



C2C Advanced Systems Limited

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NEIL RAO TOWERS, 4TH FLOOR, CENTAL WING, 117 & 118, ROAD NO 3, VIJAYANAGAR, EPIP
PHASE-1, WHITEFIELD, BANGALORE- 560066 | CIN: L72200KA2018PLC110361

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Members of C2C Advanced Systems Limited (CIN: L72200KA2018PLC110361) ("**The company**"), will be held on July 25, 2025 at 5.30 P.M through video conferencing ('VC') / other audio visual means ('OAVM'). For this purpose, the Registered office of the Company NEIL RAO TOWERS, 4TH FLOOR, CENTAL WING, 117 & 118, ROAD NO 3, VIJAYANAGAR, EPIP PHASE-1, WHITEFIELD, BANGALORE- 560066, shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to

be occur thereat, to transact the following business:

SPECIAL BUSINESS:

- 1. To increase the authorized capital**
- 2. Issuance of Equity Shares of the Company to certain identified persons / entity on Preferential Basis**
- 3. Issuance of Equity Warrants of the Company to certain identified persons / entity on Preferential Basis**

1. To increase the authorized capital:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act 2013 ("The Act") read with the applicable rules made thereunder, including any statutory modification(s) or re-enactments thereof for the time being in force and Articles of Association of the Company, consent of the members be and is hereby accorded for the increase in Authorised Share Capital of the Company from the existing Authorised Share Capital of Rs. 17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the approval of the board of directors of the Company be and is hereby accorded for replacing the existing Clause V of the Memorandum of Association of the Company with the following:

Clause No. V Authorised Capital



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The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the new set of the Memorandum of Association of the Company, be and is hereby approved and adopted as the Memorandum of Association of the Company in the place and in exclusion and substitution of the existing Memorandum of Association of the Company of which a copy is placed before the meeting, duly initialled by the chairman of the meeting for the purpose of identification.

2. Issuance of Equity Shares of the Company to certain identified persons / entity 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 23(1)(b), 42, 62(1)(c) 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 **“SEBI 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, the provisions of the Foreign Exchange Management Act, 1999 (**the “FEMA”**) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) 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

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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 13,93,400 fully paid up Equity Shares of face value of Rs. 10 each at a price of Rs.581/- per Equity Share (including a premium of Rs. 571/- per Equity Share), aggregating up to Rs.80,95,65,400/- (Rupees Eighty Crores Ninety Five Lakh Sixty Five thousand Four Hundred only) to the proposed allottees as mentioned below on preferential basis for cash 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.

Sr. No.	Name of Proposed Allottees	Maximum number of Equity Shares to be issued	Category(Promoter/ Non Promoter)	Maximum Consideration (in Rs. Crore)*
1	NAV Capital VCC-NAV Capital Emerging Star Fund	309810	Non-Promoter	18.00
2	NavBharat Investment Opportunities Fund	154905	Non-Promoter	9.00
3	Yogish Agarwal	34423	Non-Promoter	2.00
4	Saurabh Gupta	4302	Non-Promoter	0.25
5	Pranav Holdins LLP	47332	Non-Promoter	2.75
6	Renosance Opportunities Fund	172117	Non-Promoter	10.00
7	Kanchan Kalra	8950	Non-Promoter	0.52
8	Dimple Gupta	17900	Non-Promoter	1.04
9	Isha Gupta	8950	Non-Promoter	0.52
10	Chanchal Vijay Patwa	17211	Non-Promoter	1.00

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11	Abhay D Shah	5163	Non-Promoter	0.30
12	Amita Bansal	4302	Non-Promoter	0.25
13	Jitin Hora	4302	Non-Promoter	0.25
14	V2k Hospitality Private Limited	68846	Non-Promoter	4.00
15	Manu Jairamdas Mansharamami	34423	Non-Promoter	2.00
16	Sunil Nanikram Mansharamami	8605	Non-Promoter	0.50
17	Punit Shah	1721	Non-Promoter	0.10
18	Sanil Shah	1721	Non-Promoter	0.10
19	Bhumika Gulati	4302	Non-Promoter	0.25
20	Ruchas Ventures	51635	Non-Promoter	3.00
21	Nevin M Joseph Alencherry	5490	Non-Promoter	0.32
22	Digish Ramesh Pandit	4647	Non-Promoter	0.27
23	Rafique Y Shaikh	4302	Non-Promoter	0.25
24	Elysian Wealth Fund	68846	Non-Promoter	4.00
25	Vaishali Gosar	17211	Non-Promoter	1.00
26	Hasti Jatin Hariya	1721	Non-Promoter	0.10
27	Priyanshu Soni	860	Non-Promoter	0.05
28	Raghav Chandak	8605	Non-Promoter	0.50
29	R9 Wealth India Private Limited	8605	Non-Promoter	0.50
30	Rohit Sachdeva	1721	Non-Promoter	0.10
31	Nitin Kumar Shah HUF	1721	Non-Promoter	0.10

