



To,
Department of Corporate Services
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex, Bandra,
Mumbai – 400051.

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting of the Company.

Ref: Scrip Code: TECHLABS (TRIDENT TECHLABS LIMITED)

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Extra Ordinary General Meeting of the Shareholders of the Company will be held on Thursday, December 26, 2024 at 11:00 AM (IST) through Video Conference/Other Audio-Visual Means and notice of the Extra Ordinary General Meeting along with explanatory statement to transact the business as mentioned in the notice of the meeting is attached herewith..

You are requested to kindly take the same on record and do the needful.

Thanking You,
FOR, TRIDENT TECHLABS LIMITED

SUKESH CHANDRA NAITHANI
CEO, CFO & DIRECTOR
(DIN: 00034578)

Date: 04TH December, 2024

Place: New Delhi

Encl: Notice of shareholder's meeting.



An ISO 9001:2015 Company

Trident Techlabs Limited

Empowering Technology

Regd. Office: White House, 2nd Floor, 1/18-20, Rani, Jhanshi Road, New Delhi-110055

CIN: U74899DL2000PLC105611 Ph No. 11-61811100-11

Email Id: compliance@tridenttechlabs.com , Website: www.tridenttechlabs.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of Members of Trident Techlabs Limited “the Company” will be held on **Thursday, December 26, 2024 at 11:00 AM (IST)** through Video Conference/Other Audio-Visual Means to consider and transact the following business:

Special Business:

1) INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT subject to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to increase and alter the authorized share capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 equity shares of Rs. 10/- (Rupees Ten each) **to** Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,90,00,000 equity shares of Rs. 10/- (Rupees Ten each) and thereby to alter the authorized share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

"The Authorized share capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,90,00,000 (One Crore Ninety Lakhs) equity shares of Rs. 10/- (Rupees Ten) each."

RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized 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, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.”

2) TO ISSUE UPTO 7,00,000 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS FOR CONSIDERATION AT CASH:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) or any other applicable law, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with NSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot in one or more tranches upto 7,00,000 (Seven Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis (‘Preferential Issue’), to Non-promoters for cash at a price of Rs. 905/- (Rupees Nine Hundred and Five Only) including a securities premium of Rs. 895/- (Rupees Eight Hundred and Ninety-Five Only) per Equity Share to the following persons for a total consideration of upto Rs. 63,35,00,000/- (Rupees Sixty-Three Crore Thirty-Five Lakhs Only), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1.	AMIT R AGARWAL	90000	Non-Promoter
2.	DIVYASHRI RAVICHANDRAN	65000	Non-Promoter
3.	NIVESHAAAY HEDGEHOGS FUND	55000	Non-Promoter
4.	VIBHA GUPTA	54000	Non-Promoter
5.	SB OPPORTUNITIES FUND I	54000	Non-Promoter
6.	RAKESH LAROIA	45000	Non-Promoter
7.	SHRI BAJRANG POWER AND ISPAT LIMITED	36000	Non-Promoter
8.	RAJENDRA PRASAD AGARWAL	36000	Non-Promoter
9.	VIJAY B SHAH HUF	35000	Non-Promoter
10.	SANDEEP SINGH	23000	Non-Promoter

11.	SMART HORIZON OPPORTUNITY FUND	23000	Non-Promoter
12.	RAIKA INVESTMENTS	22500	Non-Promoter
13.	HYPOTENUSE INVESTMENTS	18000	Non-Promoter
14.	WOW INVESTMENTS	18000	Non-Promoter
15.	AARSON INVESTMENTS	12500	Non-Promoter
16.	TEN EIGHTY INVESTMENTS	12500	Non-Promoter
17.	SUNIL INVESTINFRA PRIVATE LIMITED	12500	Non-Promoter
18.	DIPAK RAHEJA	12500	Non-Promoter
19.	UDIT SEHGAL	11000	Non-Promoter
20.	VINEY EQUITY MARKET LLP	11000	Non-Promoter
21.	CAPRIZE GLOBAL STORY LLP	11000	Non-Promoter
22.	GIRIJADHAVA VYAPAAAR PRIVATE LIMITED	11000	Non-Promoter
23.	EBULLIENT SECURITIES PRIVATE LIMITED	11000	Non-Promoter
24.	SWYOM INDIA ALPHA FUND	11000	Non-Promoter
25.	SUNITA AGARWAL	5500	Non-Promoter
26.	INNOVEST VENTURES	4000	Non-Promoter
	Total	7,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Tuesday, November 26, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Thursday, December 26, 2024 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

