PALRED TECHNOLOGIES LIMITED

(Formerly known as FOUR SOFT LIMITED)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING - 2015

PALRED TECHNOLOGIES LIMITED

(Formerly known as FOUR SOFT LIMITED)

Regd. Office : Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills, Hyderabad, Telangana - 500 034

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of Members of M/s. Palred Technologies Limited will be held on Friday, the 13th day of November, 2015 at 9.00 a.m. at the Corporate Office of the Company at Uma Plaza, 2nd Floor, Nagarjuna Hills, Road No.1, Banjara Hills, Hyderabad - 500 034 to transact the following items as special business. The explanatory statement setting out all material facts concerning the said Resolutions is also appended below.

SPECIAL BUSINESS:

ITEM NO: 1 - PREFERENTIAL ISSUE AND ALLOTMENT OF EQUITY SHARES:

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

"**RESOLVED THAT** in terms of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with BSE Limited, NSE Limited, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, as may be applicable to the preferential issue of Equity shares and other applicable regulations of SEBI, if any and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and which may be agreed to by or any other authorities as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot in one or more trenches up to 8,70,480 Equity shares of Rs.5/- each to non-promoters (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) at an issue price of Rs. 110/- per share (including premium of Rs. 105/- per share) and on such terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any amendments thereto or re-enactment thereof) or other provisions of Law as may be prevailing at the time, provided that the price (inclusive of premium) of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009."

"RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the SEBI (ICDR) Regulations with reference to the 'Relevant Date'. The 'Relevant Date' for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be October 14th, 2015, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on November 13th, 2015."

"RESOLVED FURTHER THAT the new equity shares issued shall rank paripassu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to 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 aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time."

"RESOLVED FURTHER THAT the Company does apply for listing of the new equity shares and does make an application to the Depositories for admission of the new equity shares."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

"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 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."

ITEM NO: 2 - TO CONSOLIDATE TWO EQUITY SHARES OF Rs. 5/- EACH INTO ONE EQUITY SHARE OF RS. 10/- EACH.

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

"RESOLVED THAT in supersession of earlier resolution passed in the Annual General Meeting held on 30th September 2015 and pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), and pursuant to Articles of Association which empowers the Company for consolidation of shares and subject to the approvals, consents, permissions and sanctions, if any,

required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board"), consent of the Members be and is hereby accorded to consolidate two Equity Shares of the Company having Face value of Rs. 5/- (Rupees Five only) into 1 (One) Equity Share of Face value of Rs. 10/- (Rupees Ten only) each fully paid-up and consequently, the Authorized Equity Share Capital of the Company of 5,60,77,600 (Five Crore Sixty Lakhs Seventy Seven Thousand Six Hundred) Equity Shares of Rs.5/- each shall be consolidated to 2,80,38,800 (Two Crores Eighty Lakhs Thirty Eight Thousand Eight Hundred) Equity Shares of Rs. 10/- each (Ten) amounting to Rs.28,03,88,000/- (Rupees Twenty Eight Crores Three Lakhs Eighty Eight Thousand only) with effect from the "Record Date" to be determined by the Board for this purpose."

"RESOLVED FURTHER THAT the preference share capital of Rs. 6,96,12,000 divided into 6,96,120 (Six Lakhs Ninety Six Thousand One Hundred and Twenty) Preference Shares of Rs.100/- each would remain the same."

"RESOLVED FURTHER THAT pursuant to the Consolidation of the Equity Shares of the Company, two Equity Shares of the Face value of Rs.5/- (Rupees five only)each as existing on the Record Date shall stand consolidated into 1 (One) Equity Share of the Face value of Rs. 10/- (Rupees Ten only) each fully paid-up, with effect from the Record Date."

"RESOLVED FURTHER THAT on consolidation, 1 (One) Equity Share of the Face value of Rs. 10/- (Rupees Ten only) each be issued in lieu of Two Equity Shares of Rs. 5/- (Rupees Five only) , subject to the terms of Memorandum and Articles of Association of the Company and shall rank paripassu in all respects and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company and shall be entitled to dividend(s) to be declared after the consolidation of equity shares."

