NOTICE OF THE 7TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventh (**7th**) Annual General Meeting ("**AGM**") of the Members of Resilient Innovations Private Limited ("**Company**") is scheduled to be held on **Monday, August 25** at **2 PM (IST)** at the registered office of the Company situated at 3rd Floor, Ramnath House, 18, Yusuf Sarai, New Delhi-110049, India to transact the following business(es):

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, 2025 and the Reports of the Board of Directors and Auditors thereon.**

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

"**RESOLVED THAT** the Audited standalone and consolidated financial statements of the Company comprising of the balance sheet as on March 31, 2025, the statement of profit and loss and cash flow statement, for the financial year ended on March 31, 2025, together with the notes thereto, report of the Board of Directors and Auditors' report thereon, as circulated to the members, be and are hereby considered and adopted."

SPECIAL BUSINESS(ES):

2. **To appoint Mr. Amit Mukherjee (DIN: 11116635) as a Non-Executive Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment thereof), and the Articles of Association of the Company, Mr. Amit Mukherjee (DIN: 11116635), who was appointed as an Additional Director of the Company with effect from June 02, 2025, and who holds office as an Additional Director pursuant to Section 161 of the Act, up to the date of this Annual General Meeting, be and is hereby appointed as a Non- Executive Director of the Company on such terms and conditions as may be decided by Board of Directors, from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient from time to time for giving effect to the above resolution."

3. To approve the issuance of unlisted, unrated, secured, redeemable Non- Convertible Debentures on a private placement basis.

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

"RESOLVED THAT in supersession of the earlier resolution passed in the Extra Ordinary General Meeting held on May 23, 2025, pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) modification(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to the receipt of necessary approvals as may be applicable and such other permissions and sanctions, as may be necessary, the Board of Directors ('Board', which shall include a Committee of the Board may have constituted or hereinafter constituted) be and are hereby authorized to issue and allot unlisted, unrated, secured, redeemable Non-Convertible Debentures ("NCDs") on private placement basis, in one or more tranches/ series, aggregating upto a maximum amount of INR 1200 Crores (Indian Rupees Twelve Hundred Crores only) (including the existing outstanding NCDs issued by the Company), during a period of one year from the date of conclusion of this Annual General Meeting, on such terms and conditions, to such persons or institutions or as the Board may decide, in its absolute discretion.

RESOLVED FURTHER THAT the Board be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient from time to time for giving effect to the above resolution and matters related thereto."

By and on behalf of the Board of Directors of
RESILIENT INNOVATIONS PRIVATE LIMITED

Sd/-

Aanchal Aggarwal
Company Secretary
M. No. A38804

Date: August 09, 2025
Place: Gurugram

NOTES:

1. A Member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote on a poll instead of herself/himself and that proxy need not be a member of the Company.

2. A form of proxy is enclosed and, if intended to be used, the duly completed proxy forms/ power-of-attorney or other authority, if any, should be deposited at the registered office of the Company, before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

3. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10 (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 proxy for any other person or shareholder.

4. Body corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send duly certified copies of the Board Resolution(s) authorizing its representative(s) to attend and vote at the Annual General Meeting on their behalf.

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Special businesses to be transacted at the meeting is annexed hereto and forms part of this Notice, including details of Directors seeking appointment in terms of Secretarial Standards issued by Institute of Company Secretaries of India (‘ICSI’).

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. All the documents referred to in the Notice alongwith the explanatory statement, Register of Directors and Key Managerial Personnel and their shareholding (as may be applicable) maintained under Section 170 of the Act, Register of Contract and Arrangement in which Directors are interested maintained under Section 189 of the Act and other relevant documents shall be available for inspection by the Members from the date of circulation of this Notice at the registered office of the Company, copies thereof shall also be made available for inspection at the corporate office of the Company, during the business hours upto the date of Annual General Meeting and will also be available for inspection during the meeting at the venue of the meeting.

8. Members/Proxies should bring the attendance slips duly filled in and signed for attending the Meeting as attached with this Notice.

9. Members shall cast their vote on the proposed resolutions by show of hand at the Meeting, unless a demand for poll is made by any member in accordance with Section 109 of the Act.

10. Route map of the venue of the Meeting is attached with this Notice.

11. In case a poll is demanded, Members shall convey their vote by poll on the resolutions, as set out in notice, by sending emails through their registered email addresses at vlavishalconsultant@gmail.com. In case voting is to be done by way of poll, then a scrutinizer will be appointed by the Company as per the statutory requirements for the purpose of scrutinizing the voting process in a fair and transparent manner, who shall submit his report to the Chairman of the meeting.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

RESOLUTION AT ITEM NO. 2:

In accordance with Clause 3.3.2 of the Amended and Restated Shareholders' Agreement dated October 05, 2024 ('SHA'), every Investor holding 10% or more of the share capital in the Company (on a fully diluted basis) has a right to nominate and appoint a director on the Board. On the account of resignation tendered by Mr. Colin Byrant from the office of Director of the Company, Coatue ('Investor' as defined in SHA) nominated Mr. Amit Mukherjee to act as Director on the Board as a representative of Coatue.