- a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees on or prior to the date of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- b) The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN: INEQD201012 in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- e) The Subscription Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- f) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- g) The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- h) The preferential issue shall not result in a change in control, and the preferential issue does not envisages the allotment of more than five percent of the post-issue fully diluted share capital of the Company, to any Proposed Allottee;

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated December 03, 2024 issued by M/s. Himanshu SK Gupta & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Board of Directors of the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

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

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

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

3) TO ISSUE UPTO 1,13,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL ISSUE BASIS FOR CONSIDERATION AT CASH:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) or any other applicable law, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with NSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot in one or more tranches upto 1,13,000 (One Lakh Thirteen Thousand) fully convertible warrants (“warrants”),

each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each, on Preferential basis ('Preferential Issue'), to Promoters and Non-promoters for cash at a price of Rs. 905/- (Rupees Nine Hundred and Five Only) including a securities premium of Rs. 895/- (Rupees Eight Hundred and Ninety-Five Only) per warrant to the following persons for a total consideration of upto Rs. 10,22,65,000/- (Rupees Ten Crore Twenty-Two Lakhs Sixty-Five Thousand Only), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee	Maximum no. of warrants proposed to be allotted	Category
1.	SUKESH CHANDRA NAITHANI	50000	Promoter
2.	PRAVEEN KAPOOR	50000	Promoter
3.	SARAD CHANDRA NAITHANI	10000	Promoter Group
4.	TUSHAR BHANUDAS BOROLE	1000	Non-Promoter
5.	GEORGE ANIL DSILVA	1000	Non-Promoter
6.	KAPIL DEV SHARMA	1000	Non-Promoter
	Total	113000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Warrants is Tuesday, November 26, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Thursday, December 26, 2024 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

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

- a) An amount equivalent to at least 25% of the warrant issue price i.e., Rs. 905/- (Rupees Nine Hundred and Five only) per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- b) The Equity Shares proposed to be allotted on exercise of warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN: INE0QD201012 in all respects (including voting powers and the right to receive dividend) from the date of conversion of warrants thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The warrants and Equity Shares to be allotted on exercise of warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.

- d) The warrants and Equity Shares on exercise of warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- f) The pre-preferential shareholding, if any, of the Proposed Investors and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- g) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- h) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.
- i) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- j) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- k) The warrants so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- l) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- m) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been titled to receive; and (b) pays such consideration for such equity shares to the Company which

Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

- n) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- o) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.
- p) The preferential issue shall not result in a change in control, and the preferential issue does not envisages the allotment of more than five percent of the post-issue fully diluted share capital of the Company, to any Proposed Allottee;

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated December 03, 2024 issued by M/s. Himanshu SK Gupta & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Board of Directors of the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

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

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one

or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

Registered Office:

White House, 2nd Floor, 1/18-20,
Rani Jhansi Road, New Delhi, 110055

**By order of the Board,
For, Trident Techlabs Limited**

Sd/-

**Praveen Kapoor
Managing Director
DIN: 00037328**

Date: December 4, 2024

Place: New Delhi

Notes:

1. 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, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular Nos.10/2022 and 11/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue and all other relevant circulars issued from time to time and the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 24th Annual General Meeting (“AGM”) of the Company is being held through VC / OAVM without the physical presence of Members at a common venue. The deemed venue for the 24th AGM will be the Registered Office of the Company – 1/18-20, 2nd Floor, White House, Rani, Jhanshi Road, New Delhi – 110055.
2. Since the Extra Ordinary General Meeting will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
3. Dispatch of EGM Notice through Electronic Mode:
In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the RTA/Company/ Depository Participants. Members may note that the Notice of EGM is also available on the Company’s website at

www.tridenttechlabs.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 and the Notice of EGM is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

4. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at rta@maashitla.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with their relevant Depository Participant.
5. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ("the Act") with respect to Item No. 1 & 2 forms part of this Notice.
6. Corporate / institutional members intending to authorize their representative to attend the Meeting through VC/OAVM facility are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote through remote e-voting on their behalf. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address at himanshushkgupta@live.com with a copy marked to compliance@tridenttechlabs.com.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Members can join the EGM in the VC/ OAVM mode 15 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first-come-first served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the EGM without restriction on account of first-come-first-served principle.
9. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, December 20, 2024 to email ID compliance@tridenttechlabs.com. The same will be replied by the Company suitably.
10. All documents referred to in the accompanying Notice shall be open for inspection by the Members at the registered office of the company between 11:00 a.m. and 02:00 p.m. on all working days.
11. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Maashitla Securities Private Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

Maashitla Securities Private Limited,
451, Krishna Apra Business Square,
Netaji Subhash Place, Pitampura,
New Delhi – 110034
Investor Grievance Email: rta@maashitla.com

12. As directed by SEBI, Members are requested to
 - i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their Bank account details, if the shares are held in dematerialized form.
 - ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
13. 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.
14. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
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. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.
16. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company.
17. The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.
18. **Voting through electronic means:**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of EGM through electronic voting system, to members holding shares as on **Thursday, December 19, 2024**, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the EGM.

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

The remote e-voting period begins on **Monday December 23, 2024 at 09:00 A.M.** and ends on **Wednesday December 25, 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. **Thursday, December 19, 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 **Thursday, December 19, 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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned

below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

A new screen will open. You will have to enter your User ID, 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.

Your User ID details are given below :

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

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

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

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

c) How to retrieve your 'initial password'?

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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 himanshushkgupta@live.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@tridenttechlabs.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@tridenttechlabs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to 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 demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM 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 by Friday December 20, 2024 mentioning their name, demat account number/folio number, email id, mobile number at compliance@tridenttechlabs.com. The same will be replied by the company suitably.

General Instructions:

- a. The Scrutinizer shall within a period not exceeding Two (2) 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 favor or against, if any, forthwith to the Chairman of the Company.
- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tridenttechlabs.com within two (2) working days of passing of the resolutions at the EGM of the Company and communicated to the NSE Limited.

Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below.

Item: 1) Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association:

The Present Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 equity shares of Rs. 10/- (Rupees Ten each).

As stated in subsequent business items / resolutions at item no. 2 and 3, as part of the Preferential Issue the Company is proposing to issue further equity shares/fully convertible warrants to the Proposed Investors. Accordingly, it is proposed to increase the authorised share capital of the Company from Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000 equity shares of Rs. 10/- (Rupees Ten each) to Rs. 19,00,00,000/- (Rupees Nineteen Crores only) divided into 1,90,00,000 equity shares of Rs. 10/- (Rupees Ten each) by creation of additional 10,00,000 (Ten Lakhs) equity shares of INR 10/- (Rupees Ten Only) each in the existing authorised equity share capital of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approvals in terms of provisions of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, resolution 1 of this Notice is proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 1 as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 1 of the notice except to the extent of their shareholding in the company, if any.

Item: 2) & 3) To issue upto 7,00,000 equity shares on preferential issue basis for consideration at cash & To issue upto 1,13,000 fully convertible warrants on preferential issue basis for consideration at cash.

The Board of Directors of the Company ("Board") at its meeting held on December 02, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided and approved:

- 1) the proposal for raising of fund by issuance of upto 7,00,000 (Seven Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share for a total consideration of upto Rs. 63,35,00,000/- (Rupees Sixty-Three Crore Thirty-Five Lakhs Only);
- 2) the proposal for raising of fund by issuance of upto 1,13,000 (One Lakh Thirteen Thousand) fully convertible warrants to be convertible at the option of the warrant holders in one or more tranches, within 18 (eighteen) months from the date of its allotment into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to Promoters and Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share for a total consideration of upto Rs. 10,22,65,000/- (Rupees Ten Crore Twenty-Two Lakhs Sixty-Five Thousand Only);

to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. Proposed allottees does not hold Equity Shares in the Company except the following:

