

To  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai — 400001

Scrip code / Scrip ID: 542770/ALPHALOGIC

**Sub: Submission of Notice of Extraordinary General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we are enclosing herewith Notice of Extraordinary General Meeting of the Company to be held on Friday, November 11, 2022 at 04:00 p.m. through Video Conferencing / Other Audio-Visual Means. The aforesaid notice has also been sent to all eligible shareholders through electronic means and are also available on the website of the Company at [www.alphalogicinc.com](http://www.alphalogicinc.com).

This is for your information and record.

Thanking You.

Yours faithfully,

For **Alphalogic Techsys Limited**

**Veena Kulkarni**  
Company Secretary  
M.No: 69226



## **-NOTICE-**

NOTICE is hereby given that an EXTRA-ORDINARY GENERAL MEETING of the Members of Alphalogic Techsys Limited (the "Company") is scheduled to be held on Friday, November 11, 2022 at 4:00 p.m. (IST) through video-conference / other audio-visual means ("VC/OVAM") to transact the following business:

The Members are requested to consider and, if thought fit, pass the following resolutions:

### **SPECIAL BUSINESS:**

#### **1. Issuance of Convertible Warrants on Preferential basis and matters related therewith.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the "Act"), the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs, Reserve Bank of India, Securities and Exchange Board of India ("SEBI"), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI (LODR), 2015"), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time ("SEBI (ICDR) Regulations, 2018") Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations, 2011") and subject to necessary approvals, permissions, sanctions and consents, if any and as may be required from other statutory authorities and from BSE Limited (BSE) and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 25,12,000 (Twenty Five Lakh Twelve Thousand) Convertible Warrants ("Warrants"), at a price of Rs. 42/- per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of ₹ 05/- (Rupees Five Only) each ("The Equity Shares") at a premium of Rs. 37/- (Rupees Thirty Seven Only) per share aggregating to ₹ 10,55,04,000/- (Rupees Ten Crores Fifty Five Lakhs and Four Thousand Only) to persons / entities (Proposed allottees) on a preferential basis, for cash and in such form and manner and in accordance with the provisions of Securities and

Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and/or other applicable Laws and on such terms and conditions as the board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

Name of Proposed Allottees	Category of the Proposed Allottee	Number of Warrants proposed to be allotted
Subhash Tarachand Goel	Promoter & Promoter Group	2,70,000
Sushila Subhash Goel	Promoter & Promoter Group	1,50,000
Anshu Subhash Goel HUF	Promoter & Promoter Group	1,90,000
Neha Anshu Goel	Promoter & Promoter Group	3,00,000
Vedant Goel	Promoter & Promoter Group	3,50,000
Abhishek Ramesh Goel	Promoter & Promoter Group	72,000
Ashish Surendra Jindal	Promoter & Promoter Group	1,00,000
Shruti Parth Gupta	Non - Promoter	95,000
Radhyesham Khayaliram Mahipal	Non - Promoter	70,000
Amul Chamaria	Non - Promoter	1,20,000
Maulik Shah	Non - Promoter	1,00,000
Chetan V Nagrecha	Non - Promoter	60,000
Sarang Kasangottuwar	Non - Promoter	60,000
Rahul Darshan Arora	Non - Promoter	24,000
Sunil Tarachand Goel	Non - Promoter	72,000
Jyoti Krushnrao Bochar	Non - Promoter	1,20,000
Sulbha Devidas Kale	Non - Promoter	72,000
Rajesh Kumar Gupta	Non - Promoter	35,500
Karthikeyan	Non - Promoter	35,500
Amit Prakash	Non - Promoter	12,000
Chandni Prakash	Non - Promoter	12,000
Mihen Halani	Non - Promoter	12,000
Ashwin Narpatchand Bhandari	Non - Promoter	1,20,000
Vikas Gupta HUF	Non - Promoter	60,000
<b>Total</b>		<b>25,12,000</b>

**“RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 12<sup>th</sup> October, 2022, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 39.83/- (Thirty Nine Rupees and Eighty Three Paise only).

