

December 17, 2021

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

Scrip code / Scrip ID: 542770/ALPHALOGIC

Sub: Outcome of Board Meeting held on Friday, December 17, 2021.

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), we would like to inform you that a meeting of the Board of Directors of the company was held today to review the operations of the Company, general corporate matters and to consider and transact the following:

- Subject to approval by Shareholders of the Company, the Authorized Share Capital of the Company be increased from Rs.10,40,00,000/- (Rupees Ten Crore Forty Lakh only) divided into 2,08,00,000 (Two Crore Eight Lakhs) equity shares of Rs.05/- (Rupees Five) each, to Rs. 14,00,00,000/- (Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh only) Equity Shares of Rs.05/- (Rupees Five) each and consequent amendment to Clause V of the Memorandum of Association.
- 2. Raising of funds by issuing up to 21,06,000 (Twenty One Lakh Six Thousand only) Equity Shares of face value of Rs.05/- (Rupees Five) each at a price of Rs.28.5/- (Rupees Twenty Eight point Five) per share (including a premium of Rs.23.5/- i.e.(Rupees Twenty Three Point Five) per share, aggregating upto Rs.6,00,21,000/- (Rupees Six Crore Twenty One Thousand only) on a preferential allotment basis in accordance with provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations), the Companies Act, 2013 and other applicable laws, subject to such regulatory/ statutory approvals as may be required, including approval of shareholders of the Company. Details of the said issuance are enclosed herewith and marked as Annexure-A.
- 3. Subject to approval by Shareholders of the Company approve alteration of Object Clause of Memorandum of Association (MOA).
- 4. Approve Subject to approval by Shareholders of the Company, Borrowing of monies in excess of the prescribed limit in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013.
- 5. To Make Investments, Give Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013, Subject to approval by Shareholders of the Company.
- Appointment of Mr. Amar Raykantiwar, (DIN: 09438320) as Additional Independent Director of the Company w.e.f. December 17, 2021 till the ensuing 04th Annual General Meeting (AGM) of the Company. Brief Profile of Mr. Amar Raykantiwar is attached hereunder as **Annexure-B**.
- 7. Accept resignation of Mr. Dhananjay Subhash Goel (DIN: 08290798) from the post of Executive Director of the Company w.e.f. December 17, 2021 due to the reason mentioned in the resignation letter dated December 17, 2021 (enclosed herewith).
- 8. The Board has approved re-constitution of Stakeholders Relationship Committee.



- 9. Change in Designation of Ms. Neha Anshu Goel (DIN: 08290823) from Non-Executive Director to Executive Director of the Company.
- 10. Approval of notice for calling of Extraordinary General Meeting (EGM) of the company on Tuesday, 11th January, 2022 at 4:00 p.m. through VC/OAVM Facility and matters related thereto.

The meeting of the Board of Directors commenced at 12:30 P.M. and concluded at 1:10 P.M. This is for your information and records.

Thanking You.

Yours faithfully,

For Alphalogic Techsys Limited

Prashal Pandey Company Secretary & Compliance Officer

Encl.: as above.

www.alphalogicinc.com



Annexure-A

Details in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015.

S.No.	Particulars		Des	cription			
01	Type of securities proposed to be issued	Equi	ty shares of f	ace value R	s.5/- each.		
02	Type of issuance (further public offering, rights issue, depository receipts, qualified institutions placement, preferential allotment etc.).	Preferential allotment in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Companies Act, 2013 and other applicable laws.					
03	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Preferential allotment by issuing up to 21,06,000 (Twenty-One Lakh Six Thousand only) equity shares at an issue price of Rs.28.5/- (Rupees Twenty-Eight point Five) per share (including a premium of Rs.23.5/- i.e. (Rupees Twenty-Three Point Five) per share, aggregating upto Rs.6,00,21,000/- (Rupees Six Crore Twenty-One Thousand only).					
04	Additional Information in case of preferential issue						
(i)	Names of investors	 Mr. Subhash Tarachand Goel Mrs. Sushiladevi Subhash Goel Anshu Subhash Goel (HUF) Ms. Neha Anshu Goel Mr. Vedant Goel Mr. Gyanesh Gupta Mr. Radheshyam Khayaliram Mahipal Mr. Rajender Kumar Chamaria 					
(ii)	Post allotment of securities - outcome of the subscription, issue price /allotted price (in case of convertibles), number of investors.	to the following allottees. Details of the shareholding of the					
		Name of the Investor	Pre-Prefe Allotn		Post-Prefer Allotmer		
			No. of Equity Shares held	% held	No. of Equity Shares held	% held	
		Mr. Subhash Tarachand Goel	1110	0.01	51110	0.22	