Sr. No.	Name of Proposed Allottee	Pre-Preferential Holding	Category
1	AMIT R AGARWAL	155773	Non-Promoter
2	GIRIJADHAVA VYAPAAR PRIVATE LIMITED	7000	Non-Promoter
3	SUKESH CHANDRA NAITHANI	4701018	Promoter
4	PRAVEEN KAPOOR	4472013	Promoter
5	SARAD CHANDRA NAITHANI	1890	Promoter Group
6	KAPIL DEV SHARMA	21	Non-Promoter

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

5. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

(1) Particulars of the Preferential Issue including date of passing of Board Resolution:

The Board of Directors at its meeting held on December 02, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue;

- a) upto 7,00,000 (Seven Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share for a total consideration of upto Rs. 63,35,00,000/- (Rupees Sixty-Three Crore Thirty-Five Lakhs Only);
- b) upto 1,13,000 (One Lakh Thirteen Thousand) fully convertible warrants to be convertible at the option of the warrant holders in one or more tranches, within 18 (eighteen) months from the date of its allotment

into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to Promoters and Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share for a total consideration of upto Rs. 10,22,65,000/- (Rupees Ten Crore Twenty-Two Lakhs Sixty-Five Thousand Only);

(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

- a) upto 7,00,000 (Seven Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), at an issue price of Rs. 905/- (Rupees Nine Hundred Five only) per Equity Share payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to not exceeding Rs. 63,35,00,000/- (Rupees Sixty-Three Crore Thirty-Five Lakhs Only).
- b) upto 1,13,000 (One Lakh Thirteen Thousand) fully convertible warrants to be convertible at the option of the warrant holders in one or more tranches, within 18 (eighteen) months from the date of its allotment into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), at an issue price of Rs. 905/- (Rupees Nine Hundred Five only) per warrant payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to not exceeding Rs. 10,22,65,000/- (Rupees Ten Crore Twenty-Two Lakhs Sixty-Five Thousand Only);

(3) Objects of the Preferential Issue:

The Company shall utilize the proceeds from the preferential issue of Equity Shares & Warrants for the below mentioned objects:

- To Finance working capital requirement of the Company;
 - To expand the existing business of the Company;
- (collectively, referred to hereinafter as the "Objects")

Schedule of Implementation and Deployment of Funds:

Since present preferential issue includes convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above mentioned objects, in phased manner, as per the company's business requirements and availability of issue proceeds, latest by March 2027.

Interim Use of Proceeds

Pending utilization for the purpose set forth above, the Company intends to invest the funds in long/short term capital requirements for future growth of the Company. The management in accordance with policies established by the Board from time to time, will have flexibility in deploying the Proceeds of the issue.

(4) Basis on which the price has been arrived at and justification for the price (including premium, if any);

The equity shares of the company are listed on NSE Limited only and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 905/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and Warrants and it is higher of the following:

a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 782.47/- per Equity Share/Warrant

b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 904.33/- per Equity Share/Warrant

The articles of association of the Company do not provide for any method of determination for the valuation of shares which results in a floor price higher than the determined price pursuant to SEBI ICDR Regulations.

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

The Board proposes to issue Equity Shares and warrants (each carrying a right to subscribe to one equity share per warrant) at a price of Rs. 905/- (Rupees Nine Hundred and Five Only) per Equity Share/Warrant, which is not less than the issue price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

(5) The price or price band at/within which the allotment is proposed:

The Equity Shares and warrants are proposed to be issued at a price of Rs. 905/- (Rupees Nine Hundred and Five Only) per Equity Share/Warrant which consists of Rs.10/- (Rupee Ten Only) as face value and Rs. 895/- as a premium per Equity Share/Warrant. Kindly refer to the above-mentioned point no. (4) for the basis of determination of the price.

(6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the issue price for the preferential issue of equity shares and warrants is Tuesday, November 26, 2024, being the date thirty days prior to the date of Extra Ordinary General Meeting.

