



**NEWJAISA TECHNOLOGIES LIMITED**

**(Newjaisa Technologies Private Limited)**

**CIN: U32106KA2020PLC134935**

Reg office: Sy No. 38/1B, 39/1, 39/2 and 39/3, Arekere Village,

Begur Hobli, Bangalore South Taluk, Bannerghatta Road, Bangalore 560076, Karnataka

Email: [cs@newjaisa.com](mailto:cs@newjaisa.com); Phone: +91-8088403455

Website: <https://newjaisa.com>

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Date: July 04, 2024

To,  
National Stock Exchange of India Limited ("NSE").  
Exchange Plaza, Plot No. C/1, G- Block,  
Bandra –Kurla Complex, Bandra (East),  
Mumbai-400051

Scrip Code: NEWJAISA

Sub: Notice of Extraordinary General Meeting and details of cut-off date for E-voting and E-voting Period

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that an Extraordinary General Meeting ("EGM") of the Company is scheduled to be held on Friday, July 26, 2024 at 12:00 noon (IST) through video conferencing facility ('VC') / other audio-visual means ('OAVM') for which purpose the Registered office of the Company shall be deemed as the venue for the Meeting. A copy of the Notice of EGM is attached herewith for your reference.

Further, pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on all resolutions set forth in enclosed Notice.

Further, you are also requested to take on record the following:

1. The cut-off date for the purpose of exercising remote e-voting facility shall be Friday, July 19, 2024.
2. The remote e-voting period shall commence on Tuesday, July 23, 2024 at 09:00 A.M. and shall end on Thursday, July 25, 2024 (upto 05:00 P.M. 1ST).

Please take the above information on record and arrange for dissemination.

**For Newjaisa Technologies Limited**  
**(Formerly known as Newjaisa Technologies Private Limited)**

**VISHESH**  
**HANDA**  
Digitally signed by  
VISHESH HANDA  
Date: 2024.07.04  
18:51:37 +05'30'

**Vishesh Handa**  
**Managing Director**  
**DIN: 07842847**



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## **EGM NOTICE**

Notice is hereby given that the 7<sup>th</sup> Extraordinary General Meeting (“EGM” or ‘the Meeting’) of the Members of Newjaisa Technologies Limited will be held on Friday, the 26th day of July, 2024 at 12:00 noon (IST) through video conferencing facility ('VC') / other audio visual means ('OAVM') for which purpose the Registered office of the Company shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

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### **Special business:**

#### **Item No. 1: Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association 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 Sections 13, 15 and 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the authorized share capital of the Company be and is hereby increased from Rs. 17,00,00,000 /- (Rupees Seventeen Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs. 5/- each (Rupees Five Only) to Rs. 19,00,00,000/- (Rupees Nineteen Crores Only) divided into 3,80,00,000 (Three Crores Eighty Lakhs) equity shares of Rs. 5/- each (Rupees Five Only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following new clause.

“V. The Authorized Share Capital of the Company is Rs. 19,00,00,000 (Rupees Nineteen Crores Only) divided into 3,80,00,000 (Three Crores Eighty Lakhs) equity shares of Rs. 5/- each. The share capital of the Company (whether original, increased or reduced) may be subdivided, consolidated into such classes of shares as may be allowed under the law for the time being in force relating to company with such privileges, rights as may be attached and to be held upon such terms as may be prescribed by the Regulations of the Company.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps/actions as may be deemed expedient to give effect to this resolution including signing all such necessary documents as may be required in this regard.”

**Item No. 2: Issue of 32,43,000 equity shares on Preferential basis to certain identified non-promoter persons/Entities:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Reserve Bank of India, Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), approval of the members of the Company be and is hereby accorded to the Board to Create, offer, issue and allot in one or more tranches not exceeding **32,43,000 (Thirty Two Lakhs Forty Three Thousand Only)** equity shares of Rs. 5/- each at an issue price of Rs. 98/- per share (including a premium of Rs. 93/- per share) aggregating up to **Rs. 31,78,14,000/- (Rupees Thirty-One Crores Seventy-Eight Lakhs Fourteen Thousand Only)** to the non-promoters as mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.”

