



Karuturi Global Limited

Office : # 204, Embassy Center, 11, Crescent Road, Bangalore - 560 001, INDIA

Tel : 0091 80 23085300 • E-mail : info@karuturi.com

url : karuturi.com • CIN : L01122KA1994PLC016834

To

**The Bombay Stock Exchange Limited.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001**

The Manager - Listing

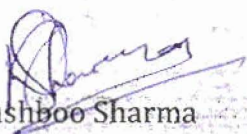
**National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051**

Dear Sir/Madam,

Notice of AGM is enclosed for your reference, Please take it into your records.

Thanking you,
Your's faithfully

For Karuturi Global Limited


Khushboo Sharma
Company Secretary



Corporate Information

BOARD OF DIRECTORS

Sai Ramakrishna Karuturi

Chairman and Managing Director

Anitha Karuturi

Wholetime Director

Sunil Gupta

Independent Director

Mahendra Kumar Sunkara

Independent Director

Yeshoda Karuturi

Executive Director

Ananta Chandrakanth Darshan

Independent Director

Company Secretary

Khushboo Sharma

REGISTERED OFFICE

204, Embassy Center, 11,
Crescent Road, Bangalore-560001
Email: investorrelations@karuturi.com
URL : www.karuturi.com

REGISTRARS & SHARE TRANSFER AGENTS

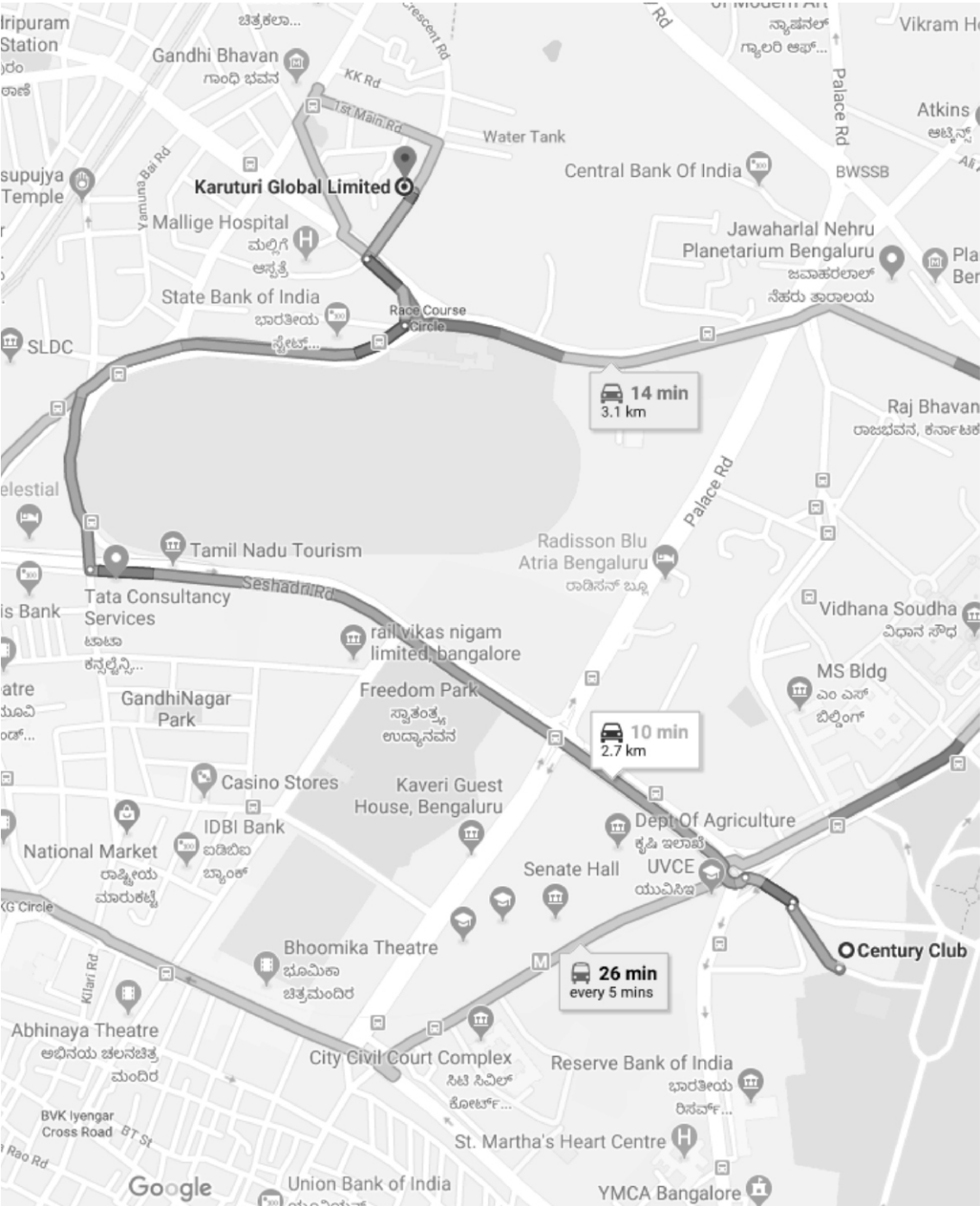
Karvy Computershare (P) Limited
17 -24 Vithal Rao Nagar, Madhapur
Hyderabad 500 081
P : +91 040 44655124 || F : +91 40 23420814
Email: krishnans@karvy.com

