



NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Second (32nd) Annual General Meeting ('AGM / the meeting') of the Members of **Equippp Social Impact Technologies Limited** ('the Company') is scheduled to be held on Monday, 30th day of September, 2024 at 03:30 P.M. through Video conferencing ('VC') / Other Audio-Visual Means ('OAVM') without the physical presence of the members at a common venue, to transact the following businesses:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of Board of Directors and the Auditors thereon.**

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

“RESOLVED THAT the audited standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted.”

- 2. To appoint a Director in place of Mr. Sreenivasa Chary Kalmanoor (DIN: 09105972) who retires by rotation and, being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT Mr. Srinivasa Chary Kalmanoor (DIN: 09105972), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”



SPECIAL BUSINESS:

3. Reappointment of Mr. Sreenivasa Chary Kalmanoor (DIN: 09105972) as Executive Director of the Company

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 Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re enactment thereof), applicable clauses of the Articles of Association of the Company, SEBI regulations and as recommended by the Nomination and Remuneration Committee and considered by board, approval of the members be and is hereby accorded for appointment of Mr. Sreenivsa Chary as Executive Director of the Company with effect from 1st October, 2024 at a remuneration of Rs 3,00,000 P.A.

“FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Sreenivasa Chary Kalmanoor Remuneration and perquisites, if any not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

4. Approval of Related Party Transactions

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, and section 188 of the Companies Act, 2013 and



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Rules made thereunder, including statutory modification(s) or reenactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to Sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.”

“FURTHER RESOLVED THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.”

By Order of the Board of Directors
Equipp Social Impact Technologies Limited

Sd/-

Pooja Sharma

Company Secretary & Compliance
Officer

Membership No.: ACS A68710

Place: Hyderabad

Date: 04.09.2024

Registered Office:

8th Floor, Western Pearl Building,
Hitech City Road, Kondapur,
Hyderabad-500081, TG, India.

Tel:040-29882855

URL: www.equipp.in

CIN: L72100TG2002PLC039113



NOTES:

1. In compliance with the MCA circulars dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 13th January 2021, 5th May 2022, 28th December, 2022, 25th September, 2023 and SEBI circular dated May 12, 2020 and January 15, 2021, January 5, 2023 7th October, 2023 to conduct their Annual General Meetings on or before 30th September 2024 through video conferencing (VC) or other Audio Visual Means (OAVMs), the 32nd Annual General Meeting of the Company shall be conducted through Video Conferencing (VC) to be referred to as “e-AGM” on Monday, September 30, 2024 at 3.30 PM. (IST). The Company would be availing the services of CIL Securities Ltd for Video Conferencing facility for the e-AGM.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM. Accordingly, the proxy form, attendance slip, and route map of AGM are not annexed to this Notice.
3. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, (“Act”) relating to the Special Business Items are given below and forms part hereof.
4. Director proposed to be appointed/re-appointed: Details of Directors retiring by rotation or seeking appointment/re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India (ICSI).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. 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 to at least 1000 members on a 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.
7. 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

MCA circulars dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 13th January 2021, 5th May 2022, 28th December, 2022, 25th September, 2023 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e- voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

8. In line with the MCA circulars mentioned above, the Notice calling the AGM has been uploaded on the website of the Company at www.equipp.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., <http://www.evotingindia.com>.

Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to balaramdesina@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

10. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintaining their Demat Accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Company's Registrar and Share Transfer Agent.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Members joining the meeting through VC, who have not cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
13. To support the "Green Initiative", members who have not registered/updated their respective e-mail addresses with Company's Registrar and Share Transfer Agent - if shares are held in



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physical mode and with their DPs - if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.