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid –up Equity shares of ₹ 05/- each of the Company, against each such Warrant held by the Warrant Holder.

2. The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders.
3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
4. In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
5. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
6. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
7. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
8. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.
9. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company 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.”

**2. Borrowing of monies in excess of the prescribed limit in terms of the provisions of Section 180(1) (c) of the Companies Act, 2013.**

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

**“RESOLVED THAT** in supersession of the resolution passed by the Members of the Company at the Extraordinary General Meeting (EGM) of the Company held on 11<sup>th</sup> January, 2022 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow any sum or sums of money from time to time, for the purpose of business of the Company on such terms and conditions and with or without security as the Board of Directors may in its absolute discretion think fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Banker in the ordinary course of Business) may exceed the aggregate of paid up share capital of the Company and its free reserves provided however that the total borrowings

outstanding at any one time including the monies already borrowed shall not exceed a sum of Rs.240,00,00,000/- (Rupees Two Hundred Forty Crore only).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the company be and is hereby authorized, on behalf of the company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to submit a certified true copy of the above resolution to any of the third parties as may be deemed necessary.”

By order of the Board of Directors  
For **Alphalogic Techsys Limited**

  
**Anshu Goel**  
Managing Director



**Date: 18-October-2022**  
**Place: Pune**

#### NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Secretarial Standard-on General Meetings (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) setting out the material facts concerning each item of Special Businesses to be transacted at the extra-ordinary general meeting (“EGM” or “Meeting”) is annexed hereto and forms part of the Notice.
2. In view of the extraordinary circumstances created due to the COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, and any updates thereto (referred as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, and any updated thereto (“SEBI Circulars”), has introduced certain measures enabling companies to convene their EGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue and also send notice of the meeting and other correspondences related thereto, through electronic mode. Therefore, the forthcoming EGM of the Company, is scheduled to be held through VC or OAVM in compliance with MCA circulars and SEBI circulars. Hence, Members can attend and participate in the ensuing EGM through VC/ OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. The Board of Directors of the Company considered that the special business being considered unavoidable, be transacted at the EGM of the Company.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
4. 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. The facility of participation at the EGM through VC/OAVM will be made available for up to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The Company has enabled the Members to participate at the EGM through the VC/OAVM. The procedure for participating in the meeting through VC/OAVM is explained in the instruction part of this Notice.
6. As per the provisions under the MCA Circulars, Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.alphalogicinc.com](http://www.alphalogicinc.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Further, pursuant to the provisions of Section 101 of the Act read with Rule 18 of Companies (Management and Administration) Rules, 2014 and SS-2, companies can serve notice and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. Accordingly, in terms of aforesaid provisions of the MCA Circulars and SEBI Circular, electronic copy of the EGM Notice and other documents required to be attached therewith, is being sent by e-mail to all those Members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the registrar and share transfer agent of the Company ("Registrar and Share Transfer Agent") or the Depository Participant(s) as on Friday, October 14, 2022 and no physical copy of the Notice is being sent by the Company to any Members. The Notice is also being hosted on the website of the Company at [www.alphalogicinc.com](http://www.alphalogicinc.com) and will also be available on the website the stock exchanges on which the shares of the Company are listed.
9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, November 04, 2022 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

10. The instructions for Members for remote E-Voting and joining general meeting are as under: -
11. The remote e-voting period begins on Sunday, 06<sup>th</sup> November, 2022 at 09:00 A.M. and ends on Thursday, 10<sup>th</sup> November, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, November 04, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, November 04, 2022.

