

Lenskart Solutions (P) Limited

Erstwhile known as Valyoo Technologies (P) Limited

Regd. Office: W-123, Greater Kailash -II, New Delhi 110048 Email: management@valyoo.in

www.lenskart.com, Ph: 0129-6620500

CIN : U33100DL2008PTC178355

NOTICE

NOTICE is hereby given that the **15th ANNUAL GENERAL MEETING** of **Lenskart Solutions Private Limited** will be held on **Friday, 29th September, 2023 at 1:00 p.m.** at shorter notice at the office of the Company situated at **Spacetime basement, Savitri Cinema Complex, Greater Kailash, Part-II, New Delhi – 110048** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of Directors and Auditors thereon.

SPECIAL BUSINESS

2. Adoption of Restated and Amended Articles of Association of the Company.

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

“RESOLVED THAT pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and subject to the approval of the shareholders of the Company at a general meeting, the substitution of the existing articles of association of the Company by the amended, restated and altered draft articles of association as placed before this meeting and initialled by the Chairman for the purpose of identification (the “Amended and Restated Articles of Association”) which incorporates the provisions of the shareholders’ agreement dated 29th March, 2023 (“SHA”) read with Deed of Adherence dated 4th May, 2023 and DOA amendment dated 9th June, 2023 (“DOA”) be and is hereby approved and adopted as the articles of association of the Company, in substitution for and to the exclusion of all previous articles of association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to do, or cause to be done all such acts, deeds and things, and execute, deliver and/or file all such documents, as may be necessary, expedient or desirable in connection with the alteration of the articles of association of the Company, including the filing of requisite reports, returns or forms with the Registrar of Companies or other concerned regulatory authorities.

RESOLVED FURTHER THAT all the Directors and the company secretary of the Company be and are hereby severally authorised to issue certified copies of this resolution as and when required.”

By Order of the Board
For Lenskart Solutions Private Limited

Neha Bansal

Director
(Neha Bansal)
DIN : 02057007
W-123, Greater Kailash, Part-2,
New Delhi-110048

Place: Gurgaon

Date: 12th September, 2023

NOTES:

1. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.*

A MEMBER HOLDING MORE THAN TEN PERCENT 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Proxies in order to be effective must be received at the registered Office of the Company at W-123, Greater Kailash, Part-II, New Delhi – 110048 at any time but not less than 48 hours before the meeting. A format of proxy is enclosed.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
5. The documents referred to in the proposed resolutions and explanatory statements are open for inspection at the abovestated Office of the Company during working hours between 9.30 a.m. and 1.00 p.m., except on holidays.
6. The Register of Directors and KMP and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, will be available for inspection at this Annual General Meeting.

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 (1) of the Companies Act, 2013 the following Statement sets out all material facts relating to the business under item No. 2 of the accompanying notice dated 12th September, 2023.

Item No. 1 – Adoption of Restated & Amended Articles of Association of the Company

The provisions of Amended & Restated Shareholder's Agreement dated 29th March, 2023 along with Deed of Adherence executed by the Company with Dove Investments Ltd., Defati Holdings B.V., and Infinity Partners dated 4th May, 2023 and DOA amendment dated 9th June, 2023 ("DOA") by the Company have to be incorporated in the Articles of Association of the Company in accordance with the provisions of Section 5, Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder. Accordingly, it is proposed to replace the existing Articles of Association of the Company, with the restated and amended draft articles of association, as enclosed herewith.

Shareholders' approval is required by way of special resolution in terms of section 14 of the Companies Act, 2013 to alter the Articles of Association of the Company. Accordingly, the Board recommends passing of the Special Resolution set out in the Notice convening the meeting.

The Board in its meeting held on 12th September, 2023, had approved the draft Articles of Association of the Company and recommends the adoption of the resolution as set out in item no. 2 of the Notice as a special resolution.

Except to the interest of their shareholding, none of the Directors, key managerial personnel of the Company and their respective relatives are in anyway interested in the resolution.

The relevant transaction documents would be available for inspection at the registered office and corporate office of the Company from the date of issue of this notice, till the date of this general meeting.

**By Order of the Board
For Lenskart Solutions Private Limited**

Neha Bansal

Director
(Neha Bansal)
DIN : 02057007
W-123, Greater Kailash, Part-2,
New Delhi-110048

Place: Gurgaon

Date: 12th September, 2023

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: U33100DL2008PTC178355

Name of the Company: Lenskart Solutions Private Limited

Registered office: W-123, Greater Kailash, New Delhi - 110048

Name of the Member(s)	
Registered Address	
Email Id	
Folio No./ Client Id	
DP ID	

I/We, being the member(s) of the company, holding _____ shares of the above named company, hereby appoint:

1. Name: _____

Address: _____

Email Id: _____

Signature: _____; or failing him

2. Name: _____

Address: _____

Email Id: _____

Signature: _____

as my/ our proxy to attend and vote for me/us any on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 29th September, 2023 at 1:00 p.m. at shorter notice at the Spacetime basement, Savitri Cinema Complex, Greater Kailash, Part-II, New Delhi – 110048 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone and consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of Directors and Auditors thereon.		
Special Business			
2.	Adoption of Restated and Amended Articles of Association of the Company		

Signed this ____ day of ____, 2023

Signature of Shareholder

Affix Revenue
Stamp

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 this meeting.

Lenskart Solutions Private Limited
(CIN U33100DL2008PTC178355)
Regd Office: W-123, Greater Kailash, Part-II,
New Delhi – 110048

Attendance Slip

Annual General Meeting of Lenskart Solutions Private Limited

DP Id	Client Id
Regd. Folio No.*	No. of Shares

S. No.	Name in Full	Father's/ Husband Name	Address as Regd. With the Company
1.			
2.			
3.			

I/ We hereby record my/ our presence at the Annual General Meeting of the Company being held on Friday, 29th September, 2023 at shorter notice at 1:00 p.m. at the Office of the Company at Spacetime basement, Savitri Cinema Complex, Greater Kailash, Part-II, New Delhi – 110048

Please () in the box

Member Proxy

Member's/ Proxy Signature**

**Applicable for investors holding shares in physical form*

***Please strike out whichever is not applicable*

ROUTE MAP FOR VENUE OF 15th ANNUAL GENERAL MEETING

Date : 29th September, 2023

Place: Spacetime Basement, Savitri cinema complex, Greater Kailash, Part-II, New Delhi

