CADSYS (INDIA) LTD
Regd. Office : 3-6-262, 2nd Floor,
Tirumala Estates, Himayath Nagar,
Hyderabad - 500 029.
Phone : 040-23224110
URL : www.cadsystech.com
CIN No. L72200TG1992PLC014558

To,
The Manager – Listing Department,
The National Stock Exchange of India Limited – EMERGE,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Mumbai – 400 051.
NSE Symbol: CADSYS

Date: February 9th , 2023

ISIN No.: INE090Y01013

Dear Sir/Madam,

Subject: Intimation of 01/2022-23 Extra-Ordinary General Meeting of Cadsys (India) Limited.

Notice is hereby given that, the 01/2022-23 Extra-Ordinary General Meeting of the members of Cadsys (India) Limited will be held on **Friday**, **March 3rd, 2023 at 9.00 A.M. IST** through Video conferencing and other Audio-Visual means, to transact the business as set out in the Notice.

A copy of the notice approved by the Board of Directors is attached hereunder for your reference.

We request the Stock Exchange and the Shareholders of the Company to kindly take the above information on record.

Thanking You,
For and on behalf of Cadsys (India) Limited

Cadsys (India) Limited Himayath Nagar Hyderabad

Babladi Shailaja
Company Secretary and Compliance Officer
Membership No. A42918
Enclosed: Notice for EGM.

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NOTICE

NOTICE IS HEREBY GIVEN THAT 01/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF CADSYS (INDIA) LIMITED WILL BE HELD ON FRIDAY THE 3RD DAY OF MARCH, 2023 AT 9:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") DEEMED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3-6-262, 02ND FLOOR, TIRUMALA ESTATES, HIMAYAT NAGAR, HYDERABAD-500029, TELANGANA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To Increase the Authorized Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of sections 61, 64, and other applicable provisions of the Companies Act, 2013 ("the Act") read with relevant rules made thereunder, including statutory modifications or re-enactments thereof, enabling provisions of the Memorandum and Articles of Association of the Company, and other law, notifications and regulations as may be applicable and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing ₹ 8,50,00,000/- (Rupees Eight Crores Fifty Lacs Only) divided into 85,00,000 (Eighty-Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respects with the existing equity shares of the Company."

"RESOLVED FURTHER THAT pursuant to sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for substituting the existing clause V of the Memorandum of Association of the Company relating to Authorized Share capital with the following new clause:

"V. The Authorized share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being. The Company has power from time to time, to increase or reduce its share capital."

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"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company, be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Telangana or any other statutory authorities, as may be applicable."

2. Issuance of Warrants convertible into Equity Shares on Preferential Basis:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 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, 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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**SEBI Takeover 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 National Stock Exchange of India Limited-NSE Emerge, the only stock exchange where the shares of the Company are listed ("**Stock Exchange**"), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "**the 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, upto 25,00,000 (Twenty Five Lakhs) convertible warrants ("**Warrants**") at a price of Rs. 50/- (Rupees Fifty Only) per Warrant (**"Warrant Issue Price"**) as per the valuation report received from Registered Valuer under Regulation 165 and 166A of SEBI ICDR Regulations, being the price not less than minimum price as per the SEBI ICDR Regulations for Convertible Warrants each convertible into and exchangeable for 1 (One) fully paid-up Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company ("**Equity Shares**") at a premium of Rs. 40/- (Rupees Forty Only) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only), to the below mentioned Investor(s) of the Company ("**Proposed Allottees**") for cash and in such form

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Hyderabad

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 are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI ICDR Regulations and other applicable law:

Sr. No	Name of the Proposed Allottees	Category	No. of Warrants	Investment Amount up to (Rs.)
1	Mrs. Madhavi Chilakamarri	Promoter Group	4,00,000	2,00,00,000
2	Mrs. N. C. Rangamani	Promoter Group	4,00,000	2,00,00,000
3	Ms. SaiSirisha Nallani Chakravarthi*	Promoter Group	4,00,000	2,00,00,000
4	Mr. Sai Venkat Raman Vedula	Public	1,00,000	50,00,000
5	Mr. Krishna Dev Vala	Public	12,00,000	6,00,00,000
	Total		**25,00,000**	**12,50,00,000**

**As per the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter group of the company. However, she does not hold any shares in the company.*

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 01st February, 2023, being the date 30 days prior to the date of Shareholders' Meeting i.e. March 3rd2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. 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/- (Rupees Ten only) each to the Warrant holders;

b. In accordance with Chapter V of SEBI ICDR Regulation an amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);

c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account.

