



**PRICEWATERHOUSECOOPERS DIGITAL SERVICES PRIVATE LIMITED**

CIN: U72900KA2016PTC093266

**Registered Office:**

5th Floor, Tower D, The Millenia  
1&2 Murphy Road, Ulsoor, Bengaluru,  
Karnataka 560008

**NOTICE OF THE 7<sup>th</sup> ANNUAL GENERAL MEETING**

**To**

**The Designated Partners of PricewaterhouseCoopers Services LLP (the Shareholder);  
Shareholder's Nominee; and  
The Board of Directors**

Notice is hereby given that the 7<sup>th</sup> Annual General Meeting (AGM) of PricewaterhouseCoopers Digital Services Private Limited (the Company) will be held through Video Conference (over Google Meet link: <https://meet.google.com/exq-nyou-kus?authuser=o>) on Friday, 29 September 2023 from 12.45 p.m. onwards to transact the following:

**AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 March 2023, the Directors' Report relating thereto and the Auditor's Report thereon.
2. To appoint M/s Lovi Mehrotra & Associates, Chartered Accountants as Statutory Auditors of the Company for a term of 5 (five) years to hold office from the conclusion of this Annual General Meeting in accordance Section 139(1) of the Companies Act, 2013 and to fix their remuneration.

**AS SPECIAL BUSINESS:**

3. To consider and if thought fit to pass, with or without modifications, the following as Ordinary Resolution(s):

*"RESOLVED THAT pursuant to Section 152(2) of the Companies Act, 2013 and rules framed thereunder, Ms Asha Ramanathan (DIN: 09776471), who was appointed as an Additional Director of the Company with effect from 1 April 2023 and holds office up to the conclusion of this Annual general meeting be, and is hereby, appointed as a Director of the Company with immediate effect"*

*"FURTHER RESOLVED THAT the Directors of the Company be, and are hereby, severally authorized to sign, certify and file all necessary forms and documents with the Registrar of Companies, The Ministry of Corporate Affairs and to do such other acts, deeds and things as may be required, in this regard, to give effect to the above resolution."*

Signed notice and agenda of the meeting together with supporting documents and annexures including copy of Financial Statements are available at this link –

<https://drive.google.com/drive/folders/1IpdXXgNnLAmEYiAfnqUTvQtPXsrVB65V>

PricewaterhouseCoopers Digital Services Private Limited [CIN: U72900KA2016PTC093266]

[Formerly known as Venerate Solutions Private Limited]

Registered Office: 5<sup>th</sup> Floor, Tower D, The Millenia, 1&2 Murphy Road, Ulsoor, Bengaluru, Karnataka 560008

T: +91 (080) 4079 4000, [www.pwc.com/](http://www.pwc.com/)



Copy of the AGM notice is being sent to the Auditors separately.

Please make it convenient to attend.

By order of the Board

**PricewaterhouseCoopers Digital Services Private Limited**

**Biswanath Bhattacharya**

**Director**

**DIN: 07494149**

Date: 5 September 2023

Place: Bengaluru

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A form of proxy is enclosed and any instrument appointing proxy at the meeting to be effective must be lodged (duly completed, signed and stamped) with the Company at its Registered Office in advance before the commencement of the meeting.
3. Register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act 2013, will be available for inspection by the members at the Annual General Meeting.
4. Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, read with rules issued thereunder will be available for inspection by the members at the Annual General Meeting.
5. A copy of signed financial statements have been handed over to the shareholders of the Company.
6. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 10/2022 dated 28 December 2022 read with circulars dated April 8, 2020 April 13, 2020 and 05 May 2022 (collectively referred to as "MCA Circulars") permitted the holding of the annual general meetings through video conferencing or other audio visual means, without the physical presence of the Members at a common venue. The link for participating in the Meeting through Google meet shall be provided through separate email.
7. Since the AGM is going to be held through Video Conferencing, Route Map is not annexed to this notice.
8. The facility for joining the Meeting shall be open from 15 minutes before the time scheduled to start the meeting and shall not be closed until expiry of 15 minutes after such scheduled time. In case of any assistance required for attending the Meeting through the aforesaid mode, the Member may contact [siddhartha.murarka@pwc.com](mailto:siddhartha.murarka@pwc.com) for any query before or during the Meeting.

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**Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out in the notice convening the 7<sup>th</sup> Annual General Meeting of the Company**

**Item 1:**

Under the provisions of Section 161 of the Companies Act 2013, Ms Asha Ramanathan (DIN: 09776471) was appointed as an Additional Director of the Company with effect from 1 April 2023 to hold office till the conclusion of this Annual General Meeting of the Company.

Ms Asha Ramanathan has rich and diverse professional experience, and her appointment will be beneficial to the Company.

Except Ms Asha Ramanathan no other Director, or their relatives are in any way concerned or interested in Resolution set out above. The Board recommends this resolution to be passed by the members as Ordinary Resolution as set out at item no. 3 to the Notice of the Annual General Meeting.

Further details in connection with this agenda item are given below.

Name	Ms Asha Ramanathan
DIN	09776471
Qualification	Chartered Accountant
Experience	Ms Asha Ramanathan has rich and diverse professional experience of over 30 years.
Terms and conditions of appointment	Ms Asha Ramanathan will be appointed as a non-executive Director of the Company and she will not be liable to retire by rotation.
Date of first appointment on the Board	1 April 2023, as Additional Director
Shareholding in the Company	No direct shareholding in the Company, however, she is a Designated Partner in PricewaterhouseCoopers Services LLP which is the holding entity of the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NA

*B. S. S. S.*