



Yggdrasil Commodities India Private Limited  
CIN: U74999HR2022FTC108626.  
Registered Office: B-701, Heritage One, Sector 62 Gurgaon,  
Haryana-122101 India  
Email: Marketentry@yci.co.uk  
Website: yggdrasilcommodities.com

## NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 1<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF YGGDRASIL COMMODITIES INDIA PRIVATE LIMITED ("COMPANY") IS SCHEDULED TO BE HELD ON WEDNESDAY, THE 17<sup>TH</sup> DAY OF MAY, 2023 AT 04:30 P.M. (IST)/ 01:00 P.M. (CET) VIDE VIDEO-CONFERENCING WITH THE REGISTERED OFFICE OF THE COMPANY, SITUATED AT B-701, HERITAGE ONE, SECTOR 62 GURGAON, HARYANA, - 122101, INDIA AS DEEMED VENUE OF MEETING, TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

#### ITEM NO.1

To receive, consider and adopt the Balance Sheet as on year ended 31<sup>st</sup> March 2023, the Profit and Loss account & Cash Flow Statement for the year ended as on that date together with the reports of the Directors and Auditors thereon and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Balance Sheet on year ended 31<sup>st</sup> March 2023 and the Profit and Loss Account and Cash Flow Statement for the year ended as on that date, together with the report of the Directors and Auditors thereon be and are hereby approved and adopted.

**RESOLVED FURTHER THAT** the members hereby confirm that Company has duly complied with the mechanism as provided by the Ministry of Corporate Affairs (MCA) under General Circular No. 20/2020, 02/2022 and latest Circular no. 10/2022, dated 28 December, 2022 read with all previous MCA circulars referred in this Circular and Section 96 of the Companies Act, 2013, along with other applicable provisions of Act and Rules during the Annual General Meeting of the Company held with video conferencing mode.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things, file necessary returns/forms, etc which may be deemed necessary."



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## ITEM NO.2

To appoint M/s Price Waterhouse Chartered Accountants LLP, (Firm registration No. 012754N/N500016), as Statutory Auditors of the Company for a period of 5 (five) financial years and in this regard, to consider and if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 together read with Companies Audit and Auditors Rules 2014 and other Rules framed there under, as amended from time to time and based on the written consent and eligibility letter received from M/s Price Waterhouse Chartered Accountants LLP, (Firm registration No. 012754N/N500016), the consent of the members of the Company be and is hereby accorded to appoint M/s Price Waterhouse Chartered Accountants LLP, (Firm registration No. 012754N/N500016), as the Statutory Auditors of the Company to hold office and conduct audit for a term of 5 (Five) consecutive years, beginning from financial year 2023-24 i.e. from the conclusion of 01<sup>st</sup> Annual General Meeting of the Company to the conclusion of 6<sup>th</sup> (Sixth) Annual General Meeting of the Company at such remuneration plus taxes and out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things, file necessary returns/forms, etc which may be deemed necessary to give effect to the above resolution."

For and on behalf of the Board of Directors of

**YGGDRASIL COMMODITIES INDIA PRIVATE LIMITED**

**Soeren Agersbaek Jensen**

(Director)

DIN: 09837009

Date: 17.05.2023

Place: Denmark

**NOTES:**

1. With reference to Ministry of Corporate Affairs ("MCA") General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated 28 December, 2022 (hereinafter, 'MCA Circulars') Companies are permitted to hold annual general meeting ('AGM') through Video-Conferencing/OAVM facility, without physical presence of the members at a common venue. In compliance with the provisions of Companies Act 2013 (the 'Act') and MCA circulars, the AGM of the Company is being conducted through VC/OAVM.
  2. Members are requested to notify changes, if any, in their address, email ID, nominations etc.) in their address, if any to the Company.
  3. The Notice of the AGM and the financial statements along with annual report for the financial year 2022-2023 are being sent electronically to the members whose email IDs are registered with the Company unless any member has requested for a physical copy of the same.
  4. The deemed venue for the meeting shall be the registered office of the Company.
  5. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, the physical attendance of members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy form and Attendance slip are not annexed to this notice.
  6. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
- In case of joint holders, the member whose name appears as the first holder in the order of name as per the Register of Members of the Company will be entitled to vote at the AGM.

- In terms of the provisions of Section 113 of the Act read with the said circulars, Corporate Members intending to authorize their authorized representatives to attend the meeting are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the meeting. A person authorized by resolution shall be entitled to exercise the same rights and powers, including the right to vote on behalf of the body corporate which he/she represents.
- The proceedings of the Meeting will be recorded as required under Companies Act, 2013 read with rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody.
- The Company has been maintaining, inter alia, the following statutory registers:
  - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.
  - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member from during the continuance of the meeting.

7. The details required by the Members to access the VC facility and participate in the Meeting has already been circulated separately, via email. In case of any queries or for any assistance with using the VC facility, either before or during the meeting, the Members may either write to the Company at the below mentioned details which can also be used for any technical queries on including how to access and participate in the meeting:
  - a. **Name:** Soeren Agersbaek Jensen
  - b. **Designation:** Director
  - c. **Email ID:** [saj@yco.dk](mailto:saj@yco.dk)
  - d. **Telephone no./Mobile:** +45 20310398

8. Members will be able to attend the e-AGM through VC/OAVM by following procedure:
- The link for e-AGM will be made available on the Email Id of the shareholders as registered with the company.
  - Members are advised that facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time. The video-conference shall allow for two way teleconferencing for the ease of participation of the members and the participants.
  - Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on [saj@yco.dk](mailto:saj@yco.dk) . The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
  - Members are encouraged to join the meeting through Laptops for better experience. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting
  - While all efforts will be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
9. The attendance of the Members through VC shall be counted for the purpose of reckoning of quorum under Section 103 of the Companies Act, 2013
10. Members desirous of obtaining any information concerning the resolutions to be passed at the AGM are requested to address their queries to the Company by sending across an email at [saj@yco.dk](mailto:saj@yco.dk). until the date of the AGM, to enable the Company to collate and present the required information at the AGM, to the extent possible.



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11. The AGM is to be held at a shorter notice as per the provisions of section 101 of the Companies Act 2013 and Secretarial Standards 2.

For and on behalf of the Board of Directors of  
**YGGDRASIL COMMODITIES INDIA PRIVATE LIMITED**

**Soeren Agersbaek Jensen**  
(Director)  
DIN: 09837009

Date: 17.05.2023  
Place: Denmark