, Whole-time Director
(c) nature of relationship	Relative of Director	Relative of Director
(d) nature, material terms, monetary value and particulars of the contract or arrangements	<ul style="list-style-type: none"> Availing of services at rates based on prevailing industry standards on a need-basis Maximum value of services during the financial year 2024-25 not to exceed Rs. 15 Lakhs notwithstanding that this limit may be more than 10% of the turnover of the Company 	<ul style="list-style-type: none"> Availing of services at rates based on prevailing industry standards on a need-basis Maximum value of services during the financial year 2024-25 not to exceed Rs. 15 Lakhs notwithstanding that this limit may be more than 10% of the turnover of the Company
(e) any other information relevant or important for the members to take a decision on the proposed resolution.	On arm's length basis and in the ordinary course of business	On arm's length basis and in the ordinary course of business

The Board of Directors vide the resolution passed at its meeting held on 9th August, 2024 recommends the passing of this Resolution as an Ordinary Resolution.

All the Directors of the Company are interested and concerned in the passing of this Resolution.

By Order of the Board

For Ideas to Reach India Private Limited

Place: Chennai

Date: 09.08.2024

Sd/-

Viswanathan Ganesan

Managing Director

DIN: 02854927

Instructions for Attending the Meeting through VC / OAVM facility

1. 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 the Notice (i.e. the link will be kept open from 1.45 P.M.).
2. The facility of participation at the AGM through VC / OAVM will be made available through a **Zoom link** shared with the e-mail IDs of the Members together with the sending of the notice. Any changes to the link due to technical issues will be updated through e-mail to the members.
3. Members are requested to use the **Zoom** App on their laptops or mobiles or tablets or other devices. If it is not available in the device, you are requested to download it for this purpose from this link: <https://zoom.us/download>
4. Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.
5. Open the Zoom application on your device Then click "Join a Meeting" and enter the Meeting ID and Password or the Link as shared to your e-mail ID. Alternatively, you can sign in and then join the meeting by providing the above details.
6. More detailed instructions are available here: <https://support.zoom.us/hc/en-us/articles/201362193-Joining-a-Zoom-video-call>
7. Members need to keep their video and audio on. Audio may be muted when you are not speaking. However, video should be on throughout the meeting.
8. In case of any technical difficulties in accessing the above link or during the meeting, another **Zoom** link will be sent to the registered e-mail IDs of the Members before or during the meeting, as the case may be.
9. Please note that Members 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.
10. The video will be recorded for the purpose of compliance and records. Members may reach post@ideastoreach.com or 9940401010 or 9741097191 for any queries in this regard.
11. In case a poll is demanded during the meeting on any resolution, members can convey their vote on any resolution during the meeting by sending a mail from their registered e-mail addresses to the designated e-mail address: post@ideastoreach.com

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E-mail: post@ideastoreach.com / Mobile: +91 - 99 4040 1010
Website: www.ideastoreach.com

Request for Consent for Shorter notice

Dear Members,

In respect of the Fourteenth Annual General Meeting of the Company to be held on Friday, the 9th day of August, 2024 at 2 p.m. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance with Section 101(1) of the Companies Act, 2013, we request you to kindly provide your consent for holding the aforesaid meeting of the Company at shorter notice in the format enclosed with this request.

Further, we request you to provide your consent for sending the financial statements less than 21 days before the Annual General Meeting pursuant to proviso to sub-section (1) of section 136 of the Companies Act, 2013 in the format enclosed.

By Order of the Board

For Ideas to Reach India Private Limited

Place: Chennai

Date: 09/08/2024

Sd/-

Viswanathan Ganesan

Managing Director

DIN: 02854927

Format for Consent of Member for Shorter Notice

(Pursuant to Section 101(1) read with Section 136(1) of the Companies Act, 2013)

To

The Board of Directors,
Ideas to Reach India Private Limited,
CIN: U74999TN2010PTC077022,
Plot No. 37, F2, Optima Cameo,
5th Street, East Balaji Nagar,
Kallikuppam,
Ambattur, Chennai - 600053

Dear Sirs,

I, son/daughter/wife of _____, resident of _____, holding _____ equity shares of Rs 10/- each in the Company (representing ___%) under Folio No. _____, hereby give consent pursuant to the first proviso to sub-section (1) of section 101 of the Companies Act, 2013 to hold the Fourteenth Annual General Meeting of the Members of the Company on Friday, 9th August, 2024 at 2 p.m. at a shorter notice through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

I further hereby give my consent and agree pursuant to the first proviso to sub-section (1) of section 136 of the Companies Act, 2013 for sending of the financial statements together with Board's Report and Auditors' Report to Members less than 21 days before the Fourteenth Annual General Meeting, which is scheduled to be held on Friday, 9th August, 2024 at 2 p.m. at a shorter notice through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Yours truly

Signature :
Name :
Folio No. :
Date :
Place :