"RESOLVED FURTHER THAT upon consolidation of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 5/- (Rupees five only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the Allottees of the new Equity Shares of Rs. 10/- (Rupee Ten only) each on consolidation and the Company may, without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s),within the period prescribed or that may be prescribed in this behalf, from time to time. In the case of shares held in dematerialized form, the number of Consolidated Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before consolidation."

"RESOLVED FURTHER THAT that the fractional shares caused by Consolidation of Capital shall be transferred without requiring any further action to a Trust to be formed for this purpose"

"RESOLVED FURTHER THAT that the Independent Directors of the Company shall manage this Trust and the Compliance Officer of the Company shall be the Secretary of the Trust and shall assist the Independent Directors in managing the affairs of the Trust."

"RESOLVED FURTHER THAT that this Trust shall sell consolidated shares held in its name, in the market including off market sale, at the best available price in one or more lots. The decision of the Trust as to the timing and method of sale and the price at which such sale has been given effect to in that behalf shall be final and binding on all concerned. The Trust shall hold the net sale proceeds of all such shares after defraying them from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution."

ITEM NO:3 - AMENDMENT TO CLAUSE V OF THE 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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s), amendment or re-enactment thereof for the time being in force), and subject to the approvals, consents, permissions and sanctions, if any, required from any authority, consent of the Members be and is hereby accorded to amend the existing Clause V of the Memorandum of Association of the Company by deletion of the existing Clause V and by substitution thereof by the following clause:

'V. The Authorized Share Capital of the Company is Rs. 35,00,00,000 (Thirty Five Crores) divided into 2,80,38,800 (Two Crores Eighty Lakhs Thirty Eight Thousand Eight Hundred) Equity Shares of Rs. 10/- (Rupee Ten only) each and 6,96,120 (Six Lakhs Ninety Six Thousand One Hundred and Twenty) Preference Shares of Rs.100/- each with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.'

"FURTHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

4. INVESTMENT OF FUNDS 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 186(2)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or

re-enactment(s) thereof for the time being in force) ("the Act") read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to make further investments u/s 186(2)(c) of the Companies Act, 2013, by way of subscription, purchase or otherwise, the securities of any Body Corporate (including Subsidiary Companies and their overseas subsidiary), from time to time and in one or more trenches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of investment(s) (apart from the loan(s) / guarantee(s) / security(ies) / investments already given / made / held by the Company if any) shall not any time exceed Rs. 20/- Crores (Rupees Twenty Crores only).

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalise in its absolute discretion the terms and conditions, in respect of the above mentioned investment(s) in bodies corporate (including subsidiary companies and theiroverseas subsidiaries) including but not limited to timing, the amount and the nature of each such investment(s) in subsidiary companies (including their overseas subsidiaries), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution."

Registered office:
Plot No: 2, 8-2-703/2/B, Road No: 12,
Banjara Hills, Hyderabad – 500 034.

By order of the Board of Directors
for **Palred Technologies Limited**

Sd/-
N Archana Sastry
Company Secretary

Place : Hyderabad
Date : 15.10.2015

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.

4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.

5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.

7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.

8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited.)

9. As a measure of austerity, copies of the Notice of EGM will not be distributed at the Extra-Ordinary General Meeting. Members are therefore, requested to bring their copies of the Notice of EGM to the Meeting.

10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Karvy Computershare Private Limited., Share Transfer Agents of the Company for their doing the needful.

11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.

12. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/ transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.

13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

14. Electronic copy of Notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.

15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday, November 6th, 2015.

16. Members may also note that the Notice of EGM will also be available on the Company's website www.palred.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: company@palred.com.

17. Voting through electronic means

    Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on cut-off date (record date), Friday, 6th November, 2015 are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 9th November 2015 and will end at 5.00 p.m. on Thursday, 12th November, 2015. The members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through physical ballot forms. The Company has appointed Mr. S. Sarveswar Reddy, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the Physical Ballot Forms and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Procedure for remote e-voting

I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for EGM. The instructions for remote e-voting are as under:

   a) In case of Members receiving an e-mail from Karvy:

      i) Launch an internet browser and open https://evoting.karvy.com

      ii) Enter the login credentials (i.e. User ID and password). The Event No.Folio No. or DP ID-Client ID will be your User 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 the above details click on - Login.

      iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.) The system will also prompt you to 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. You need to login again with the new credentials.

      v) On successful login, the system will prompt you to select the E-Voting Event

      vi) Select the EVENT of Palred Technologies Limited and click on - Submit.

      vii) Now you are ready for e-voting as 'Cast Vote' page opens.

      viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.

      ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.

      x) Once you have voted on the resolution, you will not be allowed to modify your vote.

      xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@snaco.net. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

   b) In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

      (I) INITIAL PASSWORD IS PROVIDED, AS FOLLOWS, AT THE BOTTOM OF THE ATTENDANCE SLIP.

EVENT (E-Voting Event Number)	USER ID	PASSWORD
–	–	–

      (II) Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.

      (III) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website https://evoting.karvy.com.

      (IV) If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.

      (V) The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, 6th November, 2015. Members are eligible to cast vote electronically only if they are holding shares as on that date.

(VI) The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of EGM. Accordingly, the voting period shall commence at 9.00 a.m. on Tuesday, 10th November, 2015 and will end at 5.00 p.m. on Thursday, 12th November, 2015. The e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.

(VII) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

(VIII) The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

(IX) Members who have acquired shares after the dispatch of the Annual Report and before the book closure may obtain the user ID approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> 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> XXX1234567

(X) If e-mail 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.

a. Member may call Karvy's toll free number 1-800-3454-001

b. Member may send an e-mail request to.evoting@karvy.com

(XI) The results shall be declared on or after the EGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s Karvy Computershare Private Limited

18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the EGM.

19. Mr.S.Sarveswar Reddy, member of the Institute of Company Secretaries of India, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process.

20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

21. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.palred.com and on the website of CDSL within two(2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited (NSE).

EXPLANATORY STATEMENT

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

Item No: 1 – Issue and Allotment of Equity Shares

The special resolution as mentioned under item no.1 proposes to authorize the Board of Directors to issue and allot up to 8,70,480 Equity Shares to non-promoters in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

Consent of the shareholders is sought for issuing the Equity Shares as stated in the resolutionon a preferential basis.

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 shares, such 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 / Postal Ballot 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 Listing Agreement with the Stock Exchange 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 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 Equity Shares allotted would be listed on BSE and NSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009 ("Regulations"), the following disclosures are needed to be

made in the Explanatory Statement tothe Notice of the General Meeting:

i. The Objects of the issue through preferential offer:

The object of preferential issue is to augment resources of the Company, to raise funds in the form of equity capital in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction ofnew products, meet working capital requirements and for general corporate purposes including acquisition/investingin other body corporates (including subsidiary companies of the Company and their foreign subsidiaries) so as to leverage such structure to achieve higher growth in terms of revenue and profitand to position the company on global map.

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

The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors orKey Management Personnel of the Company do not intend to subscribe to the offer.

iii. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment isfixed as October 14th, 2015 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting to be held on 13th November, 2015, to approve the proposed preferential issue, interms of Section 62 of the Companies Act, 2013.

iv. Pricing of Preferential Issue:

The equity shares will be allotted in accordance with the price determined in terms of Regulation 76 of the Regulations.

Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Equity Shares of the Companyon both the stock exchanges will be considered to determine the highest trading volume for computation of issue price. As per the calculations, 26 weeks and 2 weeks of the High and low of the Volume Weighted Average Price of the equity shares of the company quoted on Stock Exchanges preceding the Relevant Date stands at Rs. 34.63 and Rs. 94.46 respectively. However, the issue price has been fixed as Rs.110 per share which is more than the minimum price of Rs. 94.46 per share.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, ifthe amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations, the Equity Shares allotted to the proposed shall continue to be locked in till the time such amounts are paid by them.

v. Pre and post issue shareholding of proposed allottees.

