

4th August 2022

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

Scrip code / Scrip ID: 542770/ALPHALOGIC

Sub: Submission of Notice of 4th Annual 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 04th Annual General Meeting of the Company for the financial year 2021-22 to be held on Friday, August 26, 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.

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 the Fourth (04th) Annual General Meeting of the members of Alphalogic Techsys Limited will be held on Friday the 26th Day of August 2022 at 04:00 pm through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Standalone & Consolidated Financials of the Company for the financial year ended 31st March, 2022 together with the Report of the Directors and Auditors thereon**

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the company for the financial year ended March 31, 2022, together with the report of the Auditors thereon and of Board of Directors be and are hereby considered and adopted.”

- 2. To Appoint the director in place of Mr. Vedant Goel (DIN: 08290832) who is liable to retire by rotation and being eligible offer himself for re-appointment**

“RESOLVED THAT Mr. Vedant Goel (DIN 08290832) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a director of the company liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. 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. 14,00,00,000/- (Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh) equity shares of Rs.05/- (Rupees Five only) each to Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 4,20,00,000 (Four Crore Twenty Lakh) equity shares of Rs.05/- (Rupees Five only) 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 Authorized Share Capital of the Company is Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 4,20,00,000 (Four Crore Twenty Lakh) equity shares of Rs.05/- (Rupees Five only) 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”.

4. To Re-Appoint Mr. Amar Raykantiwar (DIN: 09438320), Independent Director

“RESOLVED THAT pursuant to provision of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Schedule IV to the Companies Act, 2013, Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to re-appoint Mr. Amar Raykantiwar, (DIN: 09438320) as Non-Executive, Independent Director of the Company, not liable to retire by rotation to hold office for the first tenure commenced from 17th December, 2021 to 16th December, 2026.

RESOLVED FUTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Issuance of Convertible Warrants on Preferential basis and matters related therewith.

“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 15,32,580 (Fifteen Lakh Thirty Two Thousand Five Hundred and Eighty) Convertible Warrants ("Warrants"), at a price of Rs. 39.15/- 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. 34.15/- (Rupees Thirty Four and Fifteen Paise Only) per share aggregating to ₹ 6,00,00,507/- (Rupees Six Crores Five Hundred and Seven 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 Goel	Promoter Group	1,50,000
Sushila Goel	Promoter Group	1,18,000
Anshu Goel HUF	Promoter Group	2,07,580
Neha Goel	Promoter Group	3,45,000
Vedant Goel	Promoter Group	3,45,000
Shruti Gupta	Non - Promoter	1,50,000
Radhyesham Mahipal	Non - Promoter	82,000
Amul Chamaria	Non - Promoter	1,35,000
Total		15,32,580

"RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, 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 27th July, 2022, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 39.15/- (Thirty Nine Rupees and Fifteen 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 ICDR Regulations, 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 Warrants 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 ICDR Regulations, 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 ICDR Regulations.”

“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 ICDR Regulations.”

“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 NSE and 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.”

6. Issue of Bonus Shares in the ratio of 1:2.

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the provisions of Article 157 of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors of the Company duly authorised in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 05/- each, credited as fully paid-up equity shares to the holders

of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories {National Securities Depository Limited and Central Depository Services (India) Limited}, on such date as may be fixed in this regard by the Board as "record date", in the proportion of 1 (One) equity share for every 2 (Two) existing equity shares held by the Members”.

“RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

“RESOLVED FURTHER THAT all such new equity shares as and when issued shall rank pari passu and carry the same rights with the existing equity shares of the Company in all respects;”

“RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary.”

“RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorised to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Laws, Rules & Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, the methodology for dealing with fractional shares, including but not limited to making appropriate adjustments to the Warrants issued/ to be issued/ allotted pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed pertaining to the same, Depositories, Ministry of Corporate Affairs, Reserve Bank of India and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard thereto.”

