

NOTICE OF EXTRAORDINARY GENERAL MEETING

Respected Member(s),

NOTICE is hereby given that the Extraordinary General Meeting (EGM) of the Members of Stampede Capital Limited (CIN: L67120TG1995PLC020170) will be held on Sunday, October 10, 2021 at 02:30 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), for which purpose the Registered office of the Company situated at KURA Towers, 10th Floor, D. No.1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India. Shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following Special Business:

ITEM NO. 01: TO APPROVE THE ISSUANCE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHT (DVR) ON PREFERENTIAL ALLOTMENT ISSUE:

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to (i) the provisions of Sections 23, 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**ICDR Regulations**") in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"); the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the "Stock Exchanges") on which the equity shares with Differential Voting Right of the Company having face value of ₹ 1 each ("DVR") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent governmental authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 1,11,49,984 Equity Shares with Differential Voting Right of ₹ 1/- (Indian Rupees One only) ("Shares") for a consideration not exceeding an aggregate amount of Rs. 7,60,42,890.88/- (Rupees Seven Crore Sixty Lakhs Forty Two Thousand Eight Hundred Ninety Rupees and

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Eighty Eight Paise only) to the following investors, in terms of ICDR Regulations (the "Allottees") by way of preferential allotment in accordance with the ICDR Regulations, Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Sr. No.	NAME OF ALLOTTEES	PERMANENT ACCOUNT NUMBER (PAN)	NO. OF SHARES UPTO	AMOUNT (IN RS.)
1	Thotakuru Meenakshi	AJGPT1976M	3,33,333	22,73,331.06
2	Ganapathi Raju Thotakuru	AFCPT9581J	3,33,333	22,73,331.06
3	Satyavathi Chekka	ANBPJ7601C	1,66,666	11,36,662.12
4	Susheel kumar Yarraguntla	AAXPY0495J	66,666	45,46,62.12
5	Ambadipudi kiranmaya Sarma	APFPK4340H	10,00,000	68,20,000
6	Haribabu kondaveeti	AEPPh5442A	4,00,000	27,28,000
7	Geetha Devi D	AVNPG7830Q	6,66,666	45,46,662.12
8	Y Yella Reddy	AAOPY5409P	3,33,333	22,73,331.06
9	Y. Saadvik raghuram	AFRPY4272L	6,66,666	45,46,662.12
10	K Haritha	AJPK5516C	3,33,333	22,73,331.06
11	V. Soma Sekar Reddy	CLRPS9411F	3,33,333	22,73,331.06
12	Juna Basvi Reddy	AELPJ2952B	66,666	45,46,62.12
13	Bhimavarupu durga prasad reddy	AEYPB9505P	66,666	45,46,62.12
14	Junna Shekar Reddy	AFIPJ3718B	66,666	45,46,62.12
15	FENO Business Solution Private Limited	AACCJ2610A	3,33,333	22,73,331.06
16	Junna Vijaya Rani	AHDPJ2054M	66,666	45,46,62.12
17	Guntupalli Sivrama Krishna	AESSPR3180G	16,66,666	1,13,66,662.12
18	M.V. Janardhan Reddy	AIYPM4673K	33,333	2,27,331.06
19	DR Raviteja	BEYPK1577F	1,66,666	11,36,662.12
20	KRV Suresh	BKJPS1052G	1,66,666	11,36,662.12
21	B Amarnath Reddy	AIRPA6742N	1,66,666	11,36,662.12
22	I S Arun kumar	AAIPI2254G	3,33,333	22,73,331.06
23	Keeerthipati Raghupathi Raju	ACTPR8209B	66,666	4,54,662.12
24	V. Srinivas	ACPSV9015F	33,333	2,27,331.06
25	Hari Prasad Vadlamudi	AYEPV2260M	66,666	4,54,662.12
26	Mallikarjuna Mandava	AJLPM7637F	1,00,000	6,82,000
27	kodi Swarna	BDNPK4905M	4,00,000	27,28,000
28	N Anuradha	AOXP2853F	2,66,666	18,18,662.12
29	M Surendranath Reddy	AYXPS5340N	16,66,666	1,13,66,662.12
30	Penigalapati Sivaram	ATIPP6197N	66,666	4,54,662.12

31	Madhavi	AXOPN1069P	2,66,666	18,18,662.12
32	Chennur Sailaja	BBMPC0682A	33,333	2,27,331.06
33	Dinesh Kumar Padmaraju	AQXPP0852G	3,33,333	22,73,331.06
34	Ragavndra Rao P	AEMPP9732J	83,333	5,68,331.06
Total			1,11,49,984	7,60,42,890.88

RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares with Differential Voting Right (DVR) is Thursday, September 09, 2021, being the date 30 days prior to this Extraordinary General Meeting scheduled to be held on Sunday, October 10, 2021 to consider this Preferential Issue (“Relevant Date”).

