NOTICE IS HEREBY GIVEN THAT 02/2025-26 EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF E TRAV TECH LIMITED ("COMPANY") (FORMERLY KNOWN AS E TRAV TECH PRIVATE LIMITED) WILL BE HELD ON MONDAY ON 17th JULY 2025, AT 10.00 A.M. (AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SUR. NO. 1420, WARD NO.8, NR. ROSHANI DEPT. STORES SWAMI VIVEKANAND ROAD, VANIYAWADI, RAJKOT, GUJARAT-360002:

SPECIAL BUSINESS:

1. **ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS**

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

"**RESOLVED THAT** pursuant provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, consent of the shareholders of the Company be and is hereby accorded for offering, issuing, and allotting up to 48,07,693 [Forty Eight lakh Seven thousand Six hundred ninety-three] Equity Shares of face value of Rs. 2/- [Rupees Two] each, at an issue price of Rs. 104/- [One Hundred-Four] each, at a premium of Rs. 102/- [One Hundred-Two] per share, up to a maximum of Rs. 50,00,00,072/- [Rupees Fifty Crore Seventy-Two], on a private placement basis to such persons as may be identified for the purpose of Section 42 of the Companies Act ("investor"), in one or multiple tranches, on such terms and conditions as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Equity Shares to be issued pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari- Passu with the existing security holders of the Company (of the same class) in all respects.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, (i) the names of the Subscribers be recorded for the issue of invitation to subscribe to the equity shares; and (ii) a Private Placement Offer Letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the equity shares.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary and Compliance Officer of the Company be and is hereby authorized to sign and circulate the letter of offer in Form PAS-4 along with the application form to the said offerees, whose name(s) are recorded in Form PAS-5 i.e. Record of Private Placement Offer."

For E TRAV TECH LIMITED

HENIL P RUPARELIA

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HENIL PARSHOTTAMBHAI RUPARELIA
Managing Director
DIN: 06677531
DATE:- 15/07/2025
NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out the material facts relating to the business stated under Item Nos. 1 to 3, is annexed hereto.

2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 the General Circular No. 10/2021 dated June 23, 2021, General Circular No. 11/2022 dated December 28, 2022 read with General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of the EGM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company.

3. MCA by Circular No. 9/2023 dated September 25, 2023 have extended the above exemptions till 30th September, 2024 and accordingly in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and the said Circulars, Notice of the EGM for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

4. In compliance with the provisions of the Act read with MCA Circulars, the EGM of the Company is being held through VC via Zoom.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, pursuant to the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.

6. The voting shall be conducted in a manner as provided in para 3B of the General Circular No.14/2020 dated April 08, 2020 read along with General Circular No. 20/2020 dated May 05,

2020 unless a demand for poll is made by any member in accordance with Section 109 of Companies Act, 2013.

7. Where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails through their email addresses which are registered with the Company. The said emails shall only be sent to cs@etrav.in

8. Corporate Members intending to appoint their authorized representatives to attend the EGM are required to send a certified copy (PDF Format) of its Board or Governing body Resolution/Authorization, etc., to the Company at the following email id cs@etrav.in.

9. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs").

10. The Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. Pursuant to Section 101 of the Companies Act, 2013 consent for convening meeting at a shorter notice has been obtained from the Members of the Company.

12. Statutory Registers and all documents referred to in the accompanying Notice and Explanatory Statement including amended Articles of Association and Memorandum of Association, are available for inspection at the registered office of the Company on all working days upto the date of Extraordinary General Meeting and will be open for inspection during the Extra Ordinary General Meeting.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 17th Day of July, 2025.

For E TRAV TECH LIMITED

HENIL P
RUPARELI
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Digitally signed by HENIL P RUPARELIA
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HENIL PARSHOTTAMBHAI RUPARELIA
Managing Director
DIN: 06677531
DATE:- 15/07/2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 (THE "ACT") SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO.1: ISSUANCE OF SHARES ON PRIVATE PLACEMENT BASIS

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 48,07,693 [Forty Eight lakh Seven thousand Six hundred ninety-three] Equity Shares of face value of Rs. 2/- [Rupees Two] each, at an issue price of Rs. 104/- [One Hundred-Four] each, at a premium of Rs. 102/- [One Hundred-Two] per share, up to a maximum of Rs. 50,00,00,072/- [Rupees Fifty Crore Seventy-Two], to the proposed allotees whose name(s) are recorded in Form PAS-5 i.e. Record of Private Placement Offer.

The issue and allotment will be carried in one or multiple tranches, on such terms and conditions as may be decided by the Board of Directors of the Company from time to time. The Board has decided to issue equity shares on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on June 20, 2025.

The Equity Shares, if any, allotted in the Offer shall rank pari passu in all respects with the existing equity shares.

The management propose to use the proceeds from the Offer for meeting requirements of funds for general corporate purposes of the Company. Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.