7. To approve existing as well as new material related party transactions with Company and/or its subsidiaries

“RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 (the ‘Act’) read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company’s policy on Related Party Transactions, and any other applicable provisions including any amendments thereto for the time being in force, consent of the members of the Company be and is hereby accorded, to enter into contract(s)/arrangement(s)/ transaction(s) with related parties as prescribed in section 2 (76), in which any of the Director(s) of the Company is interested in any capacity whatsoever, for the purchase and sale of goods & rendering or availing of services, Any transfer of resources, services or obligations to meet its objectives/requirements and any such transactions as termed as related party transaction under any law for the time being in force, as the Board may deem fit for the operations of the Company and on such terms and conditions as the Board of Directors may deem fit, to a maximum aggregate value of Rs. 50,00,00,000 (Fifty Crore Only) for the F.Y. 2022-23 and thereafter, provided that the said contract(s) /arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT all the material related party transactions entered into by the company during the financial year 2021-22 be and is hereby ratified and approved.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to related party transactions to be entered into by Subsidiaries of the company i.e. Alphalogic Industries Limited and Faraday Digital Inc, USA, in relation to any contract(s)/arrangement(s)/transaction(s) with related parties as prescribed in section 2 (76), in which any of the Director(s) of the Subsidiary Companies is interested in any capacity whatsoever, for the purchase and sale of goods & services and any such transactions as the Board of Subsidiary companies may deem fit for their operations and on such terms and conditions as the Board of Subsidiary companies may deem fit, to a maximum aggregate value of Rs. 50,00,00,000 (Fifty Crore Only) for each subsidiary company for the F.Y. 2022-23 and thereafter, provided that the said contract(s) /arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT Mr. Anshu Goel (DIN: 08290775), Director of the Company be and is hereby authorized to do such other acts, things, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors

For **Alphalogic Techsys Limited**


Anshu Goel
Managing Director



Date: 03-August-2022

Place: Pune

NOTES:

1. In view of the continuing CoVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021, 21/2021 and 2/2022 dated January 13, 2021, 14th December, 2021 and 05th may, 2022 respectively, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” and further circulars in this regard (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Since the AGM is being held through VC, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by members is not available, as provided in the MCA Circulars and hence the proxy form and attendance slip are not annexed to this notice. Pursuant to the provisions of Sections 112 and 113 of the Act, the Body Corporates are entitled to appoint authorized representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting
3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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/AGM. 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/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 Exchanges i.e., BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., www.evoting.nsdl.com.
7. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
8. In accordance with the MCA Circulars read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 13th May, 2022 (the 'SEBI Circular'):
 - a) Notice of the AGM along with the Integrated Report for the financial year 2021-22 is being sent to the Members, and to all other persons so entitled in electronic mode only, whose email addresses has been registered with the Company/ Depository Participants ('DPs')/ Depository). Members are requested to verify/ update their details such as email address, mobile number etc. with their DPs, in case the shares are held in electronic form.
 - b) The notice of AGM along with Annual Report will be sent to those members / beneficial owners whose name will appear in the register of members/ list of beneficiaries received from the depositories as on 29th July 2022.
 - c) The Notice of the AGM and the Integrated Report for the financial year 2021-22 will be available on the website of the Company www.alphalogicinc.com , and on the website of Bombay Stock Exchange Limited <https://www.bseindia.com> , in compliance with the MCA Circulars.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA

Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 21st August 2022 at 09:00 A.M. and ends on 25th August 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. 19th August 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 19th August 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

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on

	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. <ol style="list-style-type: none"> 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

	<p>available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>3. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
<p>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.</p> <p>How to Log-in to NSDL e-Voting website?</p>	

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
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 AGM (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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
3. 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.
4. 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 physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to alphalogic.cs@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). 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.
3. 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.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The Instructions for Members for E-Voting on the day of the AGM are as under: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM 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 AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

- Members will be provided with a facility to attend the AGM 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 alphalogic.cs@gmail.com 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 AGM by filling the below given google form at <https://www.alphalogicinc.com/fourth-agm>.
 2. Members are requested to send their questions at least 10 days in advance of the Annual 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.