Identity of Proposed Preferential Allottee	Category	Pre issuing Holding		Equity shares proposed to be allotted	Post issue holding	
		Pre issue holding	% of shares		No. of Shares	% of shares
Mr. Koh Boon Hwee	Non- Promoter/ Foreign Individual	56,000	0.36%	1,18,185	1,74,185	1.11%
Mr. Teo Ser Luck	Non- Promoter/ Foreign Individual	136606	0.87%	59,100	1,95,706	1.24%
Mr. Keen Whye Lee	Non- Promoter/ Foreign Individual	212500	1.36%	59,100	2,71,600	1.73%
@ Passage to India Master Fund Limited	Non- Promoter/ Foreign Institutional Investor	352078	1.95%	4,43,185	7,95,263	5.05%
Mr. Ashish Dhawan	Non- Promoter/ Individual	575814	3.69%	90,910	6,66,724	4.24%
Mr. Jagdish Master	Non- Promoter/ Individual	—	—	1,00,000	1,00,000	0.64%
Total		**12,86,120**	**8.24%**	**8,70,480**	**22,03,478**	**14.01%**

* The number of shares to be allotted may differ due to change in conversion rate on date of preparation of this report, date of receipt of funds and allotment date.

@ Passage to India Opportunity Fund (Cayman) Ltd ("PTIOF Cayman") is the beneficial owner of Passage to India Master Fund Ltd ("PTIOF Master"), holding >90% of the Fund's Redeemable Preference Shares. PTIOF Cayman is a regulated investment fund in the Cayman Islands. Arcstone Capital Ltd holds 100% of the Management Shares of PTIOF Master and is thus the controlling shareholder of PTIOF Master. The UBO of Arcstone Capital Ltd is Ralph Kruger.

vi) Particulars of the Proposed Allottees:

Name of the proposed allottee/ Ultimate Beneficial Owner	Profile
Mr. Koh Boon Hwee	Mr Koh Boon Hwee chairs the NTU Board of Trustees. He was Ex-Chairman of Singapore Airlines Ltd, Ex-Chairman of Council of Nanyang Technological, University, Ex-Chairman of Singapore, Telecommunications Ltd and Ex-Chairman of DBS Bank
Mr. Keen Whye Lee	Mr. Keen Whye is currently the Managing Director of Strategic Alliance Capital Pte Lid, a venture capital and investment management advisory company. Prior to this, Mr. Lee was the founder and Managing Director of Rothschfld Ventures Asia Pte.
Mr. Teo Ser Luck	Present Minister of State at the Ministry of Trade and Industry and Mayor of the North East District of Singapore. He has been Member of Parliament since 2006. Teo served as a Vice-President and Managing Director at Menlo Worldwide. He was also the Country Manager and General Manager at DHL Express Singapore. Teo was recognised as a "Young Global Leader" by the World Economic Forum in 2007 for his contributions to the business and community services sectors.[3]
Passage to India Master Fund.	Mr. Ralph was Vice President and Portfolio Manager at Marathon Capital Management, a SEC-registered investment management company focusing on small US companies and managing assets in excess of US$250 million. He also served as Chairman and a member of the Allied Pilots Association (APA) Pension Committee.
Mr. Ashish Dhawan:	Founder Chrys Capital. Mr. Dhawan is also Founder and CEO of Central Square Foundation a philanthropic fund and policy think tank focused on transforming the quality of school education in India. Mr. Dhawan is an MBA from the Harvard Business School and a BS in applied mathematics and economics from Yale University.
Mr. Jagdish Master	Co-founder, Enam. His expertise lay in managing public issues. He is adept at pricing issues and floating them well for attracting public investments.

vii) Shareholding pattern of the company before and after preferential issue.

The present shareholding pattern and the shareholding pattern assuming full allotment of equity shares are given below:

Sl.No.	Category of Shareholder	Pre Issue Holding Details		Post Issue Holding Details	
A)	**Promoter and Promoter Group**	No. of Shares	% of shares	No. of Shares	% of shares
	1 INDIAN	7310781	46.82	7310781	44.35
	2 FOREIGN	—	—	—	—
B	**PUBLIC SHAREHOLDING**				
	1 INSTITUTIONS	391406	2.51	8,34,591	5.06
	2 NON-INSTITUTIONS				
	(i) Bodies Corporate	939948	6.02	939948	5.70
	(ii) Individuals	5918954	37.91	61,09,864	37.06
	(iii) FOREIGN NATIONALS	444011	2.84	6,80,396	4.13
	(iv) FOREIGN BODIES	433896	2.78	433896	2.63
	(v) CLEARING MEMBERS	16037	0.10	16037	0.10
	(vi) NON RESIDENT INDIANS	158855	1.02	158855	0.96
	(vii) TRUSTS	900	0.01	900	0.01
C	**Total (A+B)**	**15614788**	**100**	**16485268**	**100**