(7) The class or classes of persons to whom the allotment is proposed to be made;

The preferential Issue of Equity Shares for consideration at Cash is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
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1.	AMIT R AGARWAL	90000	Non-Promoter
2.	DIVYASHRI RAVICHANDRAN	65000	Non-Promoter
3.	NIVESHAAAY HEDGEHOGS FUND	55000	Non-Promoter
4.	VIBHA GUPTA	54000	Non-Promoter
5.	SB OPPORTUNITIES FUND I	54000	Non-Promoter
6.	RAKESH LAROIA	45000	Non-Promoter
7.	SHRI BAJRANG POWER AND ISPAT LIMITED	36000	Non-Promoter
8.	RAJENDRA PRASAD AGARWAL	36000	Non-Promoter
9.	VIJAY B SHAH HUF	35000	Non-Promoter
10.	SANDEEP SINGH	23000	Non-Promoter
11.	SMART HORIZON OPPORTUNITY FUND	23000	Non-Promoter
12.	RAIKA INVESTMENTS	22500	Non-Promoter
13.	HYPOTENUSE INVESTMENTS	18000	Non-Promoter
14.	WOW INVESTMENTS	18000	Non-Promoter
15.	AARSON INVESTMENTS	12500	Non-Promoter
16.	TEN EIGHTY INVESTMENTS	12500	Non-Promoter
17.	SUNIL INVESTINFRA PRIVATE LIMITED	12500	Non-Promoter
18.	DIPAK RAHEJA	12500	Non-Promoter
19.	UDIT SEHGAL	11000	Non-Promoter
20.	VINEY EQUITY MARKET LLP	11000	Non-Promoter
21.	CAPRIZE GLOBAL STORY LLP	11000	Non-Promoter
22.	GIRIJADHAVA VYAPAAR PRIVATE LIMITED	11000	Non-Promoter
23.	EBULLIENT SECURITIES PRIVATE LIMITED	11000	Non-Promoter
24.	SWYOM INDIA ALPHA FUND	11000	Non-Promoter
25.	SUNITA AGARWAL	5500	Non-Promoter
26.	INNOVEST VENTURES	4000	Non-Promoter
	Total	7,00,000	

The preferential Issue of Convertible warrants each carrying a right to subscribe to one equity share per warrant for consideration at Cash is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of warrants proposed to be allotted	Category
1.	SUKESH CHANDRA NAITHANI	50000	Promoter
2.	PRAVEEN KAPOOR	50000	Promoter
3.	SARAD CHANDRA NAITHANI	10000	Promoter Group
4.	TUSHAR BHANUDAS BOROLE	1000	Non-Promoter
5.	GEORGE ANIL DSILVA	1000	Non-Promoter
6.	KAPIL DEV SHARMA	1000	Non-Promoter
	Total	113000	

(8) Intent of the Promoters, Directors or Key Managerial personnel or Senior Management of the Company to subscribe to the Preferential Issue;

- a) None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the preferential issue;
- b) Except the following, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible warrants each carrying a right to subscribe to one equity share per warrant proposed to be issued under the preferential issue;

Sr. No.	Name of the proposed Allottee	Maximum no. of Warrants proposed to be allotted	Category
1.	SUKESH CHANDRA NAITHANI	50000	Promoter
2.	PRAVEEN KAPOOR	50000	Promoter
3.	SARAD CHANDRA NAITHANI	10000	Promoter Group
4.	TUSHAR BHANUDAS BOROLE	1000	Director
5.	GEORGE ANIL DSILVA	1000	Director
	Total	112000	

(9) Proposed time frame within which the Preferential Issue shall be completed;

As required under the SEBI ICDR Regulations, the Equity Shares/warrant shall be allotted by the Company within a maximum period of 15 days from the date of passing of this members resolution provided that where the allotment of the proposed equity shares/warrant is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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

(10) Principal terms of assets charged as securities;

Not applicable

(11) Shareholding pattern of the Company before and after the Preferential Issue;

Please refer Annexure - A to this notice for details.

(12) Name and address of valuer who performed valuation;

The equity shares of the company are listed on NSE Limited only and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 905/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and Warrants.