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32	Satish Chand Agarwal	1721	Non-Promoter	0.10
33	CCV Emerging Opportunities Fund	86058	Non-Promoter	5.00
34	Kosha Shah	1721	Non- Promoter	0.10
35	Akshit Bhavesh Gala	3442	Non-Promoter	0.20
36	Sunita Rameshlal Wadhwa	3442	Non-Promoter	0.20
37	Vinodkumar Ramanlal Dhadiwal	4302	Non-Promoter	0.25
38	Jivan Bansilal Sancheti	4302	Non- Promoter	0.25
39	Jitendra Motilal Karnawat	4302	Non- Promoter	0.25
40	Kamlesh Malik	1721	Non-Promoter	0.10
41	Umang Vipul Shah	2581	Non-Promoter	0.15
42	R K Stock Holding	8950	Non-Promoter	0.52
43	Steptrade revolution Fund	17211	Non-Promoter	1.00
44	Gunwantiben Talakshi Gada	3442	Non -Promoter	0.20
45	Hardik Bauva	4302	Non -Promoter	0.25
46	Neel Dipesh Gada	1721	Non -Promoter	0.10
47	Nisha Shah	4302	Non -Promoter	0.25
48	Rahul Kumar Gupta	2581	Non -Promoter	0.15
49	Some Nath Paul	6884	Non -Promoter	0.50
50	Srinadh Allam	4302	Non -Promoter	0.25
51	Smita Ashwin Shah	34423	Non -Promoter	2.00

52	Vinit Ashok Bafna	4302	Non -Promoter	0.25
53	Veer Harbhajanka	9466	Non -Promoter	0.55
54	A Square Capital	4302	Non -Promoter	0.25
55	Maheshwari Poly Sacks	4302	Non -Promoter	0.25
55	Rashmi Parikh	4302	Non -Promoter	0.25
56	Venkata Ravikumar baddiga	8605	Non -Promoter	0.50
57	Usha Namasivayam	4302	Non -Promoter	0.25
58	Priti AmitShah	4302	Non -Promoter	0.25
59	Shailesh Vasudev Bhat	8605	Non -Promoter	0.50
60	Samir Shah HUF	8605	Non -Promoter	0.50
61	Kaushik Mohan	4302	Non -Promoter	0.25
62	Kapil Ahuja	8605	Non -Promoter	0.50
63	Vatsal Amit Agarwal	4302	Non -Promoter	0.25
64	Modisagar Rajendrakumar	4302	Non -Promoter	0.25
66	Radhika Nathani	4302	Non -Promoter	0.25
67	Harsh Chitlangia	6884	Non -Promoter	0.40
68	Vijay babu	1721	Non -Promoter	0.10
69	Mitali Shah	1721	Non -Promoter	0.10
70	Yashvardhan Kapoor	1721	Non -Promoter	0.10
71	Shailendra Thatle	2581	Non -Promoter	0.15
72	Dinesh Manglani	5507	Non -Promoter	0.32
Total		13,93,400		80.96

*rounded off for upto decimals.



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RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Wednesday, June 25, 2025, being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. July 25, 2025

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor only.
- vi. The Company shall re-compute the price of the Equity Shares issued on in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such proposed allottee to the Company in accordance with the provisions of SEBI ICDR Regulations;
- vii. The pre-preferential shareholding, of a proposed allottees of the Company shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- viii. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act



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and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

3. Issuance of Equity Warrants of the Company to certain identified persons / entity on Preferential Basis:



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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 23(1)(b), 42, 62(1)(c) 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 **“SEBI 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, the provisions of the Foreign Exchange Management Act, 1999 (**“FEMA”**) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) 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 10,75,891 (Ten Lakh Seventy Five Thousand Eight Hundred and Ninety-One) equity warrants (**“Warrants”**) at a price of Rs. 581 /- per Warrant (including a premium of Rs. 571 per Warrant), aggregating up to Rs. 62,50,92,671/- (Rupees Sixty-Two Crore Fifty Lakh Ninety-Two Thousand Six hundred Seventy One only) with a right to the warrant holders to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the proposed allottees as mentioned below on preferential basis for cash 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.

Sr. No.	Name of Investors	Maximum number of Warrants to be issued	Category (Promoter/ Non Promoter)	Maximum Consideration (in Rs. Crore) *
1	Pankaj Jawaharlal Razdan	86058	Non-Promoter	5.00
2	Falconstrikes Ventures Private Limited	68846	Non-Promoter	4.00
3	V2K Hospitality Private Limited	172117	Non-Promoter	10.00
4	Elysian Wealth Fund	688468	Non-Promoter	40.00
5	Padma parshva capital	19001	Non-Promoter	1.10
6	Vansh Gosal	18000	Non-Promoter	1.05
7	Popatlal Bhanji Gadda	18000	Non-Promoter	1.05
8	Mayur Popatlal Gadda	5401	Non-Promoter	0.31
Total		10,75,891		62.51

*rounded off upto two decimals

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Wednesday, June 25, 2025, being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. July 25, 2025

