

NOTICE OF THE 17TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NUSUMMIT CYBERSECURITY LIMITED (FORMERLY KNOWN AS AUJAS CYBERSECURITY LIMITED) ("COMPANY") WILL BE HELD AT SHORTER NOTICE ON TUESDAY, SEPTEMBER 02, 2025, AT 1.15 P.M. THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY AT REGISTERED OFFICE: #595, 3RD & 4TH FLOOR, 15TH CROSS, 24TH MAIN, 1ST PHASE, JP NAGAR, BANGALORE, INDIA 560078

ORDINARY BUSINESS:

ITEM NO. 1:

TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 AND REPORTS OF THE BOARD OF DIRECTORS AND THE 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 Financial Statements of the Company for the Financial Year ended March 31, 2025, including Balance Sheet as at March 31, 2025, Statement of Profit and Loss Account as at March 31, 2025 and Cash Flow Statement for the year ended as on that date together with Notes forming part of Accounts as audited and reported by the Auditors of the Company and the Directors' Report, as circulated to the Members and laid before meeting, be and are hereby received, considered, approved and adopted."

ITEM NO. 2:

TO APPOINT A DIRECTOR IN PLACE OF MR. ANANTHARAMAN SREENIVASAN (DIN: 09262583), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

"RESOLVED THAT Mr. Anantharaman Sreenivasan, (DIN: 09262583), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation"

ITEM NO. 3:

TO APPOINT A DIRECTOR IN PLACE OF MR. VARUN LAUL (DIN: 03489931), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

“RESOLVED THAT Mr. Varun Laul, (DIN:03489931), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”

SPECIAL BUSINESS:

ITEM NO. 4:

APPROVAL FOR WAIVER OF THE RECOVERY OF REMUNERATION PAID TO MR. SAMEER SHELKE, WHOLE TIME DIRECTOR PURSUANT TO SECTION 197(10) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules, regulations, guidelines, notifications and circulars, if any, issued in relation thereto, from time to time, including any statutory modification, amendment or re-enactment of any of the above mentioned laws and legislations, all other applicable laws and regulations for the time being in force, other requisite approvals, if any, the Articles of Association of the Company, the consent of the Members be and is hereby accorded to ratify and waive recovery of remuneration of USD 133,182 (United States Dollars One Hundred Thirty-Three Thousand One Hundred Eighty-Two only) paid to Mr. Sameer Shelke (DIN: 03500183) for the period June 19, 2024 (date of re-appointment) to September 27, 2024 (date of resignation), notwithstanding the rejection of his application for re-appointment as Whole-time Director by the Central Government.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, expedient or desirable to give effect to this resolution.”

Date: September 02, 2025

Place: Mumbai

By order of the Board,
For Nusummit Cybersecurity Limited
(Formerly known as Aujas Cybersecurity Limited)

Sd/-
Vaibhnav Vijay Kulkarni
Company Secretary
ACS No. - 27519

NOTES

- Consent of the members to hold the meeting at shorter notice has been obtained from the shareholders of the company.
- Ministry of Corporate Affairs vide its General Circular Nos.14/2020, 3/2022, 11/2022, 9/2023 and 9/2024 dated April 08, 2020, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) has permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday, September 02, 2025 at 1.15 p.m. at registered office: #595, 3rd & 4th Floor, 15th Cross, 24th Main, 1st Phase, JP Nagar, Bangalore, India 560078.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 the AGM is being convened pursuant to the MCA Circulars through VC / OAVM, where physical attendance of the member has been dispensed with, accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and map for the AGM are not annexed to this Notice.
- The Company has made arrangements to allow members to participate through video conferencing. Members are requested to click on the following link to attend the meeting by accessing the link **Join the meeting now** in order to attend the meeting.
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- Corporate members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC / OAVM are requested to send a duly certified copy of the board resolution by e-mail to the Company Secretary at secretarial@nusummit.com authorizing their representative to attend and vote at the meeting.
- The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The Members can join the AGM in the VC / OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the AGM. The Members are requested to log in to the link in order to attend the meeting. The link will be shared to Members separately.
- The Notice is being sent to members in electronic form to the email addresses registered with the Company. Members whose email IDs are not registered, are requested to contact Mr. Vaibhava Kulkarni, Company Secretary at secretarial@nusummit.com to register the same. In line with the MCA Circulars, physical copies of the Notice are not being dispatched.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of the Notice.
- Since the number of members are less than 50 (fifty), the voting at the meeting will be conducted by the Chairman through show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act.
- Members may access the electronic copies of the registers, required under the Companies Act, 2013 and the Rules made thereunder by writing to the Company Secretary at secretarial@nusummit.com.
- Members who wish to inspect the relevant documents referred to in the Notice can send an email to secretarial@nusummit.com up to the conclusion of this Meeting.
- For any queries in relation to attending the AGM through VC / OAVM or need any assistance with using the technology to attend the meeting, may reach out at secretarial@nusummit.com.
- In case of a poll on any resolution at the AGM, members can cast their vote on the resolutions only by sending emails through their email addresses, which are registered with the Company. The said emails can only be sent at secretarial@nusummit.com