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

(13) Amount which the Company intends to raise by way of such securities;

The Company intends to raise an amount of upto Rs. 63,35,00,000/- (Rupees Sixty-Three Crore Thirty-Five Lakhs Only) by way of issue of Equity Shares and an amount of Rs. 10,22,65,000/- (Rupees Ten Crore

Twenty Two Lakhs Sixty Five Thousand Only) by way of issue of fully convertible warrants into equity shares of the Company.

(14) Material terms of the proposed Preferential Issue of the Equity Shares;

The material terms of the proposed preferential issue of the Equity Shares and warrants are stipulated in the special resolution as set out at Item No. 2 and 3 of this Notice.

(15) 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;

- No preferential allotment has been made to any person during the financial year 2024-25.

(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares/Warrants 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 Company consequent to the Preferential Issue;

The Equity Shares are proposed to be allotted to Non-Promoter category. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Name	Category	Pre-Preferential Shareholding		Post-Preferential Shareholding		Ultimate Beneficial Owner
		No.	%	No.	%	
AMIT R AGARWAL	Public	155773	0.90	245773	1.36	N.A.
DIVYASHRI RAVICHANDRAN	Public	0		65000	0.36	N.A.
NIVESHAAAY HEDGEHOGS FUND	Alternative Investment Fund	0		55000	0.30	Alternative Investment Fund
VIBHA GUPTA	Public	0		54000	0.30	N.A.
SB OPPORTUNITIES FUND I	Alternative Investment Fund	0		54000	0.30	Alternative Investment Fund
RAKESH LAROA	Public	0		45000	0.25	N.A.
SHRI BAJRANG POWER AND ISPAT LIMITED	Public	0		36000	0.20	Anand Goel
RAJENDRA PRASAD AGARWAL	Public	0		36000	0.20	N.A.
VIJAY B SHAH HUF	Public	0		35000	0.19	Vijay B Shah
SANDEEP SINGH	Public	0		23000	0.13	N.A.
SMART HORIZON OPPORTUNITY FUND	Alternative Investment Fund	0		23000	0.13	Alternative Investment Fund
RAIKA INVESTMENTS	Public	0		22500	0.12	N.A.
HYPOTENUSE INVESTMENTS	Public	0		18000	0.10	Brijesh Thakkar, Sumant Nathani, Rohit Parakh
WOW INVESTMENTS	Public	0		18000	0.10	Amit Goyal, Ashish Agrawal, Brijesh Thakkar

AARSON INVESTMENTS	Public	0		12500	0.07	Sharad Goel
TEN EIGHTY INVESTMENTS	Public	0		12500	0.07	Aatish Sharma, Nidhi Thakkar
SUNIL INVESTINFRA PRIVATE LIMITED	Public	0		12500	0.07	Sanjay Nachrani
DIPAK RAHEJA	Public	0		12500	0.07	N.A.
UDIT SEHGAL	Public	0		11000	0.06	N.A.
VINEY EQUITY MARKET LLP	Public	0		11000	0.06	Viney Prakash Aggarwal, Anant Aggarwal, Shobha Aggarwal
CAPRIZE GLOBAL STORY LLP	Public	0		11000	0.06	Paras Hemchand Chheda, Piyush Vishanraj Mehta
GIRIJADHAVA VYAPAAR PRIVATE LIMITED	Public	7000	0.04	18000	0.10	Siddhartha Rathi, Mausam Rathi
EBULLIENT SECURITIES PRIVATE LIMITED	Public	0		11000	0.06	Udit Aggarwal
SWYOM INDIA ALPHA FUND	Alternative Investment Fund	0		11000	0.06	Alternative Investment Fund
SUNITA AGARWAL	Public	0		5500	0.03	N.A.
INNOVEST VENTURES	Public	0		4000	0.02	Neha Sharma

The convertible warrants are proposed to be allotted to Promoter and Non-Promoter category. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares to be allotted. The pre and post issue holding of the proposed allottees of Warrants are as under:

Name	Category	Pre-Preferential Shareholding		Post-Preferential Shareholding*		Ultimate Beneficial Owner
		No.	%	No.	%	
SUKESH CHANDRA NAITHANI	Promoter	4701018	27.20	4751018	26.26	N.A.
PRAVEEN KAPOOR	Promoter	4472013	25.88	4522013	24.99	N.A.
SARAD CHANDRA NAITHANI	Promoter Group	1890	0.01	11890	0.06	N.A.
TUSHAR BHANUDAS BOROLE	Non-Promoter	0	0	1000	0.01	N.A.
GEORGE ANIL DSILVA	Non-Promoter	0	0	1000	0.01	N.A.
KAPIL DEV SHARMA	Non-Promoter	21	0.00	1021	0.01	N.A.