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

- 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 Rs. 581/- each to the Warrant holders.
- An amount equivalent to 25% of the Warrant Issue Price i.e. Rs. 145.25 shall be payable at the time of subscription and allotment of each Warrant and the balance 75% i.e. Rs. 435.75 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 price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, 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.
- vi. The proposed warrants shall be issued and allotted by the Company to proposed allottees within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.
- vii. 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 Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- viii. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- ix. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees.
- x. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- xi. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the 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, 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) and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Warrants, 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 other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and



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to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Date: **July 2, 2025**

By order of the Board of Directors

For, **C2C Advanced Systems Limited**

MANJEET SINGH
Manjeet Singh
Company Secretary

Digitally signed by

MANJEET SINGH

Date: 2025.07.09

16:21:48 +05'30'

Membership Number: **[A61378]**



C2C Advanced Systems Limited

Compliance@c2c-as.com | www.c2c-as.com | +91 11 4557 5342

NEIL RAO TOWERS, 4TH FLOOR, CENTAL WING, 117 & 118, ROAD NO 3, VIJAYANAGAR, EPIP
PHASE-1, WHITEFIELD, BANGALORE- 560066 | CIN: L72200KA2018PLC110361

NOTES:

1. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
2. Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25 September 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted holding Extra Ordinary General Meeting ("EGM") through VC/ OAVM, without physical presence of the Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM is being conducted through VC/OAVM herein after called as "e-EGM". **The deemed venue of the proceedings of the EGM shall be the Registered Office of the Company at Neil Rao Towers, 4th Floor, Cental Wing, 117 & 118, Road No 3, Vijayanagar, EPIP Phase-1, Whitefield, Bangalore-560066**

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. 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 Companies Act, 2013.
5. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend and vote at the EGM are requested to send from their



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registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote, to the Scrutinizer on their e-mail ID at Info.kkvk@gmail.com with a copy marked to compliance@c2c-as.com.

7. The Company has appointed **Link Intime India Private Limited**, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Extra Ordinary General Meeting and the attendant enablers for conducting of the e-EGM.
8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of EGM along with Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023-24 has been available on the website of the Company at www.c2c-as.com. The Notice shall also be available on the e-voting website of the agency engaged for providing e-voting facility, i.e. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited viz., instavote.linkintime.co.in
9. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) by email to compliance@c2c-as.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@c2c-as.com.
 - c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, C-101, 1st Floor, 247 Park Lal Bahadur Shastri Marg Vikhroli (West), Mumbai 400 083 Maharashtra, India, E-Mail ID: instameet@linkintime.co.in by following the due procedure.



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- e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) to enable servicing of notices / documents/ annual Reports electronically to their e-mail address.
10. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The Company has fixed its first cut-off date as 30th June, 2025 for the purpose of dispatch of Notice of EGM. Any person who acquires shares after the first cut-off date but before the record date i.e 30th June, 2025 may obtain the ID-password from the Company's RTA i.e MUFG Intime India Private Limited
14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
15. The Company has appointed M/s. K K V K & Associates (M. No. 570959), Practicing Chartered Accountant to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.
16. The members may cast their votes through electronic voting system (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Tuesday, July 22, 2025 and will end on 5:00 P.M. on Thursday, July 24, 2025. In addition, the facility for e-voting



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shall also be made available during the EGM.

17. Members participating in the EGM through Video Conference/ Other Audio Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to participate in the EGM; however, they shall not be eligible to vote at the meeting.

18. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has appointed MUFG Intime India Private Limited, as the Authorised e-voting agency for facilitating voting through electronic means. The instructions to cast votes through remote e-voting and through e-voting system during the EGM are annexed separately and form part of this Notice.
- b) There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. 30th June, 2025** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. 30th June, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on 9.00 a.m. on Tuesday, July 22, 2025 and will end on 5:00 P.M. on Thursday, July 24, 2025. During this period, the members of the Company holding shares as on the Cut-off date i.e. **Saturday, December 21,**



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2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG Intime India Private Limited thereafter.

e) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. . 30th June, 2025

19. Instructions for Casting Votes by Remote E-Voting

As per the SEBI circular dated December 9, 2020, individual shareholders holding In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG Intime / Link Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR



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Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG Intime / Link Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG Intime / Link Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password



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- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG Intime / Link Intime, for voting during the remote e-voting period.
- e) Click on “MUFG Intime / Link Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG Intime / Link Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG Intime / Link Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant



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Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG Intime / Link Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /
Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:



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Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.



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A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under **"Custodian / Corporate Body/ Mutual Fund"**
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*



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- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “**Votes Entry**” tab under the Menu section.
- Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the “Notification for e-voting”.
- Select “**View**” icon for “**Company’s Name / Event number**”.
- E-voting page will appear.
- Download sample vote file from “**Download Sample Vote File**” tab.

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- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**



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Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:



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Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

20. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.
- 2.

► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A) Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B) PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.



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► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile num-ber/ registered email Id) received during registration for InstaMEET and click on 'Submit'.