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d. 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 the Company;

e. 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;

f. Apart from the said right of adjustment mentioned in (d) 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;

g. 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;

h. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the existing Equity Shares of the Company;

i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);

j. 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 allottees;

k. The 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;

l. The pre-preferential shareholding of the Allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees pursuant to this preferential issue shall be kept by the Company in a separate account to be opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

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RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchange i.e. National Stock Exchange of India Limited (NSE EMERGE) and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, 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 allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

//Certified True Copy//

For and on behalf of the Board
Cadsys (India) Limited

N.C.Padmaja

Cadsys (India) Limited * Himayath Nagar * Hyderabad

N.C.Padmaja
Whole-Time Director
DIN: 01173673

Date: 09th February 2023
Place: Hyderabad

Notes:

1. **Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 11/2022 dated December 28, 2022 read along with its earlier General Circulars bearing numbers General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 3/2021 dated May 5, 2022, respectively (collectively referred to as "MCA Circulars"), read with Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/CM D2/CIR/P/2021/11 and SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 respectively issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "SEBI Circulars"), permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA/SEBI Circulars, the Extra-Ordinary General Meeting of the Company is being held through VC/OAVM.**
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ('EGM') is annexed hereto and forms part of this notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the proxy form, attendance slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) pursuant to Section 113 of the Companies Act, 2013 are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative together with the respective specimen signatures of those representative(s) authorized under the said Resolution to attend the EGM through VC / OAVM on its behalf and to vote thereof. The said Resolution/Authorization shall be sent to the Scrutinizer

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by email through its registered email address to consult@ancs.in with a copy marked to cs@cadsystech.com.

6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at www.evoting.nsdl.com. The facility of participation at the EGM through VC/OAVM will be made available for 1000 (Thousand) members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.cadsystech.com. The Notice can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com and on NSE Emerge platform at https://www1.nseindia.com/emerge/index_sme.htm. The EGM Notice is also disseminated on the website of the company at www.cadsystech.com. Members who have any other queries, may write to us at cs@cadsystech.com.
8. The members who have cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again.
9. The Registers of Directors, Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or arrangements, in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs@cadsystech.com.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and update bank account details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s).

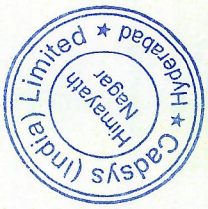
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11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
13. Members seeking any information/ documents with regard any matter to be placed at the EGM, are requested to write to the Company from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at cs@cadsystech.com from **February 20th 2023 from 09:00AM IST till 05.00 P.M. IST on 24th February 2023.**
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12thMay, 2020, Notice of the EGM will be sent only through electronic mode to those Members whose email addresses are registered with the Company/Depository Participants unless a member has requested for a hard copy of the same. Members are requested to support the "Green Initiative" and get their email addresses registered with their Depository Participants in case of shares held in Demat form for future correspondences with the Company.
15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circular, the Company is providing its members the facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means (by using the electronic voting system provided by NSDL). The manner of voting remotely by members holding shares in dematerialized mode is provided in the instructions for e-voting section which forms part of this Notice.
16. The members can opt for only one mode of remote e-voting i.e., either prior to the EGM or during the EGM. The members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The members who have cast their vote by remote e-voting prior to the EGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
17. The e-voting period commences on **28th February 2023** at 09.00 A.M. IST and ends on **2nd March 2023** at 05:00 P.M. IST. During this period, members holding shares, as on cut-off date, i.e.., as on **24th February 2023** may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on

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which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., as on **24th February 2023.**

18. The facility for voting during the EGM will also be made available. Members present in the EGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the EGM.
19. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
20. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.
21. The Company has appointed CS Nitesh Agarwal, Proprietor at M/s. Nitesh Agarwal & Associates, Company Secretaries to act as the Scrutinizer & shall scrutinize the entire voting process in fair and transparent manner to be conducted through VC/OAVM. The Scrutinizer, Email ID: is consult@ancs.in, who shall scrutinize the process.



