

Date: 12th November 2024

To,
The Corporate Relationship Department,
BSE Limited
1st Floor, PJ Towers,
Dalal Street, Mumbai 400 001

Ref: BSE Scrip Code: 543991

Symbol: TECHKGREEN

ISIN: INE0P4P01011

Subject: Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), please find enclosed herewith a copy of the Postal Ballot Notice dated November 09, 2024, along with the Explanatory Statement ("**Postal Ballot Notice**"), for seeking approval of the Members of the company on the following Business as contained in the Postal Ballot Notice, by passing the resolution through **Postal Ballot (only by means of "remote e-voting" or "e-voting" process)**, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and 9/2023 dated September 25, 2023 read with other relevant circulars, issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India any other applicable law, rules, and regulations.

Sr. No.	Particulars	Type of Resolution
1.	To Issue, Offer and Allot Equity shares on Preferential basis	Special Resolution

In accordance with the MCA Circulars and other applicable laws, the Postal Ballot Notice, is being sent only in electronic mode to those Members whose names appeared in the Register of Members as on **Friday, November 01, 2024 ("Cut-off Date")** and whose e-mail address is registered with the Big share services Pvt Ltd, Registrar and Transfer Agent of the company ("**RTA**") / Depositories/ Depository Participants.

The company has engaged the services of NSDL for providing remote e-voting facility to all its Members. The evoting period will commence from **Wednesday, 13th November, 2024 (9.00 a.m. IST)** and end on **Thursday, December 12, 2024 (5.00 p.m. IST)**. Members holding Equity Shares of the company as on the Cut-off Date ("**Eligible Members**") only shall be entitled to vote through remote e-voting process.

TECHKNOWGREEN SOLUTIONS LIMITED

Registered Office: Flat 202, Hem Opal Apartment, Plot, No. 26, Ekta Society, Wakadewadi, Shivajinagar, Pune 411005 Maharashtra India

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Email: management@techknowgreen.com website: www.techknowgreen.com Tel: 0202999657

CIN: L90000PN2023PLC217501

Further, the company has made necessary arrangements to enable the Eligible Members to vote on the resolution contained in Postal Ballot Notice electronically. The procedure and the instructions for remote e-voting are set out in the notes of the Postal Ballot Notice.

In compliance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business envelope, are not being sent to any Member. Accordingly, the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting (“**e-voting**”) i.e. by casting their votes electronically instead of submitting postal ballot forms.

The Postal Ballot Notice is being made available on the website of Stock Exchange i.e. **BSE Limited** and is also available on the website of the company at www.techknowgreen.com and the website of NSDL, the remote e-voting service providing agency to the company, at www.evoting.nsdl.com.

The results of the Postal Ballot will be announced **on or before Saturday, December 14, 2024**. The results of the remote e-voting and the Scrutinizer’s report will be placed on the company’s website at www.techknowgreen.com , on the website of NSDL at www.evoting.nsdl.com and will be communicated to the Stock Exchanges.

Please take the above on record.

Thanking You,
Yours Faithfully,

FOR TECHKNOWGREEN SOLUTIONS LIMITED

AJAY RAMAKANT OJHA
MANAGING DIRECTOR
DIN: 03549762

Encl: as above

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended]

Dear Shareholders,

NOTICE is hereby given to the shareholders (**'Members'**) of Techknowgreen Solutions Limited (the **'Company** or **'TECHKNOWGREEN SOLUTIONS LIMITED'**), pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the **'Companies Act'**), read with rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and relevant circulars including General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the **'MCA Circulars'**), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (**'SEBI'**) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), read with relevant SEBI circulars thereof, Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof, for the time being in force, and any other applicable laws, rules, guidelines, notifications, circulars and regulations, if any, the following special business is proposed to be passed by the Members of the Company through Postal Ballot via remote Electronic Voting (**'e-Voting'**) only.

The proposed Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Companies Act read with the rules and the MCA Circulars are appended below for seeking consent of the Members of the Company through e-Voting.

