

GACM TECHNOLOGIES LIMITED

(Formerly Known as Stampede Capital Limited)

Date: September 06, 2024

To,
The Secretary,
Listing Department
BSE Limited
P.J Towers, Dalal Street,
Fort, Mumbai - 400 001

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza. 5th Floor, Plot No. C/1,
G Block Bandra-Kurla Complex,
Bandra (E), Mumbai-400051, Maharashtra.

Scrip Code: 531723 / 570005

Symbol: GATECH / GATECHDVR

Dear Sir / Madam,

SUBJECT: NOTICE CONVENING 29TH ANNUAL GENERAL MEETING (“AGM”) FOR THE FINANCIAL YEAR 2023-24 AND INTIMATION OF CUT-OFF DATE FOR E-VOTING OF THE GACM TECHNOLOGIES LIMITED (FORMERLY KNOWN AS STAMPEDE CAPITAL LIMITED (“THE COMPANY”)):

REFERENCE: PURSUANT TO REGULATIONS 30, 34 AND 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”) (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“LISTING REGULATIONS”).

In furtherance to the captioned subject and mentioned reference, we wish to inform you that the 29th AGM of the Company is scheduled to be held on Monday, 30th day of September 2024 at 11:30 A.M. through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”), in accordance, with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

In compliance with relevant circulars issued by the Ministry of Corporate Affairs and the SEBI, the Annual Report of the Company for the financial year 2023-24 including a Notice convening the 29th AGM which are being sent through electronic mode to all those Members of the Company whose e-mail addresses are registered with the Company/Depository Participant(s).

The aforesaid documents are available on the website of the Company at <http://gacmtech.com/static/investor-annual-report.aspx>.

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

CIN: L67120TG1995PLC020170

WEBSITE: <https://www.stampedecap.com> / **EMAIL ID:** cs@stampedecap.com

CONTACT: 040-69086900/84

GACM TECHNOLOGIES LIMITED

(Formerly Known as Stampede Capital Limited)

WE WISH TO BRING TO YOUR KIND NOTICE THE SCHEDULE OF THE 29TH AGM OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24 AS UNDER:

Particulars	Details
Date and Time of 29th AGM	Monday, September 30, 2024, at 11.30 a.m. (I.S.T.)
Cut-off date for e-voting	Monday, September 23, 2024
E-Voting start date and time	Friday, September 27, 2024, at 09:00 p.m. (I.S.T.)
E-Voting end date and time	Sunday, September 29, 2024, at 05:00 p.m. (I.S.T.)
Book Closure date start	Tuesday, September 24, 2024
Book Closure date end	Monday, September 30, 2024
Link of 29th Annual Report and Notice of AGM	http://gacmtech.com/static/investor-annual-report.aspx / http://gacmtech.com/

We request you to take the above on your record. Thanking

You,
Yours faithfully,

For and on Behalf of GACM TECHNOLOGIES LIMITED

Sujata Suresh Jain
Company Secretary & Compliance Officer
Membership No.: A59706
Place: Hyderabad

Encl : As above

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

CIN: L67120TG1995PLC020170

WEBSITE: <https://www.stampedecap.com/> **EMAIL ID:** cs@stampedecap.com

CONTACT: 040-69086900/84

***Notice of 29th Annual
General Meeting (“AGM”) of
the
GACM Technologies Limited
(Formerly known as Stampede Capital Limited)***

29th ANNUAL REPORT OF THE COMPANY FINANCIAL YEAR 2023-24

NOTICE OF 29TH ANNUAL GENERAL MEETING (“AGM”)

NOTICE IS HEREBY GIVEN THAT THE TWENTY-NINTH (29TH) AGM OF THE MEMBERS OF GACM TECHNOLOGIES LIMITED (FORMERLY KNOWN AS STAMPEDE CAPITAL LIMITED) (“THE COMPANY”) WILL BE HELD ON MONDAY, SEPTEMBER 30, 2024, AT 11:30 A.M. INDIAN STANDARD TIME (IST), THROUGH VIDEO CONFERENCING (‘VC’) / OTHER AUDIO-VISUAL MEANS (‘OAVM’) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

ITEM NO.: 01: CONSIDERATION AND ADOPTION OF THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, and the reports of the Board of Directors and Auditor’s thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

ITEM NO.: 02: CONSIDERATION AND ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, and the reports of the Board of Directors and Auditor’s thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted.”

ITEM NO.: 03: APPOINT MRS. HASEENA SHAIK (DIN: 08141400), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION AND IS ELIGIBLE FOR RE-APPOINTMENT.

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mrs. Haseena Shaik (DIN: 08141400) Non-Executive Director who retires by rotation at the 29th Annual General Meeting in accordance with the Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation. (T&C of the appointment)

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ITEM NO.: 04: MR. NAVEEN PARASHAR RETIRES BY ROTATION NOT BEING RE-APPOINTED.

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Mr. NAVEEN PARASHAR (DIN: 08399097) Executive Director who retires by rotation at the 29th Annual General Meeting in accordance with the Section 152 of the Companies Act, 2013 read with the Articles of Association of the Company and as the term ended on June 28, 2024, be and is hereby not reappointed and ceases to be the director of the company.”

SPECIAL BUSINESS

ITEM NO.: 05: TO APPOINT MR. NARENDRA BABU MUGATHA (DIN: 09586138), AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT Mr. Narendra Babu Mugatha (DIN: 09586138) who was appointed as an Additional Director of the company, with effect from May 23, 2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company, who will be liable to retire by rotation, in the forthcoming annual general meeting of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the directors of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

ITEM NO.: 06: APPROVAL FOR MATERIAL-RELATED PARTY TRANSACTIONS.

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”), read with Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or reenactments thereof and the Company’s Policy on Related Party Transactions and based on the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company for entering into and /or continuing with Material Related Party Transactions / Contract(s) / Arrangement(s) / Agreements or Modification(s) thereto, as detailed in the Explanatory Statement annexed to this Notice with following related parties as per details set out herewith commencing from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting held in Financial Year 2025-26.

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FINANCIAL YEAR 2023-24**

Sr. No	Related Party	Relationship Reference	Nature Of Transaction	Details of Transactions including Tenure	Limits in Rs.
1.	GAYI ADI Holdings Private Limited (Earlier known as GAYI ADI Management and Trends Private Limited)	Common Directors and Promoter Entity	Business Advance and Provision or availing of Services	Provision or availing of any kind of Services including Inter- corporate Loan given and taken Tenure: Recurring Transactions	100 Crore Per Entity
2.	G.A. Apparel Private Limited (Earlier known as Haseena Apparel (OPC) Private Limited)	Common Directors			
3.	JVTR Consultants Private Limited	Common Directors			
4.	GAYI ADI Enterprise Limited	Common Directors			
5.	G.A. Capital Management Private Limited (Earlier known as GAYI ADI Capital Management Private Limited and GAYI ADI Hatcheries Private Limited)	Common Directors			
6.	UNIVA Foods Limited (Earlier known as Hotel Rugby Limited)	Common Directors			
7.	WEXL EDU Private Limited	Common Directors			
8.	Arka Insurance and Broking Private Limited	Common Directors			
9.	GAYI ADI Fintech Private Limited	Common Directors			
10.	GACM Realty India Private Limited	Common Directors			
11.	NETIZENS Entertainments Private Limited	Common Directors			
12.	ATTICAFE Private Limited	Common Directors			

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13.	ACS Technologies Limited	Common Management Personnel			
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RESOLVED FURTHER THAT that the Board of Directors of the Company (including any Committee thereof) be authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required to give effect to this Resolution without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT that all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.”

ITEM NO.: 07: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM ₹. 1,00,00,00,000/- (RUPEES ONE HUNDRED CRORES) TO ₹. 3,00,00,00,000/- (RUPEES Three HUNDRED CRORE)

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

"RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any amendment thereto or re-enactment thereof), the approval of the Members be and is hereby accorded to increase in authorized Share Capital of the Company from ₹. 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores only) Equity Shares of ₹. 1/- (Rupees one Only) each TO ₹. 3,00,00,00,000/- (Rupees Three Hundred Crore Only) divided into 3,00,00,00,000 (Three Hundred Crore Only) Equity shares of ₹. 1/- (Rupees one only) each, by addition of ₹. 2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 2,00,00,00,000 (Two Hundred Crore only) Equity shares of ₹. 1/- (Rupees one Only) each. The addition will be for 60% ordinary equity shares and 40% DVR equity shares.

