



NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Lowe's Services India Private Limited ("Company") will be held on Monday, July 01, 2024 at 05:30 pm at the registered office of the Company situated at Building Willow-L2, Manyata Embassy Business Park, SEZ Outer Ring Road, Nagawara Bengaluru, Karnataka, India-560045, with an option to attend through Video Conferencing ("VC")/ Other Audio-Visual Means ("OVAM"), to transact the following business:

Special Business:

1. To consider and approve alteration of Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules thereunder (including any statutory modifications or re-enactment thereof from time to time) and approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to alter the existing Articles of Association (“AOA”) of the Company on account of inclusion of Clause 2(1)(e), Clause 2(1)(f), Clause 2(1)(g) and Clause 95 relating to Dematerialisation of securities and related definitions, mentioned as under:

2. (1) In these regulations—

(e) “**Depositories Act**” means the “Depositories Act, 1996” and any statutory modification or reenactment thereof and includes any rules and regulations framed thereunder.

(f) “**Depository**” means a “Depository” as defined in the Depositories Act, 1996.

(g) “**Security/ies**” means the “securities” as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 2013 (42 of 1956).

Dematerialisation of securities

95. (i) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing shares, debentures and other securities and to offer and issue further shares, debentures and other securities in a dematerialised form, pursuant to the provisions of Depositories Act, 1996. The necessity of having distinctive numbers for securities issued by the Company shall not apply to securities held in the dematerialized mode. The rights and obligations of all parties concerned, and all matters connected therewith or incidental thereto, shall be governed by the provisions of the Depositories Act, 1996 and/or by the provisions of any other applicable law in force from time to time.

Such a person who is the beneficial owner of the securities can at any time opt out of a Depository, if permitted by law in respect of any securities in the manner provided by the Depositories Act and the Company shall in the manner and within the time prescribed issue the beneficial owner the required certificates of securities.

(ii) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of shares, debentures and other securities on behalf of the beneficial owner. All securities held by a Depository shall be in dematerialised mode and be held in fungible form.

(iii) Save as otherwise provided above, the Depository as a registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iv) Every person holding securities of any class in the capital of the Company and whose name is entered as beneficial owner in the records and registers of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights including voting rights and benefits and be subject to all the liabilities in respect to his/her securities which are held with a Depository.

(v) Every Depository shall furnish to the Company information about the transfer of securities, the name of beneficial owners at such intervals and in such manner as may be specified under the provisions of the Depositories Act.

(vi) Section 56 of the Act shall not apply to transfer of securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the records of a Depository.

(vii) The register and index of beneficial owners maintained by a Depository under the Depositories Act shall also be deemed to be Register and Index of members and holders of securities for the purpose of these Articles and the Act.

Lowe's Services India Private Limited

Building Willow -L2, Manyata Embassy Business Park, SEZ, Outer Ring Road, Nagawara, Bengaluru – 560045

CIN: U72300KA2013PTC069867 | Ph: +91 080-67674000 | Email: india.communications@lowes.com Website:

www.lowes.co.in



RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

By order of the Board
On behalf of Lowe's Services India Private Limited

A handwritten signature in black ink, appearing to be "AM", written over a horizontal line.

Ankur Mittal
Managing Director
DIN: 05107914

Date: June 24, 2024

Place: Bengaluru

Address: Building Willow -L2, Manyata Embassy Business Park, SEZ,
Outer Ring Road, Nagawara, Bengaluru – 560045

Enclosure:

1. Attendance Slip
2. Proxy
3. Route Map

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Notes:

1. Members of the Company being body corporate are entitled to appoint their authorized representatives to attend and vote at the meetings as per Section 113 of the Companies Act, 2013.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such Proxy need not be a member. A Blank form of Proxy is enclosed, which if used, should be returned to the Company duly completed no later than 48 hours before the commencement of the meeting.
3. The Register of Directors shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members in electronic mode, in addition to its availability at the registered office of the Company.
4. The Register of Contracts maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members in electronic mode, in addition to its availability at the registered office of the Company.
5. The route map of the Company is enclosed to this Notice.
6. Pursuant to the clause 47 (i) of the Articles of Association of the Company, the Company is exempt from providing the Explanatory Statement.
7. You are requested to make it convenient to attend the meeting in person or through video conference facility. Video conferencing facility will be available for participation in this meeting.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
9. You are requested to intimate the mode of your participation for the meeting to Ms. Hymamalini Sridharan within two days of receipt of this notice by writing to hymamalini.sridharan@lowes.com.

By order of the Board
On behalf of Lowe's Services India Private Limited

Ankur Mittal
Managing Director
DIN: 05107914

Date: June 24, 2024
Place: Bengaluru

Lowes Services India Private Limited

Building Willow -L2, Manyata Embassy Business Park, SEZ, Outer Ring Road, Nagawara, Bengaluru – 560045

ATTENDANCE SLIP

Extra Ordinary General Meeting

Folio No.	
Name of First named Member/Proxy/ Authorized Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

I/we certify that I/we am/are member/proxy/ authorized representative for the member of the Company. I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Company being held on Monday July 01, 2024, at Building Willow -L2, Manyata Embassy Business Park, SEZ, Outer Ring Road, Nagawara, Bengaluru – 560045, Karnataka at 05:30 P.M.

Signature of First holder/Proxy/Authorized Representative

Note(s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the meeting venue.
2. Only shareholders of the Company and/or their Proxy/ Authorized Representative will be allowed to attend the Meeting.

#Strike out whichever is not desired.

Proxy

I/ We
.....
.....
of in the district of
being a member(s) of the above named Company, hereby appoint
.....
..... of in the district of or
failing him
..... of In
the district of..... as my/ our Proxy to attend
and vote for me/ us and on my/ our behalf at the Extra Ordinary General Meeting of the Company, to be held on
Monday July 01, 2024 at 05:30 P.M.

Signed this day of 2024.

Signature and Revenue Stamp
No. of Shares
This form is to be used in favour of/ against the resolution#
#Strike out whichever is not desired.

NOTES: The proxy must be returned so as to reach <●>, not less than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Lowe's Services India Private Limited – Route Map