In compliance with Regulation 44 of the SEBI Listing Regulations, and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the e-Voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The Company has appointed National Securities Depository Limited (**"NSDL"**) for facilitating e-Voting system to enable the Members to cast their votes electronically. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the e-Voting system only. The instructions for e-Voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company has appointed Mr. Rohit Ravikiran Kulkarni (Membership No. ACS 33568 and CP No. 16206), Practicing Company Secretary, Designated Partner of M/s. Kulkarni Pore and Associates LLP, Company Secretaries or failing him Mr. Yash Ulhas Adbe (Membership No. ACS 68437 and CP No. 26116) Practicing Company Secretary, Designated Partner of M/s. Kulkarni Pore and Associates LLP, Company Secretaries, as the

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Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act and the rules made thereunder.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your vote through the e-Voting process not later than 05:00 p.m. Indian Standard Time ('IST') of **Thursday, December 12, 2024**

After completion of scrutiny of the votes, the Scrutinizer will submit its report to the Chairperson of the Company, or a person authorized by the Chairperson. The results of Postal Ballot shall be declared on or before **Saturday, December 14, 2024**, along with the Scrutinizer's report, be displayed at the Corporate Office and the Registered Office of the Company, communicated to the Stock Exchange and will also be uploaded on the Company's website at www.techknowgreen.com and on the website of NSDL at www.evoting.nsdl.com.

The proposed Resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., **Thursday, December 12, 2024**.

Special Business

Item No. 1:

To Issue, Offer and Allot Equity shares on Preferential basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ('**Companies Act**'), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder, in accordance with applicable rules, regulations, etc., issued by Securities and Exchange Board of India ('**SEBI**') including Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('**SEBI ICDR Regulations**'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force), the provisions of Memorandum of Association and Articles of Association of the Company, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs ('**MCA**'), Government of India, RBI, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Company ('**Board**'), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot 3,00,000 (Three lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, on a preferential basis, at a price of Rs. 303.50/- (Rupees Three Hundred and Three and Fifty Paise Only) each [including premium of Rs. 293.5/- (Rupees Two Hundred and Ninety-Three and Fifty Paise Only) each], determined in accordance with the

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relevant regulations under Chapter V of SEBI ICDR Regulations, to the following ‘**Proposed Allottees**’, for cash consideration on a preferential basis (**‘Preferential Issue’**) as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, rules and regulations:

Sl. No.	Proposed Allottees	No. of Shares
1	Amrish Mohan Asher	10,000
2	Anjana M	10,000
3	Lakshman Easwaran	20,000
4	Rupesh A	10,000
5	Savita A Desai	15,000
6	Vinod Harmukhrai Beriwal	20,000
7	Piyush Parbat Patel	35,000
8	Saint Capital Fund	35,000
9	Sagar Hiten Mehta	1,45,000

RESOLVED FURTHER THAT the ‘**Relevant Date**’ for determining the price of the equity shares in accordance with the SEBI ICDR Regulations, is **Tuesday, November 12, 2024**, being the date, which is 30 days prior to the last date for remote electronic voting for Postal Ballot i.e., **Thursday, December 12, 2024**.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid equity shares shall subject to applicable laws as well as the Memorandum and Articles of Association of the Company, be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

RESOLVED FURTHER THAT the price determined shall be subject to appropriate adjustments, if required, as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the equity shares be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the RBI, BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.

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RESOLVED FURTHER THAT the equity shares issued to the Proposed Allottees shall be listed on the Stock Exchange where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company for the purpose for which the amount is raised in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

[a] The Proposed Allottees of equity shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;

[b] The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective Company accounts; and

[c] Allotment of equity shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the Stock Exchanges as appropriate including but not limited to filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid equity shares, to vary, modify or alter any of the terms and conditions, subject to the provision of the Companies Act, the SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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By order of the Board of Directors of

TECHKNOWGREEN SOLUTIONS LIMITED

Sd/-

Omkar Khirwadkar
Company Secretary
M.no – A73762

Date: November 09, 2024
Place: Pune

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('**Companies Act**') read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, setting out the material facts and reasons for the resolution in respect of the business set out in this Notice is annexed hereto.
2. The Postal Ballot Notice along with the instructions regarding remote e-Voting has been dispatched to all the Members by e-mail, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., National Securities Depository Limited ('**NSDL**')/ Central Depository Services (India) Limited ('**CDSL**') and who already have their e-mail address registered with the Registrar and Share Transfer Agent/ Depositories as on **Friday, November 01, 2024 ('cut-off date')**. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. A copy of the Postal Ballot Notice is also available on the Company's website www.techknowgreen.com and also on the website of NSDL www.evoting.nsdl.com and at the relevant sections of the websites of the Stock Exchange on which the shares of the Company are listed i.e. at www.bseindia.com.
4. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL or Company sends out the communication for the Postal Ballot process by e-mail to the Members of the Company.
5. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Pune, being place where the Registered Office of the Company is situated (in vernacular language, i.e., Marathi) and also on the Company's website: www.techknowgreen.com
6. The Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e., NSDL/ CDSL as on the cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-

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registration of the e-mail address with the RTA/ Depositories), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.

7. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act read with rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and relevant Circulars issued by Ministry of Corporate Affairs, and any amendments thereto, the Company is providing facility for voting by e-Voting to all the Members of the Company as on the cut-off date to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Company has engaged the services of NSDL and have made necessary arrangements to facilitate e-Voting. In terms of the MCA Circulars, voting can be done only by e-Voting. The Members are strongly advised to use the e-Voting procedure by themselves and not through any other person/proxies.
8. The portal for e-Voting will remain open for the Members for exercising their voting from **Wednesday, November 13, 2024, at 09:00 a.m.** India Standard Time ('IST') till **Thursday, December 12, 2024, at 05:00 p.m.** IST. Please note that e-Voting module will be disabled for voting by NSDL after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on the cut-off date, may cast their vote electronically. Once vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently or cast the vote again.
9. The voting rights of the Members shall be in proportion to his/ her share in the total paid-up equity share capital of the Company as on cut-off date, subject to the provisions of the Companies Act, 2013, as amended, which will only be considered for voting. In case of joint holders, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
10. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode, during business hours except Saturday, Sunday and National Holidays from the date hereof up to the date of announcement of results of Postal Ballot. Members seeking to inspect such documents can send an email to cs@techknowgreen.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
11. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer shall immediately, after the conclusion of voting, unblock the votes cast through e-Voting and make, not later than two working days of conclusion of the e-Voting, a Scrutinizer's Report of the total votes cast in favour or against, if any and submit to the Chairperson or a person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of e-Voting will be final. The results of the Postal Ballot will be announced on or before **Saturday, December 14, 2024**. The results of the Postal Ballot

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will be posted on the Company's website www.techknowgreen.com and on NSDL's website www.evoting.nsdl.com and will also be communicated to the Stock Exchange where the Company's shares are listed. The Company will also display the results of the Postal Ballot along with Scrutinizer's Report at its Corporate Office and Registered Office.

12. The resolution, if passed, by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-Voting i.e., **Thursday, December 12, 2024**. Further, resolution passed by the Members through Postal Ballot is deemed to have been passed effectively at a general meeting.
13. The shareholder holding shares in electronic mode has to get his e-mail ID and mobile number updated in the demat account or folio and User ID and password generation will be done on the respective depository.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. Further, as per the SEBI circular dated January 25, 2022, the request of transmission and transposition shall only be processed in dematerialized form by following the steps mentioned in the said circular. The members may note that all the shares of the company are held in dematerialized form.
15. The Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. To avail this facility, the members may contact their respective DP.
16. The detailed procedure with respect to e-Voting are as under: In order to increase the efficiency of the e-Voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, had decided to enable e-Voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-Voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Therefore, to support the above initiative undertaken by SEBI, Members are requested to intimate/ update changes, if any, pertaining to their e-mail address and mobile numbers with the respective Depositories/ Depository Participants. Members holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into Demat form. Members can contact Bigshare for any assistance in this regard.

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THE PROCEDURE AND INSTRUCTIONS FOR VOTING ELECTRONICALLY ARE AS FOLLOWS:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/

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either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the

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	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300* and Client ID is 12 then your user ID is IN300*12.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12 then your user ID is 12
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001* and EVEN is 101456 then user ID is 101456001*

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to office@cskpa.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@techknowgreen.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@techknowgreen.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons)

Item No. 1:

To Issue, Offer and Allot Equity shares on Preferential basis

The main Object of this Preferential Issue is to raise Funds to Set up -

“Techknowgreen’s Research Laboratory 9” (TRL 9) with an objective of:

Comprehensive Research Coverage

In today’s rapidly evolving industry, achieving deep, well-rounded insights is essential for maintaining competitive edge and meeting regulatory standards. The establishment of a **Comprehensive Research Coverage** approach within our laboratory infrastructure aims to ensure that our findings are thorough and integrative, addressing all aspects of our operational and research needs. This approach emphasizes a 360-degree perspective in research, capturing the full spectrum of analysis to deliver robust, reliable results that support the company’s strategic goals.