ROUTE MAP AND PROMINENT LANDMARKS OF AGM VENUE AND ATTENDANCE SLIP

Ministry of Corporate Affairs vide its General Circular Nos.14/2020, 3/2022, 11/2022, 9/2023 and 9/2024 dated April 08, 2020, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) has permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday September 02, 2025 at 1.15 P.M. The venue shall be the registered office: #595, 3rd & 4th Floor, 15th Cross, 24th Main, 1st Phase, JP Nagar, Bangalore, India 560078.

NuSummit Cybersecurity Limited
(Formerly known as Aujas Cybersecurity Limited)

cybersecurity.nusummit.com
Email: cybersecurity@nusummit.com
CIN: U72200KA2008PLC045218

Registered Office:
#595, 3rd & 4th Floor, 15th Cross,
24th Main, 1st Phase,
JP Nagar, Bangalore,
India 560078
Phone: +91 80 2608 7878
GSTIN: 29AAGCA7954E1ZF

Trade Globe, 1st Floor,
CTS. Nos 240, 240/1 and
240/2 of village Kondivita,
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GSTIN: 27AAGCA7954E1ZJ

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GSTIN: 06AAGCA7954E1ZN

EXPLANATORY STATEMENT

Statement pursuant to Section 102(1) of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the items of special business set to be transacted at the Annual General Meeting of the members of NuSummit Cybersecurity Limited (Formerly known as Aujas Cybersecurity Limited) to be held on Tuesday, September 02, 2025 at 1.15 p.m. through VC / OAVM at the registered office: #595, 3rd & 4th Floor, 15th Cross, 24th Main, 1st Phase, JP Nagar, Bangalore, India 560078.

ITEM NO. 4:

APPROVAL FOR WAIVER OF THE RECOVERY OF REMUNERATION PAID TO MR. SAMEER SHELKE, WHOLE TIME DIRECTOR PURSUANT TO SECTION 197(10) OF THE COMPANIES ACT, 2013

Mr. Sameer Arvind Shelke (DIN: 03500183) was re-appointed as Whole-time Director of the Company with effect from June 19, 2024, subject to the approval of the Central Government. The Company had made an application to the Central Government for approval of the said re-appointment. However, the Central Government, vide its communication, rejected the said application.

Subsequently, Mr. Shelke tendered his resignation from the position of Whole-time Director with effect from September 27, 2024. During the period from June 19, 2024 to September 27, 2024, the Company paid remuneration amounting to USD 133,182 (United States Dollars One Hundred Thirty-Three Thousand One Hundred Eighty-Two only) to Mr. Sameer Shelke in accordance with the terms of his re-appointment.

Since the Central Government has rejected the said re-appointment, the remuneration paid during this period requires ratification and waiver by the Members under Section 197(10) of the Companies Act, 2013.

Pursuant to Section 197(10) of the Act, any remuneration paid to a director in excess of the limits prescribed under Section 197 shall be refunded to the Company unless the shareholders of the Company approve the waiver of such recovery by way of a resolution.

The Board of Directors, after considering the circumstances and the services rendered by Mr. Shelke during the said period, has recommended that the remuneration already paid be ratified and that the recovery thereof be waived in its meeting held on 07.03.2025.

Accordingly, approval of the Members is sought by way of a Special Resolution for ratification and waiver of recovery of the remuneration paid to Mr. Shelke during the aforesaid period.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item no. 4 of the Notice for approval of members.

Date: September 02, 2025
Place: Mumbai

By order of the Board,
For NuSummit Cybersecurity Limited
(Formerly known as Aujas Cybersecurity Limited)

Sd/-
Vaibhnav Vijay Kulkarni
Company Secretary
ACS No. - 27519