RESOLVED FURTHER THAT pursuant to Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 the existing Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in its Place the following, as new Clause V.

V. "The Authorized Share Capital of the Company is ₹. 3,00,00,00,000/- (Rupees Three Hundred Crore Only) divided into 3,00,00,00,000 (Three Hundred Crore Only) Equity shares of ₹. 1/- (Rupees one only) each, with power of the company to consolidate, convert, divide, subdivide, increase, modify and reduce the capital of the company for the time being into several classes and issue any new shares with any preferential, deferred, or special rights, privileges or conditions attached thereto under the provisions of the companies Act,2013 or any other Applicable Act(s), Rule(s) and Regulation(s)etc."

RESOLVED FURTHER THAT Any Director and/or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary,

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or expedient, including filing the requisite E-forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”

ITEM NO.: 08: AUTHORISING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING ADR AND GDR OR BONDS INCLUDING FCCB OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF AGGREGATING UPTO AN AMOUNT NOT EXCEEDING ₹ 500 CRORES INCLUDING PREMIUM BY WAY OF (QIP) /PREFERENTIAL ALLOTMENT/ ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FCCB OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules thereunder and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the “Companies Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange

Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), including the Foreign Exchange Management (Non Debt Instruments) Rules, 2019, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and amendments thereof (“FCCB Scheme”), the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the Reserve Bank of India (the “RBI”) as updated from time to time, as applicable, the Consolidated Foreign Direct Investment Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (the “GoI”) from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India, the RBI, the Securities and Exchange Board of India (the “SEBI”), the Ministry of Corporate Affairs (MCA), the Stock Exchanges, and/ or any other competent Regulatory/Statutory authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, the SEBI, the MCA, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the members be and is hereby accorded to create, issue,

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offer and allot in one or more tranches (including with provisions for reservation on firm and /or competitive basis of such part of issue and for such categories of persons, as may be permitted), either in India or in the course of international offering(s) in one or more foreign markets, equity shares of the Company with a face value of ₹ 1 (Rupee One each) (the “Equity Shares”), Equity Shares against which American Depository Receipts (“ADRs”) and Global Depository Receipts (“GDRs”) may be issued, foreign currency convertible bonds (“FCCBs”) and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or non-convertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (the Equity Shares and all such other securities are hereinafter collectively referred to as the “Securities”), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“QIBs”), eligible foreign/non-resident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) may determine in accordance with applicable law, by way of a qualified institutions placement (“QIP”) in accordance with Chapter VI of the SEBI ICDR Regulations or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, for Aggregating up to an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only), inclusive of such premium if any as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under applicable law), as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and/underwriter(s) or other advisor(s) appointed for such issue.

RESOLVED FURTHER THAT in the event that the issue is way of a qualified institutions placement (“QIP”) under the SEBI ICDR Regulations, the allotment of Securities or any combination thereof as may be decided by the Board, shall be completed within 365 days from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, provided that the Board may offer such discount as permitted under applicable law, on such price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed the period as per SEBI Regulations from the date of allotment.

RESOLVED FURTHER THAT subject to relevant provisions of applicable laws, rules, regulations, as amended, from time to time, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the proposed issue of Equity Shares, and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VI of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the issue of such convertible securities, subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time.

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RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the Government of India through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, pursuant to the provisions of the FCCB Scheme, the Depository Receipt Scheme, 2014, the SEBI Circular on framework for issue of depository receipts issued on October 10, 2019, the Foreign Exchange Management (Borrowing and Lending Regulations), 2018, the master direction on External Commercial Borrowings, Trade Credits and Structured Obligations issued by the RBI, as updated from time to time and applicable pricing provisions issued by the Ministry of Finance, as applicable, the Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue.

RESOLVED FURTHER THAT in the event that Securities are proposed to be issued as part of an ADR/GDR issue, the foreign depository authorized by the Board may issue depository receipts representing the underlying permissible securities in such form and with such features and attributes as may be permitted under applicable law and required to provide for the tradability and free transferability thereof as per prevalent market practices and regulations (including listing on permissible overseas stock exchange(s)).

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid issue of Securities may have all or any terms or combination of terms, in accordance with prevalent market practices or as the Board may at its sole and absolute discretion deem fit, including but not limited to the terms and conditions, relating to payment of dividend, premium on redemption at the option of the Company and/or holders of any Securities, or variation of the price or period of conversion of Securities into Equity Shares or issue of Equity Shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- i. The Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- ii. Any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari passu* with the existing Equity Shares in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution described above the Board

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or a committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the private placement offer letter/ preliminary as well as final placement document(s)/ offering circulars / information memorandum / prospectuses /offer documents and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, the nature and number of Securities to be allotted, determination of QIBs/eligible foreign/non-resident investors and/or any other eligible categories of investors to whom the Securities will be offered and allotted in accordance with applicable law, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter/ offering circulars / information memoranda / prospectuses /offer documents, and any addenda or corrigenda thereto, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/ indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) as may be necessary or required for the aforesaid purpose, and signing of declarations, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the book running lead manager(s), or other authorities or agencies involved in or concerned with the issue of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to engage/appoint book running lead managers, Merchant Bankers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors , Consultants, and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of the Securities on the Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any committee of the Board of Directors, with power to further delegate such powers to any executives/ Company Secretary/officers of the Company, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.”

ITEM NO.: 09: ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions of the Companies Act, 2013 and rules made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new set of Memorandum of Association under the provisions of Companies Act, 2013 in place of the existing Memorandum of Association of the company.

RESOLVED FURTHER THAT the existing clause III (A) “The main Objects to be pursued by the Company on its incorporation” sub clause no 1 to 6 stands deleted to amend the clause III(A) in line with the diversified product portfolio of the company, consent of the members be and is hereby accorded to append / add the relevant sub clauses and amend clause III (A) “The main Objects to be pursued by the Company on its incorporation” of the Memorandum of Association of Company as follows:

- 1. To carry on the business of designing, development, customization, implementation, maintenance, testing and benchmarking, and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third-party infrastructure and equipment, providing solutions/ Packages / services through applications services provider mode via internet or otherwise, to undertake and provide IT enabled services to various sectors such as call center management, foods and beverages, pharmaceuticals, finance, Insurance, Educational, digital, Textile and legal transcription, data processing, back-office processing, data warehousing and database management.*
- 2. To design, develop and carry on the business of development of Software tools and platforms providing fast, flexible and reliable commodities trading tools and to provide order management and risk management software tools for Global commodity markets using the Quantitative, Derivative and Neuro models including design, develop, acquire, assemble, manufacture, distribute, transmit, maintain, mortgage, transfer, purchase, sell, hire, lease, import, export and to Act as dealer, franchiser, and to provide management and marketing services in the field of data transmission, software development, e-commerce business solutions, hardware, peripherals, consumables, network computers, related Activities globally and indigenously and to run software training institutions.*
- 3. To carry on the business of dealing and maintenance of computer hardware, computer systems and assemble data processors, and program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machines, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipment and devices, and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data center management and in providing consultancy services in all above-mentioned areas.*

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4. *To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor-based information systems, off shore software development projects, internet service providers, and solutions in all areas of application including those in emerging niche segments like Internet and Intranet, website applications solutions software enterprise, resource planning, e-commerce, value-added products and other business applications either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers, owners and users of the computer, telecom, digital, electronic equipment in India or elsewhere in the world.*
5. *To carry on the business as member or authorized user or buyer or seller in commodity exchange both exchange and physical markets and to invest, acquire and to deal in gold, silver, platinum, aluminum, iron steel copper, petroleum, crude oil, cotton, jute, oils, oilseeds, rubber, pepper and commodities of all kinds, agricultural or otherwise, finished or unfinished goods and to take delivery and hold them as permitted under Securities Contracts Regulation Act (SCRA), 1956 and the rules made there under and To carry on the business for providing services in the fields of Trade Finance, Trade-Technology, Financial-Technology (Fin-Tech), Trade Receivable Discounting System(TReDS), Bill discounting platforms, Trade Credit Insurance services, Receivable Finance, Supply Chain Finance, Exporter Finance, Export Finance, Export Bill Discounting, Invoice Discounting and Working Capital Loan facilitations services, Domestic Factoring, International Factoring, Letters of Credit, Vendor financing services, PO financing services, and Cross-border funding services, B2B Procurement, Cross-Border Trade, International Trade, Export-Import, Trading houses, Purchase Orders, Credit Risk Management services, MSME/SME Financial services, Quick access to working capital, Corporate Treasury Management services, in India or outside India.*
6. *To carry on the business of providing outsourcing services for all processes, sub-processes, transactions, activities and all other work performed by businesses in various industries within India and across the world. This includes those processes or sub-processes that are enabled by information technology. It also includes data, voice or video collection and processing, call center services including inbound and out bound calling services of all kinds, technical support, managed data center, managed technical center, training center, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, payroll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.*
7. *To offer training, consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, Vedic methodology, Vedanta philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data etc. from abroad and export/disseminate them to other countries and engage in manpower recruitment for overseas requirements and also bring in necessary skilled personnel into the country and to develop, market, implement systems and application software packages and related*

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products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing center and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data.