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3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’. 5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Con-firm”, else to change your vote, click on “Back” and accordingly modify your vote. 6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

21. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock the votes cast

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through remote e-Voting and count the same, and count the votes cast during the EGM, and shall make, not later than 48 hours from the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

22. The results declared along with the report of Scrutinizer shall be placed on the website of the Company immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

CONTACT DETAILS:

Company	C2C ADVANCED SYSTEMS LIMITED <u>Reg. Office:</u> NEIL RAO TOWERS, 4TH FLOOR, CENTAL WING, 117 & 118, ROAD NO 3, VIJAYANAGAR, EPIP PHASE-1, WHITEFIELD, BANGALORE- 560066 <u>Corporate Office:</u> C-4, Anand Niketan, New Delhi, India, 110021. Contact Person: CS Manjeet Singh Mobile No: +91 80 4372 4052 Email Id: compliance@c2cas.com 33T Website: www.c2c-as.com
Registrar and Transfer Agent/ E-Voting Agency & VC / OAVM	MUFG Intime India Private Limited Address C-101, 1st Floor, 247 Park, L.B. S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India. Tel. Number: +91 22 4918 6200 Email Id: delhi@linkintime.co.in Investors Grievance Id: rnt.helpdesk@linkintime.co.in Website: https://in.mpms.mufg.com
Scrutinizer	M/s K K V K & Associates Chartered Accountant Email: Info.kkvk@gmail.com Contact No. +91 8053194534



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1:

Presently, the authorised share capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

The Company is planning to raise funds by way of issuing equity shares on preferential basis. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on July 02, 2025, have recommended to increase the existing authorised share capital of the Company from Rs. 17,00,00,000/- (Rupees Seventeen Crore Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

Item No. 2 & 3:

The Board has explored various options and proposed to raise fund by way of issue of Equity Shares on preferential basis, for the purpose as detailed below. The board of directors of the Company ("**Board**") in their meeting held on July 2, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 13,93,400 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 581/- per Equity Share (including a premium of Rs. 571/-per Equity Share) aggregating up to



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Rs. 80,95,65,400/- and up to 10,75,891 equity warrants ("**Warrants**") at a price of Rs. 581/- per warrant ("**Warrant Exercise Price**") aggregating up to Rs. 62,50,92,671/- /- with a right to the warrant holders to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants and to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of Proposed Allottee(s)	Category	No. of Equity Shares to be issued	No. of Warrants to be issued
1.	NAV Capital VCC- NAV Capital Emerging Star Fund	Non-Promoter	309810	Nil
2.	NavBharat Investment Opportunities Fund	Non-Promoter	154905	Nil
3.	Yogish Agarwal	Non-Promoter	34423	Nil
4.	Saurabh Gupta	Non-Promoter	4302	Nil
5.	Pranav Holdings LLP	Non-Promoter	47332	Nil
6.	Renosance Opportunities Fund	Non-Promoter	172117	Nil
7.	Kanchan Kalra	Non-Promoter	8950	Nil
8.	Dimple Gupta	Non-Promoter	17900	Nil
9.	Isha Gupta	Non-Promoter	8950	Nil
10.	Chanchal Vijay Patwa	Non-Promoter	17211	Nil
11.	Abhay D Shah	Non-Promoter	5163	Nil
12.	Amita Bansal	Non-Promoter	4302	Nil
13.	Jitin Hora	Non-Promoter	4302	Nil
14.	V2k Hospitality Private Limited	Non-Promoter	68846	172117
15.	Manu Jairamdas Mansharamami	Non-Promoter	34423	Nil
16.	Sunil Nanikram Mansharamami	Non-Promoter	8605	Nil
17.	Punit Shah	Non-Promoter	1721	Nil
18.	Sanil Shah	Non-Promoter	1721	Nil
19.	Bhumika Gulati	Non-Promoter	4302	Nil
20.	Ruchas Ventures	Non-Promoter	51635	Nil



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21.	Nevin M Joseph Alencherry	Non-Promoter	5490	Nil
22.	Digish Ramesh Pandit	Non-Promoter	4647	Nil
23.	Rafique Y Shaikh	Non-Promoter	4302	Nil
24.	Elysian Wealth Fund	Non-Promoter	68846	688468
25.	Vaishali Gosar	Non-Promoter	17211	Nil
26.	Hasti Jatin Hariya	Non-Promoter	1721	Nil
27.	Priyanshu Soni	Non-Promoter	860	Nil
28.	Raghav Chandak	Non-Promoter	8605	Nil
29.	R9 Wealth India Private Limited	Non-Promoter	8605	Nil
30.	Rohit Sachdeva	Non-Promoter	1721	Nil
31.	Nitin Kumar Shah HUF	Non-Promoter	1721	Nil
32.	Satish Chand Agarwal	Non-Promoter	1721	Nil
33.	CCV Emerging Opportunities Fund	Non-Promoter	86058	Nil
34.	Kosha Shah	Non-Promoter	1721	Nil
35.	Akshit Bhavesh Gala	Non-Promoter	3442	Nil
36.	Sunita Rameshlal Wadhwa	Non-Promoter	3442	Nil
37.	Vinodkumar Ramanlal Dhadiwal	Non-Promoter	4302	Nil
38.	Jivan Bansilal Sancheti	Non-Promoter	4302	Nil
39.	Jitendra Motilal Karnawat	Non-Promoter	4302	Nil
40.	Kamlesh Malik	Non-Promoter	1721	Nil
41.	Umang Vipul Shah	Non-Promoter	2581	Nil
42.	R K Stock Holding	Non-Promoter	8950	Nil
43.	Steptrade revolution Fund	Non-Promoter	17211	Nil
44.	Gunwantiben Talakshi Gada	Non-Promoter	3442	Nil
45.	Hardik Bauva	Non-Promoter	4302	Nil
46.	Neel Dipesh Gada	Non-Promoter	1721	Nil
47.	Nisha Shah	Non-Promoter	4302	Nil
48.	Rahul Kumar Gupta	Non-Promoter	2581	Nil
49.	Some Nath Paul	Non-Promoter	6884	Nil
50.	Srinadh Allam	Non-Promoter	4302	Nil
51.	Smita Ashwin Shah	Non-Promoter	34423	Nil
52.	Vinit Ashok Bafna	Non-Promoter	4302	Nil