RESOLVED FURTHER THAT the Preferential Issue shall be made on subject to the following terms and conditions apart from others as prescribed under applicable laws:

- I. Each Allottee shall be required to bring in 100% of the consideration for the relevant DVR on or before the date of allotment hereof.
- II. The consideration for allotment of the relevant DVR shall be paid to the Company from the bank account of each Allottee, respectively.
- III. The DVR to be issued and allotted pursuant to this resolution shall be listed and traded on the Stock Exchanges.
- IV. Allotment of DVR shall only be made in dematerialized form.
- V. The Shares allotted to the Allottees shall rank pari passu inter-se with the existing Equity shares with Differential Voting Right (DVR) of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations.
- VI. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares with Differential Voting Right (DVR) is subject to receipt of any approval or permission from any regulatory authority the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- VII. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the ICDR Regulations and provisions of the Companies Act, 2013 and other applicable laws for the time being, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares with Differential Voting Right (DVR) and a offer letter in Form No. PAS-4 together with an application form be

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issued to the Investor inviting them to subscribe to the Equity Shares with Differential Voting Right (DVR), as per the draft tabled at the Meeting and duly initialled by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares with Differential Voting Right (DVR) without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the monies received by the Company from each of the Investors as consideration for the allotment of Equity Shares with Differential Voting Right (DVR) shall be kept by the Company in a separate bank account to be opened for the purpose.

RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.”

RESOLVED FURTHER THAT the Board is hereby authorized to take necessary steps for listing of DVR on Stock Exchanges, where the Company’s DVR are listed, as per the terms and conditions of the Listing Regulations, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT the Directors, Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchanges and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, things or deeds as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 02: TO APPROVAL INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE.

To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT In supersession of the all previous resolution passed by the members of the Company and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 450 Crores (Rupees Four Thundered and Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

By order of the Board of Directors

Sd/-

Abhishek Jain

**Company Secretary & Compliance
Officer**

Membership No: A62027

Place : Hyderabad

Date : September 18, 2021

Regd. Office:

STAMPEDE CAPITAL LIMITED

CIN : L67120TG1995PLC020170

Tel : +91-40-69086900/84

E-mail : cs@stampedecap.com

Website : www.stampedecap.com

Address : KURA Towers, 10th Floor, D. No.1-11-254 and 1-11-255, S.P. Road, Begumpet, Hyderabad-500016, Telangana, India

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NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 and Securities and Exchange Board of India has vide its circular dated May, 12 2020 and January 15, 2021 (‘SEBI Circulars’) any amendment/ modification thereof issued by MCA (hereinafter referred as “MCA Circulars”) permitted the holding of the EGM through VC/ OAVM, without the physical presence of the members at a common venue and also sending of Notice to persons entitled as per Section 101 of Companies Act, 2013 in way as prescribed thereunder in MCA Circulars and SEBI Circulars.

In compliance with the provisions of the Act read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the EGM of the Company will be held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company i.e., KURA Towers, 10th Floor, D. No.1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

2. For the purpose of recording the proceedings, the EGM will be deemed to be held at the registered office of the Company. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the EGM from their respective locations by VC / OAVM and do not visit the registered office to attend the EGM.
3. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”) read with the abovementioned MCA Circulars and the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
5. Pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EGM is entitled to appoint proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since, this EGM is being held through VC/OAVM, the physical attendance has been dispensed with. Accordingly, the facility for appointment of proxies by the members to attend and cast vote is not available for this EGM and hence the Proxy

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Form and Attendance Slip and Route Map are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In compliance with MCA Circulars, the EGM Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice convening the EGM is also available on the website of the Company at www.stampedecap.com the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively and the website of Venture Capital And Corporate Investments Private Limited at <https://www.vccipl.com/>.
7. Institutional / Corporate Members (i.e. other than individuals/ HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mustafambassociates@gmail.com with a copy marked to investor.relations@vccipl.com / info@vccipl.com Such Corporate Members are requested to refer ‘General Guidelines for Members provided in this notice, for more information.
8. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, Venture Capital And Corporate Investments Private Limited.
9. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company on cs@stampedecap.com at least Ten days before the date of the Extra Ordinary General Meeting (EGM) so as to enable the Management to keep the information ready and provide it at the EGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under law.
10. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
13. Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of Central Depository Services (India) Ltd (CDSL) for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EGM. Resolution(s) passed by Members through e-Voting is/ are deemed to have been passed as if it/ they have been passed at the EGM.
14. Members who wish to inspect statutory registers required to be made available/kept open for inspection during the EGM and relevant documents referred in this Notice provided to the Members on written request to the Company Secretary at the Registered Office of the Company.
15. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the EGM.
16. Members who have already cast their vote by remote e-Voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-Voting.
17. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on **Monday, October 04, 2021**, may cast their vote by remote e-Voting. The remote e-Voting period commences on **Wednesday, October 06, 2021 at 09:00 A.M. (IST) and ends on Saturday, October 09, 2021 05:00 P.M. (IST)**. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
18. Electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under the Companies Act, 2013, will be available for inspection by the Members on request by sending an E-mail on cs@stampedecap.com in with Depository participant ID and Client ID or Folio number.
19. The Company's Registrar & Transfer Agent for its share registry (both, physical as well as electronic) is Venture Capital and Corporate Investment Private Limited ('R&TA') having its office at 12-10-167, Bharatnagar, Hyderabad-500018 (Unit: Stampede Capital Limited).

20. Process for those members whose Email IDS are not registered: The Members who have not registered their E-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering E-mail Address, the Members are requested follow the below steps:

- A. Members holding shares in Physical Mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of share certificate(s) (both sides), self-attested PAN and Aadhar Card through E-mail on cs@stampedecap.com.
- B. Members holding shares in Dematerialized Mode are requested to provide name, Depository participant ID and Client ID, mobile number, E-mail address, scanned copies of self-attested client master or Consolidated Account statement through E-mail on cs@stampedecap.com.