8. *To act as consultants and provide advisory and related services in various fields such as general administrative, commercial, financial, economic, Labor, secretarial / Legal, industrial, public relations, scientific, technical, and other levies and to take part in the formation, supervision or control of the business operations of any company or undertaking.*
9. *To act as a financial consultant or adviser(s), to corporate bodies in industries of all kinds whether in India or outside and to give expert advice for policy matters for improving efficiency in business organizations by means of internal or external restructuring whether through Issue of Capital, Reduction of Capital, Alteration of Capital, Subdivision or Consolidation of Shares or Debentures, variation in rights of shareholders, compromise or arrangement, Amalgamations, Mergers, Demergers or otherwise in any manner in consonance herewith.*
10. *To act as management consultants or advisors to corporate bodies in industries of all kinds whether in India or outside and to undertake part in the management supervision including advisory on appointment / re-appointment, termination or otherwise of personnel or control of the business or operation of any body-corporate.*

RESOLVED FURTHER THAT Any Director and/or Company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite E- forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

ITEM NO.: 10: TO CREATE, OFFER, ISSUE AND ALLOT CONVERTABILITY EQUITY WARRANTS ON PREFERENTIAL BASIS.

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

RESOLVED THAT pursuant to (i) the provisions of Sections 23, 42 and 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) in each case, including statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereunder, if any, for the time being in force; and in

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accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; (iv) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”); the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Ordinary equity shares and Equity shares with Differential Voting Right of the Company both having face value of ₹ 1 each 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 governmental authorities (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 including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot up to INR 98,59,75,350 (Ninety-Eight Crores fifty nine lakhs seventy five thousand three hundred and Fifty Only) by way of issuance of up to 67,99,83,000 (Sixty Seven Crores ninty nine lakhs eighty three Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share with Ordinary Voting Rights of the Company of face value of INR 1/- (Rupee One Only) each (“Warrants”) at a price of INR 1.45 (Rupees One and forty-five Paisa Only) each payable in cash (“Warrants Issue Price”), to the following investors, in terms of ICDR Regulations (the “Allottees”) by way of preferential allotment on a private placement basis (“Preferential Allotment”), in accordance with the ICDR Regulations, Companies Act, as the board may determine;

Sr. No.	Name of the proposed allottee	No. of Ordinary Equity Warrants to be issued
1	G.A.Capial Management Private Limited	170,971,380
2	Revu Sailaja	1,379,320
3	Arava Venkata Reddibabu	16,275,880
4	Pradeep Babulal Shah	32,988,520
5	Ishaben Ranabhai Rabari	32,988,520
6	Arvindbhai Ranabhai Rabari	32,988,520
7	Dhaval Shankarbhai Rabari	32,988,520
8	Pooja Pragnesh Dave	32,988,520
9	Pragneshkumar Girishchandra Dave	32,988,520
10	Bhargavsinh Nandkishorsinh Chauhan	32,988,520
11	Dhruv Pradipkumar Shah	32,988,520
12	Chandresh Kanubhai Parmar	32,988,520
13	Rahul Ratnasingh Sikarwar	29,517,240
14	Govindsingh Bhavnathsingh Rajbhar	32,988,500
15	Manish Rajput	32,988,500
16	Mitesh Makvana	32,988,500
17	Akshay Nadiya	32,988,500
18	Alkaben Padipkumar Shah	32,988,500
Total		679,983,000

RESOLVED FURTHER THAT the minimum price of the Equity Shares and/or Warrants so issued shall not be less than the face value of the shares or price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

a) The 90 trading day’s volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; (i.e. INR 1.34 for Ordinary Equity share)

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Or

b) The 10 trading day's volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date (i.e. INR 1.40 for Ordinary Equity share).

The price of each Security (convertible equity Warrants) is fixed at INR 1.45 (Rupee One and forty five paisa only) per Ordinary equity shares.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the 'Relevant Date' for the purpose of calculating the floor price for the Preferential Issue of Equity shares and/or Warrants be and is hereby fixed as Saturday, August 31, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members.

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

(a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares with ordinary voting rights and differential voting rights of the Company in all respects 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 and Articles of Association of the Company.

(b) The Equity Shares including Equity Shares arising from the exercise of the Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

(c) 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(s) or permission(s) 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 approval or permission.

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 Warrants under the Preferential Allotment by conversion of outstanding debt shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.

(b) An amount equivalent the Warrant Price shall be payable by conversion of outstanding debt within the period of 18 months from the date of issue/ allotment of the warrants. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.

(c) The 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(s) or permission(s) 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 approval or permission.

(d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

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

(f) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

(g) The right attached to Warrants may be exercised by the Warrant holder, 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 converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

(h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT the "Preferential Issue committee" constituted by the Board which shall consist of Directors namely: Mr. Anil Thakur, Chairman; Mr. Venkateshwar Nellutla, Member and Mr. Srinivas Maya, Member to decide on the terms and conditions of the Issue, including but not limited to, final issue size/ amount, list of allottees, issue price, timing of issue, approval of issue related documents, appointment of intermediaries if required, conversion and allotment of shares and other related matters;

RESOLVED FURTHER THAT the Managing Director/Company Secretary be and is hereby authorized to take all necessary steps for the issuance of the share warrants, including but not limited to filing necessary forms with the Registrar of Companies and making requisite disclosures to the stock exchanges."

RESOLVED FURTHER THAT a copy of this resolution certified by the Managing Director or the Company Secretary be submitted to the concerned authorities wherever required."

Registered Office

KURA Towers, 10th Floor, D. No. 1-11-254
and 1-11-255, S.P. Road, Begumpet,
Hyderabad-500016, Telangana, India.

Place : Hyderabad

Date : September 06, 2024

By order of the Board

For GACM Technologies Limited

Sd/-

Anil Thakur

Chairman, Non-Executive

Independent Director

DIN: 08945434

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NOTES:

1. The Ministry of Corporate Affairs ('MCA'), Government of India ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, followed by General Circular No 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 ("MCA Circulars") allowed, inter-alia, the conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2024. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 29th AGM of the Company will be held through VC/OAVM, which does not require physical presence of members at a common venue.

In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on the applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The proceedings of the Twenty-ninth AGM shall be deemed to be conducted at the Registered Office of the Company at KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India which shall be the deemed venue of the AGM.

The Deemed Venue for the 29th AGM shall be the **Registered Office of the Company i.e., KURA Towers, 10th Floor, D. No.1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.** Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and therefore the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-voting.
3. Corporate members are required to send a scanned copy (PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered Email address to bvrcs123@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

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4. In the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. A statement pursuant to Section 102 (1) of the Companies Act, 2013 ('the Act') setting out the material facts concerning each item of special business set out in the Notice is annexed hereto.
6. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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 MCA Circulars, the Company is providing facility of remote E-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the facility for remote e-voting through electronic means, for participation in the AGM through VC / OAVM and for e-voting during the AGM as the authorized agency.

