

## EGM Transcript

Once the google meet call starts and attendees are logged in...

**Varun T V (Company Secretary)** : Good morning all, Time 11.00 am , Venue: For the purpose of venue the Registered Office of the Company is considered as the venue of the meeting.

**Varun T V (Company Secretary)** : I now invite Chairman of the Company, Mr. Jacob Kurian to occupy the Chair and commence the proceedings.

### Proceedings:

**Jacob Kurian (Chairman)** : Good morning all, We are starting the 04<sup>th</sup> Extra-Ordinary General Meeting of the Company for the financial year 2023-24 held through Video Conferencing complying with notification of Ministry of Corporate Affairs.

We would like to bring to your attention that, the Board had already called for the 03rd EGM in the meeting held on 11th January, 2024 for the purposes of re-appointment of Independent Directors. However considering the urgency of the items being taken up in this meeting, the 04th Extraordinary General Meeting is convened prior to the 03rd EGM.

We have received the required number of consents both as percentage of shareholding and number of members as required under the Companies Act, 2013 to hold an Extra Ordinary General Meeting at a Shorter Notice. On behalf of the Company thanking all the Shareholders for their support in this regard.

**Jacob Kurian (Chairman)** : Company Secretary informs that the necessary Quorum is present. I call the meeting to order.

**Jacob Kurian (Chairman)** : As to note statutorily, the Memorandum and Articles of Association, the register of directors and Key managerial personnel shareholding is available with the Company secretary for inspection.

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**Jacob Kurian (Chairman)**: I invite all the shareholders, to the Extra-Ordinary General Meeting. We have with us Mr. Naveen Philip, Managing Director, Mr. John K. Paul, Whole Time Director, Mr. Francis K. Paul, Whole Time Director and Directors Ms. Preeti Reddy, Mr. Rakesh Kumar Bhutoria and Mr. George Joseph attending the meeting.

I also invite Kuruvila Capila representing the Statutory Auditors BSR & Associates LLP and Mr. M. C. Sajumon, Secretarial Auditor to the General Meeting.

Since we had our 39<sup>th</sup> AGM, 01<sup>st</sup> EGM and 02<sup>nd</sup> EGM for the financial year 2023-24 very recently, I am straight going to the items of this specially called EGM.

**Jacob Kurian (Chairman):** Happy to inform that your Company has filed the DRHP with SEBI and has received the final observation on 15<sup>th</sup> of December, 2023. In line with the said observation, amendment to the Articles of Association of the Company and the Share Holders Agreement was required to be made prior to the filing of UDRHP with SEBI and before proceeding with the IPO. Accordingly, these items are placed for the consideration of Shareholders in this meeting.

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**Jacob Kurian (Chairman):** Notice of the 04<sup>th</sup> Extra-Ordinary General Meeting has been send to all the members to their registered Email Address. With your permission I shall take the notice as read.

**Jacob Kurian (Chairman):** Now I request Mr. Varun T.V., Company Secretary to provide the information on Voting.

**Varun T V (Company Secretary) :** As per MCA direction the voting on the items are to be obtained through email. The voting sheets have been circulated to the registered email addresses of shareholders. The members may cast their votes against each item and send it back to the designated email id: [cs@popularv.com](mailto:cs@popularv.com).

**Varun T V (Company Secretary):** Members can send in the voting sheets.....

**Jacob Kurian (Chairman):** We have 2 items to be considered by the meeting. We have mentioned in detail of the proposals in the explanatory statement send along with the Notice. Before taking up the items for voting, shareholders may raise their queries, if any, on the items.

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.....No queries has been raised by any shareholders.

**Jacob Kurian (Chairman):** We shall wait for 5 minutes for the voting sheets to be received. Request the Company Secretary to inform the receipt of the emails of voting.

**Varun T V (Company Secretary):** We have received the voting sheets.

**Jacob Kurian (Chairman):** Now we shall take up the items of the Notice for declaration of results.

**Jacob Kurian (Chairman) : Item No.1: Approval of the SHA Amendment Agreement**

Request the shareholders to propose and second the motion.

**Shareholder 1:** I, Sujith K having Folio No 697 propose the motion

**Shareholder 2:** I, Suma P having folio No 635 second the motion.

**Jacob Kurian (Chairman) :** Passed unanimously by voting through email.

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**Jacob Kurian (Chairman):** Item No.2: Alteration of Articles of Association

Request shareholders to propose and second the motion.

**Shareholder 1:** I Suma P having folio No 635 propose the motion.

**Shareholder 2 :** I, Sujith K having Folio No 697 second the motion.

**Jacob Kurian Sir:** Passed unanimously by voting through email.

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**Jacob Kurian (Chairman) :** All the business placed before this meeting has been completed and I declare that the meeting stands concluded.

**Jacob Kurian (Chairman) :** I thank the shareholders, representative of the Auditors, Board members present and all the other invitees for participating in this meeting.

Thank you.

**Varun T V (Company Secretary) :** Time 11:12 am

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