AUDITORS

M/s . H. Muralidhar & Co
Chartered Accountants,
Bangalore

SECRETARIAL AUDITORS

Ajay Behera & Associates
Practising Company Secretary



NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of the Karuturi Global Limited will be held on Saturday, the 29th day of September 2018, at 11. 00A.M at Century Club, #1,Sheshadri Road, Bangalore-560001 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the standalone audited financial statements (including consolidated audited financial statements) for the Financial Year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Yeshoda Karuturi (DIN 07213837), who retires by rotation, being eligible, seeks re-appointment and pass the following resolution as an ordinary resolution:

"Resolved that Pursuant to the Provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members be and is hereby accorded for the re-appointment of Ms. Yeshoda Karuturi (DIN 07213837) as a Director, to the extent that she is required to retire by rotation."
3. To appoint Messrs K G Rao and Co., Chartered Accountants, as the statutory Auditors of the Company and to fix their remuneration, and pass the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the approval of the members be and is hereby accorded for the appointment of M/s K G Rao & Co Bangalore, (Firm Registration No.011874S) as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting, on such remuneration as may be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:

4. **Rescission of Resolution passed on 13th March, 2018 through Postal Ballot with respect to increase in Authorised Share Capital of the Company:**

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

"**RESOLVED THAT** resolution passed by the members on 13th March, 2018 through Postal Ballot for increase in Authorized Equity Share Capital to Rs. 200,00,00,000/- (Rupees Two Hundred Crores) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Re. 1/- (Rupee One only) and the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association be and is hereby rescinded."

5. **Increase in Authorized Share Capital of the Company**

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

"**RESOLVED THAT** pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores) upto Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores) by creation of 75,00,00,000 further equity shares of Re. 1/- each ranking pari passu with the existing equity shares of the Company."

6. **Alteration of Capital Clause of Memorandum of Association of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. "The Authorized Share Capital of the Company is Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores only) divided into 2,50,00,00,000 Rupees Two Hundred and Fifty Crores only) Equity Shares of Re. 1/- (Rupee One) each."

7. **Alteration of Articles of Association of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the existing Article 4 of the Articles of Association of the Company be and is hereby substituted by the following:

"The Authorized Share Capital of the Company is Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores only) divided into 2,50,00,00,000 Rupees Two Hundred and Fifty Crores only) Equity Shares of Re. 1/- (Rupee One) each."