Contact Details:

Company : CADSYS (INDIA) LIMITED
Regd. Office: 3-6-262, 2nd floor, Tirumala Estates, Himayatnagar
Hyderabad Telangana-500029 India.
CIN: L72200TG1992PLC014558
E-mail ID: info@cadsystech.com
Website: www.cadsystech.com

Company Secretary and Compliance Officer: Babladi Shailaja
E-mail:cs@cadsystech.com

Registrar and Transfer Agent: Bigshare Services Private Limited
306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital,
Somajiguda, Raj Bhavan Road, Hyderabad - 500082.
Telephone: 91-40-2337 4967 | 2337 0295
Facsimile: +91 – 022 28475207
Website: www.bigshareonline.com
Investor grievance: bsshyd@bigshareonline.com

e-Voting Agency : National Securities Depository Limited
E-mail ID: evoting@nsdl.co.in
Phone: 1800 1020 990 and 1800 22 44 30

Scrutinizer : CS Nitesh Kumar Agarwal
Practising Company Secretary
E-mail ID: consult@ancs.in



EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of Companies Act, 2013)

Item No. 1:

To meet the requirements of growing business, the Company has came up with Preferential Offer and to accommodate the said issue of convertible warrants it is proposed to increase the authorized share capital of the Company from the present authorized share capital which stands at Rs. 8,50,00,000/- (Rupees Eight Crores Fifty Lacs Only) divided into 85,00,000 (Eight Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each ranking paripassu in all respects with the existing equity shares of the Company.

In accordance with the provisions of the Companies Act, 2013, and the Articles of Association, the Company may increase the Authorized Share Capital by passing resolutions at the General Meeting of the members of the Company. Consequently, upon such increase in Authorized Share Capital of the Company and to reflect the said change in its Memorandum of Association of the Company, the resolutions have been proposed by the Board of Directors.

Hence, the members are requested to pass the resolutions specified in the Notice for the purpose to increase of the authorized Share Capital of the company and also to alter the Memorandum of Association of the Company.

None of the Directors/Managers/KMP and their relatives is concerned or interested, except as the members of the Company.



Item No. 2:

The Board of Directors of the Company ("**the Board**") at their Meeting on February 2nd, 2023, subject to necessary approval(s), has approved the proposal for raising of funds by issue of upto 25,00,000 (Twenty-Five Lakhs) convertible warrants ("Warrants") at a price of Rs. 50/- (Rupees Fifty only) per Warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at a premium of Rs. 40/- (Rupees Forty only) per Equity Share for each Warrant convertible within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount up to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) to the below mentioned Investor(s) of the Company (**"Proposed Allottees"**) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations:

Sr. No	Name of the Proposed Allottees	Category	No. of Warrants	Investment Amount upto (Rs.)
1	Mrs. Madhavi Chilakamarri	Promoter Group	4,00,000	2,00,00,000
2	Mrs. N. C. Rangamani	Promoter Group	4,00,000	2,00,00,000
3	Ms. Sai Sirisha Nallani Chakravarthi*	Promoter Group	4,00,000	2,00,00,000
4	Mr. Sai Venkat Raman Vedula	Public	1,00,000	50,00,000
5	Mr. Krishna Dev Vala	Public	12,00,000	6,00,00,000
	Total		**25,00,000**	**12,50,00,000**

**As per the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter group of the company. However she does not hold any shares in the company.*

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**") are as under:

1. Objects of the Preferential Allotment:

The Company is planning to raise funds for long term working capital requirements, repayment of debt and/or for general corporate purposes.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at their Meeting on February 2nd, 2023, has, subject to the approval of the Members of the Company (**"Members"**) and such other approvals as may be required, approved the issue of following:



Sr. No	Name of the Proposed Allottees	No. of Warrants	Price of each security	Investment Amount upto (Rs.)
1	Mrs. Madhavi Chilakamarri	4,00,000	Rs. 50/-	2,00,00,000
2	Mrs. N. C. Rangamani	4,00,000		2,00,00,000
3	Ms. Sai Sirisha Nallani Chakravarthi*	4,00,000		2,00,00,000
4	Mr. Sai Venkat Raman Vedula	1,00,000		50,00,000
5	Mr. Krishna DevVala	12,00,000		6,00,00,000
	Total	**25,00,000**		**12,50,00,000**

**As per the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter group of the company. However she does not hold any shares in the company.*

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Issue of the Warrants are as stated in the Resolution.

3. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue:

Mrs. Madhavi Chilakamarri, Mrs. N.C. Rangamani and Ms. Sai Sirisha Nallani Chakravarthi, members of the promoter group of the Company intend to subscribe to the preferential issue for the number of warrants mentioned in point no. 2 above. No Promoters, Directors or Key Managerial Personnel of the Company other than mentioned above intend to subscribe to the preferential issue.

4. Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an ***Annexure 1*** forming part of this Notice.

5. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottee, in one or more tranches, at any time on or before the expiry of 18 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 along with the aggregate amount payable thereon.
The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.



6. 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:

Not Applicable – *Since all the proposed allottees are individuals*

7. The percentage of post preferential issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the Preferential issue:

Name of the proposed Allottees	Pre Issue Shareholding		Issue of Warrants (Present Issue)(No.)$	Post Issue Shareholding after conversion of Warrants	
	No. of shares	% of Shareholding		No. of shares	% of Shareholding
Mrs. Madhavi Chilakamarri	46,000	0.61%	4,00,000	4,46,000	4.46%
Mrs. N. C. Rangamani	84,500	1.13%	4,00,000	4,84,500	4.84%
Ms. Sai Sirisha Nallani Chakravarthi*	0	0.00%	4,00,000	4,00,000	4.00%
Mr. Sai Venkat Raman Vedula	10,000	0.13%	1,00,000	1,10,000	1.10%
Mr. Krishna Dev Vala	0	0.00%	12,00,000	12,00,000	12.00%

**As per the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter group of the company. However she does not hold any shares in the company.*

$Assuming full conversion of warrants into equity shares.

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Warrants.

8. Re-computation of the share price:

i. The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms 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 equity shares shall continue to be locked-in till the time such amount is paid by the Allottees.

ii. The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

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9. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

10. The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of Proposed Allottees	Current status of Proposed Allottees	Proposed status of the Proposed Allottees
1	Mrs. Madhavi Chilakamarri	Promoter Group	Promoter Group
2	Mrs. N. C. Rangamani	Promoter Group	Promoter Group
3	Ms. Sai Sirisha Nallani Chakravarthi*	Promoter Group	Promoter Group
4	Mr. Sai Venkat Raman Vedula	Public	Public
5	Mr. Krishna DevVala	Public	Public

**As per the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter group of the company. However she does not hold any shares in the company.*

11. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is **01st February 2023**, being the date 30 days prior to the to the date of meeting i.e. **March 3rd, 2023.**

12. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on the NSE-Emerge. The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations.

As per Regulation 166A (1) of SEBI (ICDR) Regulation, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. In the proposed preferential issue the allotment to the allottees i.e. Mr. Krishna Dev Vala is more than five per cent of the post issue fully diluted share capital of the issuer therefore, the company has obtained a Valuation Report dated **February 2nd 2023** issued by a registered valuer Mr. Sanka Hari Surya (registration no. IBBI/RV/07/2019/12576). As per the said Valuation Report ₹ 39.93/- (Rupees Thirty-Nine and Ninty Three Paise only) per Equity Share is the fair market value.