*A maximum of 113,000 Equity Shares will be allotted pursuant to conversion of convertible Warrants, considering conversion of all the Warrants on the last day of the 18 months tenure. Shareholding structure is assuming full conversion of Warrants and full allotment of Equity Shares.

Note: The above Shareholding may undergo change if the existing warrants gets converted into equity shares before the allotment and conversion of securities proposed to be issued under this resolution.

(17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects;

Except the following, no contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue other than mentioned as above.

Sr. No.	Name of the proposed Allottee	Maximum Amount of contribution	Category
1.	SUKESH CHANDRA NAITHANI	4,52,50,000/-	Promoter
2.	PRAVEEN KAPOOR	4,52,50,000/-	Promoter
3.	SARAD CHANDRA NAITHANI	90,50,000/-	Promoter Group
4.	TUSHAR BHANUDAS BOROLE	9,05,000/-	Director
5.	GEORGE ANIL DSILVA	9,05,000/-	Director

(18) Valuation and Justification for the allotment proposed to be made for consideration other than cash;

Not applicable. The consideration for issue of Equity Shares/Warrants shall be paid in cash.

(19) Listing;

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. EMERGE Platform of National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(20) Lock-in Period;

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.
- The warrants and the equity shares to be allotted pursuant to exercise of warrants shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

(21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter, promoter group or non-promoter/Public;

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the proposed Allottee	Current Status	Proposed Status
1.	AMIT R AGARWAL	Public	Public
2.	DIVYASHRI RAVICHANDRAN	-	Public
3.	NIVESHAAAY HEDGEHOGS FUND	-	Public
4.	VIBHA GUPTA	-	Public
5.	SB OPPORTUNITIES FUND I	-	Public
6.	RAKESH LAROA	-	Public
7.	SHRI BAJRANG POWER AND ISPAT LIMITED	-	Public
8.	RAJENDRA PRASAD AGARWAL	-	Public
9.	VIJAY B SHAH HUF	-	Public
10.	SANDEEP SINGH	-	Public
11.	SMART HORIZON OPPORTUNITY FUND	-	Public

12.	RAIKA INVESTMENTS	-	Public
13.	HYPOTENUSE INVESTMENTS	-	Public
14.	WOW INVESTMENTS	-	Public
15.	AARSON INVESTMENTS	-	Public
16.	TEN EIGHTY INVESTMENTS	-	Public
17.	SUNIL INVESTINFRA PRIVATE LIMITED	-	Public
18.	DIPAK RAHEJA	-	Public
19.	UDIT SEHGAL	-	Public
20.	VINEY EQUITY MARKET LLP	-	Public
21.	CAPRIZE GLOBAL STORY LLP	-	Public
22.	GIRIJADHAVA VYAPAAR PRIVATE LIMITED	Public	Public
23.	EBULLIENT SECURITIES PRIVATE LIMITED	-	Public
24.	SWYOM INDIA ALPHA FUND	-	Public
25.	SUNITA AGARWAL	-	Public
26.	INNOVEST VENTURES	-	Public

Status of proposed allottees of Warrants:

Sr. No.	Name of the proposed Allottee	Current Status	Proposed Status
1.	SUKESH CHANDRA NAITHANI	Promoter	Promoter
2.	PRAVEEN KAPOOR	Promoter	Promoter
3.	SARAD CHANDRA NAITHANI	Promoter Group	Promoter Group
4.	TUSHAR BHANUDAS BOROLE	-	Public
5.	GEORGE ANIL DSILVA	-	Public
6.	KAPIL DEV SHARMA	Public	Public

(22) Undertakings;

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares and warrants and upon allotment of equity shares consequent to conversion of warrants.