| S. No. | Name of the proposed Allottee     | Category     | No. of Equity shares |
|--------|-----------------------------------|--------------|----------------------|
| 1.     | Anjana Jitendra Shah              | Non-Promoter | 102000               |
| 2.     | Seema Jatin Chawla                | Non-Promoter | 102000               |
| 3.     | Rahul Misra                       | Non-Promoter | 102000               |
| 4.     | Pathik Shyamsunder Gandotra       | Non-Promoter | 201000               |
| 5.     | CSIM India Opportunities Fund I   | Non-Promoter | 1021500              |
| 6.     | Vineet Kaul                       | Non-Promoter | 408000               |
| 7.     | Indranil D Deshmukh               | Non-Promoter | 102000               |
| 8.     | Amruta Sunil Kelkar               | Non-Promoter | 51000                |
| 9.     | KAPM Ventures LLP                 | Non-Promoter | 51000                |
| 10.    | VT Capital Market Private Limited | Non-Promoter | 204000               |
| 11.    | Pritesh Pravinchandra Vora        | Non-Promoter | 201000               |

|     |                                    |              |        |
|-----|------------------------------------|--------------|--------|
| 12. | Vasundhara Pasari                  | Non-Promoter | 307500 |
| 13. | Pooja Equiresearch Private Limited | Non-Promoter | 136500 |
| 14. | Jainaa Gandhi                      | Non-Promoter | 102000 |
| 15. | Siddharth Bhogilal Shah HUF        | Non-Promoter | 25500  |
| 16. | Vishwavir Ahuja                    | Non-Promoter | 25500  |
| 17. | Banyan Capital Advisors LLP        | Non-Promoter | 100500 |

**“RESOLVED FURTHER THAT** the pricing of the equity shares to be allotted has been made in accordance with the Regulation 161 of the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date’. The “relevant date” for the purpose of pricing of equity shares is 26<sup>th</sup> June 2024 i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted on during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.”

**“RESOLVED FURTHER THAT** the Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Acts and Guidelines in force from time to time.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the equity shares in accordance with the provisions of the Act.”

**“RESOLVED FURTHER THAT** the Company shall apply for listing of the equity shares and make an application to the Depositories for admission of the said equity shares.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and resultant equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

For and on behalf of the Board of Directors  
Newjaisa Technologies Limited

Sd/-

Vishesh Handa  
Managing Director  
(DIN: 07842847)

Place: Bengaluru  
Date: 03.07.2024

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") and other applicable provisions, if any, of the SEBI Regulations setting out material facts relating to Special Business to be transacted at the Extraordinary General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on July 02, 2024 considered that the special business under Item No. 1, & 2 be transacted at the Extraordinary General Meeting of the Company.
2. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020, 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") / Extraordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (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 ("Listing Regulations") and MCA Circulars, the EGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the EGM i.e., the conduct of the EGM through VC/OAVM, date and time of the EGM, availability of the notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA and other matters as may be required.
3. In compliance with the Circulars issued by MCA and SEBI, Notice of the EGM along with annexures (if any) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/Depository Participants. Physical copy of the notice of the EGM and annexures shall be sent to those Members who request for the same. Members may note that the Notice will also be available on the Company's website <https://newjaisa.com/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/>, and on the website of NSDL <https://www.evoting.nsdl.com>.
4. Ms. Priyanka Rajora, Practicing Company Secretary [C P No. 22886] (Proprietor of M/s. Rajora and Co, Practicing Company Secretaries) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting system during EGM and remote e-voting process in a fair and transparent manner. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution or Authority letter, etc., authorizing its representative [with attested specimen signature of the duly authorized signatory(ies)] to attend the EGM through VC / OAVM on its behalf and/or to vote through remote e-voting/e-voting system provided in EGM. The said Resolution/Authority letter shall be sent to the Scrutinizer by email through its registered email address to [priyanka@rajoraandco.com](mailto:priyanka@rajoraandco.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. 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.