14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at cs@equipp.com and rta@cilsecurities.com. The same will be replied by the Company suitably.
15. All documents referred to in the accompanying Notice will be available for inspection through electronics mode on receipt of request by the Company at cs@equipp.com
16. Electronic copy of the Annual Report for Financial Year (FY) 2023-2024 together with a copy of the Notice of the 32nd AGM of the Company inter-alia stating the process and manner of remote e- voting are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes.
17. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 both days inclusive, in connection with the ensuing AGM.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i) The voting period begins on 27th September 2024 09.00 AM and ends on 29th September 2024, 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated September 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e- Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.
	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none">3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, the 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.jsp3) Visit the e-Voting website of NSDL. Open a 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining
	<p>virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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 toll free no. 1800225533
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

vi) After entering these details appropriately, click on “SUBMIT” tab.

vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix) Click on the EVSN for EQUIPPP SOCIAL IMPACT TECHNOLOGIES LIMITED.

x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
- xvii) Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@equipp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance between 17th September 2024 (10.00 am) to 20th September 2024 (5.00 pm) mentioning their name, demat account number/folio number, email id, mobile number at cs@equipp.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance between 17th September 2024 (10.00 am) to 20th September 2024 (5.00 pm) mentioning their name, demat account number/folio number, email id, mobile number at cs@equipp.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



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9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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

Item No. 4

The existing term of appointment of Mr. Sreenivasa Chary Kalmanoor shall expire on 31st March, 2025. The Board of Directors in their meeting held on 04.09.2024, based on the recommendation of Nomination and Remuneration Committee of the Company have approved reappointment of Mr. Sreenivasa Chary Kalmanoor (DIN: 09105972) for another tenure of 3 years with effect from 1st October, 2024.

Mr. Sreenivasa Chary Kalmanoor (DIN: 09105972), is Executive Director of the Company. Mr. Sreenivasa Chary Kalmanoor, holds an MBA degree in Entrepreneurship Management and a Diploma in Project Management. He worked as an animator and technical lead in an animation industry for 13 years. Apart from this, he has given software training in animation to MNC employees. Mr. Sreenivasa Chary Kalmanoor's association with the Company would be beneficial to the Company

In case of loss or inadequacy of profits, as per Section 197, 198 of the Companies Act, 2013 a company may pay remuneration within the limits prescribed under Schedule V of the Act based on its effective capital, subject to shareholders' approval vide Special Resolution which would be valid for a period of 3 years from the date of reappointment.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:

I. GENERAL INFORMATION

(1) Nature of industry:

The company is engaged in the business of IT and IT enabled services

(2) Date or expected date of commencement of commercial production:

Not Applicable

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: **Not Applicable.**

(4) Financial performance based on given indicators

In lakhs

Particulars	2023-24	2022-23	2021-22
Revenue from Operations	186.66	150.11	-
Profit before Tax	(14.94)	28.02	(294.83)
Profit after Tax	(14.94)	28.02	(294.83)



(5) Foreign investments or collaborations, if any. Nil as on 31.03.2024

II. INFORMATION ABOUT THE DIRECTOR TO WHOM REMUNERATION IS CONSIDERED

(1) Background details:

Mr. Sreenivasa Chary Kalmanoor (DIN: 09105972), is an Executive Director of our Company. Mr. Sreenivasa Chary Kalmanoor, holds an MBA degree in Entrepreneurship Management and a Diploma in Project Management. He worked as a technical lead for 13 years in the AVGC domain. Apart from this, he is a software trainer and worked for several MNCs

(2) Past remuneration : Rs. 3,00,000 per annum

(3) Recognition or Awards: Nil

(4) Job profile and his suitability:

Mr. Sreenivasa Chary Kalmanoor holds an MBA degree in Entrepreneurship Management and a Diploma in Project Management. He worked as a technical lead for 13 years in the AVGC domain. Apart from this, he is a software trainer and worked for several MNCs. He is an expert in client communication and participated in many international conferences.

(5) Remuneration proposed: Rs . 3,00,000 per annum

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Remuneration paid/payable to Mr. Sreenivasa Chary Kalmanoor, is commensurate with industry standards and Board level positions held in similar sized domestic companies, taking into consideration the responsibilities shouldered by him.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration payable to Mr. Sreenivasa Chary Kalmanoor, there is no other pecuniary relationship with the Company or with the managerial personnel of the Company.