Integrative Laboratory Services

The laboratory will serve as an **integrative hub**, bringing together various services under one roof. This interconnected structure is designed to streamline internal operations, reduce redundancies, and ensure that data flows seamlessly across departments. By centralizing laboratory services, we enhance collaboration and create a unified framework that enhances the quality and speed of our research and testing processes.

Eliminate External Laboratory Dependence

A key objective of this initiative is to **minimize reliance on external laboratories**. By doing so, we retain greater control over our testing processes, protect intellectual property, and improve turnaround times. Reducing external dependencies allows us to respond faster to internal needs and regulatory requirements, ensuring that critical data remains in-house and readily accessible for immediate use.

Advanced Laboratory Infrastructure

To support these ambitious goals, the laboratory will be equipped with **cutting-edge technology and high-efficiency tools**. By investing in advanced infrastructure, we ensure that our facility is capable of performing high-precision testing and complex analyses. This state-of-the-art setup will empower our team with the tools necessary to innovate and deliver insights that can drive substantial improvements across the organization.

Seamless Integration of Ideation and Streamlined Processes

One of the most valuable aspects of this initiative is the **seamless integration of ideation and streamlined processes**. By designing workflows that are optimized and interference-free, we enable rapid testing, instant results, and easy optimization. This design not only boosts operational efficiency but also allows us to continuously innovate and implement improvements without disruption.

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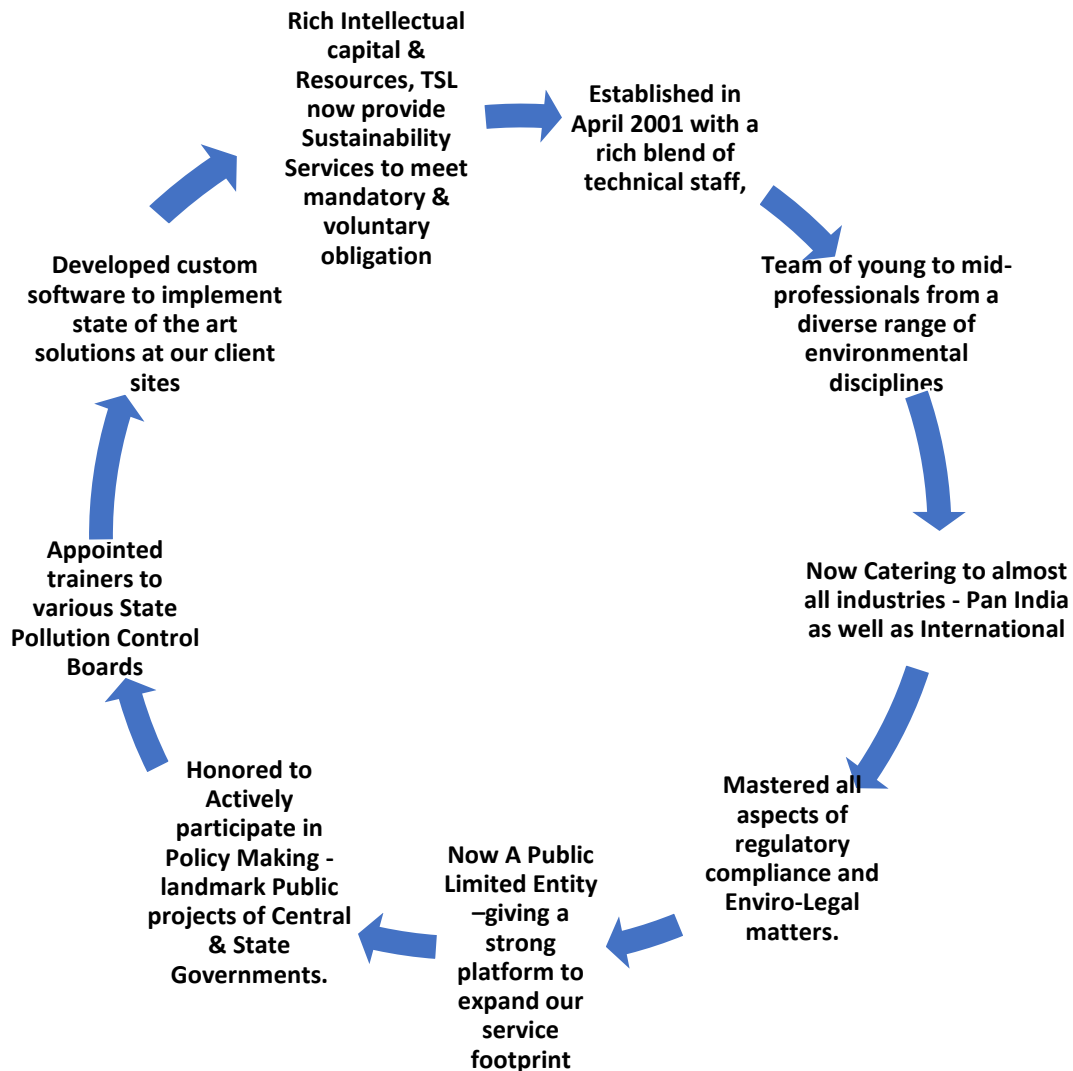
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1. Our Transformation