**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.**

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

Details on Step 1 is mentioned below:





- A. Login method for e-Voting and joining virtual meeting 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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for</p>



	<p>IDEAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ul> <ol style="list-style-type: none"> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</li> </ol>

	demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-voting and joining virtual meeting 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.nsd.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.
- 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
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.
8. 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 and General Meeting is in active status.
9. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
10. Now you are ready for e-Voting as the Voting page opens.
11. 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.
12. Upon confirmation, the message “Vote cast successfully” will be displayed.
13. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
14. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. The Board of Directors has appointed Mr. Anand Acharya [Membership no. ACS 61510; CP Number: 23001] proprietor of Anand Acharya & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the voting at the EGM (will be held through VC/OAVM means) and remote e-voting process in a fair and transparent manner.
2. Institutional shareholder (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 [csanandacharya@gmail.com](mailto:csanandacharya@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

4. 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](http://www.evoting.nsdl.com) to reset the password.
5. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990/ 1800-224-430 or send a request to Ms. Soni Singh at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

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) by e-mail to [info@alphalogiclimited.com](mailto:info@alphalogiclimited.com). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

**Login method for e-Voting for Individual shareholders holding securities in demat mode.**

1. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
2. In terms of SEBI circular dated December 9, 2020 one-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.

**The Instructions for members for E-voting on the day of the EGM are as under: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through remote e-Voting will be eligible to attend the EGM However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for attending the EGM through VC/OAVM are as under:**

- Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are required to click on VC/OAVM link placed under join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  - Members are encouraged to join the Meeting through Laptops for better experience.
  - Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
1. Members can submit their questions in advance with regard to the accounts or any other matter to be placed at the EGM by filling the below given google format <https://www.alphalogicinc.com/egm2022>.
  2. Members are requested to send their questions at least 10 days in advance of the Extraordinary General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
  3. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company.

By order of the Board of Directors  
For **Alphalogic Techsys Limited**

  
**Anshu Goel**  
Managing Director



**Date: 18-October-2022**  
**Place: Pune**

## Annexure to the Notice

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

#### **Item No.1**

The Company intends to raise funds to augment funding needs of the Company viz., to meet the working capital requirements, completion of existing projects, general corporate purpose, to support the future growth plans of the Company, overseas business expansion and to further invest in the subsidiaries and such other purpose as the Board may decide ensuring long-term viability and growth of the Company. Therefore, the Board at its meeting held on October 18, 2022 has, subject to the approval of the Members and such other approvals as may be required, accorded its approval to the proposal to create, offer, issue and allot at an appropriate time, in one or more tranches in aggregate and upto 25,12,000 (Twenty Five Lakh Twelve Thousand) Convertible Warrants (“Warrants”), at a price of Rs. 42/- per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of ₹ 05/- (Rupees Five Only) each (“The Equity Shares”) at a premium of Rs. 37/- (Rupees Thirty Seven Only) per share aggregating upto ₹ 10,55,04,000/- (Rupees Ten Crores Fifty Five Lakhs and Four Thousand Only) to persons / entities of the Promoter and Promoter group and certain other identified persons / entities / body corporates of the Non-Promoter Category (“Proposed Allottee(s)”), on a preferential basis since raising funds through Preferential Issue is considered to be most cost & time effective way for raising additional capital.

The Board of Directors of the Company at their meeting held on Tuesday, October 18, 2022 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 25,12,000 (Twenty Five Lakh Twelve Thousand) Convertible Warrants (“Warrants”), at a price of Rs. 42/- per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of ₹ 05/- (Rupees Five Only) each (“The Equity Shares”) at a premium of Rs. 37/- (Rupees Thirty-Seven Only) per share aggregating upto ₹ 10,55,04,000/- (Rupees Ten Crores Fifty-Five Lakhs and Four Thousand Only) on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations, 2018. Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Warrants, as the case may be, on such other terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company,

The disclosures relating to Warrants in terms of applicable provisions of the Companies Act, 2013 read with related Rules thereto and SEBI (ICDR) Regulations, 2018 are as under:

#### **1. The objects of the preferential issue:**

The Company shall utilize the proceeds from the preferential issue of Warrants to meet the working capital requirements, completion of existing projects, general corporate purpose, to support the future growth plans of the Company, overseas business expansion and to further invest in the subsidiaries and such other purpose as the Board may decide ensuring long-term viability and growth of the Company.