21. Voting through electronic means.

✓ **How do I vote electronically using CDSL e-Voting system?**

- a. **Step 1:** The shareholders should log on to the e-voting website www.evotingindia.com
- b. **Step 2:** Click on Shareholders
- c. **Step 3:** Now Enter your User ID
 - **For CDSL:** 16 digits beneficiary ID
 - **For NSDL:** 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in **Physical Form** should enter Folio Number registered with the Company
- d. **Step 4:** Next enter the Image Verification as displayed and Click on Login
- e. **Step 5A: For Members Already Registered with CDSL**

The Members who are already registered with CDSL and have exercised e-voting through www.evotingindia.com earlier may follow the steps given below

 - Use the existing password

OR

f. **Step 5B: For those Members who are not Registered with CDSL:**

The Members (holding shares in Demat | physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:

- i. Register as under:
 - The Members who have already submitted their Permanent Account Number (PAN) to the Company | DP may enter their 10-digit alphanumeric PAN issued by the Income Tax department. Others are

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requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication

- Enter Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.

OR

- Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.

OR

- If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

User ID for the Members holding shares in Demat form with CDSL	16 digits beneficiary ID
User ID for the Members holding shares in Demat form with NSDL	8 Character DP ID followed by 8 Digits Client ID
User ID for the Members holding shares in physical form	the folio number of the shares held in the Company

- ii. After entering these details appropriately, click on 'Submit'.
- iii. The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in Demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.
- iv. The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.

g. Step 6: How to Vote:

- Click on the Electronic Voting Serial Number of Stampede Capital Limited to vote (EVSN of Equity Shares with Normal Voting Rights and EVSN of Equity of Equity Shares with Differential Voting Rights).

- 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.
- Click on the 'Resolutions file link' to view the details.
- After selecting the resolution, click on 'Submit' tab. A confirmation box will be displayed. To confirm vote, click on 'Ok' else click on 'Cancel'
- After voting on a resolution, the Members will not be allowed to modify their vote.
- A print of the voting done may be taken by clicking on 'Click here to print' tab on the voting page.

In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.

- ✓ **General Instruction 1:** Incompliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is please do provide its members, as on the **cut-off date being Monday, October 04, 2021** the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote E-voting period commences on **Wednesday, October 06, 2021 at 9:00 am and ends on Saturday, October 09, 2021 at 5:00 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Monday, October 04, 2021** may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ✓ **General Instruction 3:** The members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM **but shall not be entitled to cast their votes thereat again.**
- ✓ **General Instruction 4:** A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- ✓ **General Instruction 5:** The Members can also use mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.

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- ✓ **General Instruction 6:** For the non-individual Members and the Custodians:
- Non-individual Members (that is, other than individuals, Hindu Undivided Family, Non-Resident Individual) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity will be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance user will be created using the admin login and password. The Compliance user will be able to link the account(s) for which they wish to vote on.
 - The list of accounts will be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, votes can be cast.
 - A scanned copy of the Board Resolution and Power of Attorney issued in favor of the Custodian, if any, will have to be uploaded in portable document format in the system for verification by the Scrutinizer.

1. The instructions for e-voting during the EGM are as under:

- The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- 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 available in the EGM
- If any Votes are casted by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting
- 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.
- Member will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
- 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

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Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

If you have any queries or issues regarding attending EGM & 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(1) OF THE COMPANIES ACT, 2013**

ITEM NO 1:

ISSUANCE OF EQUITY SHARES ON PREFERENTIAL:

The present authorized capital of the Company is Rs. 34/- crore and the Issued and Paid-up Capital of the Company as on September 14, 2021 is Rs. 28,62,64,000/- divided in to 22,90,11,200 Equity shares of Re.1/- each and Equity share with differential right (DVR) is Rs. 5,72,52,800/- divided in to 5,72,52,800 with differential right (DVR) of Re.1/- each.

The Company is on a growth path and an additional investment in the Company will further help in evolution and expansion of its business. An Equity infusion will also strengthen the Company's balance sheet of the Company. In order to achieve the said objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the enhanced working capital requirements. The Board of Directors of the Company (hereinafter referred to as "the Board"), has explored various options and the Board of Directors at their meeting held on September 14, 2021, has proposed to raise funds by way of issue of up to 1,11,49,984 Equity shares with Differential Voting Right (DVR) of the Company having face value of ₹ 1 each ("DVR Shares") on a preferential basis at a price of ₹ 6.82/- per Equity shares with Differential Voting Right (DVR) including premium of ₹ 5.82/- per Equity shares with Differential Voting Right (DVR) ("Issue Price") ("Preferential Issue"). The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations).