8. **ELECTRONIC DISPATCH OF AGM NOTICE AND ANNUAL REPORT:** In line with the MCA Circulars, the Notice calling the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose E-mail addresses are registered with the Company / Depositories and has been uploaded on the website of the Company at <http://gacmtech.com/static/investor-annual-report.aspx>, the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice can also be accessed from the websites of CDSL (the agency for providing the Remote e-voting facility) i.e., www.evotingindia.com. A printed copy of the Annual Report (including the Notice) is not being sent to the Members in view of the MCA Circulars and SEBI Circulars.
9. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered E-mail address mentioning their names, DP ID and Client ID / Folio Number, PAN and Mobile Number at cs@gacmtech.com by Monday, September 23, 2024 (05.00 p.m. IST). Only those Members who have pre-registered themselves as speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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Only those Members who have registered themselves as a 'speaker' will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. The electronic copies of all documents which are referred to in this Notice but not attached to it will be made available for inspection. For inspection, the Members are requested to send a request through an e-mail to cs@gacmtech.com with the Depository participant ID and Client ID or Folio number.
11. The following documents/registers will be available for online inspection by the Members of the Company up to the date of the AGM:
 - a. The Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts or arrangement in which Directors are interested under the Companies Act, 2013.
 - b. All the documents referred to in the AGM Notice and the Explanatory Statement are annexed to the AGM Notice.

Members who wish to inspect any of the abovementioned documents may write to the Company at cs@gacmtech.com / info@stampdecap.com.

12. The Members desiring any information relating to the accounts or have any questions, are requested to write to the Company at cs@gacmtech.com by 05.00 PM (IST) on Monday, September 23, 2024 so as to enable the Management to keep the information ready and provide it at the AGM. Provided that the information to be provided shall be within four corners of the law and shall be provided that is permissible under the law.
13. In terms of Section 72 of the Act, a nomination facility is available to individual Members holding shares in the physical mode. Members may send the duly filed nomination form in SH-13 or desirous of cancelling the earlier nomination and recording a fresh nomination may send the duly filled form SH-14 to VCCIPL.

Members can obtain the blank forms SH-13 and SH-14 from the website of VCCIPL info@vccipl.com.

14. The Company's Registrar & Transfer Agent for its Share Registry (both, Physical as well as Electronic) is Venture Capital and Corporate Investments Private Limited ("VCCIPL") ('R&TA') having its office at Door No. 4 - 50 / P-II / 57 / 4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Seri Lingampally, Hyderabad - 500032, Telangana, India. **(Unit: GACM Technologies Limited)**.
15. Mr. Bathina Venka Reddy, Practicing Company Secretary (Membership No. ACS17439) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner of voting and remote e-voting for the AGM, including for any adjournment(s) thereof.
16. The Chairman or any other person authorized by the Chairman in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting within the specified time from the conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.gacmtech.com.com and on the website

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of CDSL e-voting at www.evotingindia.com immediately after the results are declared by the Chairman or any other person so authorized. Simultaneously, the same will also be communicated to the BSE Limited and the National Stock Exchange of India Limited, where the equity shares of the Company are listed.

17. The resolutions as set out in the AGM Notice shall be deemed to be passed on the date of the AGM i.e., Monday, September 30, 2024, subject to receipt of the requisite number of votes in favour of the resolution(s).
18. Manner to register/update email addresses: (for physical shareholders and electronic shareholders).

The Members holding shares in electronic mode are requested to register/update their email address, Permanent Account Number (“PAN”) and Bank Account details with the Depository Participant where their respective dematerialized accounts are maintained and in respect of shares held in physical form by writing to the Company’s RTA, **i.e Venture Capital And Corporate Investments Private Limited**, Address, Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II Gachibowli, Seri Lingampally, Hyderabad-500032, Telangana, India, Phone: +91 040-23818475/23818476/23868023, e-mail: investor.relations@vccipl.com / info@vccipl.com.

Members holding shares in physical mode are requested to note that SEBI vide its circulars SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has simplified the process for investor service requests. SEBI has made it mandatory for holders of physical securities to furnish PAN, bank account details, contact details, specimen signature and nomination for their corresponding folio numbers. SEBI has notified forms for the purpose, as detailed below:

Forms	Description
Form ISR-1	Request for registering PAN, bank account details, signature, mobile, email-id, address or changes / up-dation thereof
Form ISR- 2	Confirmation of Signature of securities holder by the Banker
Form SH-13	Nomination form
Form ISR-3	Declaration for Nomination opt-out
Form SH- 14	Change in Nomination

The above forms can be downloaded from the Company’s website at [http://gacmtech.com/files/announcements/638156895836615373 Mandatory furnishing of PAN KYC details and Nomination by holders of physical securities.pdf](http://gacmtech.com/files/announcements/638156895836615373_Mandatory_furnishing_of_PAN_KYC_details_and_Nomination_by_holders_of_physical_securities.pdf) / Accordingly, members are requested to make service requests / update their records by submitting a duly filled and signed forms, along with the related proofs listed in the forms to Company RTA, i.e Venture Capital And Corporate Investments Private Limited, Address, Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II Gachibowli, Seri Lingampally, Hyderabad-500032, Telangana, India, Phone: +91 040-23818475/23818476/23868023, e-mail: investor.relations@vccipl.com / info@vccipl.com

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The above information is issued for the information and benefit of all the Members of the Company and is in compliance with the MCA Circular(s) and the SEBI Circular(s).

19. Procedure and instructions for remote e-voting on the resolutions proposed in the AGM Notice:

In terms of the SEBI circular dated December 09, 2020, on “e-Voting facility provided by Listed Companies”, the e-voting process has been enabled for all the individual demat account holders, by way of single login credentials, through their demat accounts/websites of depositories and depository participants (DPs), in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID in their demat accounts in order to access the e-voting facility.

A. Login method for remote e-voting for Individual Members holding shares in dematerialized mode:

Type of Members	Login Method
Individual Members holding shares in dematerialised mode with CDSL	<p>A. Users already registered for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 1. URL for login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on New System Myeasi. Members can login through their existing user ID and password. The option will be available to reach the e-voting page without any further authentication. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meetings & voting during the meeting. Additionally, there are 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. <p>B. Users who have not opted for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 1. The option to register for Easi / Easiest is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration. 2. Click on the login & New System Myeasi Tab and then click on the registration option.

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	<p>3. After successful registration, please follow the steps given in Point No. An above to cast your vote.</p> <p>C. Visit the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. Alternatively, the user can directly access the e-voting page by providing Demat Account Number and Permanent Account Number from an e-voting link available on www.cdslindia.com home page. 2. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account. 3. After successful authentication, user will be able to see the e-voting option where the E-voting is in progress. Click on options available against the Company name: GACM Technologies Limited or select e-voting service provider name – CDSL to cast your vote. <p>How do I vote electronically using the CDSL e-Voting system?</p> <ol style="list-style-type: none"> a. Step 1: The shareholders should log on to the e-voting website www.evotingindia.com b. Step 2: Click on Shareholders c. Step 3: Now Enter your User ID <ul style="list-style-type: none"> • For CDSL: 16 digits beneficiary ID • For NSDL: 8 Character DP ID followed by 8 Digits Client ID • Members holding shares in Physical Form should enter the Folio Number registered with the Company d. Step 4: Next enter the Image Verification as displayed and Click on Login e. Step 5A: For Members Already Registered with CDSL <p>The Members who are already registered with CDSL and have exercised e-voting through www.evotingindia.com earlier may follow the steps given below</p> <ul style="list-style-type: none"> • Use the existing password <p>OR</p> f. Step 5B: For those Members who are not Registered with CDSL: <p>The Members (holding shares in Demat physical form) who are not already registered with CDSL and are using the e-voting facility for the first time may follow the steps given below:</p> <ol style="list-style-type: none"> i. Register as under: <ul style="list-style-type: none"> • The Members who have already submitted their Permanent Account Number (PAN) to the Company DP may enter their 10-digit alpha-numeric PAN issued by the Income Tax department. Others are
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requested to use the sequence number in the PAN Field. The sequence number is mentioned in the e-communication

- Enter the Date of Birth (DOB) as recorded in Demat account or in records of the Company for the said Demat account or folio in DD | MM | YYYY format.

OR

- Enter the Dividend Bank Details (DBD) as recorded in Demat account or in records of the Company for the said Demat account or folio.