4. Register of Members and Share Transfer Books of the Company will remain closed from 20th August, 2022 to 26th August, 2022 (both days inclusive).
5. Details of Director retiring by rotation / seeking appointment / re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

By order of the Board of Directors

For **Alphalogic Techsys Limited**



Anshu Goel
Managing Director



Date: 03-August-2022

Place: Pune

Annexure to the Notice

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

Item No. 3

The present authorised share capital of the Company is Rs.14,00,00,000/- (Rupees Fourteen Crores only) divided into 2,80,00,000 (Two Crore Eighty 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 August 3, 2022, has accorded its approval for increasing the authorised share capital from Rs.14,00,00,000/- (Rupees Fourteen Crore only) to Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 4,20,00,000 (Four Crore Twenty Lakh) equity shares of Rs.05/- each, subject to approval of the shareholders.

It is therefore proposed to increase the authorised share capital of the Company from the existing Rs. 14,00,00,000/- (Rupees Fourteen Crore only) divided into 2,80,00,000 (Two Crore Eighty Lakh) equity shares of Rs.05/- (Rupees Five only) each to Rs. 21,00,00,000/- (Rupees Twenty One Crore only) divided into 4,20,00,000 (Four Crore Twenty Lakh) equity shares of Rs.05/- (Rupees Five only) 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.3 of this AGM 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. 3 of the Notice to the Members for their consideration and approval.

Item No. 4

Mr. Amar Raykantiwar (DIN: 09438320) is Independent Director of the Company. He was appointed as Non-Executive Additional Independent Director of the Company at the Board Meeting of the Company held on 17th December, 2021 to hold office upto the date of ensuing annual general meeting, as he was appointed as additional director. However, his tenure as independent director of the company for the five consecutive period commenced from 17th December, 2021 to hold office upto 16th December, 2026.

Mr. Amar Raykantiwar is eligible to continue the office and being eligible offered himself for reappointment which is subject to the approval of members.

Mr. Amar is a doctor by profession and carrying on his medical practice for a long period of time and have a good knowledge of terms of business as well. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Amar Raykantiwar fulfills the conditions of appointment of Independent Director as specified in the Companies Act, 2013, Rules made thereunder and other applicable provisions of listing regulations and is independent of the management and has given his consent and declaration for the same in accordance with section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in view the above facts and on the basis of recommendation of Nomination and Remuneration Committee and the performance evaluation by the Board of Directors at their meeting held on 3rd August 2022 the Board is of the view that during his tenure as an Independent Director he has participated independently in the Board Meetings. The re-appointment and continuation of his directorship would benefit Company from the governance perspective and decided to continue and approve the continuation of appointment of Mr. Amar Raykantiwar as Non-Executive Independent Director of the Company for his term of five consecutive years as commenced from 17th December, 2021 to 16th December, 2026.

Also, in terms of sub section (13) of section 149 read with explanation to sub section (6) of section 152 of the Companies Act, 2013, Mr. Amar Raykantiwar being independent director shall not be liable to retire by rotation.

A brief profile of Mr. Raykantiwar is stated in the annexure to the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution as set out in Item No. 4.

The Board recommends passing of resolution as set out in item No. 4 as Special Resolution.

Item No.5

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 August 3, 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 15,32,580 (Fifteen Lakh Thirty Two Thousand Five Hundred and Eighty) Convertible Warrants (“Warrants”), at a price of Rs. 39.15/- 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. 34.15/- (Rupees Thirty Four and Fifteen Paise Only) per share aggregating to ₹ 6,00,00,507/- (Rupees Six Crores Five Hundred and Seven Only) to persons / entities of the promoter group and

certain other identified persons / entities / body corporates ("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 Wednesday, 03rd August 2022 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 15,32,580 (Fifteen Lakh Thirty Two Thousand Five Hundred and Eighty) Convertible Warrants ("Warrants"), at a price of Rs. 39.15/- per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of face value of Rs. 05/- each ("the Equity Shares") at a premium of Rs. 34.15/- (Rupees Thirty Four and Fifteen Paise Only) per share aggregating to ₹ 6,00,00,507/- (Rupees Six Crores Five Hundred and Seven 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 (ICOR) 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 15,32,580 (Fifteen Lakh Thirty Two Thousand Five Hundred and Eighty) Convertible Warrants ("Warrants"), at a price of Rs. 39.15/- per Warrant, each convertible into, or exchangeable for, One (01) fully paid-up equity share of face value of Rs. 05/- each ("the Equity Shares") at a premium of Rs. 34.15/- (Rupees Thirty Four and Fifteen Paise Only) per share aggregating to ₹ 6,00,00,507/- (Rupees Six Crores Five Hundred and Seven Only) to 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 Regulation 164(1) of ICDR Regulations 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 recognised stock exchange preceding the relevant date.