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As per the details mentioned in above paragraph, the company has obtained valuation report from the registered valuer as per Regulation 165 and 166A of SEBI ICDR Regulations.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.

The pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each is Rs. 50/- (Rupees Fifty Only) per Warrant which is not lower than the floor price determined in terms of regulations 165 & 166 A of the SEBI (ICDR) Regulations.

13. Adjustments for Warrants:

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

14. Amount which the Company intends to raise by way of such securities:

Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only)

15. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable. The consideration for issue of Warrants and equity shares arising on conversion of Warrants shall be paid in cash and not in consideration other than cash.

16. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not applicable. During the year, the Company has not allotted any securities on preferential basis.

17. Lock-in Period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

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

The allotment is proposed to be made to the proposed Allottees belonging to the Promoter Group and Public category.



19. Practicing Company Secretary's Certificate:

The certificate from the Practicing Company Secretary, Mr. Ramesh Atluri, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.cadsystech.com/investors/.

20. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item Nos. 2 of this Notice.

21. Other disclosures:

a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
b. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the Relevant Date.
c. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company and failed to exercise them;
d. All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
e. Since the equity shares of the Company are infrequently traded on stock exchange and the preferential issue may result in allotment of more than 5% of post-issue fully diluted share capital of the Company, the valuation report of the equity shares of the Company as issued by Mr. Sanka Hari Surya (registration no. IBBI/RV/07/2019/12576) has been obtained as per Regulation 165 and 166A of the SEBI ICDR Regulations. The Valuation Report dated **February 2nd 2023** is also made available on the website of the Company at www.cadsystech.com/investors/.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 2 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 2 in the accompanying notice for approval by the Members.

Except Mrs. Madhavi Chilakamarri, Mrs. N C Rangamani, Mr. Chakravarthi Venkata Rangacharya Nallani, Ms. Sai Sirisha Nallani Chakravarthi and Ms. Babladi Shailaja, none of the other Promoters or Directors or Key Managerial Personnel (KMP) and their relatives forming part of the Promoter Group of the Company have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

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Annexure – 1

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue (as on December 31, 2022)#			Post Issue Shareholding after Conversion of Warrants	
		No. of shares	% of Shareholding	Issue of warrants (Present Issue)(No.)$	No. of shares	% of Shareholding
A.	**Promoters Holding:**					
1	Indian					
a.	Individuals/HUF					
	CHAKRAVARTHI VENKATA RANGACHARYA NALLANI	15,40,875	20.54%	-	15,40,875	15.40%
b.	Central Government/ State Government(s)	-	0	-	-	0
c.	Financial Institutions/ Banks	-	0	-	-	0
d.	Any other (Specify)		0.00%			
	PADMAJA NALLANICHAKRAVARTHI	16,66,600	22.21%	-	16,66,600	16.66%
	SAI SIRISHA NALLANI CHAKRAVARTHI*	-	0.00%	4,00,000	400,000	4.00%
	N C RANGAMANI	84,500	1.13%	4,00,000	4,84,500	4.84%
	MADHAVI CHILAKAMARRI	46,000	0.61%	4,00,000	4,46,000	4.46%
	SITA JAYA LAKSHMI SATTALURI	13,000	0.17%	-	13,000	0.13%
	PUSHPAVATHI NALLANI CHAKRAVARTHI	185,625	2.47%	-	185,625	1.86%
	RAJAGOPAL SATTALURI	42,500	0.57%	-	42,500	0.42%
	Sub Total (A1)	**35,79,100**	**47.71%**	**12,00,000**	**47,79,100**	**47.78%**
2	Foreign Promoters	-	0	-	-	0
	Sub Total (A2)	-	0	-	-	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**35,79,100**	47.71%	**12,00,000**	**47,79,100**	47.78%