OR

- If the Dob or DBD details are not recorded with the DP or the Company, enter the Member ID | folio number in the DBD field as under:

User ID for the Members holding shares in Demat form with CDSL	16 digits beneficiary ID
User ID for the Members holding shares in Demat form with NSDL	8 Character DP ID followed by 8 Digits Client ID
User ID for the Members holding shares in physical form	the folio number of the shares held in the Company

- ii. After entering these details appropriately, click on 'Submit'.
- iii. The Members holding shares in physical form will reach the Company selection screen. However, the Members holding shares in Demat form will reach 'Password creation' menu and will have to enter login password in the 'new password' field. It is strongly recommended not to share the password with any other person and take utmost care to keep it confidential.
- iv. The Members holding shares in physical form can use login details only for e-voting on the resolutions contained in this Notice.

g. Step 6: How to Vote:

- Click on the Electronic Voting Serial Number of GACM Technologies Limited to vote (EVSN of Equity Shares with Normal Voting Rights and EVSN of Equity of Equity Shares with Differential Voting Rights). (**Equity: 240808014**) and (**DVR: 240808015**) of GACM Technologies Limited to vote
- 'Resolution description' appears on the voting page with 'Yes | No' options for voting. Select the option 'Yes' or 'No' as desired. The option 'Yes' implies assent and option 'No' implies dissent to the resolution.

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	<ul style="list-style-type: none"> • Click on the 'Resolutions file link' to view the details. • After selecting the resolution, click on the 'Submit' tab. A confirmation box will be displayed. To confirm your vote, click on 'Ok' else click on 'Cancel' • After voting on a resolution, the Members will not be allowed to modify their vote. • A print of the voting done may be taken by clicking on the 'Click here to print' tab on the voting page. <p>In case the Members holding shares in Demat form forget their password, they can enter the User ID and the image verification details and click on 'Forgot password' to generate a new one.</p> <p>The Members can also use the mobile application 'm-Voting' of CDSL for e-voting using their e-voting credentials.</p>
Type of Members	Login Method
<p>Individual Members holding share(s) in 25 dematerialized mode with NSDL</p>	<p>A. Users registered for NSDL IDeAS facility.</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, user will be able to see E-voting services. Click on "Access to e-voting" under e-voting services and user will be able to see e-voting page. 3. Click on options available against Company name: GACM Technologies Limited or e-voting service provider name – CDSL and you will be re-directed to CDSL e-voting website for casting vote during the remote e-voting period or joining virtual meeting & voting during the meeting. <p>B. Users not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Proceed with completing the required fields. 4. After successful registration, please follow steps given in Point No. A above to cast your vote. <p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit the e-Voting website of NSDL by typing the following URL: https://www.evoting.nsdl.com / Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

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	<ol style="list-style-type: none"> 2. Enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 3. After successful authentication, user will be redirected to NSDL depository site wherein you can see e-voting page. Click on options available against Company name: GACM Technologies Limited or e-voting service provider name – CDSL. 4. User will be redirected to e-voting website of CDSL for casting your vote during the remote e-voting period.
Type of Members	Login Method
Individual Members (holding share(s) in dematerialized mode) login through their Depository Participants	<p>User can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-voting facility.</p> <p>After Successful login, user 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.</p> <p>Click on option available against Company’s name: GACM Technologies Limited or e-voting service provider – CDSL and user will be redirected to e-voting website of CDSL for casting vote during the remote e-voting period</p>

Important note:

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

Helpdesk for Individual Members holding shares in dematerialized mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type Helpdesk Details	Login Type Helpdesk Details
Securities held with CDSL	Please contact the CDSL helpdesk by sending a request to the helpdesk.evoting@cdslindia.com or contacting at 022-23058738 and 022-23058542/43 or toll-free no. 1800 22 55 33.
Securities held with NSDL	Please contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll-free nos.: 022 - 4886 7000 and 022 - 2499 7000

B. Login method for remote e-voting for Members other than Individual Members holding shares in demat mode and Members holding shares in physical mode:

- a. The Members should log on to the e-voting website at www.evotingindia.com.
- b. Click on the “Shareholders” module
- c. Now enter your User ID, as detailed below:

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- For CDSL: 16 digits beneficiary ID;
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
- Members holding shares in physical mode should enter the “Folio Number” registered with the Company.
- Next, enter the Image Verification as displayed and click on “Login” i.e. Please follow the following steps after clicking on “Login”

Existing Users	New Users
In case a member has already used the remote e-voting facility of CDSL for any other company, should use their existing User ID and Password.	Existing Users
If a member has forgotten his / her password, they can retrieve the same by clicking on “Forgot Password”	<p>Members who have updated their PAN with the Company / Depository Participants / Link Intime, please enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both the Members holding shares in electronic / dematerialized mode or physical mode)</p> <p>Members who have not updated their PAN with the Company / Depository Participants / VCCIPL are requested to use the sequence number sent by the Company. In case a member has not received sequence number, he / she can obtain the same by writing to the Company at cs@gacmtech.com / info@stampededecap.com or may write to RTA VCCIPL at info@vccipl.com.</p> <p style="text-align: center;">Or</p> <p>Enter the Dividend Bank Details OR Date of Birth (in dd/mm/ yyyy format) as recorded with your Depository Participants / Company /VCCIPL. In case the said details are not recorded, Members are requested to use the Folio No. (in case of shares in physical mode) and Beneficiary ID / DP ID and Client ID. (in case of shares held in electronic / dematerialised mode).</p>

- d. After entering these details appropriately, click on the “SUBMIT” tab.
- e. Members holding shares in physical form will then directly reach the EVSN selection screen. The details can be used only for using the remote e-voting facility for the resolutions contained in the AGM Notice.
- f. Members holding shares in electronic / dematerialised mode will now reach the ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g. Click on the EVSN of Equity Shares with Normal Voting Rights (**Equity: 240808014**) Equity shares with and Equity shares with Differential Voting Rights (**DVR: 240808015**) of the Company on which you choose to vote. and

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- h. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option “YES” or “NO” as desired. The option YES implies that you assent to a particular resolution and option NO implies that you dissent to a particular resolution.
- i. If you wish to view the entire resolution details, click on the “RESOLUTIONS FILE LINK”
- j. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK” else to change your vote, click on “CANCEL” and accordingly modify your vote.
- k. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- l. You can also take a print of the votes cast by clicking on the “Click here to print” option on the Voting page.
- m. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code click on Forgot Password and enter the details as prompted by the system.
- n. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to the scrutinizer for verification.
- o. Note for Non-Individual Members and Custodians
 - Non-Individual members (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the Corporates Module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to the helpdesk. evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual Members are required to send the relevant Board Resolution / Authority letter etc. together with the attested specimen signature of the duly authorized signatory who is authorized to vote to the Scrutinizer and to the Company at cs@gacmtech.com / info@stampdecap.com if have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify.

20. Instructions for Members attending the AGM through VC / OVAM and e-voting on the resolutions proposed in the AGM Notice, during the AGM are as under:

- a. The procedure for attending the AGM through VC / OVAM and e-voting during the AGM is the same as the instructions mentioned above for remote e-voting.
- b. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
- c. Only those Members, who are present in the AGM through the VC / OAVM facility and have not casted their vote on the resolutions proposed in the AGM Notice through remote e-voting

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and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the AGM.

- d. After successful login as per the instructions mentioned above for remote e-voting, the link for VC / OAVM to attend the AGM will be available where the EVSN of the Company will be displayed.
- e. Members are encouraged to join the AGM through Laptops / iPads for a better experience.
- f. Members will be required to allow a Camera (in the case of speakers) and use the Internet with a good speed to avoid any disturbance during the meeting.
- g. Members connecting from mobile devices or tablets or through a laptop connecting via mobile hotspot may experience audio/video loss due to fluctuations in their respective networks. Members are therefore requested to use an internet facility with a good speed to avoid any disturbance during the AGM.

Details of persons to be contacted for any issues / queries / grievances relating to remote e-voting, e-voting during the AGM and attending the AGM through VC / OAVM:

CDSL	Company
Members may refer to the Frequently Asked Questions (“FAQs”) and e-voting user manual available at www.evotingindia.com , under “Help” section or may contact Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.	Mr. Jonna Venkata Tirupati Rao Managing Director at KURA Towers, 10th Floor, D. No.1-11-254 and 1-11-255, S.P. Road, Begumpet, Hyderabad-500016, Telangana, India or send an email at contact@stampedecap.com / info@stampedecap.com or call at +91-40-69086900/

- ✓ **General Instruction 1:** In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, the Company is please do provide its members, as on the cut-off date is Monday, September 23, 2024, the facility to exercise the right to vote by electronic means on any or all of the businesses specified in the Notice, at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL.
- ✓ **General Instruction 2:** The remote E-voting period commences on Friday, September 27, 2024, at 09:00 a.m. and ends on Sunday, September 29, 2024, at 05:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2024, may cast their vote by remote e-voting. The remote E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ✓ **General Instruction 3:** The Book Closure period commences on September 24, 2024 and ends on September 30, 2024.