III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits:

As the company is just coming out of insolvency and steps are taken up for implementing the NCLT order and meeting MPS compliance, business is at a very early stage with limited capital. Efforts are underway into IP development and setting up business operations leading to higher expenditure compared to income causing the loss.

(2) Steps taken or proposed to be taken for improvement:

While MPS compliance remains major hurdle for capital infusion to propel the business growth, strategic understanding with associate company and loan from promoter is being utilized to build the business

(3) Expected increase in productivity and profits in measurable terms

With the various initiatives taken to improve performance, the Company is confident that with effective implementation of its turnaround strategy there would be substantial increase in productivity and profitability to turnaround the Company within the next 3 years.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and as per Regulation 17(1) (1C) of SEBI (LODR) Regulations, 2015, any such reappointment and payment of remuneration needs to be approved by the members by way of special resolution within three months of reappointment by the Board of Directors. Hence the Directors recommend the Resolutions at Item No. 3 of the accompanying Notice for the approval of the Members of the Company by way of Special Resolution.

Except for the Appointee Mr. Sreenivasa Chary Kalmanoor, being the appointee and their relatives, None of the Directors, Key Managerial Personals or their relatives are interested financially or otherwise in the resolution proposed at item No. 3

Item No.4

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that any transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.



The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on May 12, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Details of the proposed related party transactions are provided herein below:

Name of the Related Party	Name of Director/KMP interested	Nature of Relationship	Value of the transaction	Nature and material terms of Contract/ arrangement/ Transactions
Pre IPO Design and Tech Private Limited	Ms. Vindhya Dronamraju	Ms. Vindhya Dronamraju being Common Director	Rs. 8.45 Crore	Technology, advisory, strategy, Financial and personnel Management services

All the related party transactions are entered into during the financial year with Pre – IPO were on arm's length basis and in the ordinary course of Company's business and are in compliance with the applicable provisions of Section 188 of the Act and Regulation 23 of Listing Regulations.

As per Regulation 23(4) of SEBI (LODR) Regulations, 2015 and Section 188(1) read with rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 all material related party transactions needs to be approved by the members by passing a resolution. Hence the Directors recommend the Resolutions at Item No. 4 of the accompanying Notice for the approval of the Members of the Company by way of Ordinary Resolution.

Except for Ms. Vindhya Dronamraju, being the interested Director and their relatives, None of the Directors, Key Managerial Personals or their relatives are interested financially or otherwise in the resolution proposed at item No. 4 above



Annexure to Notice

The details of the Directors seeking reappointment/regularization at the ensuing AGM as required under Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('Secretarial Standard') is provided hereunder:

Name of Director	Mr. Sreenivasa Chary Kalmanoor
Purpose	Re appointment
Director Identification Number	09105972
Date of Birth	22.03.1986
Date of first Appointment	18.03.2021
Qualification	He holds an MBA degree in Entrepreneurship Management and a Diploma in Project Management.
Category	Executive Director
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being reappointed as a Director liable to retire by rotation and also being reappointed as Executive Director for a period of three years at an annual remuneration of Rs 3 Lakhs with effect from 1 st October, 2024
Remuneration paid for FY 2023-24	Rs.3,00,000/- per annum
Relationship with other Director Manager and other Key Managerial Personnel of the Company.	Not related to any Director/KMP



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Brief Resume and expertise in specific functional area	<p>Mr. Sreenivasa Chary Kalmanoor, holds an MBA degree in Entrepreneurship Management and a Diploma in Project Management. He worked as an animator and technical lead in an animation industry for 13 years. Apart from this, he has given software training in animation to MNC employees.</p> <p>He is an expert in client communication and attended many international conferences.</p>
Directorships held in other Companies as on March 31, 2024	2
Chairman / Member of the Committee of the Board of Directors of the Company	None
No. of Board Meetings attended during the year	9
Chairman/Member of the Committee of the Board of Directors in other Companies as on March 31, 2024	Nil