2. Strengths of the Company

Our expertise spans critical environmental and sustainability services, including:

- Environmental Impact Assessment (EIA) and Environmental Due Diligence to evaluate and manage ecological risks, along with Turnkey Effluent & Sewage Treatment solutions that support environmental compliance.
- Sustainability Services such as Carbon Inventory, Carbon Mitigation and Adaptation, Climate Resilience, and Nature-Based Solutions.
- We also deliver Sustainable Wastewater Solutions and Zero Carbon Solutions, supporting a comprehensive approach to environmental stewardship and sustainable growth.

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This integrated expertise positions us to deliver impactful, future-ready solutions for a sustainable world.

3. Need for In-house Laboratory

❖ Current Research Process Challenges

- A. Outsourcing of testing and validation activities
- B. Data confidentiality concerns
- C. Logistical complexities
- D. Potential delays in research outcomes
- E. Resource sharing
- F. Need to send skilled personnel to other labs for testing purposes

❖ Benefits of In-house Laboratory

- **Data Security:**

Maintain strict control over data security
Ensure data safety and integrity

- **Cost optimization:**

Reduce costs associated with external testing

- **Enhanced Precision and Reliability:**

Improve the precision and reliability of research result

- **Streamlined Research Process:**

Mitigate issues related to outsourcing

Simplify and expedite the research process

Laboratory Objectives:

- **Comprehensive Research Coverage:** Conduct research that encompasses all aspects and ensures thoroughness in findings.
- **Integrative Laboratory Services:** Establish the laboratory as a central hub, interlinking and facilitating various services within the organization.
- **Eliminate External Laboratory Dependence:** Minimize reliance on external laboratories for testing and validation.
- **Advanced Laboratory Infrastructure:** Develop a state-of-the-art, high-efficiency laboratory equipped with advanced technology.