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- ✓ **General Instruction 4:** The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM ***but shall not be entitled to cast their votes thereat again.***
- ✓ **General Instruction 5:** A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Registered Office

KURA Towers, 10th Floor, D. No.1-11-254
and 1-11-255, S.P. Road, Begumpet,
Hyderabad-500016, Telangana, India.

Place : Hyderabad

Date : September 06, 2024

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ANNEXURE TO THE NOTICE CONVENING THE 29TH ANNUAL GENERAL MEETING (“AGM NOTICE”) EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

ITEM NO. 05:

APPOINTMENT OF MR. NARENDRA BABU MUGATHA (DIN: 09586138), AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

Mr. Narendra Babu Mugatha (DIN: 09586138) who was appointed as an Additional Director of the company, with effect from May 23, 2024 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company, Vacates the office on the date of this Annual General Meeting. The Board of Directors have appointed him as a director of the company as per the applicable provisions of the Companies act, 2013

The matter is being placed before the members for their considerations and approval. None of the Directors is concerned or interested in the resolution

ITEM NO. 06:

APPROVAL FOR MATERIAL-RELATED PARTY TRANSACTIONS.

The Members of the Company are informed that Section 188 read with rules made there under prescribes certain approvals for related party transactions. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 also prescribes seeking shareholders' approval for material-related party transactions beyond the specified threshold (Material Transactions). Proviso to Section 188 (1) provides that nothing contained in Section 188 (1) shall apply where transaction entered into by Company with a related party in the ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length basis.

Considering the quantum of transactions, reduced thresholds of materiality and the extended framework for related party transactions under the amended Listing Regulations, approval of the Members is sought as per the requirements of Regulation 23 of the Listing Regulations read with the aforesaid SEBI Circular dated March 30, 2022, for the following specific Material Related Party Transactions, details of which are mentioned herein in accordance with SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22nd November, 2021.

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Sr. No.	Particulars	Details
1.	Justification as to why the RPT is in the interest of the Company	The transactions are necessary for our business to continue winning in the marketplace. They will give us significant scale advantages and a competitive edge. Our guiding principle was that the transactions must be on an arms' length basis and commensurate to the benefits received.
2.	Details about valuation, arm's length and ordinary course of business.	Not Applicable
3.	Valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction.	Not Applicable
4.	Any other information relevant or important for the shareholders to take an informed decision.	All important information forms part of the explanatory statement setting out material facts, pursuant to Section 102(1) of the Companies act, 2013 and other applicable Listing Regulations forming part of AGM Notice.
	Where any Financial Indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments. <ul style="list-style-type: none"> • Nature of indebtedness; • Cost of funds; and • Tenure. 	No
	Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Interest rate to be decided between Company and related parties which shall not be more than what is prescribed under applicable laws.
	Purpose for which funds will be utilized	Business Purpose

The Transactions / Contract(s) / Arrangement(s) / Agreements as mentioned in the resolution require approval of only unrelated members of the Company and all related parties shall abstain from voting at Item No. 6 of the AGM Notice.

Accordingly, the Board of Directors recommends the Resolution set out at Item No. 06 of the accompanying Notice for approval of the Members of the Company as an **Ordinary Resolution**.

Except Mr. Jonna Venkata Tirupati Rao (DIN: 07125471), Mrs. Shaik Haseena (DIN: 08141400) none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice.

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ITEM NO. 07:

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM ₹. 1,00,00,00,000/- (RUPEES ONE HUNDRED CRORES ONLY) DIVIDED INTO 100,00,00,000 (ONE HUNDRED CRORES ONLY) EQUITY SHARES OF ₹. 1/- (RUPEES ONE ONLY) EACH TO ₹. 3,00,00,00,000/- (RUPEES THREE HUNDRED CRORE ONLY) DIVIDED INTO 3,00,00,00,000 (THREE HUNDRED CRORE ONLY) EQUITY SHARES OF ₹. 1/- (RUPEES ONE ONLY) EACH.

It is proposed by the Board of Directors of the company vide Board Meeting dated August 12, 2024 to increase authorized capital of the company from ₹. 1,00,00,00,000/- (Rupees One Hundred Crores only) divided into 100,00,00,000 (One Hundred Crores only) Equity Shares of ₹. 1/- (Rupees one Only) each TO ₹. 3,00,00,00,000/- (Rupees Three Hundred Crore Only) divided into 3,00,00,00,000 (Three Hundred Crore Only) Equity shares of ₹. 1/- (Rupees one only) each, by addition of ₹. 2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 2,00,00,00,000 (Two Hundred Crore only) Equity shares of ₹. 1/- (Rupees one Only) each, the addition will be for 60% ordinary equity shares and 40% DVR equity shares in order to meet further issue of capital of the company in future.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders by passing a special Resolution and it would be necessary to amend Clause V of the Memorandum of Association.

Accordingly, The Resolution seeks approval of Members to increase the Share Capital and to amend the said Clause.

The Board recommends the Special Resolution set out at Item No 07 of the AGM Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.07 of the Notice.

ITEM NO. 08:

AUTHORIZING THE BOARD OF DIRECTORS OF THE COMPANY TO MAKE OFFER(S) OR INVITATION FOR SUBSCRIPTION OF EQUITY SHARES AND/OR ISSUANCE OF DEPOSITORY RECEIPTS INCLUDING ADR AND GDR OR BONDS INCLUDING FCCB OR SECURITIES CONVERTIBLE INTO EQUITY SHARES OR NON-CONVERTIBLE DEBT INSTRUMENTS ALONG WITH WARRANTS OR ANY COMBINATION THEREOF AGGREGATING UP TO AN AMOUNT NOT EXCEEDING ₹ 500 CRORES INCLUDING PREMIUM BY WAY OF (QIP) /PREFERENTIAL ALLOTMENT/ ISSUE OF DEPOSITORY RECEIPTS OR ISSUE OF FCCB OR SUCH OTHER PERMISSIBLE MODE OR COMBINATIONS THEREOF:

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Sections 23, 41, 42 and 62(1)(c) of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of special resolution.

The board was requested to consider and approve an equity fund raising plan for an amount not exceeding ₹ 500 crores (Rupees Five Hundred Crores only) through issue of securities by way of a private placement, including a QIP (as defined hereunder) or by way of preferential allotment or issuance of American Depository Receipts (“ADRs”)/ Global Depository Receipts (“GDRs”)/ foreign

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currency convertible bonds (“FCCBs”) issuances or through any other permissible mode or any combination thereof. Accordingly, the Board has, subject to approval of the shareholders, approved by its resolution dated August 12, 2024 that the Company will in one or more tranches, issue equity shares of the Company with a face value of ₹ 01 (Rupees One only) each (the “**Equity Shares**”), Equity Shares against which ADRs and GDRs, FCCBs and/or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise), and/or nonconvertible debt instruments along with warrants, or any combination thereof, whether Rupee denominated or denominated in foreign currency (“**Securities**”), to such eligible investors including qualified institutional buyers (as defined in the SEBI ICDR Regulations) (“**QIBs**”), eligible foreign/nonresident investors and/or any other category of investors whether or not such investors are members of the Company, as the Board may determine in accordance with applicable law, by way of a qualified institutions placement (QIP) in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) (such issue, a “QIP”), or by way of preferential allotment in accordance with Chapter V of the SEBI ICDR Regulations or ADR/ GDR/ FCCB issuances or through any other permissible mode or any combination thereof of any of the above, subject to applicable laws, Rules, Regulations and circulars issued Regulatory Authorities from time to time by the issue of a placement document/ offering circulars / information memorandum / prospectuses / offer documents, and any addenda or corrigenda thereto, as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other Relevant factors and wherever necessary in consultation with lead managers and other advisors, all in accordance with applicable laws. The Company intends to issue Securities Aggregating up to an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) This special resolution seeks to enable the Board (including any duly authorized committee thereof) to indicate a QIP/ preferential allotment/ issue of depository receipts or issue of foreign currency convertible bonds or such other permissible mode or combinations thereof in accordance with the applicable laws for the purposes mentioned above, without the need for fresh approval from the members.

Purpose/ objects of the fund raise: Our Company proposes to utilize the funds raised through the proposed issuance for reducing the debt on the balance sheet as well as for other general corporate purposes, including without limitation, funding any acquisition(s), funding long and short term working capital requirements, reduction of debt, capital expenditure and any other corporate exigencies.