53.	Veer Harbhajanka	Non-Promoter	9466	Nil
54.	A Square Capital	Non-Promoter	4302	Nil
55.	Maheshwari Poly Sacks	Non-Promoter	4302	Nil
56.	Rashmi Parikh	Non-Promoter	4302	Nil
57.	Venkata Ravikumar baddiga	Non-Promoter	8605	Nil
58.	Usha Namasivayam	Non-Promoter	4302	Nil
59.	Priti AmitShah	Non-Promoter	4302	Nil
60.	Shailesh Vasudev Bhat	Non-Promoter	8605	Nil
61.	Samir Shah HUF	Non-Promoter	8605	Nil
62.	Kaushik Mohan	Non-Promoter	4302	Nil
63.	Kapil Ahuja	Non-Promoter	8605	Nil
64.	Vatsal Amit Agarwal	Non-Promoter	4302	Nil
65.	Modisagar Rajendrakumar	Non-Promoter	4302	Nil
66.	Radhika Nathani	Non-Promoter	4302	Nil
67.	Harsh Chitlangia	Non-Promoter	6884	Nil
68.	Vijay babu	Non-Promoter	1721	Nil
69.	Mitali Shah	Non-Promoter	1721	Nil
70.	Yashvardhan Kapoor	Non-Promoter	1721	Nil
71.	Shailendra Thatle	Non-Promoter	2581	Nil
72.	Dinesh Manglani	Non-Promoter	5507	Nil
73.	Pankaj Jawaharlal Razdan	Non-Promoter	Nil	86058
74.	Falconstrikes Ventures Private Limited	Non-Promoter	Nil	68846
75.	Padma parshva capital	Non-Promoter	Nil	19001
76.	Vansh Gosal	Non-Promoter	Nil	18000
77.	Popatlal Bhanji Gadda	Non-Promoter	Nil	18000
78.	Mayur Popatlal Gadda	Non-Promoter	Nil	5401
Total			13,93,400	10,75,891

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

- i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- ii. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- iii. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- v. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- vi. The Company shall re-compute the price of the Equity Shares issued on in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such investor/allottee to the Company in accordance with the provisions of SEBI ICDR Regulations;
- vii. The pre-preferential shareholding, of proposed allottees of the Company shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- viii. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

- 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 Rs. 10/- each to the Warrant holders.

- ii. An amount equivalent to Rs. 145.25 i.e. 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant and the balance Rs. 435.75 i.e. 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 price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, 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.
- vi. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
- vii. 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.
- viii. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- ix. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.
- x. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of

Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

- xi. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential issue:

The proceeds of the preferential issue will be utilized for the following purposes:

- Funding of Capital Expenditure
- Funding of long term Working Capital
- General Corporate Purpose

It is clarified that not more than 25% (twenty-five percent) of the issue proceeds will be utilised for general corporate purposes, which includes, inter alia repayment of loan, inorganic growth and meeting the issue expenses, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

ii. Utilization of Issue Proceeds.

Given that the funds to be received against equity shares which will be fully paid up and against Warrant, which will be paid 25% upfront and balance on conversion and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the issue proceeds for the above objects is set out herein below:

Sr. no	Particulars	Total estimated amount to be utilised for each of the Objects from the amount raised w.r.t. Equity	Tentative Timeline within which such proceeds shall be utilized*	Total estimated amount to be utilised for each of the Objects w.r.t. Balance 75%	Tentative Timeline within which such proceeds shall be utilized*

		issuance and upfront 25% amount received against issuance of warrants (Rs)		amount received against conversion of warrants (Rs.)	
1.	Funding of Capital Expenditure	Nil	NA	20,00,00,000	Within 6 to 18 months
2.	Funding of Working Capital	62,86,88,568	Within 3 to 6 months	26,88,19,503	Within 3 to 18 months
3.	General Corporate Purpose	33,71,50,000	Within 6 to 12 months		Within 6 to 18 months
Sub Total		96,58,38,568		46,88,19,503	
Total (Rupees)		143,46,58,071			

* The timeline of proposed utilization commences from the date of receipt of listing and trading approval for equity shares allotted pursuant to the proposed preferential issue and receipt of fund against issuance of Equity and warrants.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors subject to compliance with applicable laws.