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		Mrs. Sushiladevi Subhash Goel	1110	0.01	51110	0.22	
		Anshu Subhash Goel (HUF)	0	0	500000	2.20	
		Ms. Neha Anshu Goel	996336	4.85	1496336	6.60	
		Mr. Vedant Goel	628112	3.06	1128112	4.98	
		Mr. Gyanesh Gupta	71040	0.34	277040	1.22	
		Mr. Radheshyam Khayaliram Mahipal	0	0	200000	0.88	
		Mr. Rajender Kumar Chamaria	11840	0.05	111840	0.49	
		*Assuming post issuance Issue Price: Equity issued to the aforer (Rupees Twenty-Eig the floor price i. Regulation 164 of th Number of Investor	shares having mentioned a ght point Five e. Rs.28.31 ne SEBI ICDR	ng face val llottees at a e) per share /- calculat	ue of Rs.05/- e an issue price c e which is not l ed in accord:	of Rs.28.5/- lower than	
(iii)	In case of convertibles, intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable					
05	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable					



Annexure-B

Brief Profile of Mr. Amar Rayantiwar:

Dr. Amar Rayantiwar is a renowned practicing Diabetologist based in Pune. He completed his M.B.B.S. from Shri Vasantrao Naik Govt. Medical Hospital Yavatmal, has a DNB (F. Medicine) from Inlaks & Budhrani Hospital, Pune. He has a Post Graduate Diploma in Evidence based diabetes (UK) and is a consultant physician in Silver Birch Multi-Speciality Hospital and Principal of Atharva Diabetes Center, Pune. He is a Member of American Diabetes Association & International Diabetes Federation. He has over 10 years of experience in the field of Medical Science and Diabetes.



Annexure-C

Cut-off Date for E-Voting:

Particulars		Date	Day	Purpose		
Cut-off voting	date	for	E-	January 04, 2022	Tuesday	To decide the entitlement of members for Remote evoting whose name appears in the Register of Members/list of Beneficiaries received from the depositories on the end of Tuesday, January 04, 2022.

The company would be availing e-voting facility from National Securities Depository Limited (NSDL). The details pursuant to the provisions of section 108 of the companies act, 2013 read with the relevant rules and other information are prescribed hereunder:

Day, Date and time of EGM	Tuesday, 11th January, 2022 at 04:00 P.M.
Mode of AGM	Through Video Conferencing
Day, Date and Time for Remote e-voting	From: 06 th January, 2022. 09:00 A.M. To: 10 th January, 2022. 05:00 P.M.
Remote e-voting shall not be allowed beyond 5:00 F	P.M. on 10 th January, 2022.

Dhananjay Subhash Goel

Nyati Grandeur, Undri Hadapsar, Pune-411028, Maharashtra

Date: December 17, 2021

To

The Board of Directors

ALPHALOGIC TECHSYS LIMITED

405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road, Pune MH 411014 IN

Subject: - Resignation from the post of Executive Director of Alphalogic Techsys Limited.

Dear Sir(s)/Madam,

I understand that the Board of Directors of Alphalogic Techsys Limited needs to consist of 50% Independent Directors. I am currently travelling due to work matters and it would be difficult for me to discharge my duties as a member of this Board.

To pave the way for the reconstitution of Board to comply with all statutory rules and regulations, I hereby voluntarily tender my resignation from the post of Executive Director of the Company i.e. M/s Alphalogic Techsys Limited and all the Committees thereunder in which I am a member with the close of business hours on 17th December, 2021.

I would like to thank every Board member for their support and trust that the current Board of Directors will continue to work towards growth and progress of this company and work in the best interests of the organization and it's shareholders.

I wish the board of directors of Alphalogic Techsys Limited my very best.

Kindly acknowledge the receipts of the same.

Thanking you,

Yours faithfully,

Dhananjay Subhash Goel

DIN:08290798



Alphalogic Techsys Limited

CIN: L72501PN2018PLC180757

Registered Office: 405, Pride Icon, Near Columbia Asia Hospital, Kharadi Bypass Road Pune MH 411014 IN Tel:727-6701155

Email: info@alphalogiclimited.com, Web: www.alphalogicinc.com

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 Tuesday, January 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. Increase in authorized share capital of the company and consequential amendment of the capital clause in the memorandum of association of the company.