5. Members who have not yet registered their email addresses are requested to register their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Bigshare Services Private Limited.
6. Further, it is to inform you that the Company's Registrars and Transfer Agents, Bigshare Services Private Limited have a facility to register email address on their website at <https://www.bigshareonline.com/>
7. 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, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
8. Members holding shares in demat mode and have not updated their KYC details are requested to register/update the email, bank account details and other KYC details with their depositories through their depository participants.
9. Also, SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the CBDT Circular No. 7 of 2022 (Notification F.No.370142/14/2022-TPL) dated March 30, 2022, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.
10. 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. Members are requested to submit the nomination details to their DP in case the shares are held by them in electronic form.
11. The Company has designated an exclusive email ID [cs@newjaisa.com](mailto:cs@newjaisa.com), which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.
12. Members who would like to express their views or have questions or seeking any information with regard to the businesses covered under the Notice of EGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before July 20, 2024 through email on [cs@newjaisa.com](mailto:cs@newjaisa.com).
13. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act. 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@newjaisa.com](mailto:cs@newjaisa.com).

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
16. Non-Resident Indian Members are requested to inform RTA, immediately on:
  - (a) Change in their residential status on return to India for permanent settlement;
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
17. Instructions for e-voting and joining the EGM are as follows.

**GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, 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.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI

(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. 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 <https://newjaisa.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and 9/ 2023.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on **23rd July, 2024 at 09:00 A.M. and ends on 25th July 2024, at 05:00 P.M.** 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. 19<sup>th</sup> July, 2024**, 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 19<sup>th</sup> July 2024.

**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**

**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 in order 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. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. . <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="708 1653 1212 1962" data-label="Image"> <p>The image is a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on' in blue. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code. The entire advertisement is enclosed in a thin black border.</p> </div> |

|                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000                        |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |

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

**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 demataccount with NSDL.      | 8 Character DP ID followed by 8 Digit ClientID<br>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 demataccount with CDSL.      | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                    |
| c) For Members holding shares in PhysicalForm.                 | EVEN Number followed by Folio Number registered with the company<br>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:
  - 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 clientID 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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 and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
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 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 [priyanka@rajoraandco.com](mailto:priyanka@rajoraandco.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Swapneel Puppala at [evoting@nsdl.com](mailto:evoting@nsdl.com) and [swapneelp@nsdl.co.in](mailto:swapneelp@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), AADHAAR (self-attested scanned copy of ~~Aadhaar Card~~) by email to [cs@newjaisa.com](mailto:cs@newjaisa.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), AADHAAR

(self-attested scanned copy of Aadhaar Card) to [cs@newjaisa.com](mailto:cs@newjaisa.com). If you are an Individual shareholder 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.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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 demataccount in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM AREAS 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 THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
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 (<https://newjaisa.com/>). The same will be replied by the company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

### **OTHER INSTRUCTIONS**

1. Any person other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode and becomes member of the Company after, the notice is sent through e-mail and holding shares as of the cut-off date i.e. **June 29, 2024**, may follow steps mentioned in this notice under Step 1 (B) w.r.t 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. In case of Individual Shareholders holding securities in demat mode 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 i.e. **June 29, 2024** may follow steps mentioned in the Notice of the EGM under Step 1 (A) w.r.t Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode". Such shareholders can also send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to Issuer/RTA to obtain login id and password.
2. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/board, who shall countersign the same.
3. The result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., <https://newjaisa.com/> and on the website of NSDL i.e., <https://www.evoting.nsdl.com/> immediately after the result is declared by the Chairman or by any other person authorized by the Chairman and the same shall also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.
4. In case of any queries with respect to remote e-voting, 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](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000. You may also send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Asst. Vice President – President – NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), phone no. 022-24994360, or call on 022 - 4886 7000 and 022 - 2499 7000 who will address the grievances on remote e-voting or in case of any technical assistance is required at the time of

log in/ assessing/ e-voting at the Meeting through VC/OAVM or who need assistance with using the technology before or during the meeting.

For and on behalf of the Board of Directors  
Newjaisa Technologies Limited

Place: Bengaluru  
Date: 03.07.2024

Sd/-  
Vishesh Handa  
Managing Director  
(DIN: 07842847)

**EXPLANATORY STATEMENT**  
**[Pursuant to Section 102 of the Companies Act, 2013]**

**Item No. 1: Increase in the Authorised Share Capital and consequent alteration of the Capital Clause in the Memorandum of Association of the Company:**

In order to accommodate the shares to be allotted on preferential basis and future requirements, the Board of Directors at their meeting held on 02.07.2024 have decided to increase the existing Authorized Share Capital from Rs.17,00,00,000/- (Rupees Seventeen Crores Only) divided into 3,40,00,000 (Three Crores Forty Lakhs) equity shares of Rs.5/- each to Rs. 19,00,00,000 (Rupees Nineteen Crores Only) divided into 3,80,00,000 (Three Crores Eighty Lakhs) equity shares of Rs. 5/- each. The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association.