Further The proceeds may be utilized for augmenting long term cash resources, to fund the organic or inorganic growth opportunities in the area of its operations and adjacencies, for making investments in companies whether a subsidiary, joint venture, associates or otherwise (either through debt or equity or any convertible securities), growth of existing businesses or to enter into new businesses in line with the strategy of the Company or for any other general purposes as may be permissible under the applicable law and approved by their Board or its duly constituted Committee.

The Securities offered, issued, and allotted by the Company in terms of the resolution would be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and any Securities that may be created, offered, issued and allotted by the Company shall rank, in all respects, pari-passu with the existing Securities of the Company.

Basis or Justification of Price: In the case of QIP, the pricing of the Securities shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the SEBI ICDR Regulations. The “Relevant Date” for this purpose, will be the date when the Board or a duly

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authorized Committee thereof decides to open the issue, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of such convertible securities subject to any relevant provisions of applicable laws, rules, regulations, as amended, from time to time. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

In the case of issuance of FCCBs or ADRs/GDRs, the pricing shall be determined in accordance with the relevant provisions of applicable laws. The Relevant Date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting at which the Board decides to open such issue. As the Issue may result in the issue of Securities of the Company to Investors who may or may not be members of the Company, consent of the members is being sought by way of a special resolution, pursuant to Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and as may be applicable. The special resolution also enable the Board to issue Securities in tranches, at such times, at such prices and to such person(s) as the Board deems fit, in accordance with applicable laws.

The detailed terms and conditions for the offer will be determined by the Board or by a committee thereof in consultation with the book running lead manager(s) and other advisors appointed in relation to the proposed QIP, and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law.

The Equity Shares allotted will be listed and traded on Stock Exchanges where Equity Shares of the Company are listed, subject to obtaining necessary approvals.

The offer, issue, allotment of the Securities would be subject to obtaining regulatory approvals, if any by the Company As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is an enabling Special Resolution seeking to empower the Board to issue Equity Shares and/ or other eligible Securities as contemplated in the resolution set out above.

The Board of the Company in their meeting held on August 12, 2024 approved the raising of Capital Aggregating up to an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) The combination of instruments, price, proportion and timing of the Equity Shares and other Securities to be issued pursuant to the special resolution shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI ICDR Regulations and any other applicable regulatory, government or other approvals and in due consideration of prevailing market conditions and other relevant factors.

This Special Resolution authorizes the Board or a Committee thereof to issue the Securities in one or more tranches, at such time or times, at such price or prices to meet the Capital requirements of the Company As the pricing of the offer cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. However, the same would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure

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Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Companies Act, 2013, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 or any other guidelines/ regulations/ consents, each as amended, as may be applicable or required. The “Relevant Date” for the purpose of determination of price of equity shares and/or eligible convertible securities shall be the date as determined in accordance with the SEBI ICDR Regulations, other applicable laws and as mentioned in the resolution.

The equity shares, if any, allotted on issue, conversion of securities shall rank in all respects pari passu with the existing equity shares of the Company.

In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board or a Committee thereof to identify the investor(s), issue such number of securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches, the principle terms of assets charged as securities and the detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other intermediaries, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Necessary disclosures have and will be made to the recognised Stock Exchanges, as may be required under the listing agreements entered into with the recognised Stock Exchanges and the SEBI Listing Regulations.

This Special Resolution, if passed, will have the effect of allowing the Board/ Committee to offer, issue and allot Securities to the investors, who may or may not be the existing members of the Company.

The approval of the shareholders is being sought to enable the Board or any Committee thereof, constituted or to be constituted by the Board for this purpose, to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 08 of this notice, without the need for any fresh approval from the shareholders of the Company in this regard.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their

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shareholding, if any, in the Company, or subscription by a financial institution / Company / body corporate in which the KMP, Director or his / her relative may be, directly or indirectly, interested.

The proposed resolution is in the interest of the Company and the Board of the Company recommends the resolution set out at Item No. 08 for the approval of the members as a Special Resolution

ITEM NO. 09:

ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013

The Company is no more into stock broking business and hence it was proposed to change the objects of the company in accordance with the diversifies product portfolio of the company. Accordingly, the existing clause III (A) "The main Objects to be pursued by the Company on its incorporation" sub clause no 1 to 6 stands deleted and the same is amended with sub clause 1 to 10

A draft copy of the Memorandum of Association of the Company after amending MOA available for e-inspection and also available on the website of the Company i.e. <http://www.gacmtech.com/> The Board recommends the Special Resolution set out at Item No 09 of the AGM Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.09 of the Notice.

ITEM NO. 10:

TO CREATE, OFFER, ISSUE AND ALLOT CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS:

The Board of Directors of the Company approved raising of funds aggregating up to INR 98,59,75,350 (Ninety-Eight Crores fifty nine lakhs seventy five thousand three hundred and Fifty Only) by way of issuance of up to 67,99,83,000 (Sixty Seven Crores ninty nine lakhs eighty three Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share with Ordinary Voting Rights of the Company of face value of INR 1/- (Rupee One Only) each ("Warrants") at a price of INR 1.45 (Rupees One and forty-five Paise Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to 'Proposed Allottees', being members of the promoter group and other than the promoter groups, by way of a preferential issue through private placement offer, who have agreed to subscribe to the proposed preferential issue and has confirmed their eligibility in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'ICDR Regulations').

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot convertible Equity warrants on preferential basis to the proposed allottees.

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The salient features of the preferential issue, Necessary information/details/disclosures in respect of the proposed Preferential Issue of Warrants in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 & Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 are set out below:

i. Objects of the preferential issue;

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- a) To invest up to 80% of the proceeds towards takeover of AGRI TECH companies.
- b) To utilize up to 20% of the proceeds towards Working Capital of the Company.

ii. Maximum number of specified securities to be issued;

The resolution set out in the accompanying notice authorises the Board to issue and allot from time to time in one or more tranches of up to INR 98,59,75,350 (Ninety-Eight Crores fifty nine lakhs seventy five thousand three hundred and Fifty Only) by way of issuance of up to 67,99,83,000 (Sixty Seven Crores ninty nine lakhs eighty three Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share with Ordinary Voting Rights of the Company of face value of INR 1/- (Rupee One Only) each (“Warrants”) at a price of INR 1.45 (Rupees One and forty-five Paise Only) each (“Warrants”)

In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of the right attached to Warrant(s) to apply for fully paid – up Equity shares of the Company, against each such Warrants held by the Warrant Holder

iii. Particulars of the offer including date of passing of Board resolution;

The Board of Directors of the Company at their meeting held on Friday September 6, 2024 proposed to issue and allot up-to INR 98,59,75,350 (Ninety-Eight Crores fifty nine lakhs seventy five thousand three hundred and Fifty Only) by way of issuance of up to 67,99,83,000 (Sixty Seven Crores ninty nine lakhs eighty three Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share with Ordinary Voting Rights of the Company of face value of INR 1/- (Rupee One Only) each (“Warrants”) at a price of INR 1.45 (Rupees One and forty-five Paise Only)

The price of each Security (convertible equity Warrants) is fixed at INR 1.45 (Rupee One and forty five paise only) per Ordinary equity (convertible equity Warrants) as determined in terms of SEBI (ICDR) Regulations.

iv. Kind of securities offered and the price at which security is being offered:

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Up-to to 67,99,83,000 (Sixty Seven Crores ninty nine lakhs eighty three Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up ordinary equity share of the Company of face value of INR 1/- (Rupee One Only) each (“Warrants”) at a price of INR 1.45 (Rupee1 and forty five Paisa Only) each payable in cash (“Warrants Issue Price”), aggregating up to INR 98,59,75,350 (Ninety-Eight Crores fifty nine lakhs seventy five thousand three hundred and Fifty Only).

The price of each equity share to be issued in lieu of warrants is fixed at INR 1.45 (Rupee One and forty five paisa only) per Ordinary equity shares as determined in terms of SEBI (ICDR) Regulations.

v. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made, Report of independent registered valuer:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (“NSE”). The equity shares were frequently traded in accordance with the SEBI ICDR Regulations

Pursuant to Regulation 164 (1) of SEBI ICDR Regulations the equity shares of the accompany have been listed on a recognised stock exchange for a period of more than 90 trading days as on the relevant date.

The price of the Convertible equity warrants (Which will be converted into equity shares upon exercise of convertible warrants into equity shares) to be allotted pursuant to the preferential issue shall be not less than higher of the following.