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

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (including any amendment thereto or re-enactment thereof) and any other applicable laws, the memorandum of association and articles of association of the Company, consent of the members of the Company ("Members") be and is hereby accorded for increase in the authorized share capital of the Company from the existing Rs.10,40,00,000/- (Rupees Ten Crore Forty Lakh only) divided into 2,08,00,000 (Two Crore Eight Lakhs) equity shares of Rs.05/- (Rupees Five) each, to Rs. 14,00,00,000/- (Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh only) Equity Shares of Rs.05/- (Rupees Five) each, by creation of 72,00,000 (Seventy-Two Lakh Only) additional equity shares of Rs.05/- (Rupees Five) each, ranking pari-passu in all respect with the existing Equity Shares of the Company as per the memorandum and articles of association of the Company;"

"RESOLVED FURTHER THAT consequently, pursuant to the provisions of Section 13 and Section 61 of the Companies Act, 2013 read with the applicable rules framed there under (including any amendment thereto or re-enactment thereof), consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the memorandum of association of the Company, by substituting in its place the following: -

"V. The Authorised Capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh only) Equity Shares of Rs.05/- (Rupees Five) each."

"RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board"), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution".



2. Issuance of equity shares of the company on preferential basis and matters related therewith.

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force); the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendment(s) or modification(s) or reenactment(s) thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) ("SEBI Listing Regulations"), the listing agreements (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) entered into by the Company with BSE Limited ("BSE") on which the equity shares of face value of Rs.05/- (Rupees Five) each of the Company ("Equity Shares") are listed, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications, if any, prescribed by the Securities and Exchange Board of India ("SEBI") and/or stock exchange; the applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications, if any, issued by the Government of India, Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade (DPIIT) and/or the Reserve Bank of India; the enabling provisions of the memorandum of association and articles of association of the Company, as amended; and any other rules, regulations, guidelines, notifications, circulars and clarifications, if any, issued from time to time by the Ministry of Corporate Affairs, and / or any other statutory / regulatory competent authority, in each case, to the extent applicable and including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions, notices and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the board of directors of the Company (hereinafter referred to as the "Board", (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) is hereby authorized to accept, the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot up to 21,06,000 (Twenty One Lakh Six Thousand only) Equity Shares of face value of Rs.05/- (Rupees Five) each fully paid up by way of preferential allotment on a private placement basis for a cash consideration to following entities/persons specified below ("Proposed Allottees"), at a price of Rs.28.5/- (Rupees Twenty Eight point Five) per share (including a premium of Rs.23.5/- i.e.(Rupees Twenty Three Point Five) per share, aggregating upto Rs.6,00,21,000/- (Rupees Six Crore Twenty One Thousand only), on such terms and conditions as may be determined by the Board in accordance with applicable laws ("Preferential Allotment"):



Name of Proposed Allottees	Details of the Proposed Allottees (address, country of incorporation/ residency, PAN)	Category of the Proposed Allotee	Number of Equity Shares of Rs.05/- each proposed to be allotted at premium of Rs.23.5/- each	Total consideration
Mr. Subhash Tarachand Goel	Undri, Pune- India/ABYPG4375P	Promoter Group	50,000	14,25,000
Mrs. Sushiladevi Subhash Goel	Undri, Pune- India/ABYPG4372L	Promoter Group	50,000	14,25,000
Anshu Subhash Goel (HUF)	Undri, Pune-India/ AAQHA6264G	Promoter Group	5,00,000	1,42,50,000
Ms. Neha Anshu Goel	Undri, Pune-India/ AIIPJ2594C	Promoter Group	5,00,000	1,42,50,000
Mr. Vedant Goel	Undri, Pune-India/ BBAPG2153G	Promoter Group	5,00,000	1,42,50,000
Mr. Gyanesh Gupta	Udhna Magdalla Road, Surat, Gujrat- India/CDOPG6667A	Non-Promoter	2,06,000	58,71,000
Mr. Radheshyam Khayaliram Mahipal	Mohammadwadi, Pune- India/AHGPA5332E	Non-Promoter	2,00,000	57,00,000
Mr. Rajender Kumar Chamaria	Purani Abadi, Ganganagar, Rajasthan- India/ACJPC7438D	Non-Promoter	1,00,000	28,50,000
Total	-		21,06,000	6,00,21,000

(The Equity Shares proposed to be issued and allotted to the Proposed Allottees are hereinafter referred to as the "Subscription Equity Shares");

"RESOLVED FURTHER THAT the Subscription Equity Shares pursuant to this resolution shall be issued and allotted in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the ICDR Regulations and other applicable laws and regulations, provided however, that the price arrived as stated above is not less than the price arrived at as per the provisions of Chapter V of SEBI ICDR Regulations."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determining the floor price for the Preferential Allotment of the Subscription Equity Shares is December 12, 2021, being the date, 30 days prior to the date of this extra-ordinary general meeting."