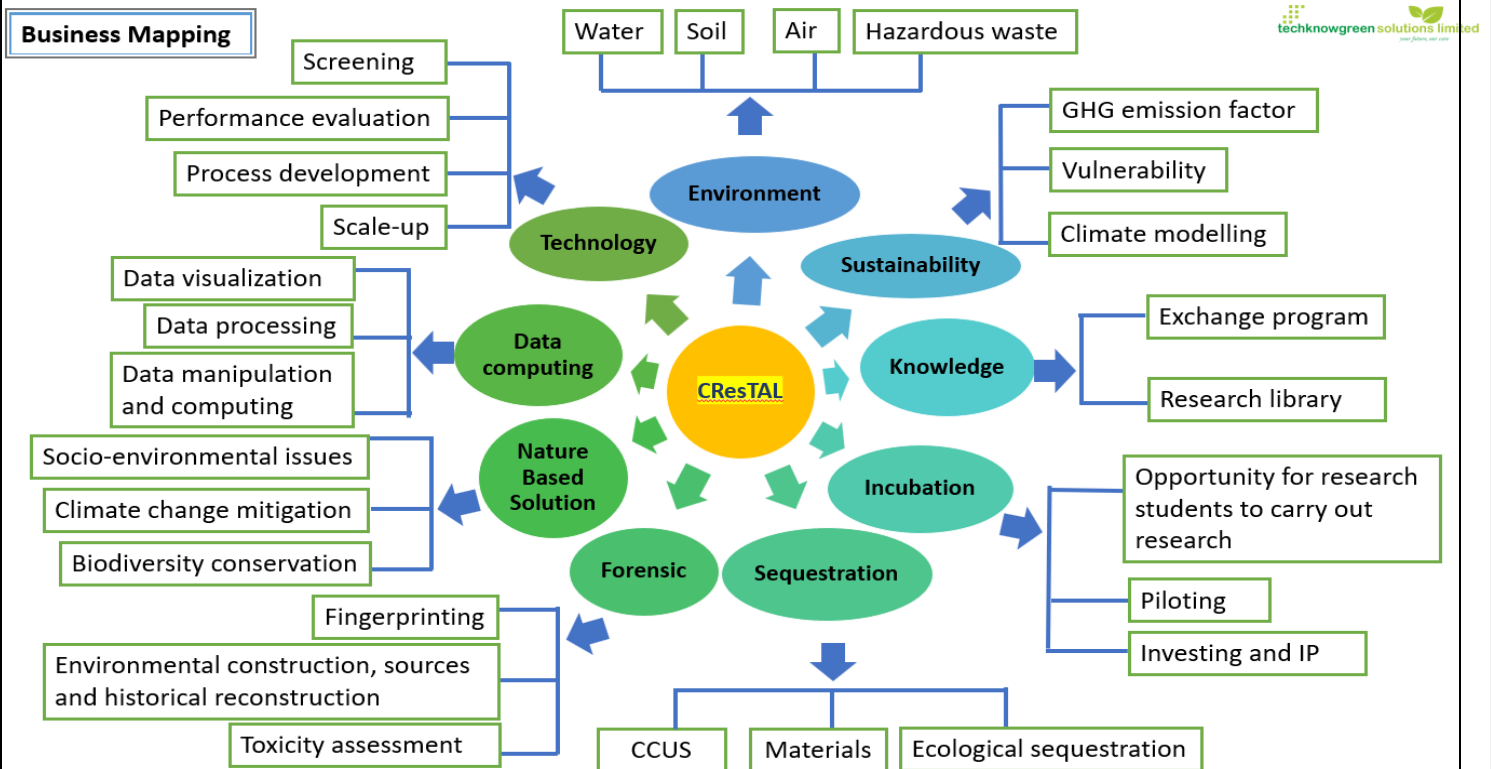
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Scope of TRL9.0 –

- **Business as Usual:** Extend testing facility for due diligence and compliance (wherever as needed)
- **Research Capabilities:** Provide comprehensive in-house research support and engage in external research endeavors such as in climate research and environmental forensics. Capable of executing government research projects and expanding research activities in testing and laboratory analysis.

Types of Research:

- **Fundamental Research:** Engage in basic and applied research in science and technology.
- **Specific Research Studies:** Engage treatability research across various technologies related to advance climate research, specifically in environmental forensic to know the
- **Advanced Research:** Focus on climate change, carbon sequestration, greenhouse gas (GHG) emission factors, source profiling, biodiversity, climate studies, and computational research.

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- **Interventions/Incubation:** Iteratively integrate TSL's core services to enhance overall functionality. And **Facility for students to carry out research work**
- **Capacity building and Knowledge Transfer:** capacity building training for sampling techniques, testing procedures, and instrument handling including knowledge exchange program

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TRL9 - As Advance Research Facility:

- **Comprehensive Research Scope:**

TRL9 will engage in both fundamental research and advanced research.

- **Primary Focus:**

- The state-of-the-art laboratory will prioritize climate research, addressing critical environmental challenges.

- **Environmental Forensic Research:**

Environmental Forensics provides a forum for scientific investigations that address environment contamination, its sources, and the historical reconstruction of its release into the environment

- **Computational Knowledge:**

By harnessing big data and analytics, we can make informed decisions, predict environmental changes, and optimize renewable energy sources

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DETAILS OF CAPITAL RAISING

The details in this regard as required in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and the Companies Act, 2013 (“**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, are as follows:

A. Particulars of the offer, including the material terms, kind of securities offered, price at which the securities are being offered and the amount which the Company intends to raise by way of such securities:

The Board, at its meeting held on **Saturday, November 09, 2024**, had subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of up to 3,00,000 (Three Lakh) equity shares, fully paid-up, at the price of Rs. 303.50/- (Rupees Three Hundred and Three and Fifty Paise Only) per equity share (including premium of Rs. 293.5/- (Rupees Two Hundred and Ninety-Three and Fifty Paise Only) per equity share, aggregating Rs. 9,10,50,000/- (Rupees Nine Crore Ten Lakhs Fifty Thousand Only) on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The aforesaid equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects.