**2. Number of shares and Pricing of Preferential issue;**

It is proposed to issue and allot in aggregate upto 25,12,000 (Twenty Five Lakh Twelve Thousand) Convertible Warrants (“Warrants”), at a price of Rs. 42/- per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of the Company having face value of ₹ 05/- (Rupees Five Only) each (“The Equity Shares”) at a premium of Rs. 37/- (Rupees Thirty Seven Only) per share aggregating upto ₹ 10,55,04,000/- (Rupees Ten Crores Fifty Five Lakhs and Four Thousand Only) to the proposed allottees.

**3. Basis on which the price has been arrived at:**

The equity shares of Company are listed on the BSE Limited (BSE) where the shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations, 2018. The relevant exchange for computation of the price for each warrant convertible into per equity share is BSE as the volume traded is the highest for the relevant period taken for the purpose of calculation has been considered.

- a. In terms of the provisions of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, the price at which Warrants shall be allotted shall not be less than higher of the following:
- i. the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
  - ii. the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The pricing of the Warrants to be allotted on preferential basis is Rs. 42/- per Warrant convertible into equivalent number of Equity Shares of face value of Rs. 05/- each, which is not lower than the price determined in accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

**4. Relevant Date:**

The "Relevant date" in accordance with SEBI (ICDR) Regulations, 2018 would be October 12, 2022, the date 30 days prior to the date of this Extraordinary General Meeting for the purpose of above-mentioned issue of Warrants.

**5. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Warrants is as follows:**

**The Shareholding Pattern of the issuer before and after the preferential issue:**

Sr. No.	Category	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
		Pre- Holding		Post- Holding	
<b>(A)</b>	<b>Promoter and Promoter Group</b>				
1.	Indian				
(a)	Individuals/Hindu Undivided Family	2,53,66,647	74.92	2,67,98,647	73.68

(c)	Bodies Corporate	-	-	-	-
	<b>Sub Total (A)(1)</b>	<b>2,53,66,647</b>	<b>74.92</b>	<b>2,67,98,647</b>	<b>73.68</b>
2	Foreign	-	-	-	-
	<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>		<b>2,53,66,647</b>	<b>74.92</b>	<b>2,67,98,647</b>	<b>73.68</b>
<b>(B)</b>					
<b>1</b>	<b>Institutions</b>	-	-	-	-
(a)	Mutual Funds	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-
(i)	Provident Funds/ Pension Funds	-	-	-	-
(j)	Any other (Specify)	-	-	-	-
	<b>Sub Total (B) (1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2</b>	<b>Non-Institutions</b>				
(a)	i) Individuals	82,89,986	24.48	93,09,986	25.60
	ii) Clearing Member	3,265	0.01	3,265	0.01
	iii) Bodies Corporate	14,855	0.04	14,855	0.04
	*Non-Resident Indians	76,989	0.23	76,989	0.21
	HUF	1,08,025	0.32	1,68,025	0.46
	Trusts	-	-	-	-
	<b>Sub Total (B) (2)</b>	<b>84,93,120</b>	<b>25.08</b>	<b>95,73,120</b>	<b>26.32</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>		<b>84,93,120</b>	<b>25.08</b>	<b>95,73,120</b>	<b>26.32</b>
<b>Total (A)+(B)</b>		<b>3,38,59,767</b>	<b>100.00</b>	<b>3,63,71,767</b>	<b>100.00</b>

# Assuming all the Warrants are converted into Equity Shares of the Company.

Notes:

- The pre-issue shareholding pattern is as on 07<sup>th</sup> October 2022;
- In the event of further issue of shares by the Company between the date of this notice and the date of allotment of equity shares on conversion of warrants, the shareholding pattern shall stand modified accordingly; and
- The shareholding as shown in post conversion of Warrants is calculated assuming full conversion of Convertible Warrants into the Equity Shares of the Company.