"RESOLVED FURTHER THAT the Subscription Equity Shares shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company listed on the Stock Exchange bearing ISIN - INE08E401029 in all aspects including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations from the respective dates of allotment thereof, in accordance with the applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company."



"RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the Subscription Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable law and the EOI:

- (a) the Subscription Equity Shares shall be allotted in dematerialised form by the Company within a period of 15 (fifteen) days from the date of shareholder approval by special resolution, provided that where the allotment of the said Subscription Equity Shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions as prescribed under Regulation 170 of the SEBI ICDR Regulations;
- (b) the Subscription Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;
- (c) the Subscription Equity Shares shall be listed and traded on the Stock Exchange subject to receipt of necessary permissions and approvals;
- (d) the consideration for the Preferential Allotment shall be paid to the Company from the bank accounts of the Proposed Allottees;

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof;

"RESOLVED FURTHER THAT the Board be and is hereby authorized, to determine, vary, modify, alter any of the terms of issue of the Subscription Equity Shares including reduction of the size of the issue(s), as it may deem expedient, in its discretion, subject to the provisions of the Act and the SEBI ICDR Regulations; to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; to enter into contracts, arrangements, agreements, documents (including to appoint agencies, intermediaries and advisors); to file necessary applications and forms with the appropriate authorities and represent the Company before any governmental or regulatory authorities in relation to the Preferential Allotment and any matters incidental thereto; to make applications to the stock exchange for obtaining in-principle approval, approval for listing and trading of shares and settle all questions, difficulties or doubts that may arise in regard to the Preferential Allotment and the listing, trading of the Subscription Equity Shares with the Stock Exchange; to file requisite documents with the depositories; and / or to resolve and settle any questions and difficulties that may arise in the Preferential Allotment; utilize the proceeds of the Preferential Allotment; open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Allotment; to generally do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the purpose of complying with applicable law and giving effect to this resolution; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the forgoing; without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;"

"RESOLVED FURTHER THAT subject to the receipt of such approval as may be required under applicable law, consent of the Members is hereby accorded to record the name and address of the



Proposed Allottees and issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottees inviting them to subscribe to the Subscription Equity Shares in accordance with the provisions of the Act;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more directors / company secretary / any officer(s) of the Company to give effect to this resolution;

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

3. To Alter Object Clause of Memorandum of Association (MOA).

To Consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**:

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, and/or any statutory or regulatory authority, as may be necessary, clause 3 of the Memorandum of Association of the company, be and is hereby altered by inserting the following sub-clause under Part-A of Clause 3, after the existing sub- clause 6".

- "7. To carry on the business of producing, purchasing, selling, storing, milling, processing, refining, polishing, packing, marketing or otherwise deal in paddy, rice/maize/wheat cereals, pulses and food grains of all kinds and other allied produce. To treat, cure, submit to any process and prepare for the market agricultural products of all kinds of things whatsoever including dairy, farm and garden produce of all kinds. To carry on the business of commission agents, consultants, brokers, stockists, warehouse keepers, importers, exporters, wholesalers or retailers of any or all other items as referred above. To enter into contracts in the nature of futures, options, hedges, derivatives, insurance, reinsurance etc., with bankers, brokers, dealers, intermediaries, merchants, commission agents, aarthias, in respect of all types of agri products like cereals, pulses, oil seeds, etc. To sell, assign, pledge, hypothecate, redeem, cancel, dispose of, settle, and bring to account all or any of such transactions or contracts on redemption dates, anterior dates or extended dates in India and elsewhere."
- "8(a) To carry on in India or elsewhere the business to manufacture, produce, refine, process, formulate, buy, sell, import, export or otherwise to deal in ethyl alcohol, ethanol, and biodiesel fuel.
- 8(b) To produce biofuels such as ethanol for selling to petroleum marketing companies to enable them to blend in petrol.
- 8(c) To carry on the business of producers, refiners, processors, manufacturers, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of sugar, sugarcanes & high starch agro products, agro based products, ethanol, alcohol, electricity,



carbon, hydrocarbons, liquid or gaseous petroleum and petroleum products, minerals and the products or the bye-products thereof or its feed stocks or which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of alcohol products including rectified spirit and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of sugarcanes and agro based products, including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and alcohol & power of all kinds and to provide consultancy in all respects of all or any of the aforesaid.

