



(formerly known as Gaussian Networks Private Limited)

Registered Office: 4th Floor, 148 Jessore Road Block A, South East Corner,
Kolkata - 700074, West Bengal.

CIN No: U72300WB2011PLC163605 Tel No. 91 33 4804 3823

Email ID: secretarial@deltatech.gg Website: www.deltatech.gg

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of members of Deltatech Gaming Limited (formerly known as Gaussian Networks Private Limited) (the Company) will be held on Friday, 28th July, 2023 at 2.30 p.m. (IST) at shorter notice at 2nd Floor, Bayside Mall, Tardeo Road, Haji Ali, Mumbai-400 034 to transact the following business:

SPECIAL BUSINESS:

To Shift the Registered Office of the Company from the State of West Bengal to the State of Goa.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 read with Rule 30 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof) and subject to approval of the Regional Director, Eastern Region, Kolkata, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of West Bengal to the State of Goa and that Clause 2 of the Memorandum of Association of the Company be substituted by the following Clause:

2. The Registered Office of the Company will be situated in the State of Goa.

RESOLVED FURTHER THAT upon obtaining the confirmation from the Regional Director, Eastern Region, Kolkata, Registered Office of the Company be shifted from the **“State of West Bengal”** to the **“State of Goa”**.

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorised to sign and file, the application to the Regional Director, Eastern Region, Kolkata in respect of the aforesaid alteration and to agree to such modification, terms and conditions with reference thereto as may be directed by the Regional Director, Eastern Region, Kolkata and to modify the same accordingly.

RESOLVED FURTHER THAT certify true copy of this resolution signed by any one of the Directors or Company Secretary of the Company be submitted to concerned authorities and they be and are hereby requested to act upon the same as may be required under any applicable laws.”

NOTES:

1. Every member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) of the Company is entitled to appoint a proxy to attend and vote instead of himself/herself and as such proxy need not be a Member of the Company. (It is also to be noted that proxy shall not be allowed to act as a proxy for more than 50 members and

holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights).

2. Proxies in order to be effective must be completed in every respect and should be deposited at the registered office of the Company not less than 48 hours before the commencement of the EGM.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting by email at secretarial@deltatech.gg.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of the Notice.
5. Members and/or Proxies should bring the Attendance Slip duly filled in at the meeting to avoid any inconvenience.
6. Members are requested to notify any change in their address and always quote their folio/demat account numbers in all correspondence with the Company.
7. Any document referred to in the proposed resolution and explanatory statement annexed hereto shall be available at the registered office for inspection on all working days during all business hours up to the date of meeting.
8. In terms of the requirements of the Secretarial Standards 2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

By Order of the Board of Directors,

Sd/-

Anannya Godbole
Company Secretary
Membership No: A23112

Mumbai, 24th July, 2023

Registered Office:

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Kolkata - 700074, West Bengal.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING EXTRA ORDINARY GENERAL MEETING OF DELTATECH GAMING LIMITED (FORMERLY KNOWN AS GAUSSIAN NETWORKS PRIVATE LIMITED)

The Company was incorporated under the provisions of the Companies Act, 1956, in the State of West Bengal. As per Clause 2 of the Memorandum of Association (MoA), presently, the Registered Office of the Company is situated in the state of West Bengal.

The Board of Directors of the Company is of the opinion that Shifting of Registered Office from state of West Bengal to the state of Goa would be in the best interest of the Company for overall administrative convenience. Therefore, it is proposed to shift the Registered Office of the Company from the state of West Bengal to the state of Goa.

The shifting of Registered Office from the state of West Bengal to the state of Goa will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the Company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Sections 12, 13 of the Companies Act, 2013 read with Rules made thereunder, shifting of the Registered Office from one state to another and alteration of the MoA requires approval by Members and Regional Director.

In view of the aforesaid regulatory requirements, approval of the Members is sought for shifting of registered office from the state of West Bengal to the state of Goa.

The Board of Directors of the Company has, at its meeting held on Monday, 24th July, 2023, approved the proposed shifting and consequent alteration in MoA, subject to the approval of Members of the Company. The Board recommends the resolution as set out in the Notice for the approval of the Members as a Special Resolution.

A copy of the MoA along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Promoter(s), Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out in the notice.