The pricing of the Warrants to be allotted on preferential basis is Rs. 39.15/- 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 July 27, 2022, the date 30 days prior to the date of this 04th Annual 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	
(A)	Promoter and Promoter Group				
1.	Indian				
(a)	Individuals/Hindu Undivided Family	1,69,11,098	74.92	1,80,76,678	74.99
(c)	Bodies Corporate	-	-	-	-
	Sub Total (A)(1)	1,69,11,098	74.92	1,80,76,678	74.99
2	Foreign	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	1,69,11,098	74.92	1,80,76,678	74.99
(B)					
1	Institutions	-	-	-	-
(a)	Mutual Funds	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-
(i)	Provident Funds/ Pension Funds	-	-	-	-
(j)	Any other (Specify)	-	-	-	-
	Sub Total (B) (1)	-	-	-	-
2	Non-Institutions				
(a)	i)Individuals	55,43,722	24.55	59,10,722	24.51
	ii)Clearing Member	8046	0.04	9,135	0.04
	iii) Bodies Corporate	9,504	0.04	9,504	0.04
	*Non-Resident	34,133	0.15	36,633	0.15

	Indians				
	HUF	66,675	0.30	66,492	0.28
	Trusts	-	-	-	-
	Sub Total (B) (2)	56,62,080	25.08	60,29,080	25.01
	Total Public Shareholding (B)=(B)(1)+(B)(2)	56,62,080	25.08	60,29,080	25.01
	Total (A)+(B)	2,25,73,178	100.00	2,41,05,758	100.00

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

Notes:

- The pre-issue shareholding pattern is as on 22nd July 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 Goel, Mrs. Sushila Goel, Anshu Goel HUF, Mrs. Neha Goel, Mr. Vedant Goel, 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 04th Annual 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 Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

14. Auditors' Certificate:

The Certificate being issued by Patki & Soman, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, will be placed before the Members at the 04th Annual 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 04th Annual General Meeting.

15. Other Disclosures / Undertakings:

- a. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter,
- b. The Proposed allottees have not sold any equity shares of the Company 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	Ultimate Beneficial Owners (If applicable)	Allottees Pre Issue Equity holding		No. of warrants to be allotted	Post issue Equity holding (After exercise of Warrants)	
		No. of Shares	%		No of Shares	%
Promoter						
Anshu Subhash Goel HUF		4,82,200	2.14	2,07,580	6,89,780	2.86

Mrs. Neha Anshu Goel		14,78,536	6.55	3,45,000	18,23,536	7.56
Mr. Vedant Goel		11,10,312	4.92	3,45,000	14,55,312	6.04
Mr. Subhash Goel		49,310	0.22	1,50,000	1,99,310	0.83
Mrs. Sushiladevi Subhash Goel		49,310	0.22	1,18,000	1,67,310	0.69
Others						
Mr. Radhyesham Mahipal		1,92,500	0.85	82,000	2,74,500	1.14
Mr. Amul Chamaria		1,65,760	0.74	1,35,000	3,00,760	1.25
Ms. Shruti Gupta		-	-	1,50,000	1,50,000	0.62

* Assuming all the Warrants is converted into Equity Shares of the Company

Notes:

- Mr. Subhash Goel, Mrs. Sushiladevi Goel, Mrs. Neha Goel, Anshu Goel HUF, Mr. Vedant Goel, form part of the promoter group.
- The pre-issue shareholding pattern is as on 22nd July, 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.