8(d) To purchase or otherwise acquire any and all types of starch content agro based product and to manufacture, process, refine, treat, reduce, distill, blend, fractionate, convert, smelt, produce, purify, pump, store, hold, compress, bottle, pack, use, experiment with, buy, exchange, trade, transport, import, export, sell, market, supply, distribute or otherwise dispose of or deal in sugarcane, molasses, sugarcane juice, agriculture-based products, spirit, energy related and power related products of any nature and kind whatsoever including those referred to in Main Objects Clause 8 herein above and including:

- (i) All Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and kind whatsoever including bye product, derivatives, and mixture thereof.
- (ii) Special types of ethanol and products, including specifically, gases, effluent gases, power, steam, Distiller's dried grains with solubles (DDGS), Distillers Wet Grains Soluble (DWGS) and bio fertilizers."

"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."

4. 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 07th January, 2019 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.150,00,00,000/- (Rupees One Hundred Fifty 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."

5. To Make Investments, Give Loans, Guarantees and Security in excess of limits specified under section 186 of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or reenactment thereof for the time being in force), if any and in supersession of the resolution passed by the Members of the Company under Section 186 of the Companies Act, 2013 at the Annual General Meeting (AGM) of the Company held on 27th July, 2019, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100,00,00,000 (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.



"RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

Prashal Pandey

Company Secretary & Compliance Officer M.No. A61549 Date: 17th December, 2021

Place: Pune



NOTES:

- 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 upto 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. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at 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.
- 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 Participants(s) as on **Friday, December 10, 2021** 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 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 Tuesday, January 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: -

The remote e-voting period begins on Thursday, 06th January, 2022 at 09:00 A.M. and ends on Monday, 10th January, 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. Tuesday, 04th January, 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 Tuesday, 04th January, 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	1. Existing IDeAS user can visit the e-Services website of NSDL
holding securities in demat	Viz. https://eservices.nsdl.com either on a Personal
mode with NSDL.	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 & voting during the
	meeting.
	2. 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
	3. 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. 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 & voting
	during the meeting.
	4. 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

- 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.



Individual Shareholders	You can also login using the login credentials of your demat account
(holding securities in demat	through your Depository Participant registered with NSDL/CDSL for
mode) login through their	e-Voting facility. upon logging in, you will be able to see e-Voting
depository participants	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 securities in	Shareholders holding a demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual securities in	Shareholders holding demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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.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 user 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.
 - 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.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.

General Guidelines for shareholders

- 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.
- 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 with a copy marked to 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 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 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.



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:

1. 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. 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 for procuring user id and password for e-voting by providing above mentioned documents.
- 2. 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.

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.
- 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 form at 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 **Alphalogic Techsys Limited**

Prashal Pandey

Company Secretary & Compliance Officer M.No. A61549 Place: Pune

Dated: 17th December, 2021



Annexure to the Notice

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

Special Business: -

Resolution No.1

The present authorised share capital of the Company is Rs.10,40,00,000/- (Rupees Ten Crore Forty Lakh only) divided into 2,08,00,000 (Two Crore Eight Lakhs) equity shares of Rs.05/- (Rupees Five) each.

Since the Company intends to raise funds by way of issuance of equity shares, the Board at its meeting held on December 17, 2021, has accorded its approval for increasing the authorised share capital from Rs.10,40,00,000/- (Rupees Ten Crore Forty Lakh only) to Rs.14,00,00,000/- (Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh only) Equity Shares of Rs.05/- (Rupees Five) each, subject to approval of the shareholders.

It is therefore proposed to increase the authorised share capital of the Company from the existing Rs.10,40,00,000/- (Rupees Ten Crore Forty Lakh only) divided into 2,08,00,000 (Two Crore Eight Lakhs) equity shares of Rs.05/- (Rupees Five) each, to Rs.14,00,00,000/- (Indian Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh only) Equity Shares of Rs.05/- (Rupees Five) each, by creation of 72,00,000 (Seventy Two Lakh Only) additional equity shares of Rs.05/- (Rupees Five) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the memorandum and articles of association of the Company along with the consequent alteration of the capital clause in the memorandum of association of the Company to reflect the changed authorized share capital.