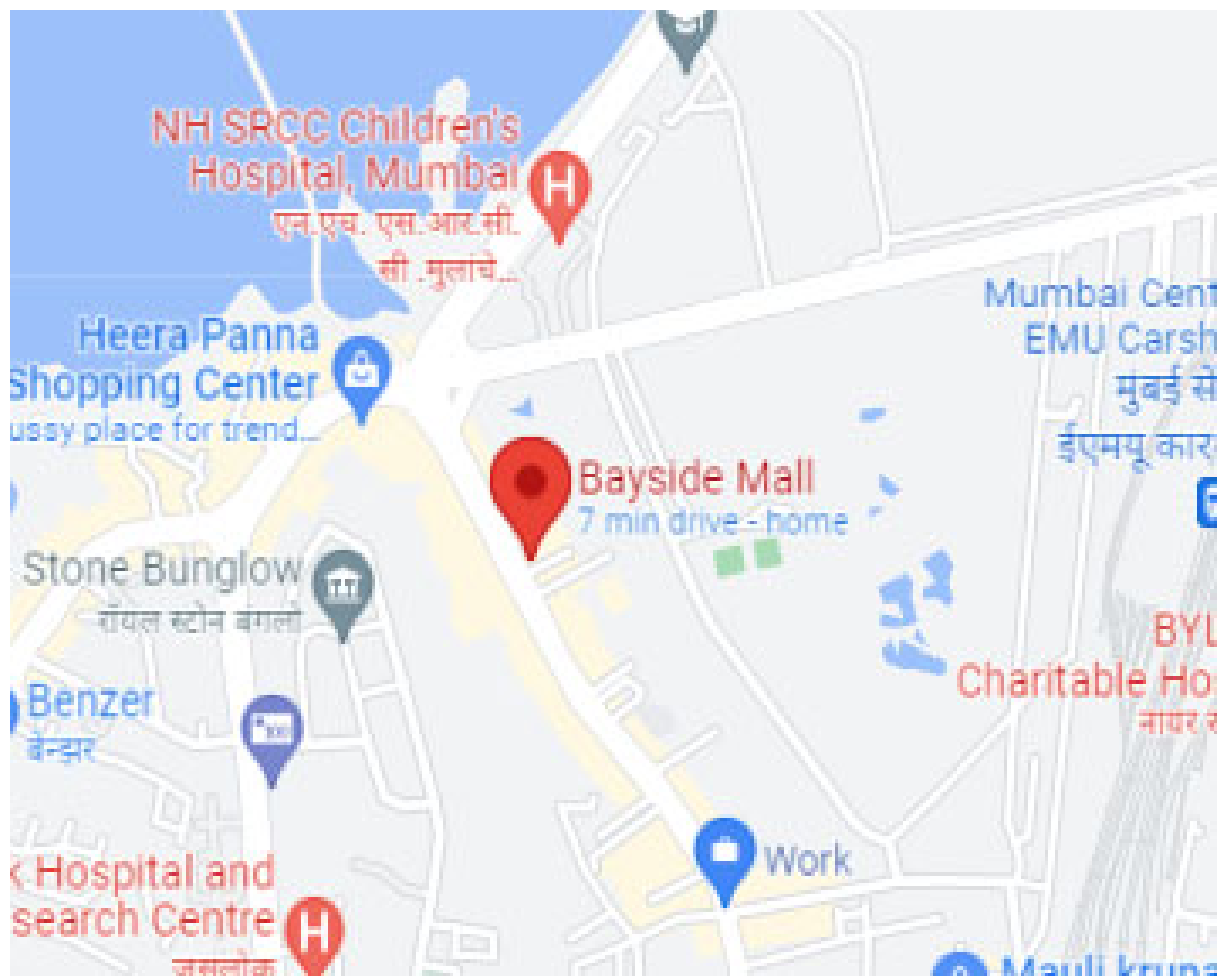
By Order of the Board of Directors,

Sd/-

Anannya Godbole
Company Secretary
Membership No: A23112
Mumbai, 24th July, 2023

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Route Map of the Venue:



PROXY FORM
(Form No. MGT - 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U72300WB2011PLC163605

Name of the Company: Deltatech Gaming Limited (formerly known as Gaussian Networks
Private Limited)

Registered Office: 4th Floor, 148 Jessore Road Block A, South East Corner, Kolkata- 700074

Name of the member (s):	E-mail Id:
	No. of shares held:
Registered address:	Folio No.
	DP ID*.
	Client ID*.

** Applicable for investors holding shares in electronic form.*

I/We being the member(s) of the Deltatech Gaming Limited (formerly known as Gaussian Networks Private Limited) hereby appoint:

S. No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Friday, 28th July, 2023 at 2:30 p.m. at 2nd Floor, Bayside Mall, Tardeo Road, Haji Ali, Mumbai-400 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
1	Shifting of Registered Office from the state of West Bengal to the state of Goa.		

*** It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.*

Affix
Revenue
Stamp

Signed this day of..... 2023

Signature of
shareholder across
Revenue Stamp

.....
Signature of proxy holder
(1)

.....
Signature of proxy holder
(2)

.....
Signature of proxy holder
(3)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting dated 24th July, 2023.
6. Please complete all details including details of member(s) in above box before submission.