8. **Allotment of Fresh Equity Warrants for 95 Crores shares**

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

"**RESOLVED THAT** subject to all the regulatory approvals, in accordance with the provisions of Section 42 & 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "**SEBI (ICDR) Regulations, 2009**"), as amended thereto, the

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regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies ("**Concerned Authorities**") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as **the Board** may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, up to 95,00,00,000 (Ninety -five Crores) Convertible Warrants of Face value Re. 1/- (Rupee One) each at par to Non-Promoters, on preferential allotment basis convertible into equal number of equity shares (one equity share for one warrant issued) at the price of Re.1 each of the Company in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
1	IBelive Fitness Solutions Private	350000000	RAMAKRISHNA Mulpuri CHARITAMulpuri
2	Eye-3 Info Media Private Limited	250000000	BOLLINA SUGUNA BOLLINA SATHYAPRASAD
3	Srinivasa Retail Private Limited	350000000	CHARITAKAJA SURESH KAJA

RESOLVED FURTHER THAT:

- The relevant date for the purpose of pricing of issue of Convertible Warrants in accordance with the Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended) be fixed as 29th August 2018 that date being the 30th day prior to the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.
- The aforesaid Convertible Warrants allotted in terms of this resolution shall rank pari passu in all respects with the existing equity shares of the Company.
- The Board be also authorized to decide and approve the other terms and conditions of the issue of Convertible Warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient.

RESOLVED FURTHER THAT the equity shares allotted on conversion of aforesaid Warrants issued on preferential basis shall be locked in from the date of trading approval granted from all the Stock Exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Re.1/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Convertible Warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting Convertible Warrants of the Company as aforesaid, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular, to settle any questions, difficulties or doubts that may arise with regard to the offering,

issuing, allotting and utilizing the issue proceeds of the Convertible Warrants of the Company, as it may in its absolute discretion, deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein contemplated by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

9. **Realignment of Share 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 complaint dated August 06, 2018 on the SEBI e-platform SCORES and applicable provisions of the Companies Act, 2013 and Rules made there under and all other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, the Authorized Share Capital of the Company may be realigned, if necessary, either by reduction of share capital or by increasing the share capital of the Company or take such other action as may be necessary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take necessary actions to give effect to the foregoing resolution, submission of documents and papers with the concerned authorities to register and implement the aforesaid amendment to the Memorandum of Association of the Company and to do all such acts, deeds and things as may be necessary in this regard including authorizing any officers of the Company for this purpose."

**By Order of the Board
For Karuturi Global Limited
Director**

Place: Bangalore
Date: 14th August 2018.
Registered office: # 204, Embassy Center, 11,
Crescent Road, Bangalore-560001

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A Proxy is not entitled to vote except on a poll. A Proxy form is enclosed herewith.
2. The notice of Annual General Meeting of the company will be sent to those members/beneficial owners whose name appear in the registrar of members received from the depositories as on 31st August 2018.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The instrument appointing the proxy, duly completed, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc., must be supported by appropriate board resolutions / Power of authority, as applicable.
5. Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing the irrepresentative(s) to attend and vote at the Annual General Meeting, pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. Members/proxies should bring the attendance slip sent here with, duly filled-in to attend the Meeting.
7. 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.
8. Members may also please note that as per Section 124 (5) and Section 125C of the Companies Act, 2013, all the amounts transferred to the Unpaid Dividend Account of the Company and remaining unpaid or unclaimed for a period of seven years from the date of such transfer have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
9. The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 of the Companies Act, 2013 and Register of contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
10. The shareholders can opt for voting through physical mode or electronic mode in case vote are casted through both the modes then e-voting shall be considered.
11. SEBI has mandated the submission of Permanent Account Number by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their Pan to their DP's with whom they are maintaining their Demat accounts. Members holding shares in physical format can submit their Pan to Company's RTA.
12. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
13. The Register of Members and Share Transfer Books will remain closed from 23rd September 2018 to 29th September 2018 (both days inclusive).
14. Members are requested to notify the Registrar and Share Transfer Agents Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 for any change in their address, Email-ID, so as to enable Company to address future communications to their correct addresses.
15. As part of the "Green Initiative in Corporate Governance", taken by Ministry of Corporate Affairs (MCA), Karuturi Global Limited shall send all shareholders communication such as Notice, Reports etc, to shareholders in electronic form to the E-mail Id provided by them and made available to us by the Depositories. Members are requested to register their E-mail Id with their Depository Participant and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to investorrelations@karuturi.com by providing their DP Id and Client Id as reference.
16. In terms of Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the company is pleased to provide E-voting facility to members to exercise their right to vote by electronic means. The members, whose names appear in registrar of members/ list of beneficial owners as on 21st September 2018 i.e., the cut off date taken by the company who shall be entitled to avail the facility of remote e-voting/physical voting at the AGM venue. The E-voting period will commence from 26th September 2018, at 09.00 A.M (IST) and will end at 5.00 PM (IST) on 28th September, 2018. The E-voting module will be disabled on 28th September, 2018 at 5.00 PM (IST). The voting rights of members shall be in proportion to the number of shares held by them as on cutoff date, 21st September 2018.