The said Preferential Issue of Equity Shares is being made to the following persons (collectively referred to as the "Investors"):

Sr. No.	NAME OF ALLOTTEES	PERMANENT ACCOUNT NUMBER (PAN)	NO. OF SHARES	SUBSCRIPTION AMOUNT (IN RS.)
1.	Thotakuru Meenakshi	AJGPT1976M	3,33,333	22,73,331.06
2.	Ganapathi Raju Thotakuru	AFCPT9581J	3,33,333	22,73,331.06
3.	Satyavathi Chekka	ANBPJ7601C	1,66,666	11,36,662.12
4.	Susheel kumar Yarraguntla	AAXPY0495J	66,666	45,46,62.12
5.	Ambadipudi kiranmaya	APFPK4340H	10,00,000	68,20,000

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	Sarma			
6.	Haribabu kondaveeti	AEPH5442A	4,00,000	27,28,000
7.	Geetha Devi D	AVNPG7830Q	6,66,666	45,46,662.12
8.	Y Yella Reddy	AAOPY5409P	3,33,333	22,73,331.06
9.	Y. Saadvik raghuram	AFRPY4272L	6,66,666	45,46,662.12
10.	K Haritha	AJPK5516C	3,33,333	22,73,331.06
11.	V. Soma Sekar Reddy	CLRPS9411F	3,33,333	22,73,331.06
12.	Juna Basvi Reddy	AELPJ2952B	66,666	45,46,62.12
13.	Bhimavarupu durga prasad reddy	AEYPB9505P	66,666	45,46,62.12
14.	Junna Shekar Reddy	AFIPJ3718B	66,666	45,46,62.12
15.	FENO Business Solution Private Limited	AACCJ2610A	3,33,333	22,73,331.06
16.	Junna Vijaya Rani	AHDPJ2054M	66,666	45,46,62.12
17.	Guntupalli Sivrama Krishna	AESSPR3180G	16,66,666	1,13,66,662.12
18.	M.V. Janardhan Reddy	AIYPM4673K	33,333	2,27,331.06
19.	DR Raviteja	BEYPK1577F	1,66,666	11,36,662.12
20.	KRV Suresh	BKJPS1052G	1,66,666	11,36,662.12
21.	B Amarnath Reddy	AIRPA6742N	1,66,666	11,36,662.12
22.	I S Arun kumar	AAIPI2254G	3,33,333	22,73,331.06
23.	Keeerthipati Raghupathi Raju	ACTPR8209B	66,666	4,54,662.12
24.	V. Srinivas	ACPSV9015F	33,333	2,27,331.06
25.	Hari Prasad Vadlamudi	AYEPV2260M	66,666	4,54,662.12
26.	Mallikarjuna Mandava	AJLPM7637F	1,00,000	6,82,000
27.	kodi Swarna	BDNPK4905M	4,00,000	27,28,000
28.	N Anuradha	AOXPN2853F	2,66,666	18,18,662.12
29.	M Surendranath Reddy	AYXPS5340N	16,66,666	1,13,66,662.12
30.	Penigalapati Sivaram	ATIPP6197N	66,666	4,54,662.12
31.	Madhavi	AXOPN1069P	2,66,666	18,18,662.12
32.	Chennur Sailaja	BBMPC0682A	33,333	2,27,331.06
33.	Dinesh Kumar Padmaraju	AQXPP0852G	3,33,333	22,73,331.06
34.	Ragavndra Rao P	AEMPP9732J	83,333	5,68,331.06
Total			1,11,49,984	7,60,42,890.88

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

A. OBJECTS OF THE PREFERENTIAL ISSUE AND AGGREGATE AMOUNT PROPOSED TO BE RAISED:

The Company proposes to raise an amount aggregating to Rs. 7,60,42,890.88/- (Rupees Seven Crore Sixty Lakhs Forty Two Thousand Eight Hundred and Ninety only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for augmenting long term business requirements, Investment in Subsidiary companies of the Company and other general corporate purposes.

B. PARTICULARS OF THE PREFERENTIAL ISSUE INCLUDING DATE OF PASSING OF BOARD RESOLUTION:

The Board at its meeting held on September 14, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, i.e., the issuance of up to 1,11,49,984 Equity Shares with Differential Voting Right (DVR) at a price of ₹ 6.82/- per Equity Share with Differential Voting Right (DVR) including premium of ₹ 5.82/- per Equity Share with Differential Voting Right (DVR), aggregating to Rs. 7,60,42,890.88/- (Rupees Seven Crore Sixty Lakhs Forty Two Thousand Eight Hundred Ninety Rupees and Eighty Eight Paise only) for cash consideration, on a preferential basis

C. KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH SECURITY IS BEING OFFERED:

Upto 1,11,49,984 Equity Shares with Differential Voting Right (DVR) of face value of Rupees 1/- (Rupees One Only) each to the Investor of the Company, fully paid-up, for cash, at an issue price of INR 6.82/- (including premium of INR 5.82/-) per Equity Shares with Differential Voting Right (DVR), determined in accordance with the relevant provisions of Chapter V of the SEBI ICDR Regulations as on the Relevant Date (as defined below), to all proposed investors, as a non-promoter”)

D. INTENT OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE PREFERENTIAL ISSUE; CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE PREFERENTIAL ISSUE OR SEPARATELY IN FURTHERANCE OF THE OBJECTS:

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None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company. in the resolution set out at Item No. 1 of the Notice of the Company intends to subscribe to any of the Equity Shares with Differential Voting Right (DVR) to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

E. RELEVANT DATE:

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares with Differential Voting Right (DVR) is September 09, 2021, being the date 30 days prior to the date of the Extraordinary General Meeting to consider the Preferential Issue (“Relevant Date”).

F. THE PRICE OR PRICE BAND AT WHICH THE ALLOTMENT IS PROPOSED:

The issue price is Rs. 6.82/- per share Equity Share with Differential Voting Right (DVR) provided that the minimum price of Equity Shares with Differential Voting Right (DVR) so issued shall not be less than the price arrived at, in accordance with Chapter V of the SEBI (ICDR) Regulations.

G. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The equity shares with Differential Voting Right (DVR) of the company are listed on Bombay Stock Exchange Limited (BSE) (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “stock exchanges”). The Equity Shares with Differential Voting Right are frequently traded in terms of the SEBI ICDR regulations on In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares with Differential Voting Right (DVR) shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares with Differential Voting Right (DVR).

The price at which the Equity Shares with Differential Voting Right (DVR) are proposed to be allotted to each of the investors pursuant to the preferential issue is ₹ 6.82/- per Equity Share with Differential Voting Right with (including premium of ₹ 5.82/- per Equity Share with Differential Voting Right DVR) which is not less than the floor price determined in the manner set out above.

H. SHAREHOLDING PATTERN OF THE EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHT (DVR) OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE:

SR. NO.	CATEGORY	PRE- ISSUE		POST-ISSUE	
		NO. OF SHARES HELD	% OF SHAREHOLDING	NO. OF SHARES HELD	% OF SHAREHOLDING
A	Promoters and Promoter Group Holding				
1.	Indian				
	Individual	95,975	0.17	95,975	0.14
	Bodies Corporate	2,00,55,784	35.03	2,00,55,784	29.46
	Others	-	-	-	-
	Sub-Total	2,01,51,759	35.20	2,01,51,759	29.46
2.	Foreign	-	-	-	-
	Sub-Total (A)	2,01,51,759	35.20	2,01,51,759	29.60
B.	Non- Promoters Holding				
1.	Institutional investors				
	Mutual Fund	24250	0.04	24250	0.035
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-

	Foreign Portfolio Investor	2,52,500	0.44	2,52,500	0.37
	Financial Institutions Banks				
	Insurance Companies				
	Sub-Total (B)(1)	2,76,750	0.48	2,76,750	0.40
	Non-Institutional investors				
	Individual	3,01,32,567	52.63	40949218	59.86
	NBFCs registered with RBI	-	-	-	-
	Trusts	125	-	125	-
	Hindu Undivided Family	-	-	-	-
	Foreign Companies	-	-	-	-
	Non-Resident Indians (Non-Repatriable)	468943	0.82	468943	0.69
	Clearing Member	621968	1.09	621968	0.91
	Bodies Corporate	5600688	9.78	5934021	8.67
	Sub-Total(B) (2)	3,62,02,323	64.32	47974275	70.12
	Sub-Total (B)= (B)(1) + (B)(2)	3,64,79,073	64.4	4,82,51,025	70.53
	Non Promoter - Non Public				
	Grand Total	5,72,52,800	100	6,84,02,784	100

I. TIME FRAME WITHIN WHICH THE PREFERENTIAL ISSUE SHALL BE COMPLETED:

As required under chapter V of the SEBI ICDR regulations, the equity shares to be allotted to each of the investors pursuant to the preferential issue shall be allotted by the company within a period of 15 days from the date of passing of the special resolution at the Extraordinary General Meeting, provided that where the allotment of the proposed equity shares to any of the investors is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

J. CHANGE IN CONTROL, IF ANY IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:

Not Applicable

K. THE PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares with Differential Voting Right (DVR) is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

L. 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:

Sr. No.	NAMES OF THE PROPOSED ALLOTTEES	PERMANENT ACCOUNT NUMBER (PAN)	DETAILS OF ULTIMATE BENEFICIAL OWNERS
1.	Thotakuru Meenakshi	AJGPT1976M	Thotakuru Meenakshi is an individual investor, residing at 58-21-19/20 SF2 (302) Seetharamajunagar Buchirajupalem Vishakhapatnam-530027
2.	Ganapathi Raju Thotakuru	AFCPT9581J	Ganapathi Raju Thotakuru, is an individual investor, residing at 58-21-19/20 SF2 (302)

			Seetharamaju Nagar Buchirajupalem Vishakhapatnam-530027
3.	Satyavathi Chekka	ANBPJ7601C	Satyavathi chekka, is an individual investor, residing at JADE 207, My home jewel madinaguda, miyapur, Hyderabad 500049, Telangana, India.
4.	Susheel kumar Yarraguntla	AAXPY0495J	Susheel kumar Yarraguntla, is an individual investor, residing at 2-22-219/B jaya nagar colony, kukatpally-500072, Hyderabad, Telangana, India.
5.	Ambadipudi kiranmaya Sarma	APFPK4340H	Ambadipudi kiranmaya sarma, is an individual investor, residing at Leela Suka Sarma 2-177 Narsaraopet Mandal Kakani Guntur-522601, Andhra Pradesh, India.
6.	Haribabu kondaveeti	AEPPh5442A	Haribabu kondaveeti, is an individual investor, residing at 3-68, Peda Ullagallu, Mundlamuru Mandal Prakasam (DT) Andhra Pradesh, India.
7.	Geetha Devi D	AVNPG7830Q	Geetha Devi D, is an individual investor, residing at H.No. 3-5-68/2/3 Shiv Nagar, Post Office Lane, Hyderabad, Telangana, India
8.	Y Yella Reddy	AAOPY5409P	Y Yellareddy, is an individual investor, residing at H/NO/ 3-5-68/2/3 Shivanagar, Post Office Lane, Hyderguda, Hyderabad, Telangana, India.
9.	Y. Saadvik Raghuram	AFRPY4272L	Y. Saadvik raghuram, is an individual investor, residing at H.No 3-5-68/2/3 Shivanagar Post Office Lane Hyderguda, Hyderabad, Telangana, India.
10.	K Haritha	AJPK5516C	K haritha, is an individual investor, residing at H.No 3-5-68/2/3 Shivanagar Post Office Lane Hyderguda, Hyderabad, Telangana, India.
11.	V. Soma Sekar Reddy	CLRPS9411F	V. Somasekar reddy, is an individual investor, residing at, Flat No 201, Sraddha Awasa Apartment, Mittoor Extension, Chittoor-517001, Andhra Pradesh, India.
12.	Juna Basvi Reddy	AELPJ2952B	Juna basvi reddy, is an individual investor, residing at 2-22-33/102 Sri Satya Residency Eenadu Colony, Near Reliance Fresh Kukatpally, Hyderabad, Telangana, India.
13.	Bhimavarupu Durga Prasad Reddy	AEYPB9505P	Bhimavarupu durga prasad reddy is an individual investor, residing at, Flat No 1403, Tower B Indis One City, Phase-5, Kukatpakky, Mrdchal, Malkajiri, India.
14.	Junna shekar reddy	AFIPJ3718B	Junna shekar reddy, is an individual investor, residing at, Flat No 1407 Block 2