iii. Interim Use of issue proceeds

Our Company, in accordance with the policies formulated by our Management Committee of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds in accordance with applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

iv. Monitoring of utilisation of funds:

- i. Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed ICRA Limited SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the preferential issue
- ii. The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

v. The total number of shares or other securities to be issued:

The Board, pursuant to its resolution dated July 02, 2025, has approved the proposed preferential issue of up to 13,93,400 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 581/- per Equity Share, of the Company at a premium of Rs. 571/- per Equity Share and up to 10,75,891 Warrants at a price of Rs. 581/- per warrant ("**Warrant Exercise Price**") with a right to the warrant holders to apply for and be allotted Equity Share of the face value of Rs. 10/- each of the Company at a premium of Rs. 571/- per share for each Warrant.

vi. Date of Board Resolution: July 2, 2025**vii. Amount which the company intends to raise by way of such securities**

Amount to be raised by issue of Equity Shares is up to 13,93,400 fully paid up Equity Shares of face value of Rs. 10 each at a price of Rs. 581/- per Equity Share (including a premium of Rs. 571/- per Equity Share), aggregating up to Rs. 80,95,65,400/- (Rupees Eighty Crores Ninety-Five Lakh Sixty-Five Thousand Four Hundred only) and Warrants up to 10,75,891 Fully Convertible Warrants aggregating up to Rs. 62,50,92,671/- (Rupees Sixty-Two Crore Fifty Lakh Ninety-Two Thousand Six Hundred Seventy One only) of face value of Rs. 10 each at a



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Warrant Exercise Price of Rs.581/- per warrant , totalling to Rs. 143,46,58,071 (Rupees One Hundred forty Three Crores Forty Six lacs Fifty Eight Thousand and Seventy one)

viii. The price or price band at which the allotment is proposed:

Issue Price per Equity Share and Warrants is Rs.581/-

ix. Basis on which the price has been arrived at:

- a. The equity shares of Company are listed on Emerge Platform of National Stock Exchange Limited i.e. NSE Emerge (Stock Exchange) and are frequently traded in accordance with the SEBI (ICDR) Regulations. Therefore, trading volume of the Equity Shares on the NSE Emerge, during the preceding 90 trading days prior to the Relevant Date has been considered to determine the issue price.
- b. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:
 - (i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;
 - or
 - (ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

We also confirm that the Articles of Association doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

The proposed Preferential Issue is not expected to result in a change in control, and further the proposed Preferential Issue does not envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to any Proposed Allottees, Therefore the Company is not required to obtain a valuation report from an independent registered valuer for determining price, in terms of the Regulation 166A of the SEBI ICDR Regulations

In view of the above, the Board of the Company has fixed the Equity Share price and Warrant Exercise price of Rs. 581/- (Rupees Five Hundred and Eighty-One

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only) which is above the floor price as determined in compliance with the requirements of the ICDR Regulations.

x. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares and Warrants is Wednesday, June 25, 2025, being the 30 days prior to the date of Extraordinary General Meeting i.e. July 25, 2025

xi. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential issue of Equity Shares and Warrants is proposed to be made to Non-promoter person / entities

xii. Intention of Promoters, directors or key managerial personnel or senior management to subscribe to the offer:

Promoter, directors and key managerial personnel are not intending to participate/subscribe to the proposed issue.

Further, promoters or directors of the Company have not and they will not contribute as part of the offer or in furtherance of objects.

xiii. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares and Warrants 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.

Further, the allotment of the equity shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

xiv. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.		Category	Pre Preferential Issue Holding	No. of	No. of Warrant	Post Preferential Issue Holding
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	Name of Proposed Allottees				Equity Shares to be issued	ts to be issued	(assuming full conversion of Warrants)	
							No. of Equity Shares	%
							No. of Equity Shares	%
1.	NAV Capital VCC- NAV Capital Emerging Star Fund	Non-Promoter	91800	0.55164397	309810		401610	2.10151938
2.	NavBharat Investment Opportunities Fund	Non-Promoter	0	0	154905		154905	0.81057708
3.	Yogish Agarwal	Non-Promoter	0	0	34423		34423	0.1801265
4.	Saurabh Gupta	Non-Promoter		0	4302		4302	0.02251123

5.	Pranav Holdings LLP	Non-Promoter		0	47332		47332	0.24767589
6.	Renosance Opportunities Fund	Non-Promoter		0	172117		172117	0.90064294
7.	Kanchan Kalra	Non-Promoter	17400	0.10455997	8950		26350	0.13788261
8.	Dimple Gupta	Non-Promoter	5600	0.03365148	17900		23500	0.12296931
9.	Isha Gupta	Non-Promoter	1200	0.00721103	8950		10150	0.05311228
10.	Chanchal Vijay Patwa	Non-Promoter		0	17211		17211	0.09006063
11.	Abhay D Shah	Non-Promoter		0	5163		5163	0.02701662
12.	Amita Bansal	Non-Promoter		0	4302		4302	0.02251123
13.	Jitin Hora	Non-Promoter		0	4302		4302	0.02251123
14.	V2k Hospitality Private Limited	Non-Promoter	481063	2.89080069	68846	172117	722026	3.77817194