17. Mr. Kiran Desai, Designated Partner of M/s KDSH & Associates LLP, Company Secretaries (Membership No.ACS 34875.), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
18. The Explanatory notes pursuant to Section 102 of the Companies Act, 2013 which sets out all the details relating to special business to be transacted at the meeting is annexed hereto.
19. The Route map for AGM is provided at the end of this notice.
20. The company has entered into an arrangement with Karvy Computershare Private Limited for facilitating E-voting for the AGM.

PROCEDURE AND INSTRUCTIONS FOR e-VOTING & INSTAPOLL

- I. Remote e-voting: In compliance with 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)] which includes details of E-Voting Event Number (EVEN), USER ID and password:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demataccount, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id kiran@kdsh.co.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "CorporateName_Event No."
- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:
 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- II. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however these Members are not entitled to cast their

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vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Karuturi Global Limited, (Unit: Name of the Company) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences 26th September 2018, at 09.00 A.M(IST) and will end at 5.00PM(IST) on 28th September, 2018. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2018
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e 21st September, 2018 he/she may obtain the User ID and Password in the manner as mentioned below:
- f. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> In12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

Web Check-in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on "Web Checkin for General Meetings (AGM/EGM/CCM)".
- b. Select the name of the company: Karuturi Global Limited
- c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e 26th September 2018, at 09.00A.M(IST) and will end at 5.00PM(IST) on 28th September, 2018.
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

EXPLANATORY STATEMENT PURSUANT TO SEC. 102 OF COMPANIES ACT, 2013:

Item No. 4:

Your Board at its meeting held on 8th August 2018, has decided to rescind the Resolution passed by the members on 13th March, 2018 through Postal Ballot for increase in Authorized Equity Share Capital of the Company to Rs. 200,00,00,000/- (Rupees Two Hundred Crores) divided into 200,00,00,000 (Two Hundred Crores) Equity Shares of Re. 1/- (Rupee One only) and accordingly the corresponding alteration in the Capital Clause of the Memorandum and Articles of Association shall also be rescinded.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives thereof, is in any way, interested or concerned in the proposed Special Resolution except to the extent of their shareholding.

Item No. 5, 6 & 7

In order to meet the long term working capital needs of the Company it is proposed by the Board to infuse additional funds and enhance the existing share capital. Your Board at its meeting held on 27th August, 2018 statutory/regulatory approvals, as may be required, proposed to increase the Authorized Share Capital of the Company from Rs. 1,75,00,00,000/- (Rupees One Hundred and Seventy Five Crores) upto Rs. 2,50,00,00,000/- (Rupees Two Hundred and Fifty Crores). According to Section 61 of the Companies Act, 2013, if Authorized Share Capital of the Company is to be increased, a special resolution is required to be passed by the members of the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under

Item No. 5

The Proposed resolutions under the items No. 5 & 6 seek to obtain members' approval to alter Capital Clause as mentioned above in the Memorandum and Articles of Association. According to Section 13 and 14 of the Companies Act, 2013, if the Memorandum and Articles are to be altered respectively, a Special Resolution is required to be passed by the members of the Company.

Your Board of Directors recommends the Special Resolutions for your approval as set out under item No. 5 & 6 of the Notice of Annual General Meeting.

A Copy of the Memorandum and Articles of Association of the Company will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except 2nd and 4th Saturdays, and Sundays & Public Holidays up to the date of this Annual General Meeting.