* The shareholding pattern may differ due to change in conversion rate on date of preparation of this report, date of receipt of funds and allotment date.

viii. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meetingor in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen)days from the date of such approval(s), as the case may be.

ix. Approvals:

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

x. 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 Stock Exchange.

xi. Holding of shares in demat form, non disposal of existing shares by the proposed allottees and lock-in period of prior-holding of shares of proposed allottees:

The entire shareholding of the proposed allottees in the company, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

xii. Lock –in Period of proposed allotment:

The equity shares proposed to be allotted shall be subject

to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchange/s where the securities of the Company are listed as per Clause 78 of the SEBI (ICDR) Regulations, 2009.

xiii. Auditor's Certificate:

Certificate from the Statutory Auditors / Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection at the Registered Office of the Company between 10 a.m. and 1 p.m. on all working days up to the date of the meeting.

xiv. Control:

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

xv. Compliances:

The company has complied with the requirement of listing agreement including clause 40A i.e., maintaining a minimum of 25% of the paid up capital in the hands of the public.

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, key managerial personnel and their relatives are concerned or interested in the above said resolution except to the extent of their directorship and shareholding in the company.

Items 2 & 3 : Consolidation of Equity Share Capital and Alteration of Memorandum of Association.

The Board of Directors of the Company propose to consolidate the Equity Shares of the Company by which the face value of each share would be Rs. 10/- (Rs. Ten). As per Section 61(1)(b)of the Companies Act, 2013, shares of the company can be consolidated on passing of a Special Resolution at the General Meeting of the Company. Therefore, the proposed resolution is recommended to the shareholders of the company for their consideration and approval.

Accordingly, two equity shares of nominal value of Rs. 5/- (Rupees Five only) each, of the Company existing on the Record Date shall stand consolidated into 1 (one) equity share of nominal value Rs. 10/- (Rupee Ten only) each.

The Record Date for the aforesaid consolidation of the equity shares will be fixed by the Board of Directors after the approval of the Members.

At present, the Authorized Equity Share Capital of the Company is Rs. 35,00,00,000 (Thirty Five Crores) divided into 5,60,77,600 (Five Crore Sixty Lakhs Seventy Seven Thousand Six Hundred) Equity Shares of Rs. 5/- (Rupees Five only) each and 6,96,120 (Six Lakhs Ninety Six Thousand One Hundred and Twenty) Preference Shares of Rs.100/- each. The Issued, Subscribed and Paid-up Share Equity share Capital of the Company is Rs. 7,80,73,940/- (Rupees Seven Crores Eighty Lakhs Seventy Three Thousand Nine Hundred Forty only) divided into 1,56,14,788 (Rupees One Crores Fifty Six Lakhs Fourteen Thousand Seven Hundred Eighty-Eight only) Equity Shares of Rs. 5/- (Rupees Five only) each.

The proposed consolidation of equity shares of the Company from Rs. 5/- (Rupees Five only) per equity share to Rs. 10/- (Rupee Ten only) per equity share, requires amendment to the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be altered in the manner set out in the Resolution at Item No. 3, to reflect the alteration in the authorized equity share capital of the Company, i.e., from Rs. 28,03,88,000/- (Rupees Twenty Eight Crores Three Lakhs Eighty Eight Thousand only) divided into 560,77,600 (Five Crore Sixty Lakhs Seventy seven Thousand Six Hundred) Equity Shares of Rs. 5/- (Rupees Five only) each to 2,80,38,800 (Two Crore Eighty Lakhs Thirty Eight Thousand Eight Hundred) Equity Shares of Rs. 10/- (Rupee Ten only) each.

Fractions if any, arising in the process of consolidation, will be transferred to a trust created for this purpose.