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B.	**Non Promoters Holding:**					
1	Institutional holding	-	0	-	-	0
	Sub Total (B1)	-	0	-	-	0
2	Central Government/ State Government(s)/ President of India	-	0	-	-	0
	Sub Total (B2)	-	0	-	-	0
3	**Non Institutional holding**					
a	**Individuals**					
(i)	**Individual shareholders holding nominal share capital up to Rs. 2 lakhs.**	**12,50,000**	**16.66%**	**-**	**12,50,000**	**12.50%**
(ii)	**Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.**	**23,03,400**	**30.70%**	**13,00,000**	**36,03,400**	**36.02%**
	BABLADI SHAILAJA	15,02,400	20.03%	-	15,02,400	15.02%
	CHILAKAMARRY VENU GOPAL PRASAD	90,000	1.20%	-	90,000	0.90%
	GITIKA AJIT KALE	100,000	1.33%	-	100,000	1.00%
	GURU RAJ BABLADI	2,25,000	3.00%	-	225,000	2.25%
	SRINIVAS RAO VALA	94,000	1.25%	-	94,000	0.94%
	APPARAO VENKATA VARRE	86,000	1.15%	-	86,000	0.86%
	SAI VENKAT RAMAN VEDULA	10,000	0.13%	1,00,000	1,10,000	1.1%
	KRISHNA DEV VALA	-	-	12,00,000	12,00,000	12.00%
b.	**NBFCs registered with RBI**	-	0	-	-	0
c.	**Employee Trusts**	-	0	-	-	0
d.	**Overseas Depositories (holding DRs) (balancing figure)**	-	0	-	-	0
e.	**Any other(Specify)**					
	Bodies Corporate	**1,60,000**	**2.13%**	**-**	**160,000**	**1.60%**
	SAFFRON EQUITY ADVISORS PRIVATE LIMITED	1,16,000	1.55%	-	1,16,000	1.16%
	Clearing member	20,000	0.27%	-	20,000	0.20%
	HUF	104,000	1.39%	-	104,000	1.04%
	Non-Resident Indian (NRI)	86,000	1.15%	-	86,000	0.86%

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	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	**39,23,400**	**52.29%**	**13,00,000**	52,23,400	52.22%
	Total (A+B)	75,02,500	100.00%	25,00,000	1,00,02,500	100.00%
	Grand Total	**75,02,500**	**100.00%**	**25,00,000**	**1,00,02,500**	**100.00%**

**As per the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018, Ms.SaiSirishaNallaniChakravarthi is deemed promoter group of the company. However she does not hold any shares in the company.*

$Assuming full conversion of warrants into equity shares.

As per Regulation 31 of SEBI (LODR) Regulations, the listed entity whose specified securities are listed on SME Exchange, the shareholding pattern is submitted on a half yearly basis within twenty-one days from the end of each half year. There is a change in shareholding of Chakravarthi Venkata Rangacharya Nallani and Padmaja Nallani Chakravarthi post submission of Shareholding pattern of September 30, 2022. In this regard, the company has taken shareholding pattern as on December 31, 2022.

//Certified True Copy//

For and on behalf of the Board
Cadsys (India) Limited

N.C.Padmaja

N.C.Padmaja
Whole-Time Director
DIN: 01173673

Date: 09th February, 2023
Place: Hyderabad

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:

1. The Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system and they may access the same at https://www.evoting.nsdl.com under the Shareholders/ Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM through a live webcast of the meeting and submit votes on announcement by the Chairman. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members may join the EGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

3. Members who would like to express their views/ask questions as a Speaker at the EGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to cs@cadsystech.com between **20th February 2023 (09:00 A.M IST) and 24th February 2023 (05.00 P.M IST)**. Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

4. Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in or call on toll free no.:1800-222-990.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:

The remote e-voting period begins on **28th February 2023** at 09.00 A.M. IST and ends on **2nd March 2023**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **24th February 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **24th February 2023**.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'**section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on

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	company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e.**NSDL** where the e-Voting is in progress.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

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a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your "**Initial Password**"?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

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2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to consult@ranjcs.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020 990 and 1800 22 44 30 or send a request to Swapneel Puppala, NSDL Official at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to – cs@cadsystech.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to

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cs@cadsystech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.attested scanned copy of Aadhar Card) to

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGHVC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under. **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@cadsystech.com. The same will be replied by the company suitably.

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Hyderabad