

# Notice of Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders ("AMS") of **VELOGIC HOLDING COMPANY LIMITED** (the "Company") will be held in the Educator, 4<sup>th</sup> Floor, Voilà Hotel, Bagatelle Mall, Reduit on Thursday 28 November 2024 at 09:00 AM to transact the following business:

1. To consider the 2024 Annual Report of the Company;
2. To receive the report of Messrs Ernst & Young, the auditor of the Company; and
3. To consider and approve the Audited Financial Statements of the Company for the year ended 30 June 2024.

## **Ordinary Resolution I**

**"Resolved that** the audited financial statements of the Company for the year ended 30 June 2024 be hereby approved."

4. To re-elect the following persons<sup>1</sup> as Directors of the Company by way of separate ordinary resolutions: Messrs. Philippe Espitalier-Noël, Nayendranath Nunkoo, Naveen Sangeelee, Mehul Hiteshkumar Bhatt, Radhakrishna Chellapermal, Gianduth (Alvin) Jeeawock, Damien Mamet, Mrs. Hanjali Devi Permalloo-Le Roux, Mrs. Soorya Devi Ramchurn-Oogarah and Mrs. Belinda Vacher.

Ordinary Resolutions II to XI

**"Resolved that** Mr./Mrs. [\*] be hereby re-elected as Director of the Company."

- II Philippe Espitalier-Noël
- III Nayendranath Nunkoo
- IV Naveen Sangeelee
- V Mehul Hiteshkumar Bhatt
- VI Radhakrishna Chellapermal
- VII Gianduth (Alvin) Jeeawock
- VIII Damien Mamet
- IX Hanjali Devi Permalloo-Le Roux
- X Soorya Devi Ramchurn-Oogarah
- XI Belinda Vacher

5. To appoint Mr. Hansraz (Hans) Mulloo, who has been nominated by the Board of Company, as Director of the Company.

## **Ordinary Resolution XII**

**"Resolved that Mr. Hansraz (Hans) Mulloo be appointed as Director of the Company."**

### **Qualifications and Current Position**

- Association of Chartered Certified Accountants (Fellow Member)
- Chartered Institute of Management Accountants (Associate Member)

6. To appoint Mrs. Valentine Marie-Aimée Dinan-Saldivar Moguel, who has been nominated by the Board of Company, as Director of the Company.

## **Ordinary Resolution XIII**

**"Resolved that** Mrs. Valentine Marie-Aimée Dinan-Saldivar Moguel be appointed as Director of the Company."

### **Qualifications and Current Position**

- Institute of Chartered Certified Accountants in England and Wales (Fellow Member)
- BSc (Hons) Economics from London School of Economics and Political Science

7. To appoint Mrs. Charlotte Govin, who has been nominated by the Board of the Company, as Director of the Company

## **Ordinary Resolution XIV**

**"Resolved that** Mrs. Charlotte Govin be appointed as Director of the Company."

### **Qualifications and Current Position**

- MSc in Management from EMLyon Business School – Lyon, France
- Master II, Engineer diploma from Centrale Lyon Engineer School – Lyon, France

8. To appoint Messrs. Ernst & Young as auditor of the Company to hold office until the next Annual Meeting of Shareholders and that the Board of Directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2024/2025.

Ordinary Resolution XV

**"Resolved that** Messrs. Ernst & Young be appointed as auditor of the Company to hold office until the next Annual Meeting of Shareholders and that the Board of Directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2024/2025."

9. Shareholders' question time.

## **By order of the Board**

Harish Kumar Bundhooa

Company Secretary

23 September 2024

<sup>1</sup> The profiles and categories of directors proposed for re-election are set out at pages 66-71 of the 2024 Annual Report of the Company.