Consequently, Clause V of the Memorandum of Association would also require alteration/ substitution to reflect the altered Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in authorised share capital.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

**Item No. 2: Issue of 32,43,000 equity shares on Preferential basis to certain identified non-promoter persons/Entities:**

The Board has explored various options and proposed to raise fund by way of issue of Equity Shares on preferential basis, for the purpose as detailed below. The board of directors of the Company ("Board") in their meeting held on Tuesday, July 02, 2024 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs. 31,78,14,000/- (Rupees Thirty-One Crores Seventy-Eight Lakhs Fourteen Thousand Only) by way of issue of upto 32,43,000 (Thirty-Two Lakhs Forty-Three Thousand Only) Equity Shares having face value of Rs. 5/- each at a price of Rs. 98/-per Equity Share (including a premium of Rs.93/-per Equity Share), to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

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

**i. Objects of the preferential issue/particulars of the offer:**

The Company seeks funds to finance operational plans and growth, invest in new projects and upgrade assets, meet daily operational needs, support strategic initiatives, repay long-term debt, strengthen financial position and credibility. This will help achieve strategic goals, drive growth, and create long-term stakeholder value.

**ii. Maximum number of specified securities to be issued**

The Board, pursuant to its resolution dated Tuesday, July 02, 2024, has approved the proposed preferential issue of up to 32,43,000 (Thirty-Two Lakhs Forty-Three Thousand Only) Equity Shares having a face value of Rs. 5/- each at a price of Rs.98/- per Equity Share, of the Company at a premium of Rs. 93/- per Equity Share.

**iii. amount which the company intends to raise by way of such securities**

Up to 31,78,14,000 (Rupees Thirty-One Crores Seventy-Eight Lakhs Fourteen Thousand Only) Equity Shares at a price of Rs.98/- per Equity Share

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

The issue price is Rs.98/- per Equity Share having face value of Rs. 5/-each, at a premium of Rs. 93/- per Equity Share.

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

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the price for the Preferential Issue of Equity Shares is Wednesday, June 26, 2024 being the 30 days prior to the date of Extraordinary General Meeting i.e. Friday, July 26, 2024.

**vi. Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer;**

Promoter(s) or their associates or relatives, directors, key managerial personnel or senior management are not intending to participate/subscribe to the proposed issue

**vii. Shareholding pattern of the issuer before and after the preferential issue would be as follows:**

| Sr. No   | Pre-Issue Holding            |                      |              | Proposed Issue of equity shares | Post Issue Holding |              |
|----------|------------------------------|----------------------|--------------|---------------------------------|--------------------|--------------|
|          | Category                     | No. of Equity shares | % of shares  |                                 | No. of shares      | % of Shares  |
| <b>A</b> | <b>Promoter Shareholding</b> |                      |              |                                 |                    |              |
|          | Individuals                  | 22319938             | 69.35        | --                              | 22319938           | 63.00        |
|          | Body/Corporate/Trust         | --                   |              | --                              | --                 |              |
|          | <b>Sub-Total (A)</b>         | <b>22319938</b>      | <b>69.35</b> | <b>--</b>                       | <b>22319938</b>    | <b>63.00</b> |