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. 5 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. 6

The Bonus Issue has been recommended by the Board of Directors as a reward to the shareholders for having reposed confidence and trust in the company. The bonus issue of equity shares is being made to encourage the participation of small investors by making the equity shares of the Company more affordable to them, to expand the retail shareholders base and to increase the liquidity of the equity shares. The Board of Directors of your Company at their meeting held on 03rd August 2022 have considered and approved a bonus issue in the ratio of 1:2 i.e. One (01) equity share will be allotted as bonus share for every Two (02) equity shares held by the member

as on the record date to be fixed by the Board. The record date will be uploaded on the websites of the Stock Exchanges (BSE) as well as on the website of the Company.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

The bonus issue of equity shares would, inter alia, require appropriate adjustments in the Warrants to be issued/ issued/ allotted under chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Board of Directors including any Committee of the Board shall approve the necessary adjustments to the Warrants to be issued/ issued/allotted.

Accordingly, the Board of Directors of the Company recommend resolution no. 6 for capitalisation of the amount standing to the credit of free reserves and/or the securities premium account and/or the capital redemption reserve account for the purpose of issue of bonus equity shares be considered and approved as per the terms and conditions set out in the resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No.6 of the Notice except to the extent of their shareholding in the Company.

Item No. 7

Pursuant to provisions of Section 188 of the Companies Act, 2013 (the 'Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company's policy on related Party transactions, and any other applicable provisions including any amendments thereto for the time being in force, the Audit Committee of the company and Board at their meeting held on 3rd August 2022 have passed the Unanimous Resolution, subject to the approval of members in ensuing Annual General Meeting (AGM) to enter into contract(s)/arrangement(s)/transaction(s) with related parties as prescribed hereunder in which any of the Director(s) of the Company is interested in any capacity whatsoever, for the purchase and sale of goods & services and any such transactions as the Board may deem fit for the operations of the Company and on such terms and conditions as the Board of Directors may deem fit, to a maximum aggregate value of Rs. 50,00,00,000 Crore (Fifty Crores Only) for the F.Y. 2022-23 and thereafter, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

S.No.	Name of the Company /Body Corporate in which directors are interested.	Maximum amount upto which contract(s)/arrangement(s)/transaction(s) with related parties may be provided by the company
01	Mr. Anshu Goel (Director & Promoter)	Rs. 20,00,000/-
02	Alphalogic Industries Limited (formerly known as Alphalogic Trademart Limited)	Rs. 18,00,00,000/-
03	Any other Company/Body Corporate/Firms in which any of the Directors or their Relatives are interested.	Rs. 31,80,00,000/-

Further, pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 as amended, it is required to approve the material related party transactions entered into during the year under review by the shareholders. The details of such transaction are mentioned in Form AOC-2 annexed to the Board Report being the part of this annual report.

The material related party transactions entered into by the subsidiaries also require prior approval of shareholders of the holding company and therefore the Board also recommends for approval of members, material related party transactions by the Subsidiary companies i.e., Alphalogic Industries Limited and Faraday Digital Inc, USA for a maximum amount of Rs. 50,00,00,000/- each for the financial year 2022-23.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution as set out in Item No. 7 except to the extent of their shareholding and directorship in the company and its subsidiaries.

The Board of directors recommends the aforesaid Resolution set out at Item No. 7 of the Notice for approval by the shareholders by way of Ordinary Resolution.

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING:

Name of Directors	Mr. Vedant Goel	Mr. Amar Raykantiwar
Date of Birth	04-07-1993	02-05-1983
Age	28 Years	39 Years
Date of Appointment	01-03-2019	17-12-2021
Expertise / Experience in specific functional areas	Business	Medical profession
Qualification	B.Com	MBBS, DNB
Terms and Conditions of Appointment/ Reappointment	NA	As per the code of conduct for the independent directors
Remuneration last drawn	Nil	-
Remuneration proposed to be paid	Nil	-
No. & % of Equity Shares held in the Company (as on 31.03.2022)	1110312 (4.92%)	Nil
Directorship in other Companies (As on 31.03.2022)	Alphalogic Industries Limited	-
Number of Meetings of the Board attended	8	2 (Board Meetings were held after appointment)
Chairman / Member of the Committees of the Board of Directors of other Companies in which he/ she is director	Member of Nomination and Remuneration Committee	None
Relationship between directors inter-se	Brother of Mr. Anshu Goel, Managing Director	NA

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

Anshu Goel

Anshu Goel
Managing Director



Date: 03-August-2022

Place: Pune