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			Smr Vinay Hormony Country Kismathpur Rd, Abhyudaya Nagar, Tirumalgiri- 500093, Hyderabad, Telangana, India.
15.	FENO Business Solutions Private Limited	AACCJ2610A	Feno business solutions Private Limited is an Corporate investor, registered office at 2-22-33, Flat No 102, P. No 167, Eenadu Colony Kukatpally Hyderabad-500072, Telangana, India.
16.	Junna Vijaya Rani	AHDPJ2054M	Junna vijaya rani, is an individual investor, residing at, Flat No 1407, Block-2, SMR, Vinay Hormony Country, Kismathpur RD, Abhyudaya Nagar, Tirumalgiri- 500093, Hyderabad, Telangana, India.
17.	Guntupalli Sivrama Krishna	AESSPR3180G	Guntupalli sivrama Krishna, is an individual investor, residing at, H.No. 29, Fortune Glory Extension, A-29 Bawadiyakalan, Bhopal, Madhya Pradesh, India.
18.	M.V. Janardhan Reddy	AIYPM4673K	M.V. Janardhan reddy, is an individual investor, residing at, 6-3-596/63/9 Flat No 14, Anugraha Apartments, Naveen Nagar Erramanzil-500082, Hyderabad, Telangana, India.
19.	DR Raviteja	BEYPK1577F	DR Raviteja, is an individual investor, residing at, 9-41-21/3 ,Pithapuram Colony, Andra Bank Road, Visakhapatnam(Urban), P and T Colony (VM), Visakhapatnam, Andhra Pradesh-530013
20.	KRV Suresh	BKJPS1052G	KRV Suresh, is an individual investor, residing at, 55-14-82, Seethammadhara P&T Colony ,Opp Sree Venkateswaraswamy Temple, Vizag-530016
21.	B Amarnath Reddy	AIRPA6742N	B Amarnath Reddy, is an individual investor, residing at, 1-8-143, Temple Alwal, Near Alwal Post Office, Secunderabad, Tirumalagiri, Bolarum, Tirumalagiri, Hyderabad-500010.
22.	I S Arun Kumar	AAIPI2254G	I S Arun kumar, is an individual investor, residing at, kotrabasappa, 13/156, Near Dhaula kuan, Arjan Vihar, Delhi Cantt, Delhi South west, Delhi-110010, India.
23.	Keeerthipati Raghupathi Raju	ACTPR8209B	Keeerthipati Raghupathi Raju, is an individual investor, residing at, Flat No 2A 2 nd Floor Maitri Vihar H.No 10-2-289/120/47 306 2 ^{rt} PS Nagar Vijayanagar Colony Hyderabad-500057, Telangana, India.
24.	V. Srinivas	ACPSV9015F	V. srinivas, is an individual investor, residing at, 4-108, Indira Nagar, Piler,