Accordingly, pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on June 02, 2025, appointed Mr. Amit Mukherjee as an Additional Non- Executive Director of the Company for a term up to the date of this AGM of the Company.

In addition to the above, the Board at its Meeting held on August 06, 2025, recommended to regularize the appointment of Mr. Amit Mukherjee as a Non-Executive Director of the Company, for approval by the Members of the Company as an Ordinary Resolution.

Except Mr. Amit Mukherjee and/or his relative(s), none of the other Directors or Key Managerial Personnel or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Following are the details of Mr. Amit Mukherjee (DIN: 11116635) in accordance with the Secretarial Standards on General Meetings (SS-2):

Name of the Director	Mr. Amit Mukherjee
Date of Birth	February 01, 1988
Age	37 years
Experience and nature of expertise in specific functional area	Amit Mukherjee is an Operating Partner-Portfolio Management at Coatue, focused on the Firm's portfolio of private investments. He started his career in TMT investment banking at JP Morgan, then he spent nine years as a Partner at New Enterprise Associates (NEA), then went on to found Chainforest. Prior to joining Coatue in 2024, Amit worked for Village Global as an Operating Partner.
Qualification(s)	Graduated magna cum laude from Princeton with an A.B. in Economics with Finance.

Shareholding in the Company either directly or by way of beneficial ownership	Nil
Terms and conditions of appointment	Appointment as a Director as per provisions of Companies Act, 2013 on such terms and conditions as may be decided by the Board from time to time.
Remuneration sought to be paid and remuneration last drawn	Nil
Relationship with Directors and Key Managerial Personnel	None
Directorships held in other companies in India along with the entities from which the director has resigned in the past three years	None
Membership/ Chairmanship of Committees of other Boards	None
Date of first appointment on the Board	June 02, 2025
Number of Meetings of the Board attended during the year	Since he was appointed in the Company on June 02, 2025, he was not eligible to attend the Board meetings during FY 2024-25.

RESOLUTION AT ITEM NO. 3:

The shareholders may note that they have at the Extra Ordinary General Meeting held on May 23, 2025 approved to issue unlisted, unrated, secured, redeemable non-convertible debentures of the Company by way of private placement up to a maximum amount of INR 1100 Crores (Indian Rupees Eleven Hundred Crores only) in one or more tranches to selected persons or institutions, from time to time, as deemed necessary by the Board/ Committee of the Board.

Since the Company requires increased funds for its growth and expansion purposes, it is proposed to increase the said limit to INR 1200 Crores (Indian Rupees Twelve Hundred Crores only).

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every issue of debentures is required to be approved by the members of the Company by special resolution.

It is proposed to issue unlisted, unrated, redeemable Non-Convertible Debentures (‘NCDs’) of such face value in one or more tranches/ series, aggregating up to a maximum amount of INR 1200 Crores (Indian

Rupees Twelve Hundred Crores only) including the existing outstanding NCDs issued by the Company, on private placement basis, during a period of one year from the date of approval by the Members hereof, on such terms and conditions, to such persons or institutions, as the Board of Directors or any Committee of the Board constituted by it and authorized in this behalf, may decide, in its meeting or otherwise, in its absolute discretion.

Pursuant to the proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the following disclosures are made:

Particulars of the offer including date of passing of Board resolution.	Secured, Unlisted, Unrated, Redeemable NCDs for an amount not exceeding in aggregate INR 1200 Crores (Indian Rupees Twelve Hundred Crores only) in one or more tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors or any Committee constituted by the Board. **Date of the Board resolution:** August 06, 2025
Kind of securities offered and the price at which security is being offered.	Secured, Unlisted, Unrated, Redeemable NCDs at such price as may be determined by the Board of Directors or any Committee constituted by the Board.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made.	Since the issuance would be in one or more tranches, the price would be determined by the Board of Directors or any Committee constituted by the Board.
Name and address of the valuer who performed the valuation.	Not applicable
Amount which the Company intends to raise by way of such securities.	Overall maximum limit of upto INR 1200 Crores (Indian Rupees Twelve Hundred Crores only) in one or more tranches
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.	**The material terms:** Since the issuance would be in one or more tranches, the material terms will be determined by the Board of Directors or any Committee constituted by the Board, in its meeting or otherwise, based on the provisions of Companies Act, 2013, the rules made thereunder and other applicable laws.