(23) Company Secretary's Certificate;

The certificate of CS Himanshu Surendrakumar Gupta, Proprietor of M/s. Himanshu SK Gupta and Associates, Practising Company Secretary (Membership No. FCS: 12183; CP No: 22596) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members up to the date of close of remote e-voting period and will also be made available on the Company's website at www.tridenttechlabs.com.

(24) Auditor's Certificate;

The certificate of M/s. APV & Associates Chartered Accountants, (FRN: 123143W) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members upto the date of close of remote e-voting period and will also be made available on the Company's website at www.tridenttechlabs.com.

(25) Other disclosures;

The Company hereby undertakes that:

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares/Warrants under the preferential issue is for a cash consideration only;
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed;
- d) It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- e) As the equity shares of the Company are listed on the Stock Exchanges 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 recomputation of the price of shares shall not be applicable;
- f) It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is so required to do;
- g) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above equity shares/warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- h) Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- i) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- j) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;

- k) The Company is in compliance with the conditions for continuous listing;
- l) No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;
- m) The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;
- n) As a result of the proposed preferential allotment of equity shares/convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares and Warrants for cash to the specified Allottees is being sought by way of a special resolution as set out in the said Item no. 2 and 3 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 and Item No. 3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Shri Sukesh Chandra Naithani, Shri. Sarad Chandra Naithani, Shri. Praveen Kapoor, Shri. Tushar Bhanudas Borole & Shri. George Anil Dsilva and their relatives, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 and Item No. 3 of this notice except to the extent of their shareholding in the company, if any.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Registered Office:
White House, 2nd Floor, 1/18-20,
Rani Jhansi Road, New Delhi, 110055

Date: December 4, 2024
Place: New Delhi

By order of the Board,
For, **Trident Techlabs Limited**

Sd/-
Praveen Kapoor
Managing Director
DIN: 00037328

Annexure-A
Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr. No.	Category of Shareholder(s)	Pre-Issue Shareholding		Post - Issue Shareholding (Post exercise of Warrants into Equity Shares)*	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	11746476	67.97	11856476	65.53
b)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(1)	11746476	67.97	11856476	65.53
2	Foreign				
a)	Individual	0	0	0	0
b)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	11746476	67.97	11856476	65.53
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	-	0.00	-	0.00
b)	Alternate Investment Funds	121212	0.70	264212	1.46
c)	Foreign Portfolio Investors / foreign body corporate	28000	0.16	28000	0.15
d)	Financial Institutions/ Banks	843000	4.88	843000	4.66
e)	Insurance Companies	2000	0.01	2000	0.01
	Sub-Total (B)(1)	994212	5.75	1137212	6.29
2	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0
3	Non-Institutions				
a)	Individuals				
i)	Individual shareholders holding nominal sharecapital upto Rs. 2 lakhs	2071311	11.99	2103311	11.62
ii)	Individual shareholders holding nominal sharecapital in excess of Rs. 2 lakhs	1433364	8.29	1746364	9.65
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify				
	Foreign National	0	0.00	0	0.00
	Hindu Undivided Family	234364	1.36	269364	1.49
	Non-Resident Indians	208500	1.21	208500	1.15
	Clearing Member	0	0	0	0.00
	Body Corporate	532106	3.08	712106	3.94
	Trusts	60606	0.35	60606	0.33
	Clearing Member	125	0.00	125	0.00
	Sub-Total (B)(3)	4540376	26.27	5100376	28.19
	Total Public Shareholding (B)	5534588	32.03	6237588	34.47
	Total (A)+(B)	17281064	100.00	18094064	100.00
C	Shares held by custodians for ADR and GDR	0	0	0	0
	Total (A)+(B)+(C)	17281064	100.00	18094064	100.00

***Notes:**

1. Post shareholding includes upto 1,13,000 warrants which are convertible to equity shares and upto 7,00,000 Equity Shares.
2. The post-issue shareholding as shown above is calculated assuming full exercise of current warrants and consequent allotment of the equity shares of the Company. There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.
3. The above Shareholding may undergo change if the existing warrants gets converted into equity shares before the allotment and conversion of securities proposed to be issued under this resolution.