B. Purpose/ Object of the Preferential Issue of equity shares:

The Object of the issue is to raise Funds to Set up “Techknowgreen’s Research Laboratory 9” (TRL 9) with an objective of:

- Comprehensive Research Coverage: Conduct research that encompasses all aspects and ensures thoroughness in findings.
- Integrative Laboratory Services: Establish the laboratory as a central hub, interlinking and facilitating various services within the organization.
- Eliminate External Laboratory Dependence: Minimize reliance on external laboratories for testing and validation.
- Advanced Laboratory Infrastructure: Develop a state-of-the-art, high-efficiency laboratory equipped with advanced technology.
- Seamless Integration of Ideation/Streamlined Processes: Reduced interferences provide instant results, ultimately making the optimization easy with increased operational efficiency.

C. Maximum number of specified securities to be issued:

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The resolution set out in this Notice authorize the Board to issue 3,00,000 (Three lakh) equity shares at Rs. 303.5/- per equity share (face value of Rs. 10/- and premium of Rs. 293.5/- per equity share) to the Proposed Allottees by way of Preferential Issue.

D. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

None of the Promoter, the Directors, Key Managerial Personnel or Senior Management of the Company intent to subscribe to any shares pursuant to this Preferential Issue of equity shares.

E. Shareholding Pattern of the Company before and after the Preferential Issue of equity shares:

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis) is given below:

Category	Pre issue Shareholding Structure		No. of equity shares to be allotted	Post issue Shareholding Structure	
	No. of Shares held	% of shares		No. of Shares held	% of shares
PROMOTERS' HOLDING (A)					
Indian Individual	48,41,446	65.5779 %	-	48,41,446	63.0172
Bodies Corporate	-	-	-	-	-
Foreign Promoters	-	-	-	-	-
Sub-total (A)	48,41,446	65.5779 %	-	48,41,446	63.0172
NON-PROMOTERS' HOLDING (B)					
a. Institutional Investors (Including Mutual Funds/ Companys/ Financial institutions/ Insurance, etc.)	-	-	-	-	-
b. Central Government/ State Government(s)/ President of India	-	-	-	-	-
c. Non-Institutional investors	-	-	-	-	-
Private Corporate Bodies	1,95,700	2.6507 %	-	1,95,700	2.5472
Directors and relatives	2,54,814	3.4514 %	-	2,54,814	3.3167
Indian Public	18,22,754	24.6894 %	2,65,000	20,87,754	27.1746
Others [including Non-resident Indians]	2,68,016	3.6303 %	35,000	3,03,016	3.9441
Sub-total (B)	25,41,284	34.4219%	-	28,41,284	36.9826
GRAND TOTAL (A+B)	73,82,730	100%	-	76,82,730	100%

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Note:

The above pre-issue shareholding structure is as on the Ben-Pos dated November 01, 2024, being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company.

F. Time frame within which the Preferential Issue shall be completed:

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to Proposed Allottees pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 1.

Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange(s) or other concerned authorities.

G. The identity of the natural persons who are ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the Proposed Allottee is as follows:

Name of Investor	Ultimate Beneficial Owner (UBO)
Saint Capital Fund	Mr. Mayank Agarwal

*As the other proposed allottees are individuals, the concept of an ultimate beneficial owner (UBO) does not apply in this context.

H. The name of proposed allottees and percentage of post Preferential Issue capital that may be held by them in the Company consequent to the Preferential Issue

Sr. No.	Name of the Proposed Allottee	Pre issue Shareholding Structure*		No. of equity shares to be allotted	Post issue Shareholding Structure	
		Number	% of shares		Number	% of shares
1.	Amrish Mohan Asher	Nil	Nil	10,000	10,000	0.13
2.	Anjana M	1,600	0.02	10,000	11,600	0.15
3.	Lakshman Easwaran	55,200	0.74	20,000	75,200	0.97
4.	Rupesh A	7,200	0.09	10,000	17,200	0.22
5.	Savita A Desai	Nil	Nil	15,000	15,000	0.19
6.	Vinod Harmukhrai Beriwal	Nil	Nil	20,000	20,000	0.26
7.	Piyush Parbat Patel	Nil	Nil	35,000	35,000	0.45
8.	Saint Capital Fund	1,71,216	2.32	35,000	2,06,216	2.68
9.	Sagar Hiten Mehta	Nil	Nil	1,45,000	1,45,000	1.88

*The above pre-issue shareholding is as on the Ben-Pos dated November 01, 2024, being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company.