15.	Manu Jairamdas Mansharama mi	Non- Promot er		0	34423		34423	0.180126 5
16.	Sunil Nanikram Mansharama mi	Non- Promot er		0	8605		8605	0.045027 7
17.	Punit Shah	Non- Promot er		0	1721		1721	0.009005 54
18.	Sanil Shah	Non- Promot er		0	1721		1721	0.009005 54
19.	Bhumika Gulati	Non- Promot er		0	4302		4302	0.022511 23
20.	Ruchas Ventures	Non- Promot er		0	51635		51635	0.270192 36
21.	Nevin M Joseph Alencherry	Non- Promot er	5000	0.030045 97	5490		10490	0.054891 41
22.	Digish Ramesh Pandit	Non- Promot er		0	4647		4647	0.024316 53
23.	Rafique Y Shaikh	Non- Promot er		0	4302		4302	0.022511 23



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24.	Elysian Wealth Fund	Non-Promoter		0	68846	688468	757314	3.96282475
25.	Vaishali Gosar	Non-Promoter	1800	0.01081655	17211		19011	0.09947956
26.	Hasti Jatin Hariya	Non-Promoter	0	0	1721		1721	0.00900554
27.	Priyanshu Soni	Non-Promoter	0	0	860		860	0.00450015
28.	Raghav Chandak	Non-Promoter	0	0	8605		8605	0.0450277
29.	R9 Wealth India Private Limited	Non-Promoter	0	0	8605		8605	0.0450277
30.	Rohit Sachdeva	Non-Promoter	0	0	1721		1721	0.00900554
31.	Nitin Kumar Shah HUF	Non-Promoter	0	0	1721		1721	0.00900554
32.	Satish Chand Agarwal	Non-Promoter	0	0	1721		1721	0.00900554
33.	CCV Emerging Opportunities Fund	Non-Promoter		0	86058		86058	0.45031885

34.	Kosha Shah	Non-Promoter	600	0.00360552	1721		2321	0.01214518
35.	Akshit Bhavesh Gala	Non-Promoter	3600	0.0216331	3442		7042	0.03684893
36.	Sunita Rameshlal Wadhwa	Non-Promoter	1200	0.00721103	3442		4642	0.02429036
37.	Vinodkumar Ramanlal Dhadiwal	Non-Promoter		0	4302		4302	0.02251123
38.	Jivan Bansilal Sancheti	Non-Promoter		0	4302		4302	0.02251123
39.	Jitendra Motilal Karnawat	Non-Promoter		0	4302		4302	0.02251123
40.	Kamlesh Malik	Non-Promoter		0	1721		1721	0.00900554
41.	Umang Vipul Shah	Non-Promoter	2400	0.01442206	2581		4981	0.02606426
42.	R K Stock Holding	Non-Promoter		0	8950		8950	0.04683299
43.	Steptrade revolution Fund	Non-Promoter	6000	0.03605516	17211		23211	0.12145705

44.	Gunwantiben Talakshi Gada	Non-Promoter	600	0.00360552	3442		4042	0.02115072
45.	Hardik Bauva	Non-Promoter	600	0.00360552	4302		4902	0.02565088
46.	Neel Dipesh Gada	Non-Promoter		0	1721		1721	0.00900554
47.	Nisha Shah	Non-Promoter		0	4302		4302	0.02251123
48.	Rahul Kumar Gupta	Non-Promoter	1000	0.00600919	2581		3581	0.01873843
49.	Some Nath Paul	Non-Promoter	6600	0.03966068	6884		13484	0.07055822
50.	Srinadh Allam	Non-Promoter		0	4302		4302	0.02251123
51.	Smita Ashwin Shah	Non-Promoter	39000	0.23435855	34423		73423	0.38420323
52.	Vinit Ashok Bafna	Non-Promoter		0	4302		4302	0.02251123
53.	Veer Harbhajanka	Non-Promoter		0	9466		9466	0.04953309

54.	A Square Capital	Non-Promoter		0	4302		4302	0.02251123
55.	Maheshwari Poly Sacks	Non-Promoter		0	4302		4302	0.02251123
56.	Rashmi Parikh	Non-Promoter		0	4302		4302	0.02251123
57.	Venkata Ravikumar baddiga	Non-Promoter		0	8605		8605	0.0450277
58.	Usha Namasivayam	Non-Promoter		0	4302		4302	0.02251123
59.	Priti AmitShah	Non-Promoter		0	4302		4302	0.02251123
60.	Shailesh Vasudev Bhat	Non-Promoter	6000	0.03605516	8605		14605	0.07642412
61.	Samir Shah HUF	Non-Promoter		0	8605		8605	0.0450277
62.	Kaushik Mohan	Non-Promoter		0	4302		4302	0.02251123
63.	Kapil Ahuja	Non-Promoter	16000	0.0961471	8605		24605	0.12875149

