



Yggdrasil Commodities India Private Limited
CIN: U74999HR2022FTC108626.
Registered Office: 304, Tower 12, Emaar Palm Garden, Sector
83, Narsinghpur, Gurgaon Haryana 122004 India
Email: Marketentry@yco.dk
Website: yggdrasilcommodities.com

NOTICE OF 02ND ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 02ND ANNUAL GENERAL MEETING OF THE MEMBERS OF YGGDRASIL COMMODITIES INDIA PRIVATE LIMITED ("COMPANY") IS SCHEDULED TO BE HELD ON WEDNESDAY, THE 14TH DAY OF AUGUST, 2024 AT 02:45 P.M.(IST)/ 11:15 A.M. (CET) VIDE VIDEO-CONFERENCING THROUGH VIDEO-CONFERENCING TO TRANSACT THE FOLLOWING BUSINESS:

DEEMED VENUE: 304, TOWER 12, EMAAR PALM GARDEN, SECTOR 83, NARSINGHPUR, GURGAON HARYANA 122004 INDIA

ORDINARY BUSINESS:

ITEM NO.1

To receive, consider and adopt the Balance Sheet as on year ended 31st March 2024, 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 31st March 2024 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, Circular no. 10/2022, dated 28 December, 2022 and General Circular No. 09/2023 dated September 25, 2023 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 approve the appointment of Ms. Sidak Kharbanda (DIN: 10204690) as Director of the Company and in this regard, to consider and if thought fit, pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Board at its meeting held on 14th August, 2024, **Ms. Sidak Kharbanda** (DIN: 10204690) who was appointed as an Additional Director of the Company with effect from 01st July 2023 by the Board of Directors, be and is hereby appointed as the Director of the Company with immediate effect.

RESOLVED FURTHER THAT the Board be and hereby approves the payment of professional fees of **INR 84,000/-**, payable to Ms. Sidak Kharbanda, on a monthly basis, for services rendered by her in the capacity of Director of the Company as per the terms and conditions as may be mutually agreed with her, in writing or otherwise, from time to time and ratifies all acts, deeds, things, performed by Ms. Sidak in capacity of Director of the Company and as agreed with her, in writing or otherwise.

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, Circular no. 10/2022, dated 28 December, 2022 and General Circular No. 09/2023 dated September 25, 2023 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 are hereby severally authorized to digitally sign and e-file Form with the Registrar of Companies, and to do all such acts, deeds, matter, things as may be incidental hereof and considered necessary and expedient for the purpose of giving effect to this resolution."



SPECIAL BUSINESS:

ITEM NO. 3

To approve the alteration of the Articles of Association (AOA) of the Company to facilitate the dematerialization of shares of the Company and in this regard, to consider and if thought fit, pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with Rule 33 of the Companies (Incorporation) Rules, 2014, and as per the recommendation of the Board of Directors of the Company at their meeting held on 14th August, 2024 and other approvals, permission and consents, as may be required, the consent of the members, be and is hereby accorded to adopt the amended Articles of Association of the Company, to authorize and facilitate the offer/issuance/transfer/conversion of securities of the Company in a dematerialized form pursuant to the provisions of Depositories Act, 1996 and the Companies Act, 2013 by inserting the articles in following manner:

Article: “INTERPRETATION”

- 1 (i): *"Authorized capital" or "Nominal capital" means such capital as is authorized by the memorandum of a company to be the maximum amount of share capital of the company*
- 1 (j): *“Depository” means a Depository as defined under Depositories Act, 1996 from time to time*
- 1 (k): *"Employees' Stock Option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price*

Article: “DEMATERIALISATION OF SECURITIES”

9. *Notwithstanding anything to the contrary contained in these Articles, the Company shall be entitled to dematerialize its Shares, debentures and other Securities, rematerialize its Shares,*



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debentures and other Securities held in the depositories or offer fresh Shares, debentures and other Securities, in a dematerialized form pursuant to the Depositories Act 1996 and the Securities and Exchange Board of India (Depositories and Participants) Regulations 1996.

- 10. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.*
- 11. All Shares held by the depository shall be dematerialized and be in fungible form. Nothing contained in Sections 88, 89, 90, 113 and 186 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.*
- 12. Notwithstanding anything to the contrary contained in these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.*
- 13. Save as otherwise provided above, the depository as the registered owner of the Shares shall not have any voting rights or any other rights in respect of the Shares held by it.*
- 14. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.*



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- 15. The beneficial owner of the Shares shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its Shares, which are held by a depository.*
- 16. Notwithstanding anything to the contrary contained in these Articles, where the Shares are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of compact discs.*
- 17. Notwithstanding anything contained in the Act, or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.*
- 18. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.*
- 19. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.*
- 20. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.*
- 21. Provided that, nothing contained in Article 19 shall apply to the transfer of shares, debentures or other marketable securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the record of the depository.*
- 22. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with Depository.*
- 23. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the register and index of Members, debenture-holders and security holders, as the case may be, for the purposes of the Act.*



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RESOLVED FURTHER THAT with the insertion of above stated articles, the amended articles have been accordingly renumbered, wherever required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

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, Circular no. 10/2022, dated 28 December, 2022 and General Circular No. 09/2023 dated September 25, 2023 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 Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.

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

Soeren Agersbaek Jensen
(Managing Director)
DIN: 09837009

Date: 14.08.2024
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, General Circular No. 10/2022 dated 28 December, 2022 and General Circular No. 09/2023 dated September 25, 2023 (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 2023-2024 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:** Managing Director
 - c. **Email ID:** 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 videoconference shall allow for two-way teleconferencing for the ease of participation of the members and the participants.



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- 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 . 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. until the date of the AGM, to enable the Company to collate and present the required information at the AGM, to the extent possible.
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
(Managing Director)
DIN: 09837009

Date: 14.08.2024
Place: Denmark



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EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT') AND INFORMATION AS REQUIRED UNDER SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

ITEM NO. 3

The members are hereby apprised that pursuant to the recent amendment in Companies (Prospectus and Allotment of Securities) Rules, 2014, dated 27th October 2023, the Company is required to facilitate dematerialization of all its existing securities and to issue the securities only in dematerialized form w.e.f 30th September 2024. For this purpose, the Board had recommended, in its meeting held on 14th August 2024 to amend the Articles of Association (AOA) of the Company, for authorizing and facilitating the dematerialization of securities of the Company. As per the provisions of the Companies Act, 2013, the said amendment to relevant clauses of Articles of Association (AOA) is required to be approved by the shareholders at a general meeting, vide a Special Resolution.

A copy of the draft **amended Articles of Association** of the Company has been circulated and will be available for inspection in the manner prescribed. Accordingly, the Directors recommend the Special Resolution as set out at Item no. 3 in the Notice for the approval of the shareholders.

None of the Directors, Key managerial personnel of the Company or their relatives are, in any way, concerned or interested in the passing of this Resolution.

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

Soeren Agersbaek Jensen
(Managing Director)
DIN: 09837009

Date: 14.08.2024
Place: Denmark