- Note 1.** Your vote counts. A Shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy by way of the proxy form (in the case of an individual Shareholder) or a representative by way of a corporate resolution (in the case of a Shareholder company), whether a Shareholder of the Company or not, to attend and vote on his/her/its behalf.
- Note 2.** A proxy form and corporate resolution are enclosed hereto.
- Note 3.** The proxy form appointing a proxy or the corporate resolution appointing a representative should reach MCB Registry & Securities Ltd, Raymond Lamusse Building, Sir William Newton Street, Port Louis Wednesday 27 November 2024 at 09:00 AM.
- Note 4.** The Directors of the Company have resolved that, for the purposes of this Annual Meeting of Shareholders and in compliance with Section 120(3) of The Companies Act 2001, only those Shareholders whose names are registered in the share register of the Company as at Tuesday 29 October 2024 would be entitled to receive this Notice and would accordingly be allowed to attend and vote at this meeting.
- Note 6.** The minutes of an Annual Meeting of Shareholders held on 15 November 2023 are available free of charge on request. Kindly contact the Company Secretary at the email address rogerscosec@enlrogers.com.
- Note 7.** Resolutions I to XV are proposed as ordinary resolutions, entailing that for each of the resolutions to be passed, the majority of the votes cast at the meeting must be in favour of the resolution.
- Note 8.** Items 1 to 8 of the agenda are required to be considered and/or approved (where applicable) pursuant to section 115(4) of The Companies Act 2001.
- Note 9.** Appointment and remuneration of auditor: At every Annual Meeting of Shareholders ("AMS"), the Company is required to appoint an auditor to serve from the end of the AMS until the next AMS. Messrs. Ernst and Young have indicated that they are willing to continue as the Company's auditor for the financial year 2024/2025. The Risk Management and Audit Committee of the Company has reviewed the auditor's effectiveness and recommends that they hold office until the next AMS and that the board of Directors of the Company be hereby authorised to fix the auditor's remuneration for the financial year 2024/2025.
- Note 10.** In accordance with The National Code of Corporate Governance for Mauritius (2016), all Directors of the Company are submitting themselves for re-election. Biographical details and relevant skills of all Directors are set out on pages 66-71 of the 2024 Annual Report and are also available on <https://www.velogic.net/board-of-directors>. The Board is satisfied that each of the Directors standing for re-election continues to perform effectively and demonstrates commitment to his or her role in the long-term success of the Company.
- Note 11.** In accordance with The National Code of Corporate Governance for Mauritius (2016), the proxy report and voting results for this meeting will be published on the website of the Company on 28 November 2024 or as soon as reasonably practicable thereafter.
- Note 12.** In the event that this Annual Meeting of Shareholders cannot be held on 28 November 2024 due to (i) a cyclone warning class III or IV being in force in Mauritius; (ii) an extreme weather event<sup>1</sup>; (iii) heavy rain<sup>2</sup>; (iv) an intense tropical cyclone<sup>2</sup>; (v) a moderate tropical storm<sup>2</sup>; (vi) a severe tropical storm<sup>2</sup>; (vii) strong wind<sup>2</sup>; (viii) swell wave<sup>2</sup>; (ix) torrential rain<sup>2</sup>; (x) a tropical cyclone<sup>2</sup>; or (xi) a very intense tropical cyclone<sup>2</sup>; the meeting shall be postponed to a later date. The Board will communicate such date through the media.
- Note 13.** Should there be any restriction as may be imposed by the authorities, no physical AMS will be held on 28 November 2024. The AMS will then be conducted via an online platform. Shareholders are invited to write to MCB Registry & Securities Ltd on the email address [contact.rs@mcbcm.mu](mailto:contact.rs@mcbcm.mu) to obtain the online details to join the meeting via the online platform. Any Shareholder who did not receive access details 24 hours before the start of the meeting, should call MCB Registry & Securities Ltd on 202-5640 or send an email on [contact.rs@mcbcm.mu](mailto:contact.rs@mcbcm.mu).

1 Pursuant to section 2 of The Mauritius Meteorological Services Act 2019, as amended from time to time, "extreme weather events"- (a) means tropical storm, tropical cyclone, heavy rain, torrential rain, flood, flash flood, high waves, storm surge and drought; and (b) includes any other weather condition likely to endanger life or property;"

2 As defined in The Mauritius Meteorological Services Regulations (Warning) 2023.