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I. The change in control, if any, in the Company that would occur consequent to the preferential issue.

As a result of the proposed Preferential Issue of equity shares, there will be no change in the control or management of the Company. However, the voting rights will change in tandem with the Shareholding Pattern.

J. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from April 01, 2024, till date of notice of this Postal Ballot, the Company has not made any preferential issue of equity shares.

K. Class or classes of persons to whom the allotment is proposed to be made and the current and post allotment status of the Proposed Allottees:

The Preferential Issue, if approved, is proposed to be made to above mentioned allottees. The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post Preferential Issue. The Proposed Allottees will be classified / continue to be classified as public shareholders pursuant to the proposed issuance.

L. Basis on which the price (including premium) has been arrived:

The equity shares are listed on BSE Limited ("BSE") and the equity shares are frequently traded in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Regulation 164(1) of SEBI ICDR Regulations, the price at which equity shares will be allotted shall not be less than higher of the following:

(a) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 90 trading days preceding the Relevant Date is Rs. 303.50/- per equity share; or

(b) Volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the 10 trading days preceding the Relevant Date is Rs. 290.66/- per equity share.

The share price on the BSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue as BSE is the only Stock Exchange where the equity shares of the Company are listed.

In view of the above, the issue price of the equity shares to be issued to the Proposed Allottees is Rs. 303.50/- (Rupees Three Hundred and Three and Fifty Paise Only) per equity share i.e., the higher of the price determined in accordance with the provisions of SEBI ICDR Regulations.

M. Relevant Date and Issue Price/ Price Band:

The Relevant Date for determining the price of equity shares for the purpose of the Preferential Issue in accordance with the SEBI ICDR Regulations, would be **Tuesday, November 12, 2024**, i.e., the date 30 days prior to the date on which the resolution is deemed to be passed i.e., **Thursday, December 12, 2024**, the last date for e-Voting.

TECHKNOWGREEN SOLUTIONS LIMITED

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Email: management@techknowgreen.com website: www.techknowgreen.com Tel: 0202999657

CIN: L90000PN2023PLC217501

It is proposed to issue equity shares at a issue price of Rs. 303.50/- per equity share (face value of Rs. 10/- and premium of Rs. 293.5/- per equity share) as determined on the Relevant Date which is in compliance with the provisions of SEBI ICDR Regulations.

The above issue price per equity share has been determined based on the Pricing methodology prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

N. Lock-in Period:

The equity shares to be allotted on a preferential basis to the Proposed Allottees, shall be subject to lock-in for such period(s), as may be applicable, in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further, the entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked in from the relevant date up to a period of 90 trading days from the date of trading approval.

O. Re-computation of Issue Price:

Since the Company's equity shares are frequently traded and have been listed on a recognized Stock Exchange for more than 90 trading days prior to the Relevant Date, there is no need for the Company to re-compute the price of equity shares to be issued and therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the SEBI ICDR Regulations.

P. Principal terms of assets charged as securities:

Not applicable.

Q. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of the Registered Valuer:

Not applicable.

S. Certificate from Practicing Company Secretary

A copy of the certificate from Mr. Yash Ulhas Adbe [Membership No. ACS: 68437 and CP: 26116], Designated Partner of M/s. Kulkarni Pore and Associates LLP, Practicing Company Secretaries, certifying that the proposed Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, is made available on the website of the Company at https://cms.techknowgreen.com/uploads/PCS_Compliance_Certificate_dc1ce32ff4.pdf to facilitate online inspection by the Members of the Company.

T. Other Disclosures:

[a] The Company is in compliance with Regulation 159(1) of the SEBI ICDR Regulations as the proposed Preferential Issue is not being made to any Proposed Allottees who had sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date.

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- [b] Issue of the equity shares pursuant to the Preferential Issue would be within the authorized share capital of the Company.
- [c] The Company has obtained the Permanent Account Number of the Proposed Allottees.
- [d] The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and the SEBI Listing Regulations, as amended. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- [e] Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any Company or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- [f] Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- [g] The requirement of obtaining Valuation Report from a Registered Valuer as prescribed under Regulation 163(3) of SEBI ICDR Regulations is not applicable for the present Preferential Allotment.
- [h] The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the Depositories.
- [i] The Company will make an application to the Stock Exchanges seeking its in-principle approval for the issuance of equity shares to the Proposed Allottees.
- [j] In accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

It should be noted that none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India.

Nothing in this Notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 1 of this Notice.

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