| <b>B</b> | <b>Public Shareholding</b> |                 |               |                |                 |               |
|----------|----------------------------|-----------------|---------------|----------------|-----------------|---------------|
|          | Institutions               | 2976972         | 9.25          | 1021500        | 3998472         | 11.29         |
|          | Non-Institutions           |                 |               |                |                 |               |
|          | Bodies Corporate           | 1129500         | 3.51          | 492000         | 1621500         | 4.58          |
|          | Individuals                | 4707062         | 14.63         | 1704000        | 6411062         | 18.10         |
|          | HUF                        | 313500          | 0.97          | 25500          | 339000          | 0.96          |
|          | NRIs                       | 502500          | 1.56          | --             | 502500          | 1.42          |
|          | Key Managerial Personnel   | --              |               | --             | --              | --            |
|          | Clearing Members           | 192000          | 0.60          | --             | 192000          | 0.54          |
|          | Trust                      | 42000           | 0.13          | --             | 42000           | 0.12          |
|          | Others                     | --              |               | --             | --              | -             |
|          | <b>Sub-Total (B)</b>       | <b>9863534</b>  | <b>30.65</b>  |                | <b>13106534</b> | <b>37.00</b>  |
|          | <b>Grand Total (A+B)</b>   | <b>32183472</b> | <b>100.00</b> | <b>3243000</b> | <b>35426472</b> | <b>100.00</b> |

Notes: 1. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full subscription of equity shares to be allotted under the present issue.

2. The pre-preferential shareholding pattern is prepared on the basis of 21<sup>st</sup> June 2024.

**viii. Time frame within which the preferential issue shall be completed and material terms:**

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

**ix. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue

| Sr. No | Identity of proposed Preferential Allottee | Category (current & proposed) | Pre issue holding | Pre issue % of shares | Proposed Issue of equity shares | Post issue No. of Equity Shares | Post issue % of shares |
|--------|--------------------------------------------|-------------------------------|-------------------|-----------------------|---------------------------------|---------------------------------|------------------------|
| 1      | Anjana Jitendra Shah                       | Non-Promoter                  | --                | --                    | 102000                          | 102000                          | 0.29                   |
| 2      | Seema Jatin Chawla                         | Non-Promoter                  | --                | --                    | 102000                          | 102000                          | 0.29                   |
| 3      | Rahul Misra                                | Non-Promoter                  | --                | --                    | 102000                          | 102000                          | 0.29                   |

|    |                                    |              |        |      |         |         |      |
|----|------------------------------------|--------------|--------|------|---------|---------|------|
| 4  | Pathik Shyamsunder Gandotra        | Non-Promoter | 120000 | 0.37 | 201000  | 321000  | 0.91 |
| 5  | CSIM India Opportunities Fund I    | Non-Promoter | -      | -    | 1021500 | 1021500 | 2.88 |
| 6  | Vineet Kaul                        | Non-Promoter | 6000   | 0.02 | 408000  | 414000  | 1.17 |
| 7  | Indranil D Deshmukh                | Non-Promoter | --     | --   | 102000  | 102000  | 0.29 |
| 8  | Amruta Sunil Kelkar                | Non-Promoter | --     | --   | 51000   | 51000   | 0.14 |
| 9  | KAPM Ventures LLP                  | Non-Promoter | 3000   | 0.01 | 51000   | 54000   | 0.15 |
| 10 | VT Capital Market Private Limited  | Non-Promoter | --     | --   | 204000  | 204000  | 0.58 |
| 11 | Pritesh Pravinchandra Vora         | Non-Promoter | --     | --   | 201000  | 201000  | 0.57 |
| 12 | Vasundhara Pasari                  | Non-Promoter | 150000 | 0.47 | 307500  | 457500  | 1.29 |
| 13 | Pooja Equiresearch Private Limited | Non-Promoter | ---    | --   | 136500  | 136500  | 0.39 |
| 14 | Jainaa Gandhi                      | Non-Promoter | 150000 | 0.47 | 102000  | 252000  | 0.71 |
| 15 | Siddharth Bhogilal Shah HUF        | Non-Promoter | 12000  | 0.04 | 25500   | 37500   | 0.11 |
| 16 | Vishwavir Ahuja                    | Non-Promoter | --     | --   | 25500   | 25500   | 0.07 |
| 17 | Banyan Capital Advisors LLP        | Non-Promoter | --     | --   | 100500  | 100500  | 0.28 |