Accordingly, the Board seeks approval of the Members for Resolutions at Item Nos. 2 and 3 for the proposed consolidation of each Equity Share of nominal value of Rs. 5/- (Rupees Five only) of the Company into 1 (One) Equity Share of Rs. 10/- (Rupee Ten only) each and the consequent amendments to Clause V of the Memorandum of Association of the Company.

The Board is of the opinion that the aforesaid consolidation of the nominal value of equity shares is in the best interest of the members and hence commends passing of the Resolutions at Items Nos. 2 & 3.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company during working hours on all days except Sundays and Public Holidays upto the date of this Extra-ordinary General Meeting.

The Directors, the Key Managerial Personnel and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 2 & 3 only to the extent of shares held by them, if any, in the Company. The proposed Resolutions do not relate to or affect any other Company.

Item No.4 – Investment of Funds of the Company

As per the provisions of Section 186(2)(c) of the Companies Act, 2013, a company cannot make investment, by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless it is previously authorized by a special resolution.

Accordingly, sixty per cent of the paid-up share capital, free reserves and securities premium account is equal to Rs. 29.77 crores (approx.) while one hundred per cent of its free reserves and securities premium account is equal to Rs. 41.80 crores (approx.). Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities (as the case may be) is Rs. 41.80 crores (approx.) crores. Further, as on date, the aggregate of investments given by the Company to its subsidiary companies is Rs. 28.53 crores. The company can still make investments upto Rs. 13.27 crores (approx.) u/s 186(2) without approval of Shareholders.

However, keeping in view the expansion plan of the Company and its subsidiary companies, the management proposes to invest a further sum of Rs. 20 crores in other bodies corporate (including its subsidiary companies and their foreign subsidiaries) beyond the existing permissible limit of Rs. 13.27 crores. Therefore, the aggregateof investments proposed to be made in the course of timewill exceed the limits forthe Company as specified under section 186(2) of the Act (i.e. Rs. 41.80 crores).

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

In light of the above, the Directors of the Company recommend the resolution for approval of Shareholders byway of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made pursuant to this Special Resolution.