	The proposed time schedule: Within a period of one year from the conclusion of this Annual General Meeting. **The purpose/objects of offer:** General corporate activities or growth/ expansion of the Company. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:** To be decided by Board of Directors or any Committee constituted by the Board in its meeting or otherwise. There are no Promoters in the Company. **Principle terms of assets charged as securities:** The outstanding obligations of Secured NCDs, if any, will be secured by way of either by pari passu charge or exclusive charge on existing and future current assets, non-current and fixed assets of the Company/ its specified wholly owned subsidiary(ies) in favour of the Debenture Trustee, in such manner as may be mutually decided by the Company and Debenture Trustee/ primary investor.

Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue, in one or more tranche(s), NCDs on a private placement basis upto an amount not exceeding INR 1200 Crores (Indian Rupees Twelve Hundred Crores only) and authorize the Board of Director or any committee constituted by the Board in this regard to offer the said NCDs on such terms and conditions, to such persons or institutions, as they decide in their absolute discretion.

None of the Directors or Key Managerial Personnel or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the proposed resolution, except to the extent of their shareholding in the Company, if any.

By and on behalf of the Board of Directors of
RESILIENT INNOVATIONS PRIVATE LIMITED

Sd/-

Aanchal Aggarwal
Company Secretary
M. No. A38804

Form No. MGT-11

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: U74999DL2018PTC331205

Name of the Company: Resilient Innovations Private Limited

Registered office: 3rd Floor, Ramnath House, 18, Community Centre, Yusuf Sarai, New Delhi – 110049

Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

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

1.	
Name:	
Address:	
E-mail Id:	
Signature: ………,or failing him	

2.	
Name:	
Address:	
E-mail Id:	
Signature: ………,or failing him	

3.	
Name:	
Address:	
E-mail Id:	
Signature: ………,or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, August 25, 2025 at 2 PM IST at registered office of the Company situated at 3rd Floor, Ramnath House, 18, Yusuf Sarai, New Delhi-110049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
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, 2025 and the Reports of the Board of Directors and Auditors thereon.
Special Business(es):	
2.	To appoint Mr. Amit Mukherjee (DIN: 11116635) as a Non-Executive Director of the Company.
3.	To approve the issuance of unlisted, unrated, secured, redeemable Non- Convertible Debentures on a private placement basis.

Signed this…… day of……………2025

Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Notes to Proxy Form:

1. To be effective, proxy form should be deposited to the Company not less than 48 hours before the time for holding the meeting or adjourned meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. An instrument of Proxy, duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
6. The Proxy-holder should prove his identity at the time of attending the meeting.
7. A proxy form which does not state the name of the Proxy should not be considered valid.

REGISTERED OFFICE ADDRESS
Resilient Innovations Private Limited
3rd Floor, Ramnath House, 18, Community Centre, Yusuf Sarai, New Delhi- 110049

CORPORATE OFFICE ADDRESS
Building No 8, Tower C, 7th Floor & 12th Floor, Cyber City, Gurgaon-122002, Haryana, India

CIN
U74999DL2018PTC331205
EMAIL
hello@bharatpe.com
CONTACT
0124 420 2216
WEBSITE
www.bharatpe.com

8. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
9. This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the Box. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
10. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
11. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
12. If a Proxy has been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
13. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.

REGISTERED OFFICE ADDRESS
Resilient Innovations
Private Limited
3rd Floor, Ramnath House,
18, Community Centre,
Yusuf Sarai,
New Delhi- 110049

CORPORATE OFFICE ADDRESS
Building No 8, Tower C,
7th Floor & 12th Floor,
Cyber City,
Gurgaon-122002,
Haryana, India

CIN
U74999DL2018PTC331205
EMAIL
hello@bharatpe.com
CONTACT
0124 420 2216
WEBSITE
www.bharatpe.com

ATTENDANCE SLIP

Seventh (7th) Annual General Meeting

Folio No.:	
Number of Shares held:	

I/We certify that I/We am/are a Member/ Proxy for the Member of the Company.

I/We hereby record my presence at the Seventh (7th) Annual General Meeting of the Company on Monday, August 25, 2025 at 2 PM IST at the registered office of the Company situated at 3rd Floor, Ramnath House, 18, Yusuf Sarai, New Delhi-110049.

Member's/Proxy's name in **BLOCK Letters**

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.

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3rd Floor, Ramnath House, 18, Community Centre, Yusuf Sarai, New Delhi- 110049

CORPORATE OFFICE ADDRESS
Building No 8, Tower C, 7th Floor & 12th Floor, Cyber City, Gurgaon-122002, Haryana, India

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ROUTE MAP TO THE VENUE

Venue of the meeting as required under Secretarial Standard 2 issued by Institute of Company Secretaries of India on General Meetings