



INTENSE TECHNOLOGIES LIMITED

CIN: L30007TG1990PLC011510

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Website: www.in10stech.com; E-mail: info@in10stech.com

NOTICE

Notice is hereby given that an EXTRA ORDINARY GENERAL MEETING of the Members of Intense Technologies Limited (CIN: L30007TG1990PLC011510) will be held on Tuesday, 18th day of May, 2021 at 12:00 P.M. (IST) through video conference (VC) or Other Audio Visual Means (OAVM), to transact the following business:

Special Business:

ITEM No. 1

Issuance of warrants convertible into equity shares to promoters of the company / specified persons on preferential basis:

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

“RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 10,00,000 (Ten Lacs Only) convertible warrants (“Warrants”) at a price of ₹. 36.93 /- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of ₹. 2/- each of the Company (“Equity Shares”) at a premium



of ₹. 34.93 /- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the following persons / entities forming part of the Promoters / specified persons ("proposed allottees") of the Company for Consideration payable through electronic means/ banking channels and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations 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:

Sl. No.	Proposed Allottee	Number of warrants	Category
1.	Mr. Chidella Krishna Shastri	8,00,000	Promoter group
2	Mrs. Usha Rani Padmasola	2,00,000	Non-Promoter group
	Total	10,00,000	

RESOLVED FURTHER THAT the "Relevant Date" for this proposed issue of warrants in accordance with the SEBI ICDR Regulations shall be 16th April, 2021 (17th April, Being Non trading day) being the date 30 days prior to the date of passing of the Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹. 2/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- v. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vi. 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 paripassu in all respects including dividend, with the then existing Equity Shares of the Company.



- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in 3 years for Promoter Group and 1 year for non-promoter group, as prescribed under the SEBI ICDR Regulations from time to time.

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 Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), 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 proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or 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, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

Place: Secunderabad
Date: 20th April, 2021

For and on behalf of the Board



C. K. Shastri
Chairman & Managing Director
DIN: 00329398



NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business to be transacted at the Extra ordinary General Meeting is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") permitted the holding of the EGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards-1 & 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the EGM.
3. ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/ OAVM UNDER THE FRAMEWORK OF MCA CIRCULARS ON ACCOUNT OF THREAT POSED BY COVID-19, WHERE PHYSICAL PRESENCE OF MEMBERS HAS BEEN DISPENSED WITH, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
4. As the EGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) shall send scan of certified true copy of the Board Resolution/ Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company at info@in10stech.com to attend the EGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

The Notice will also be available on the Company's website www.in10stech.com, 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, and on the website of RTA- KFin Technologies Pvt. Ltd. ("KFin") (earlier Karvy Fintech Pvt. Ltd.) at <https://evoting.karvy.com>.

Shareholders are requested to follow the process as guided below to enable the Company to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password.

Physical Holding: Member may send an e-mail request to the Company at info@in10stech.com or to its RTA - KFin at einward.ris@kfintech.com along with y scanned copy of the signed request letter mentioning your Name, Folio Number, Share certificate number, complete address, email address and mobile number, and y scanned copy of self-attested PAN card

Demat Holding: Members holding shares in dematerialized mode are requested to register / update their email addresses with their relevant Depository Participant.



Alternatively, (for temporary registration for forthcoming EGM only) member may follow the process mentioned above under- Physical Holding and send 16 digit DPID & Client ID in place of Folio No. along with scanned copy of self-attested Client Master copy or consolidated Demat Account Statement. In case of any queries / difficulties in registering the e-mail address, Members may write to info@in10stech.com or evoting@nsdl.co.in

7. Voting through electronic means

- i. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and the Listing Regulations a member of the Company holding shares either in physical form or in dematerialized form, shall exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
- ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of The National Securities Depository Limited (NSDL) as the Authorised Agency to provide remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting).
- iii. Further, facility for e-voting shall also be made available at the EGM (through insta poll) and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through insta poll.
- iv. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail.
- v. The Board of Directors have appointed CS Puttaparthi Jagannatham, Advocate as the Scrutinizer, for conducting the e-voting (insta poll) and remote e-voting process in a fair and transparent manner.
- vi. **The cut-off date for the purpose of voting (including remote e-voting) is 11th May, 2021**
- vii. Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- viii. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available: Commencement of remote e-voting 09:00 a.m. (IST) on 15th May, 2021 End of remote e-voting 05:00 p.m. (IST) on 17th May, 2021.
- ix. The procedure and instructions for remote e-voting are as under:
 - a. The Company has entered into an arrangement with The National Securities Depository Limited (NSDL) for facilitating remote e-voting for the Extra ordinary General Meeting. The instructions for remote e-voting are as under:



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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

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

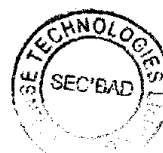


- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. 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, your 'initial password' is communicated to you on your postal address.
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.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pjagan123@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990 or send a request at evoting@nsdl.co.in

Attending the EGM through VC / OAVM

The Company will be providing VC/AOVM facility to enable the members to attend the EGM. Members who are entitled to participate in the EGM can attend the EGM. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. The EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



The instructions for members for e-voting on the day of the EGM are as under:-

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

The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the extraordinary general meeting, first count the votes cast at the extraordinary general meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the extraordinary general meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

The resolutions will be deemed to be passed on the extraordinary General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company www.in10stech.com and on KFin's website (<https://evoting.karvy.com>) immediately after the result is declared and shall simultaneously be forwarded to National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the Company's shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 1

To augment the funding requirements of the Company for working and capital expenditure requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on 20th April, 2021 accorded its approval for raising funds through issuance of up to 10,00,000 (Ten Lacs) Convertible Warrants ("Warrants") to the proposed allottees as set out below, being promoters of the Company / specified persons ("proposed allottees") on a preferential basis by way of private placement subject to approval of the members of the Company.

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.



The Board of Directors of the Company at their meeting held on Tuesday, 20th April, 2021 had approved the issue of Warrants and accordingly proposes to issue and allot in aggregate and upto 10,00,000 (Ten Lacs) Convertible Warrants ("Warrants") each convertible into or exchangeable for One (1) Equity Share of face value of ₹. 2/- each ("the Equity Shares") at a price (including the warrant subscription price and the warrant exercise price) of ₹. 36.93 /- each at a premium of ₹. 34.93 /- per share for each Warrant aggregating to ₹. 3,69,30,000 (Rupees Three crores sixty nine lakhs and thirty thousand only) to the following allottees forming part of the Company's promoters / specified persons:

Sl. No.	Proposed Allottee	Number of warrants
1.	Mr. Chidella Krishna Shastri	8,00,000
2	Mrs. Usha Rani Padmasola	2,00,000
	Total	10,00,000

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 terms and conditions as applicable, entitling the Proposed Allottees to subscribe to and be allotted the Warrants convertible into Equity Shares of the Company.

Accordingly, the approval of the members of the Company is being sought, by way of a special resolution, to create, issue, offer and allot, warrants convertible into Equity Shares, by way of preferential allotment to the proposed allottees.

The Warrants issued pursuant to the abovementioned resolutions shall be subject to lock-in in accordance with Regulations 167 and 168 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Equity Shares arising out of the conversion of the warrants shall rank Pari-passu inter se and with the then existing equity shares of the Company in all respects.

The disclosures prescribed under the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are as follows:

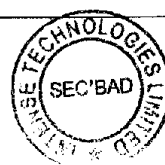
Particulars	Disclosure
The objects of the issue	To augment the funding requirements of the Company for immediate working, Marketing of products and capital expenditure requirements, and for other general corporate purposes.
The total number of shares or other securities to be issued	Total number of Convertible Warrants to be issued - 10,00,000 (Ten lakhs)
The price or price band at/within which the allotment is proposed	In accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018 <ul style="list-style-type: none"> Total 10,00,000 convertible warrants are issued



	<ul style="list-style-type: none"> On conversion of warrants to Equity shares, the issue price shall be at Rs. 36.93 (Face value – Rs. 2 and Premium at Rs. 34.63) Warrants shall be exercised within a period of 18 (eighteen) months from the date of allotment, in one or more tranches. The proposed issue of Equity shares upon exercise of warrants would be within the limits of the existing authorised capital of the Company.
Basis on which the price has been arrived at	<p>The price has been calculated in accordance with Part IV – Regulation 164 of SEBI (ICDR) Regulations, 2018.</p> <ul style="list-style-type: none"> The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). the equity shares listed on the NSE are frequently traded and trading volume at NSE is higher, the minimum issue price of Warrants has been calculated with reference to NSE. The minimum price per convertible warrant has been computed as 36.93 /- It is proposed to issue Warrants which are convertible into equivalent number of equity shares of 2/- each (face value) and at an issue price of ₹36.93/- each.
Relevant date with reference to which the price has been arrived at	Relevant date in accordance with Regulation 161 of SEBI ICDR Regulations, 2018 – 16th April, 2021
The class or classes of persons to whom the allotment is proposed to be made	Mr. Chidella Krishna Shastri, promoter and Mrs. Usha Rani Padmasola, non-promoter
Intention of promoters, directors or key managerial personnel to subscribe to the offer	<ul style="list-style-type: none"> The preferential issue is being made, to Chidella Krishna Shastri, promoter of the Company. Therefore, he is interested in the proposal to the extent of the Securities to be issued and allotted to them. None of the other directors/key managerial personnel of the Company would be subscribing to the preferential issue of Warrants proposed to be issued by the Company
The proposed time within which the allotment shall be completed	The Securities shall be issued and allotted within a period of fifteen (15) days from the date of passing of the Special Resolution, provided that where the allotment of such Securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be