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			Chittoor (D.T), Andhra Pradesh, India.
25.	Hari Prasad Vadlamudi	AYEPV2260M	Hari Prasad Vadlamudi, is an individual investor, resident at, 4-108, Indra Nagar Piler Chittoor Andhra Pradesh, India.
26.	Chennur Sailaja	BBMPC0682A	Chennur Sailaja, is an individual investor, residing at, D. NO. 38/3708, R.K.Nagar, Chinnachowk, Cuddapah (D.T), Andhra Pradesh, India.
27.	Mallikarjuna Mandava	AJLPM7637F	Mallikarjuna Mandava, is an individual investor, residing at, Flat No 102 Gudawally Residency H. No. 2-22-180/2/A, Jayanagar Colony, Kukatpally, Hyderabad-500072, Telangana, India.
28.	kodi Swarna	BDNPK4905M	kodi Swarna, is an individual investor, residing at, 2-22-202/1 Flat 305 Adi Balaji Residency Aruna Co-Operative Society Kukatpally Hyderabad-500072, Telangana, India.
29.	N Anuradha	AOXPN2853F	N Anuradha, is an individual investor, residing at, PLOT NO 169 Flat No 301, Gokul Residency, Near ST Alphonsa High School, Jaya Nagar, Kukatpally, Hyderabad-500072, Telangana, India.
30.	M Surendranath Reddy	AYXPS5340N	M Surendranath Reddy, is an individual investor, residing at, 2-22-202/1 Flat 305 Adi Balaji Residency, Aruna Co-Operative Society, Kukatpally, Hyderabad-500072, Telangana, India.
31.	Penigalapati Sivaram	ATIPP6197N	Penigalapati Sivaram, is an individual investor, residing at, 391 1 st Floor Usha Nilayam, Bhagat Singh Nagar, Phase-1, Near JNTU, Tirumalgiri, Hyderabad-500085, Telangana, India.
32.	Madhavi	AXOPN1069P	Madhavi, is an individual investor, residing at, Flat 101 Sita Rama Enclave Jayanagar Kphb Colony, Hyderabad-500072, Telangana, India.
33.	Dinesh Kumar Padmaraju	AQXPP0852G	Dinesh Kumar Padmaraju, is an individual investor, residing at, Flat 202, Plot 1418, Vasantha Nilayam, pragathi Nagar, Hyderabad, Telangana, India
34.	Ragavndra Rao P	AEMPP9732J	Ragavndra Rao P, individual investor, residing at, Visakhapatnam, Andhra Pradesh, India.

M. PARTICULARS OF INVESTOR(S) AND PERCENTAGE OF PRE AND POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:

Sr. No.	Name of the Proposed Allottees	Permanent Account Number (PAN)	(Category Of Investor)	Ultimate Beneficial Owner	Pre-Preferential Allotment		Number of Shares proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of Voting Rights
1.	Thotakuru Meenakshi	AJGPT1976M	Individual	N.A	-	-	3,33,333	3,33,333	0.049
2.	Ganapathi Raju Thotakuru	AFCPT9581J	Individual	N.A	-	-	3,33,333	3,33,333	0.049
3.	Satyavathi Chekka	ANBPJ7601C	Individual	N.A	-	-	1,66,666	1,66,666	0.024
4.	Susheel kumar Yarraguntla	AAXPY0495J	Individual	N.A	-	-	66,666	66,666	0.0098
5.	Ambadipudi kiranmaya Sarma	APFPK4340H	Individual	N.A	-	-	10,00,000	10,00,000	1.46
6.	Haribabu kondaveeti	AEPFH5442A	Individual	N.A	-	-	4,00,000	4,00,000	0.059
7.	Geetha Devi D	AVNPG7830Q	Individual	N.A	-	-	6,66,666	6,66,666	0.097
8.	Y Yellareddy	AAOPY5409P	Individual	N.A	-	-	3,33,333	3,33,333	0.49
9.	Y. Saadvik Raghuram	AFRPY4272L	Individual	N.A	-	-	6,66,666	6,66,666	0.097
10.	K Haritha	AJPK5516C	Individual	N.A	-	-	3,33,333	3,33,333	0.49
11.	V. Somasekar Reddy	CLRPS9411F	Individual	N.A	-	-	3,33,333	3,33,333	0.49
12.	Juna Basvi Reddy	AELPJ2952B	Individual	N.A	-	-	66,666	66,666	0.0097
13.	Bhimavarupu Durga Prasad Reddy	AEYPB9505P	Individual	N.A	-	-	66,666	66,666	0.0097
14.	Junna Shekar Reddy	AFIPJ3718B	Individual	N.A	-	-	66,666	66,666	0.0097
15.	FENO Business Solutions Private Limited	AACCJ2610A	Bodies Corporate	1. Juna Basvi Reddy 2. J Basvi Reddy (HUF) 3. B Durga Prasad Reddy 4. B Durga Prasad Reddy (HUF) 5. Narendar Reddy (HUF)	-	-	3,33,333	3,33,333	0.49
16.	Junna Vijaya Rani	AHDPJ2054M	Individual	N.A	-	-	66,666	66,666	0.0097
17.	Guntupalli Sivrama Krishna	AESSPR3180G	Individual	N.A	-	-	16,66,666	16,66,666	2.44
18.	M.V. Janardhan Reddy	AIYPM4673K	Individual	N.A	-	-	33,333	33,333	0.49
19.	DR Raviteja	BEYPK1577F	Individual	N.A	-	-	1,66,666	1,66,666	0.243
20.	KRV Suresh	BKJPS1052G	Individual	N.A	-	-	1,66,666	1,66,666	0.243
21.	B Amarnath Reddy	AIRPA6742N	Individual	N.A	-	-	1,66,666	1,66,666	0.243
22.	I S Arun Kumar	AAIPI2254G	Individual	N.A	-	-	3,33,333	3,33,333	0.49
23.	Keeerthipati Raghupathi Raju	ACTPR8209B	Individual	N.A	-	-	66,666	66,666	0.0098
24.	V. Srinivas	ACPSV9015F	Individual	N.A	-	-	33,333	33,333	0.0048