#### 6. Proposal / Intention of Promoters, Directors or Key Managerial Personnel(s) to subscribe the offer:

Mr. Subhash Tarachand Goel, Mrs. Sushila Subhash Goel, Anshu Subhash Goel HUF, Mrs. Neha Anshu Goel, Mr. Vedant Goel, Mr. Abhishek Ramesh Goel and Mr. Ashish Surendra Jindal are intending to participate / subscribe to the proposed issue and no other director(s) or Key Managerial Personnel(s) are subscribing to this offer.

**7. The proposed time within which the issue or allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, 2018, Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of such approvals.

**8. Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

**9. 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 1st April, 2022 till date of notice of this Extraordinary General Meeting, the Company has not made any preferential allotments.

**10. Valuation for consideration other than cash;**

Not applicable.

**11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable.

**12. Lock-in period:**

The Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations, 2018.

**13. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of such Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**14. Practicing Company Secretary's Certificate:**

The Company has obtained the Certificate from Mr. Sudhansu Panigrahi, Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018. The same shall be placed before the Members at the Extraordinary General Meeting and will be kept open for inspection on all working days between Monday to Friday of every week, upto the date of this Extraordinary General Meeting.

### 15. Other Disclosures / Undertakings:

- a. None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- b. None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- d. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

### 16. Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners	Post Issue Capital held	
				No of shares	%
1.	Subhash Tarachand Goel	Promoter & Promoter Group	Not Applicable, allottee being a natural person	3,43,965	0.95
2.	Sushila Subhash Goel	Promoter & Promoter Group	Not Applicable, allottee being a natural person	2,23,965	0.62
3.	Anshu Subhash Goel HUF	Promoter & Promoter Group	Mr. Anshu Goel, Karta	9,13,300	2.51
4.	Neha Anshu Goel	Promoter & Promoter Group	Not Applicable, allottee being a natural person	25,17,804	6.92
5.	Vedant Goel	Promoter & Promoter Group	Not Applicable, allottee being a natural person	20,15,468	5.54
6.	Abhishek Ramesh Goel	Promoter & Promoter Group	Not Applicable, allottee being a natural person	73,665	0.20
7.	Ashish Surendra Jindal	Promoter & Promoter Group	Not Applicable, allottee being a natural person	1,00,000	0.27
8.	Shruti Parth Gupta	Non- Promoter	Not Applicable, allottee being a natural person	95,000	0.26
9.	Radhyesham Khayaliram Mahipal	Non- Promoter	Not Applicable, allottee being a natural person	3,58,750	0.99
10.	Amul Chamaria	Non- Promoter	Not Applicable, allottee being a natural person	3,68,640	1.01
11.	Maulik Shah	Non- Promoter	Not Applicable, allottee	1,23,665	0.34

			being a natural person		
12.	Chetan V Nagrecha	Non- Promoter	Not Applicable, allottee being a natural person	67,733	0.19
13.	Sarang Kasangottuwar	Non- Promoter	Not Applicable, allottee being a natural person	61,001	0.17
14.	Rahul Darshan Arora	Non- Promoter	Not Applicable, allottee being a natural person	24,700	0.07
15.	Sunil Tarachand Goel	Non- Promoter	Not Applicable, allottee being a natural person	72,000	0.20
16.	Jyoti Krushnarao Bochar	Non- Promoter	Not Applicable, allottee being a natural person	1,47,307	0.41
17.	Sulbha Devidas Kale	Non- Promoter	Not Applicable, allottee being a natural person	72,000	0.20
18.	Rajesh Kumar Gupta	Non- Promoter	Not Applicable, allottee being a natural person	37,000	0.10
19.	Karthikeyan	Non- Promoter	Not Applicable, allottee being a natural person	35,500	0.10
20.	Amit Prakash	Non- Promoter	Not Applicable, allottee being a natural person	12,000	0.03
21.	Chandni Prakash	Non- Promoter	Not Applicable, allottee being a natural person	12,000	0.03
22.	Mihen Halani	Non- Promoter	Not Applicable, allottee being a natural person	12,000	0.03
23.	Ashwin Narpatchand Bhandari	Non- Promoter	Not Applicable, allottee being a natural person	1,20,000	0.33
24.	Vikas Gupta HUF	Non- Promoter	Mr. Vikas Gupta, Karta	60,000	0.16