None of your Directors is concerned or interested in the above resolutions except to the extent of their shareholding in the Company.

Item No. 8

In order to meet long-term funding requirements of the Company, the Board, at its meeting held on 27.08.2018, has accorded its approval for raising funds through preferential issue by issuing up to 95,00,00,000 (Ninety Five Crores) fully convertible warrants ("Warrants") of face value Re. 1 each ("Warrants Issue Price"), exercisable into equal number of Equity Shares of face value of Re. 1 each of the Company on preferential basis to entities/persons mentioned in Point (vii) below. Pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities must be approved by the shareholders by way of a Special Resolution. The salient features of a preferential issue of warrants are given in the Resolution. Further, in terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("ICDR Regulations"), the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

(i) The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used to meet long-term funding requirements of the Company including, but not limited to, funding ongoing capital expenditure and for augmenting the working capital, improving its project capacity, enhancing infrastructure facilities and for general corporate purposes and purposes permitted by applicable laws.

(ii) The intention of the Promoters/Directors/ Key Management Personnel to subscribe to the offer:

None of the Promoters/Directors/Key Management Personnel intend to subscribe in this offer.

(iii) Relevant Date:

As per the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of the Equity Shares to be issued upon exercise of Warrants in terms hereof shall be 29th August 2018, being the date 30 days prior to this Annual General Meeting.

(iv) Pricing of Preferential Issue:

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date;
- or (ii) the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

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The relevant date for the pricing of the convertible warrants shall be 29th August, 2018 being the date which is 30 days prior to the date of this Annual General Meeting.

Stock exchange for this purpose means BSE Limited/National Stock Exchange Limited on which the highest trading volume in respect of the Equity Shares of the company has been recorded during the preceding 26 weeks prior to the relevant date.

(v) The Shareholding Pattern before and after issue of warrants to be converted into equity shares within 18 months from the date of the allotment of the warrants:

Category of Shareholders	Pre-Preferential Shareholding		Post Preferential Shareholding after conversion & assuming full conversion of Warrants into Equity shares	
	No. of Shares	As a % of (A+B)	No. of Shares	As a % of (A+B)
Promoter and Promoter Group(A)	366473963	24.47	366473963	15.00
Public Shareholding(B)	1131057563	75.53	2081057563	85.00
Custodian (C)	-	-	-	-
Grand Total(A)+(B) + (C)	1497531526	100.00	2447531526	100

Note: i) The above post issue shareholding assumes that the Preferential Issue of Warrants issued pursuant to these resolutions are fully exercised and converted into equity shares failing which the percentage will change accordingly.

(vi) Timeline within which the allotment shall be completed:-

As required under Regulation 74 of the ICDR Regulations, the preferential issue of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the Shareholders. Provided that where the allotment is pending on account of any approval from any Regulatory Authority/ Body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

(vii) The Identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

Sr. No.	Identity of Proposed Allottees	Category of the Proposed Allottee	Natural Persons who are the ultimate beneficial owners	Pre-Issue shareholding	No of Warrants to be allotted	Post-Issue shareholding on exercise of Warrants*
1.	IBelive Fitness Solutions Pvt Ltd	Non- Promoter	Rama Krishna Mulpuri & Charita Mulpuri	Nil	25,00,00,000	10.21
2.	Eye-3 Info Media Pvt Ltd	Non- Promoter	Bollina Suguna & Bollina Sathya Prasad	Nil	20,00,00,000	8.17
3.	Srinivasa Retail Pvt Ltd	Non- Promoter	Charita Kaja & Suresh Kaja	Nil	35,00,00,000	14.30

*Assuming full conversion of warrants.

(viii) Change in control:

There will not be any change in the composition of the Board of Directors or control of the Company on account of the proposed preferential allotment. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the preferential allotment.

(ix) No. 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:

During the year, no preferential allotment has been made to any person.

(x) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

(xi) Lock in period:

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottees shall also be locked-in as per the Regulation 78 of the ICDR Regulations.

(xii) Terms of Issue of the Convertible Warrants.