In accordance with the provisions of Sections 13 and 61 of the Act read with applicable rules thereto, approval of the Members for increase in the authorized share capital of the Company along with consequential amendment of the capital clause in the memorandum of association of the Company is being sought by way of an ordinary resolution as set out in Item No.1 of this EGM Notice.

None of the promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, except as shareholders in general.

The Board recommends an ordinary resolution as set out in Item No. 1 of the Notice to the Members for their consideration and approval.

Resolution No.2

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 December 17, 2021 has, subject to the approval of the Members and such other approvals as may be required, accorded its approval to the proposal to issue, offer and allot up to 21,06,000 (Twenty One Lakh Six Thousand only) Equity Shares of face value of Rs.05/- (Rupees Five) each fully paid up by way of preferential allotment on a private placement basis for a cash consideration to the entities/Individuals mentioned below("**Proposed Allottees**"), at a price of Rs.28.5/- (Rupees Twenty Eight point Five) per share



(including a premium of Rs.23.5/- i.e. (Rupees Twenty Three Point Five) per share, aggregating upto Rs.6,00,21,000/- (Rupees Six Crore Twenty One Thousand only) ("Preferential Allotment"). The Equity Shares proposed to be issued and allotted to the Proposed Allottees are hereinafter referred to as the "Subscription Equity Shares".

In terms of the provisions of Sections 23(1)(b), 42 and 62(1)(c), and other applicable provisions, if any, of the Act, and rules framed thereunder, including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and any other applicable laws, any preferential allotment of securities is required to be approved by the members of the Company ("Members") by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Subscription Equity Shares to the Proposed Allottees in accordance with the provisions of the Act and rules made thereunder, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Subscription Equity Shares proposed to be issued under Preferential Allotment.

Necessary information / details in respect of the proposed Preferential Allotment in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

Objects of the Issue

The Company requires infusion of 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.

Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer.

Proposed allottee(s), who are belonging to promoter/Promoter Group category, intends to subscribe 16,00,000 Equity Shares. Except aforementioned, none of the promoters, Director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.



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

Sr. No.	Category	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	
		Pre	e-Holding	Post-Holding		
(A)	Promoter and Pror	moter Group				
1	Indian					
(a)	Individuals/Hind u Undivided Family	15368098	74.81	16968098	74.92	
(c)	Bodies Corporate	0	0	0	0	
	Sub Total (A)(1)	15368098	74.81	16968098	74.92	
2	Foreign	ı	-	-	-	
	Sub Total (A)(2)	0	0	0	0	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	15368098	74.81	16968098	74.92	
(B)	Public Shareholdin	g	,	,		
1	Institutions					
(a)	Mutual Funds	0	0	0	0	
(b)	Financial Institutions/Banks	0	0	0	0	
	Provident Funds/ Pension Funds	0	0	0	0	
(j)	Any other (Specify)	0	0	0	0	
	Sub Total (B) (1)	0	0	0	0	
2	Non-Institutions					
(a)	i)Individuals	4949566	24.1	5455566	24.08	
	ii)Clearing Member	11396	0.06	11396	0.06	
	iii) Bodies Corporate	11840	0.06	11840	0.06	
	*Non Resident Indians	189438	0.92	189438	0.92	
	HUF	11840	0.06	11840	0.06	



Sr. No.	Category	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
		Pre-Holding		Post-Holding	
	Trusts	0	0	0	0
	Sub Total (B) (2)	5174080	25.19	5680080	25.08
	Total Public Shareholding (B)=(B)(1)+(B)(2)	5174080	25.19	5674080	25.08
	Total (A)+(B)	20542178	100	22648178	100

^{*}Shares to NRI (Repat and Non-Repat) are clubbed

Proposed time limit within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Subscription Equity Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of the resolution at Item No. 2 of the EGM Notice provided that where the allotment of the proposed Subscription Equity Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee and the percentage of post preferential issue capital that may be held by them:

The pre and post preferential issue capital will be as follows:

Proposed Allottee	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be	Pre-Prefe Allotmen 03 De 2021		Post- Prefe Allotment	erential
		allotted and/or who ultimately control the Proposed Allottees	No.	%	No.	%
Mr. Subhash Tarachand Goel	Promoter Group	N.A.	1110	0.01	51110	0.22
Mrs. Sushiladevi Subhash Goel	Promoter Group	N.A.	1110	0.01	51110	0.22
Anshu Subhash Goel (HUF)	Promoter Group	Mr. Anshu Goel (Karta)	0	0	500000	2.20
Ms. Neha Anshu Goel	Promoter Group	N.A.	996336	4.85	1496336	6.60
Mr. Vedant	Promoter	N.A.	628112	3.06	1128112	4.98



Goel	Group					
Mr. Gyanesh Gupta	Non-Promoter	N.A.	71040	0.34	277040	1.22
Mr. Radheshyam Khayaliram Mahipal	Non-Promoter	N.A.	0	0	200000	0.88
Mr. Rajender Kumar Chamaria	Non-Promoter	N.A.	11840	0.05	111840	0.49

Consequential Changes in the Voting Rights and Change in Management

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, voting rights will change in tandem with the shareholding pattern.

Lock-in Period:

The Subscription Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations, which as on the date of this notice, is specified as 1 (one) year from the date of the trading approval.

Undertakings

- i. Neither the Company, nor any of its directors and/or promoters has been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- ii. Neither the Company nor any of its directors and/or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii. The Company, its promoters and its directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.
- iv. As the Equity Shares have been listed for a period of more than 26 (twenty-six) weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable.
- v. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- vi. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- vii. The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, ("SCRR") and Regulation 38 of the Listing Regulations.

Relevant date with reference to which price has been arrived at.

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' in case of preferential issue of equity shares is the date 30 (thirty) days prior to the date on which meeting of shareholders is held to consider the proposed preferential issue. Accordingly, the 'Relevant Date' for the purpose of determining the floor price for the Preferential Allotment of the Subscription Equity



Shares is December 12, 2021, being the date 30 (thirty) days prior to the date of this extra-ordinary general meeting.

Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company is listed on BSE Limited ("BSE") hereinafter referred to as the ("Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and the share prices for the relevant periods, have been considered for arriving at the floor price of the Subscription Equity Shares to be allotted under the Preferential Allotment in accordance with the SEBI ICDR Regulations. In terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price is Rs.28.314/- (Rupees Twenty-Eight Point Three One Four only), being the average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on BSE, during the 26 (twenty-Six) weeks preceding the Relevant Date, i.e., December 12, 2021.

The pricing of the Subscription Equity Shares to be allotted on preferential basis as approved by the Board is Rs.28.5/- (Rupees Twenty-Eight Point Five only) per Subscription Equity Share, which is not less than the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations.

Amount which the Company intends to raise by way of such securities / size of the issue

The Company intends to raise upto Rs.6,00,21,000/- (Rupees Six Crore Twenty-One Thousand only) pursuant to the Preferential Allotment.

Auditors' Certificate

The certificate from Patki and Soman, Chartered Accountants, being the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM.

Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

The number of persons to whom Preferential Allotment have already been made during the year, in terms of numbers of securities as well as price

The Company has not made any preferential issue of securities during the year till the date of the EGM Notice.

Listing

The Company will make applications to the Stock Exchange at which the existing Equity Shares are already listed, for listing of the Subscription Equity Shares.



Other disclosures

The Proposed Allottees have not sold or transferred any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date.

Disclosure of Interest

None of the promoters, directors, manager or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 2 of the EGM Notice except as shareholders in general.

In accordance with the provisions of Sections 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Equity Shares to the Proposed Allottees is being sought by way of a special resolution as set out in Item No. 2 of this EGM Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, the registered office of the Company is currently closed, hence all the relevant documents/ agreements referred to in the Notice and explanatory statement will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or the said relevant documents can be made available to a member if he writes to the Company at info@alphalogiclimited.com requesting for the same. Once the situation is normalized and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

The Board believes that the proposed Preferential Allotment is in the best interest of the Company and its Members.

The Board of Directors of the Company recommends this resolution as set out in Item No. 2 of the Notice to the Members for their consideration and approval by way of a special resolution.

Resolution No.3

Your Board of directors would like to inform the members that, the Board at its meeting held on 17th December, 2021 has approved the resolution for alteration in Object Clause of Memorandum of Association (MOA), subject to approval by members in the ensuing Extraordinary General Meeting (EGM).