Further, the ultimate beneficiary of the following allottees are:

| S. No. | Name of the Body Corporates        | Name of Ultimate Beneficial Owner                                 | Name of Ultimate Beneficial Owner |
|--------|------------------------------------|-------------------------------------------------------------------|-----------------------------------|
| 1.     | KAPM Ventures LLP                  | Vineet Kaul<br>Mital Narendra Gupta<br>Kshitija Chitnis           | --                                |
| 2.     | VT Capital Market Private Limited  | Rajesh Jain                                                       | --                                |
| 3.     | Pooja Equiresearch Private Limited | Sagar Mehta                                                       | --                                |
| 4.     | Siddharth Bhogilal Shah HUF        | Siddharth Shah                                                    | -                                 |
| 5.     | Banyan Capital Advisors LLP        | H.P Gupta & Son Advisory Private Limited<br>Vaishno Prasad Rajesh | Har Prasad Gupta                  |

|    |                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |    |
|----|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|
| 6. | CSIM India Opportunities Fund I | <p>CSIM India Opportunities Fund-I is a SEBI registered Category III AIF. (IN/AIF3/23-24/1477) incorporated under the laws of India having its registered office at Unit No. 1107 Supreme Headquarters, Floor 11, Near Link Square Mall, , Junction of 14th and 33rd Road, Off Linking Road, Bandra West, Mumbai, Maharashtra-400050</p> <p>Perry Road Investment Advisory LLP (Sponsor and Investment Manager of CSIM India Opportunities Fund-I)</p> <p>There are two natural person who are considered ultimate beneficial owners that exercise control or ultimately have a controlling ownership interest of 25 % or more of the shares or capital or profits of Perry Road Investment Advisory LLP</p> <p>Aditya Singhania (50%)<br/>Govindarajan Chelappa (50%)</p> | -- |
|----|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|

**Change in control:** As a result of the proposed preferential allotment of Equity Shares, there will be no change in the composition of the Board of Directors and no change in control of the Company.

Notes:

1. Pre issue shareholding is as on 21<sup>st</sup> June 2024.
2. Post Preferential Shareholding calculated assuming full conversion of equity shares to be issued under the said issue.

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

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

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

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

**(I) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- a. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these 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 specified regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

## **(II) Practicing Company Secretary Certificate:**

Certificate from M/s. Rajora & Co., Practicing Company Secretaries confirming that the proposed issue of Equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is placed on the website of the Company under the weblink path: <https://newjaisa.com/pages/investors - CertificatefromCS> .

## **(III) Pricing of the Issue including the basis or justification for the premium:**

The equity shares of Company are listed on SME Platform of NSE i.e. NSE SME (Stock Exchange) and are frequently traded in accordance with the SEBI (ICDR) Regulations. Therefore, trading volume of the Equity Shares on the NSE SME, during the preceding 90 trading days prior to the Relevant Date has been considered to determine the issue price.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price of Equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date

The issue price of Rs.98/- per equity share has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on NSE during the 90 trading days (Rs.97.12) /10 trading days (Rs.92.57) preceding the relevant date. A Certificate is obtained from the Practicing Company Secretary and Registered Valuer confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018. Accordingly, against the minimum issue price of Rs.97.12/-, the Company has fixed an issue price of Rs. 98/- per equity share.

The Company has also considered the Valuation Report dated 2<sup>nd</sup> July, 2024 issued by CA. Gopavarapu Murali Reddy, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/02/2019/11566 having office at 507, Everest Block, Aditya enclave, Ameerpet, Hyderabad, Telangana-500038. The Valuation Report shall be available for inspection by the members on the Company's website under the weblink: path: <https://newjaisa.com/pages/investors> & [Valuationreport](#) .As per the Valuation Report, Book Value of the Company Stands at Rs. 17.16/- per share.

**(IV) 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 relevant disclosures to Stock Exchanges, if required.

**(V) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

**(VI) Lock-in Period:**

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

**(VII) Listing:**

The Company will make an application to the stock exchange at which the existing shares are listed, for listing of Equity Shares. Such Equity Shares, once allotted, shall rank paripassu with the then existing Equity Shares of the Company in all respects, including dividend and voting rights.

**(VIII) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, the Company has not made any preferential allotment.

**(IX) Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**(X) Other disclosures/undertaking:**

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to recompute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

**(XI) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of equity shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

For and on behalf of the Board of Directors  
Newjaisa Technologies Limited

Sd/-

Vishesh Handa  
Managing Director  
(DIN: 07842847)

Place: Bengaluru  
Date: 03.07.2024