64.	Vatsal Amit Agarwal	Non- Promot er		0	4302		4302	0.022511 23
65.	Modisagar Rajendrakum ar	Non- Promot er		0	4302		4302	0.022511 23
66.	Radhika Nathani	Non- Promot er		0	4302		4302	0.022511 23
67.	Harsh Chitlangia	Non- Promot er		0	6884		6884	0.036022 16
68.	Vijay babu	Non- Promot er		0	1721		1721	0.009005 54
69.	Mitali Shah	Non- Promot er		0	1721		1721	0.009005 54
70.	Yashvardhan Kapoor	Non- Promot er		0	1721		1721	0.009005 54
71.	Shailendra Thatle	Non- Promot er		0	2581		2581	0.013505 69
72.	Dinesh Manglani	Non- Promot er		0	5507		5507	0.028816 68
73.	Pankaj Jawaharlal Razdan	Non- Promot er		0		86058	86058	0.450318 85

74.	Falconstrikes Ventures Private Limited	Non-Promoter	22658	0.13615631		68846	91504	0.47881634
75.	Padma parshva capital	Non-Promoter		0		19001	19001	0.09942723
	Vansh Gosal	Non-Promoter		0		18000	18000	0.09418926
77.	Popatlal Bhanji Gadda	Non-Promoter		0		18000	18000	0.09418926
78.	Mayur Popatlal Gadda	Non-Promoter	19600	0.11778019		5401	25001	0.13082365

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares and Warrants of the Company.

xv. 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:

The Company has not made any other issue or allotment of securities on preferential basis during the year.

xvi. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

xvii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

xviii. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter



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As mentioned above, All proposed Allottees are Non promoter and will continue to remain non – promoter post the preferential issue

Category	Pre- Preferential Issue		Post Issue Equity Shareholding (assuming full conversion of warrants)	
	No. of Equity Shares held	% held	No. of shares	% held
Promoter and Promoter group	68,81,756	41.35%	68,81,756	36.01%
Public	97,59,412	58.65 %	1,22,28,703	63.99%
Total	1,66,41,168	100.00%	1,91,10,459	100.00%

xix. Lock-In Period:

The Equity Shares and Warrants to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

xx. The 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:

Other than proposed individual allottees, please find below details of natural persons who are ultimate beneficial owner or who ultimately **control the proposed allottees**

Name of Investor	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares	Pre Issue	Post Issue (Assuming conversion of all Warrants to Equity Shares)



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	proposed to be issued	No. of Shares	%	No. of Shares	%
NAV Capital VCC - NAV Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	91800	.55	401610	2.10151938
NAV Bharat Investment Opportunities Fund	Vineet Arora	-	-	154905	0.81057708
Pranav Holdings LLP	Vandana Poornima Pai Prakash Pai Peraje Abhijeet Pai			47332	0.24767589
Falconstrikes Ventures Private Limited	Sabah Chhibber	22658	0.13615631	22658	0.11856335
V2K Hospitality Private Limited	Mr. Manan Chopra	481063	2.89080069	722026	3.77817194
Renosance Opportunities Fund	Kailash Jaumil Rizwana Shaheen Ameer Mea			172117	0.90064294
R K Stock Holding	Neeru Gupta			8950	0.04683299
Ruchas Ventures	Priyanka Himanshu Jain			51635	0.27019236

Elysian Wealth Fund	Amul Mahedra Shah Bharti Amul Shah			757314	3.96282475
R9 Wealth India Private Limited	Kartik Rathi Apratim Chauhan			8605	0.0450277
CCV Emerging Opportunities Fund	Sahil Garg			86058	0.45031885
Steptrade revolution Fund	Steptrade Capital private limited	6000	0.03605516	23211	0.12145705
Padma Parshva Capital	Nairit Rajiv Gala Rajiv Tejshi Gala Jagruti Rajiv Gala			19001	0.09942723
A Square Capital	Abhishek Dua Ashruti Khera			4302	0.02251123

xxi. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares/Warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Securities shall continue to be locked-in till the time such amount is paid by the allottees.



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xxii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xxiii. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares and resultant Equity Shares to be allotted pursuant to conversion of the Warrants. The Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xxiv. Valuation report from a Registered valuer along with Name and Address :

The proposed Preferential Issue is not expected to result in a change in control, and further the proposed Preferential Issue does not envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to any Proposed Allottee, Therefore the Company is not required to obtain a valuation report from an independent registered valuer for determining the price, in terms of the Regulation 166A of the SEBI ICDR Regulations.

xxv. Practicing Company Secretary's Certificate:

Practicing Company Secretary of the Company, M/s. Khandelwal & Co have issued a certificate dated July 2, 2025 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is <https://c2c-as.com/>

xxvi. Principal terms of assets charged as securities:

Not applicable

xxvii. Other Disclosures/Undertaking:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR)



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- Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date
 - d. The Company is in compliance with the conditions for continuous listing;
 - e. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1, 2 & 3 in the accompanying notice for your approvals

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.

Date: **July 2, 2025**

By order of the Board of Directors
For, **C2C Advanced Systems Limited**

MANJEET

SINGH

Manjeet Singh
Company Secretary

Membership Number: **A61378**

Digitally signed by

MANJEET SINGH

Date: 2025.07.09

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