	permitted under the applicable SEBI ICDR Regulations as amended from time to time.		
The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name of the allottee	Pre issue details	Post issue details
	Mr. Chidella Krishna Shastri	17,28,592 shares 7.71% shareholding	25,28,592 10.79% shareholding
	Mrs. Usha Rani Padmasola	Nil shares Nil % shareholding	2,00,000 0.85% shareholding
The change in control, if any, in the Company that would occur consequent to the preferential offer	There will be no change in the Board of Directors and no change in the control over the Company consequent to the issue of Securities as aforesaid		
The number 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	There was no Preferential Issue made during the year		
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not applicable		
Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue	<p>Ultimate beneficial owners of the shares proposed to be allotted:</p> <p>Mr. Chidella Krishna Shastri, promoter and Mrs. Usha Rani Padmasola, non-promoter</p>		
Undertaking and other disclosures	<ul style="list-style-type: none"> Company shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so. 		



	<ul style="list-style-type: none"> • If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees. • None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations. • The Company is eligible to make the Preferential Issue to its Promoter under Chapter V of the SEBI ICDR Regulations. • During the period, commencing from 1 April 2020 till the date of Notice of this EGM, the Company has not made any preferential issue of Warrants/Equity Shares. • No member of the promoter group of the Company have sold or transferred any Equity Shares during the six months preceding the Relevant Date. • The Company has not made any preferential issue of securities during the current financial
Auditor's certificate & Inspection of Documents:	<p>The Certificate issued by M/s. M.S.P.R & Co., 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, will be placed before the Members at the EGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, upto the date of this EGM.</p>
Lock in period:	<p>The proposed allotment of Warrants shall be subject to lock-in as per requirements of the SEBI ICDR Regulations for period of one year from the date of allotment. The Equity Shares arising pursuant to exercise of options against each Warrant, to Promoter, shall be subject to 'lock-in' for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 167 and 168 of the SEBI ICDR Regulations.</p>
Disclosure about the names of issuer, its Promoters or any of its Directors not appearing in the list of wilful defaulters as issued by RBI.	<p>The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India ("RBI").</p>



Disclosure pursuant to the pre issue and post issue shareholding pattern of the Company:

Sr. No	Category	Pre issue		Issue of warrants	Post issue #	
		shares	%		shares	%
A	Promoters holding					
1	Indian					
	Individuals	40,98,544	18.28	8,00,000	48,98,544	20.91
	sub-total	40,98,544	18.28	8,00,000	48,98,544	20.91
2	Foreign	0	0	0	0	0
	sub-total (A)	40,98,544	18.28	8,00,000	48,98,544	20.91
B	Non-promoters' holding					
1	Non-institutional investors					
	Body corporates	29,56,864	13.19		29,56,864	12.62
	Directors and relatives	12,95,635	5.78		12,95,635	5.53
	NRIs	5,88,024	2.62		5,88,024	2.51
	Indian public and others	1,34,84,882	60.13	2,00,000	1,36,84,882	58.43
	sub-total (B)					
	Grand Total	2,24,23,949	100	10,00,000	2,34,23,949	100

assuming full conversion of the warrants

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 9th April, 2021.
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants to Mr. Chidella Krishna Shastri, Promoter, Mrs. Usha Rani Padmasola, non-promoter is being sought by way of a "Special Resolution" as set out in the said item no. 1 of the Notice.



The aforesaid Preferential Issue is within the Authorised Share Capital limit of the Company.

The Board of Directors believes that the proposed Preferential Issue are in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives Except Mr. Chidella Krishna Shastri, Chairman & Managing Director, Mrs. Usha Rani Padmasola and their respective relatives, are in any way, concerned or interested, financially or otherwise in the said resolution.

Date: 20th April, 2021

For and on behalf of the Board
Place: Secunderabad



C. K. Shastri
Chairman & Managing Director
DIN: 00329398