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25.	Hari Prasad Vadlamudi	AYEPV2260M	Individual	N.A	-	-	66,666	66,666	0.0097
26.	Chennur Sailaja	BBMPC0682A	Individual	N.A	-	-	33,333	33,333	0.0048
27.	Mallikarjuna Mandava	AJLPM7637F	Individual	N.A	-	-	1,00,000	1,00,000	0.015
28.	kodi Swarna	BDNPK4905M	Individual	N.A	-	-	4,00,0000	4,00,0000	0.0584
29.	N Anuradha	AOXPN2853F	Individual	N.A	-	-	2,66,666	2,66,666	0.039
30.	M Surendranath Reddy	AYXPS5340N	Individual	N.A	-	-	16,66,666	16,66,666	2.44
31.	Penigalapati Sivaram	ATIPP6197N	Individual	N.A	-	-	66,666	66,666	0.098
32.	Madhavi	AXOPN1069P	Individual	N.A	-	-	2,66,666	2,66,666	0.039
33.	Dinesh Kumar Padmaraju	AQXPP0852G	Individual	N.A	-	-	3,33,333	3,33,333	0.049
34.	Ragavndra Rao P	AEMPP9732J	Individual	N.A	-	-	83,333	83,333	0.012
Total							1,11,49,984	1,11,49,984	16.30

There shall be no change in control of the company pursuant to the aforesaid preferential issue and there shall be no change in the management or control of the company pursuant to the preferential issue.

N. PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES:

Not Applicable

O. VALUATION FOR CONSIDERATION OTHER THAN CASH:

Not Applicable

P. REQUIREMENTS AS TO RE-COMPUTATION OF PRICE:

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is neither required to re-compute the price of the Equity shares with Differential Voting Right (DVR) nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

Q. THE JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:

Not Applicable

R. 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:

Nil

S. LOCK-IN PERIOD:

The equity shares issued and equity shares being allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under regulation 167 of the SEBI (ICDR) regulations.

T. AUDITORS' CERTIFICATE:

The copy of the certificate from M/s. Gorantla & Co., Chartered Accountants, Hyderabad (Firm's Registration No.0169943S), being the statutory auditors of the company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR regulations shall be placed before the Extraordinary General Meeting.

A copy of the certificate will also be open for inspection at the Registered Office of the Company from 10.30 A.M. to 2.00 P.M. on any working day up to the date of the meeting.

U. 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 with Differential Voting Right (DVR) being issued and Equity shares with Differential Voting Right (DVR) that will be issued on Preferential Allotment. Such Equity Shares with Differential Voting Right (DVR), once allotted, shall rank pari passu with the existing Equity shares with Differential Voting Right (DVR) of the Company in all respects, including dividend.

V. OTHER DISCLOSURES:

Neither the Company, nor any of its directors or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its promoters or directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. As the Equity Shares and Equity Shares with Differential Voting (DVR) have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(2) and Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

Equity Shares with Differential Voting Right (DVR) of the Company in the last 6 (six) months preceding the Relevant Date i.e., September 09, 2021, the Investors have represented that they have not sold or transferred any Equity Shares with Differential Voting Right (DVR) of the Company during the 6 (six) months preceding the Relevant Date i.e., September 09, 2021.

The Company is in compliance with the conditions of continuous listing of its Equity Shares as specified in the uniform listing agreement entered into with the Stock Exchange (the "Uniform Listing Agreement") where its Equity Shares with Differential Voting Right (DVR) are listed.

In terms of the SEBI Listing Regulations and the Uniform Listing Agreement entered into by the Company with the Stock Exchanges and in terms of Regulation 160(b) of the SEBI ICDR Regulations, approval of the Members is being sought by way of a Special Resolution for issue of the aforementioned Equity Shares with Differential Voting Right (DVR) to each of the Investors.

During the period from April 01, 2021 until the date of notice of this Extraordinary General Meeting, the Company has not made any preferential issue of its Equity Shares with Differential Voting Right (DVR).

Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

In accordance with the provisions of Sections 23 (1) (b), 42 and 62 (1) (c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares with Differential Voting Right (DVR) is being sought by way of a Special Resolution as set out in the said item of the notice. Issue of the Equity Shares with Differential Voting Right (DVR) pursuant to the Preferential Issue would be within the authorised share capital of the Company. The Board, accordingly, recommends passing of the resolutions as set out at item no. 1 of this notice, for your approval as a Special Resolution.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company. in the resolution set out at Item No. 1 of the Notice.

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 Resolutions as set out Item No. 1 in the accompanying notice for your approval.

ITEM NO 2:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and Its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or bodies corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting. Members may note that in order to support its business activities, the Board of Directors at its meeting held on September 14, 2021, proposed seeking Member's approval, for enhancement of limits u/s. 186 of the Companies Act, 2013 by upto Rs. 450 Crore (Rupees Four hundred and Fifty crore only) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto Rs. 450 Crore (Rupees Four hundred and Fifty crore only) over and above the limits available under Section 186 of the Companies Act, 2013, which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.02 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Board of Directors of the Company believe that the proposed Resolution is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, are concerned or interested financially or otherwise, either directly or

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indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

By order of the Board of Directors

Regd. Office:

STAMPEDE CAPITAL LIMITED

Sd/-

CIN : L67120TG1995PLC020170

Abhishek Jain

Tel : +91-40-69086900/84

**Company Secretary & Compliance
Officer**

E-mail : cs@stampedecap.com

Membership No: A62027

Website : www.stampedecap.com

Place : Hyderabad

Address : KURA Towers, 10th Floor, D. No.1-11-254 and 1-11-255, S.P. Road, Begumpet,

Date : September 18, 2021

Hyderabad-500016, Telangana, India