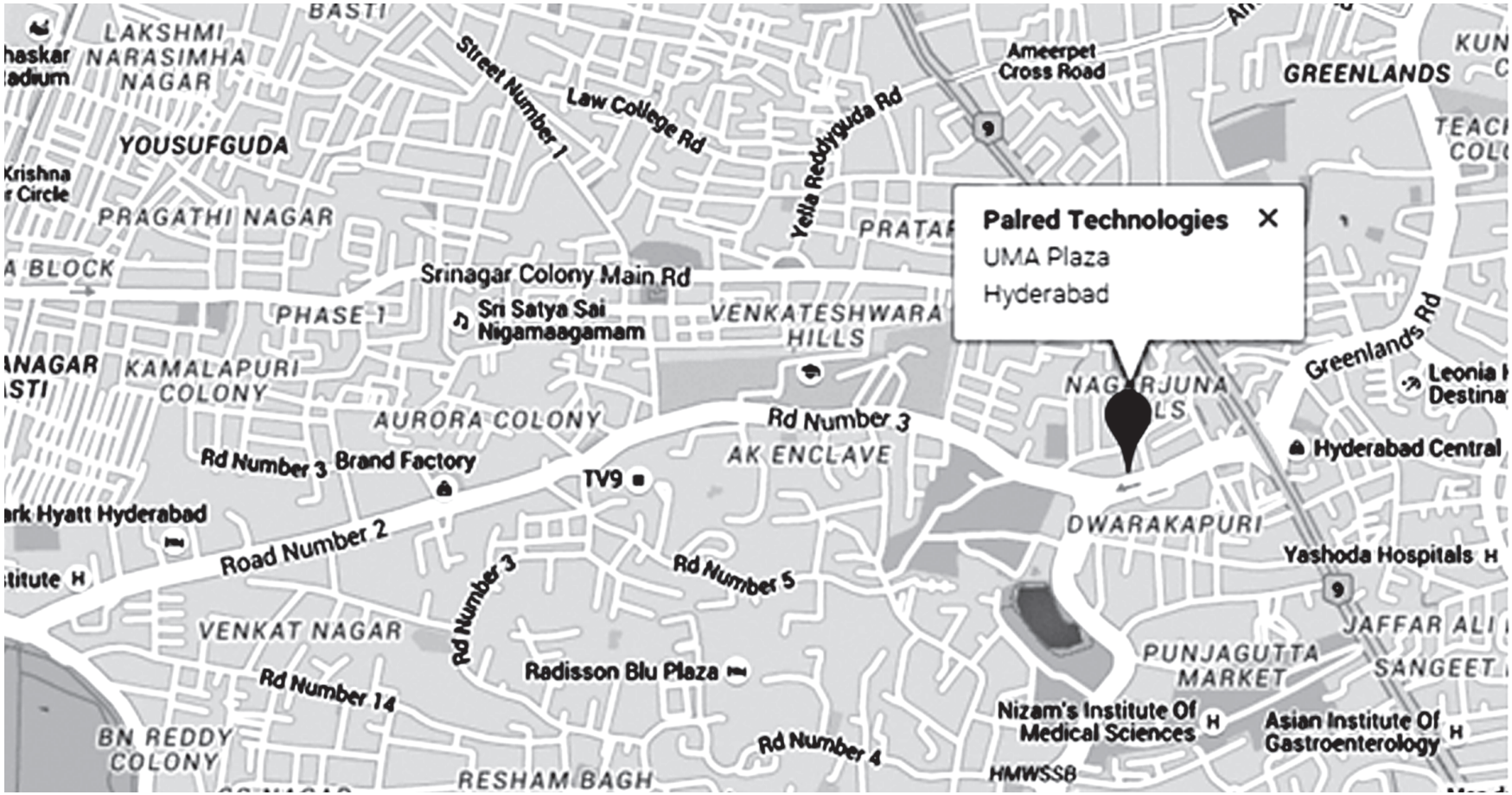
Registered office:
Plot No: 2, 8-2-703/2/B, Road No: 12,
Banjara Hills, Hyderabad – 500 034.

By order of the Board of Directors
for **Palred Technologies Limited**

Sd/-
N Archana Sastry
Company Secretary

Place : Hyderabad
Date : 15.10.2015

Route Map for Venue to EGM



Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L72200AP1999PLC033131

Name of the company : Palred Technologies Limited

Registered office : H.No. 8-2-703/2/B, Plot.No.2, Road.No.12, Banjara Hills, Hyderabad, Telangana - 500034

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name : .....
   Address : .....
   E-mail Id : ..... Signature: ....., or failing him
2. Name : .....
   Address : .....
   E-mail Id : ..... Signature: ....., or failing him
3. Name : .....
   Address : .....
   E-mail Id : ..... Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, the 13th day of November, 2015 at 9.00 a.m. at corporate office of the company at 2nd Floor, Uma Plaza, Nagarjuna Circle, Road No.1, Banjara Hills, Hyderabad, Telangana - 500034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions :

1. Issue and allotment of equity shares on preferential basis.
2. Consolidate two equity shares of Rs. 5/- each into one equity share of Rs. 10/- each.
3. Alteration in Memorandum of Association of the Company.
4. Investment of funds of the company.

Affix Revenue Stamp

Signed this.....day of.....2015

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PALRED TECHNOLOGIES LIMITED
H. NO. 8-2-703/2/B, PLOT.NO.2, ROAD.NO.12,
BANJARA HILLS, HYDERABAD, TELANGANA, 500034

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Extra-Ordinary General Meeting of the members of the company to be held on Friday, the 13th day of November, 2015 at 9.00 a.m. at corporate office of the company at 2nd Floor, Uma Plaza, Nagarjuna Circle, Road No.1, Banjara Hills, Hyderabad, Telangana - 500034 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____
(In block letters)

Folio No./ Client ID_____ No. of shares held_____

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

If undelivered, please return to:

PALRED TECHNOLOGIES LIMITED
(Formerly known as FOUR SOFT LIMITED)
Regd. Office : Plot No. 2, 8-2-703/2/B, Road Number 12,
Banjara Hills, Hyderabad, Telangana - 500 034