\* Assuming all the Warrants are converted into Equity Shares of the Company

Notes:

- Mr. Subhash Tarachand Goel, Mrs. Sushila Subhash Goel, Mrs. Neha Anshu Goel, Anshu Subhash Goel HUF, Mr. Vedant Goel, Mr. Abhishek Ramesh Goel and Mr. Ashish Surendra Jindal form part of the promoter group.
- The pre-issue shareholding pattern is as on 07<sup>th</sup> October 2022;
- In the event of further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on conversion of warrants, the shareholding pattern shall stand modified accordingly to the extent of dilution in percentage of shareholding in the Company of the proposed allottees;
- The shareholding post exercise of warrants as shown above is calculated assuming full conversion of Convertible Warrants into the Equity Shares of the Company.
- The Promoter / Promoter Group shareholding can be seen in the detailed shareholding pattern mentioned as part of the explanatory statement.

**17. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

<b>Name of Allottees</b>	<b>Current Status</b>	<b>Post Status</b>
Subhash Tarachand Goel	Promoter & Promoter Group	Promoter & Promoter Group
Sushila Subhash Goel	Promoter & Promoter Group	Promoter & Promoter Group
Anshu Subhash Goel HUF	Promoter & Promoter Group	Promoter & Promoter Group
Neha Anshu Goel	Promoter & Promoter Group	Promoter & Promoter Group
Vedant Goel	Promoter & Promoter Group	Promoter & Promoter Group
Abhishek Ramesh Goel	Promoter & Promoter Group	Promoter & Promoter Group
Ashish Surendra Jindal	Promoter & Promoter Group	Promoter & Promoter Group
Shruti Parth Gupta	Non- Promoter	Non- Promoter
Radhyesham Khayaliram Mahipal	Non- Promoter	Non- Promoter
Amul Chamaria	Non- Promoter	Non- Promoter
Maulik Shah	Non- Promoter	Non- Promoter
Chetan V Nagrecha	Non- Promoter	Non- Promoter
Sarang Kasangottuwar	Non- Promoter	Non- Promoter
Rahul Darshan Arora	Non- Promoter	Non- Promoter
Sunil Tarachand Goel	Non- Promoter	Non- Promoter
Jyoti Krushnarao Bochar	Non- Promoter	Non- Promoter
Sulbha Devidas Kale	Non- Promoter	Non- Promoter
Rajesh Kumar Gupta	Non- Promoter	Non- Promoter
Karthikeyan	Non- Promoter	Non- Promoter
Amit Prakash	Non- Promoter	Non- Promoter
Chandni Prakash	Non- Promoter	Non- Promoter
Mihen Halani	Non- Promoter	Non- Promoter
Ashwin Narpachand Bhandari	Non- Promoter	Non- Promoter
Vikas Gupta HUF	Non- Promoter	Non- Promoter

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for your approval.

None of the Directors or Key Managerial Personnel(s) of the Company or their relatives, other than Mr. Anshu Goel, Mrs. Neha Goel and Mr. Vedant Goel, are concerned or interested 'financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**Item No.2**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from

temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs. 150 crores (as per resolution passed by the Members of the Company at the Extraordinary General Meeting (EGM) of the Company held on 11<sup>th</sup> January, 2022) to Rs. 240 Crores (Proposed in this EGM Notice).

The Board of Directors of the Company at its Meeting held on 18th October 2022 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in the Item No.2 of Notice, by Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.