The principal business of the company is to carry on the business of software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on subcontracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of credit processing, cheque



processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

The company proposes to undertake the following business: -

"7. To carry on the business of producing, purchasing, selling, storing, milling, processing, refining, polishing, packing, marketing or otherwise deal in paddy, rice/maize/wheat cereals, pulses and food grains of all kinds and other allied produce. To treat, cure, submit to any process and prepare for the market agricultural products of all kinds of things whatsoever including dairy, farm and garden produce of all kinds. To carry on the business of commission agents, consultants, brokers, stockists, warehouse keepers, importers, exporters, wholesalers or retailers of any or all other items as referred above. To enter into contracts in the nature of futures, options, hedges, derivatives, insurance, reinsurance etc., with bankers, brokers, dealers, intermediaries, merchants, commission agents, aarthias, in respect of all types of agri products like cereals, pulses, oil seeds, etc. To sell, assign, pledge, hypothecate, redeem, cancel, dispose of, settle, and bring to account all or any of such transactions or contracts on redemption dates, anterior dates or extended dates in India and elsewhere."

8(a) To carry on in India or elsewhere the business to manufacture, produce, refine, process, formulate, buy, sell, import, export or otherwise to deal in ethyl alcohol, ethanol, and biodiesel fuel.

8(b) To produce biofuels such as ethanol for selling to petroleum marketing companies to enable them to blend in petrol.

8(c) To carry on the business of producers, refiners, processors, manufacturers, buyers, sellers, distributors, importers, exporters, traders, agents, stockists and to market and supply all types of sugar, sugarcanes & high starch agro products, agro based products, ethanol, alcohol, electricity, carbon, hydrocarbons, liquid or gaseous petroleum and petroleum products, minerals and the products or the bye-products thereof or its feed stocks or which may be derived, produced, prepared, developed, compounded, made or manufactured there from and substances obtained by mixing any of the foregoing with other substances and any and all kinds, types, purposes, grades, forms and formulations of alcohol products including rectified spirit and to put to commercial use and otherwise deal in any manner in all or any of them and their allied products and materials, and for this purpose establish, purchase, acquire, own, design, engineer, fabricate, build, alter, improve, operate, manage, maintain, repair, buy and sell refineries, pipelines, buildings, plants, equipment, facilities and outlets for the production, refining, processing, storage, supply, transportation and distribution of all types of sugarcanes and agro based products, including those referred to hereinabove and derivatives thereof, whether liquid, solid or gaseous, and alcohol & power of all kinds and to provide consultancy in all respects of all or any of the aforesaid.



8(d) To purchase or otherwise acquire any and all types of starch content agro based product and to manufacture, process, refine, treat, reduce, distill, blend, fractionate, convert, smelt, produce, purify, pump, store, hold, compress, bottle, pack, use, experiment with, buy, exchange, trade, transport, import, export, sell, market, supply, distribute or otherwise dispose of or deal in sugarcane, molasses, sugarcane juice, agriculture-based products, spirit, energy related and power related products of any nature and kind whatsoever including those referred to in Main Objects Clause 8 herein above and including:

- (i) All Organic and inorganic chemicals and synthetic chemical derived from fermented high starch juice of any nature and kind whatsoever including bye product, derivatives, and mixture thereof.
- (ii) Special types of ethanol and products, including specifically, gases, effluent gases, power, steam, Distiller's dried grains with solubles (DDGS), Distillers Wet Grains Soluble (DWGS) and bio fertilizers."

The Directors recommend the passing of the resolution under item No.3 of the accompanying Notice for the approval of the members of the company.

None of the Directors of the company or their relatives are concerned or interested in the passing of the above resolution.

Resolution No.4

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. 25 crores (as per resolution passed by the Members of the Company at the Extraordinary General Meeting (EGM) of the Company held on 07th January, 2019) to Rs. 150 Crores (Proposed in this EGM Notice).

The Board of Directors of the Company at its Meeting held on 17th December, 2021 has approved the above proposal and recommends the passing of the proposed Special Resolution as contained in the Item No.4 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.

Resolution No.5

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.



Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to increase the maximum limits under Section 186 from Rs. 21 crores (as per resolution passed by the Members of the Company at the Annual General Meeting (AGM) of the Company held on 27th July, 2019) to Rs. 100 Crores (Proposed in this EGM Notice) by way of special resolution. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.5 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice. The Board recommends the resolution at Item no.5 to be passed as Special Resolution.

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

Prashal Pandey

Company Secretary & Compliance Officer M.No. A61549 Place: Pune

Dated: 17th December, 2021