- The proposed allottee of warrants shall pay an amount equivalent to at least 25% of the Issue Price at the time of subscription and allotment of each warrant. The balance 75% of the Issue Price shall be payable by the warrant holder upon exercise of the entitlement attached to the warrant(s) to subscribe for equity share(s). The amount paid against warrants shall be adjusted / set off against the Issue Price of the resultant equity shares.



- If the entitlement against the warrants to apply for the equity shares is not exercised by the warrant holder, within the specified period stipulated under Regulation 75 of the ICDR Regulations, the entitlement of the warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.
- Upon exercise of the convertible warrants by the warrant holder, the Board (or a Committee authorized by the Board) shall allot such number of equity shares of face value of Re.1 each as may be required to be issued and allotted, as would be calculated on the basis of price as determined in Point (iv) above. The allotment shall only be made in the dematerialized form.
- The equity shares issued pursuant to an exercise of the convertible warrants will be subject to the Memorandum of Association and Articles of Association of the Company and shall rank paripassu in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company.

(xiii) Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchanges, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue.

(xiv) SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to the Company and the Stock Exchanges.

(xv) Auditor's Certificate:

The Statutory Auditors' certificate certifying that the above issue of Warrants is being made in accordance with the ICDR Regulations, shall be placed before the Shareholders of the Company at the Annual General Meeting of the Company and shall also be available for inspection by the members. The Auditor's Certificate will also be displayed on the website of the Company at www.karuturi.com

(xvi) Undertakings:

As required under the ICDR Regulations the Company hereby undertakes that, (a) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so. (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees. Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to applicable provisions of Companies Act, 2013 and Chapter VII of the ICDR Regulations. Your Directors, therefore, recommend the resolution for your approval. The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice. The proposed allottees have not sold any equity shares of the Company during the six months preceding the Relevant Date. The proposed allottees have not subscribed to any Warrants during the last one year. Further, it is hereby confirmed that neither the Company nor any of its Promoters or Directors have been declared as willful defaulters or received a notice from the RBI in this regard. None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company are, in anyway, concerned or interested, financially or otherwise, in the above resolution.

Item No. 9

The Company has received a complaint from SEBI dated August 06, 2018 with respect to the preferential issue of convertible warrants issued by the Company in the year 2015. The Company is reviewing the Complaint and proposes to re-visit the shares issued against the warrants in November 2016. The Company will discuss the issue and may take necessary action by realigning the share capital, if necessary, by alteration of share capital or such other similar action.

It is necessary for the Company to address the complaint and answer SEBI at the earliest. If it becomes necessary for the Company to alter or reduce the share capital of the Company, then the Company will seek shareholders consent, if required under the law, to such alteration and/or reduction of share capital.

By Order of the Board
For Karuturi Global Limited
Director

Date: 14th August 2018
Place: Bangalore
Registered office: # 204, Embassy Center, 11,
Crescent Road, Bangalore-560001
CIN: L01122KA1994PLC016834

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Annexure to Notice

Additional Information on Directors recommended for appointment /reappointment as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.

Ms. Yeshoda Karuturi

Ms. Yeshoda Karuturi was appointed as executive director of Karuturi Global Limited on 22nd Annual General Meeting of Karuturi Global Limited dated 27th September, 2017.

She is responsible for the overall management of the company, focusing on overseas operations. She holds a Masters in Accounting and a Bachelor of Science in Business Administration from Washington University in St. Louis, U.S. She is also pursuing her CPA.

Nature of Expertise:

Accounting, Finance, Strategy, Internal Control

Disclosure of Inter-se relationships between directors and KMP:

She is the daughter of our Chairman and Managing Director, Sai Ramakrishna Karuturi.

Listed Companies (other than Karuturi Global Limited) in which Yeshoda Karuturi holds Directorship and Committee membership

Nil

Shareholding in the Company

Nil

By Order of the Board
For Karuturi Global Limited
Director

Date: 14th August 2018

Place: Bangalore

Registered office: # 204, Embassy Center, 11,
Crescent Road, Bangalore-560001

CIN: L01122KA1994PLC016834