The 90 trading day’s volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; (i.e. INR 1.34 for Ordinary Equity share)

Or

The 10 trading day’s volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date (i.e. INR 1.40 for Ordinary Equity share)

The price of each Security (convertible equity Warrants) is fixed at INR 1.45 (Rupee One and forty five paisa only) per Ordinary equity shares and (convertible equity Warrants) as mentioned above

In view of the above, the Board of Directors the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of at INR 1.45 (Rupee One and forty five paisa only) per Ordinary equity shares determined in compliance with the requirements of the SEBI ICDR Regulations and in this regard a certificate to that effect has been issued by M/s. Gorantla & Co Chartered Accountants, Statutory Auditors of the company.

Articles of Association of the Company does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

vi.Relevant date:

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The 'Relevant Date' as per SEBI ICDR Regulations is fixed as 31st August, 2024 i.e., 30 (thirty) days prior to the date of the Annual General Meeting.

On the basis of this Relevant date the price of the equity shares to be allotted on conversion of warrants has been calculated.

vii. Name and address of valuer who performed valuation;

Not Applicable since the price is not determined as per Valuation Report given by valuer who perform valuation.

viii. Amount which the Company intends to raise by way of such securities;

The Board of Directors of the Company at their meeting held on Friday 6th September, 2024 proposed to issue and allot up-to INR 98,59,75,350 (Ninety-Eight Crores fifty nine lakhs seventy five thousand three hundred and Fifty Only) by way of issuance of up to 67,99,83,000 (Sixty Seven Crores ninty nine lakhs eighty three Thousand Only) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share with Ordinary Voting Rights of the Company of face value of INR 1/- (Rupee One Only) each ("Warrants") at a price of INR 1.45 (Rupees One and forty-five Paise Only).

The price of each Security (convertible equity Warrants) is fixed at INR 1.45 (Rupee One and forty five paise only) per Ordinary equity shares as determined in terms of SEBI (ICDR) Regulations.

ix. Material terms of raising such securities

The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of SEBI (ICDR) Regulations and Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.

x. Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

xi. Intent of the promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer;

One of the promoters group entity namely G.A. Capital Management Private Limited, of the issuer intends to subscribe to the offer and further as on the date of this notice they intend to contribute for the furtherance of the objects

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xii. Lock-in:

The pre-preferential allotment shareholding of the Proposed Allottee, if any, in the Company, the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations

xiii. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

xiv. Name of the proposed allottee, class and the percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No	Name of the proposed allottee (s)	Category	Holding Pre-Preferential Issue		No of Convertible Warrants to be allotted	No Of Shares	Holding-Post Preferential issue after conversion of warrants (assuming full conversion)
			No. of Shares	%			%
1	GA Capial Management Private Limited	Promoter	Nil	--	170,971,380	170,971,380	12.57%
2	Revu Sailaja	Non Promoter	Nil	--	1,379,320	1,379,320	0.10%
3	Arava Venkata Reddibabu	Non Promoter	Nil	--	16,275,880	16,275,880	1.20%
4	Pradeep Babulal Shah	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
5	Ishaben Ranabhai Rabari	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
6	Arvindhbai Ranabhai Rabari	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
7	Dhaval Shankarbhai Rabari	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
8	Pooja Pragnesh Dave	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
9	Pragneshkumar Girishchandra Dave	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%

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10	Bhargavsinh Nandkishorsinh Chauhan	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
11	Dhruv Pradipkumar Shah	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
12	Chandresh Kanubhai Parmar	Non Promoter	Nil	--	32,988,520	32,988,520	2.42%
13	Rahul Ratnasingh Sikarwar	Non Promoter	Nil	--	29,517,240	29,517,240	2.17%
14	Govindsingh Bhavnathsingh Rajbhar	Non Promoter	Nil	--	32,988,500	32,988,500	2.42%
15	Manish Rajput	Non Promoter	Nil	--	32,988,500	32,988,500	2.42%
16	Mitesh Makvana	Non Promoter	Nil	--	32,988,500	32,988,500	2.42%
17	Akshay Nadiya	Non Promoter	Nil	--	32,988,500	32,988,500	2.42%
18	Alkaben Padipkumar Shah	Non Promoter	Nil	--	32,988,500	32,988,500	2.42%
					679,983,000	679,983,000	

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

xv. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No	Name of the proposed allottee (s) (For Ordinary Equity Warrant)	Category	The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees	
			Name	% of Equity holding
1	GA Capial Management Private Limited	Promoter	Jonna Venkata Tirupati Rao Shaik Haseena	50% 50%
2	Revu Sailaja	Non Promoter	Not Applicable	-
3	Arava Venkata Reddibabu	Non Promoter	Not Applicable	-

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4	Pradeep Babulal Shah	Non Promoter	Not Applicable	-
5	Ishaben Ranabhai Rabari	Non Promoter	Not Applicable	-
6	Arvindbhai Ranabhai Rabari	Non Promoter	Not Applicable	-
7	Dhaval Shankarbhai Rabari	Non Promoter	Not Applicable	-
8	Pooja Pragnesh Dave	Non Promoter	Not Applicable	-
9	Pragneshkumar Girishchandra Dave	Non Promoter	Not Applicable	-
10	Bhargavsinh Nandkishorsinh Chauhan	Non Promoter	Not Applicable	-
11	Dhruv Pradipkumar Shah	Non Promoter	Not Applicable	-
12	Chandresh Kanubhai Parmar	Non Promoter	Not Applicable	-
13	Rahul Ratnasingh Sikarwar	Non Promoter	Not Applicable	-
14	Govindsingh Bhavnathsingh Rajbhar	Non Promoter	Not Applicable	-
15	Manish Rajput	Non Promoter	Not Applicable	-
16	Mitesh Makvana	Non Promoter	Not Applicable	-
17	Akshay Nadiya	Non Promoter	Not Applicable	-
18	Alkaben Padipkumar Shah	Non Promoter	Not Applicable	-

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xvi. The current and proposed status of the allottee (s) post Preferential Issue namely, promoter or non-promoter:

Sr. No	Name of the proposed allottee (s) (For Ordinary Equity Warrant)	Current status of the proposed allottee	Proposed Status of the Proposed Allottee post the preferential issue
1	GA Capial Management Private Limited	Promoter	Promoter
2	Revu Sailaja	Non Promoter	Non Promoter
3	Arava Venkata Reddibabu	Non Promoter	Non Promoter
4	Pradeep Babulal Shah	Non Promoter	Non Promoter
5	Ishaben Ranabhai Rabari	Non Promoter	Non Promoter
6	Arvindhbai Ranabhai Rabari	Non Promoter	Non Promoter
7	Dhaval Shankarbai Rabari	Non Promoter	Non Promoter
8	Pooja Pragnesh Dave	Non Promoter	Non Promoter
9	Pragneshkumar Girishchandra Dave	Non Promoter	Non Promoter
10	Bhargavsinh Nandkishorsinh Chauhan	Non Promoter	Non Promoter
11	Dhruv Pradipkumar Shah	Non Promoter	Non Promoter
12	Chandresh Kanubhai Parmar	Non Promoter	Non Promoter
13	Rahul Ratnasingh Sikarwar	Non Promoter	Non Promoter
14	Govindsingh Bhavnathsingh Rajbhar	Non Promoter	Non Promoter
15	Manish Rajput	Non Promoter	Non Promoter
16	Mitesh Makvana	Non Promoter	Non Promoter
17	Akshay Nadiya	Non Promoter	Non Promoter
18	Alkaben Padipkumar Shah	Non Promoter	Non Promoter

xvii. Shareholding pattern of the issuer before and after the preferential issue (Ordinary Equity Share);

Particulars	Pre-issue shareholding		Post issue shareholding	
	No. of shares	Shareholding	No. of shares	Shareholding
		%		%
A. PROMOTER SHAREHOLDING				
1. Indian	3781673	0.56%	3781673	0.28%
a. Individuals/Hindu undivided Family				
b. State Government(s)	--	--	--	--
c. Financial Institutions/Banks	--	--	--	--
d. Any Other (Bodies Corporate)	24350000	3.58%	195321380	14.36%
Sub-Total (A)(1)	28131673	4.13%	199103053	14.63%
2. Foreign	--	--	--	--
a. Individuals(Non-Resident				
Individuals/Foreign Individuals)	--	--	--	--
b. Government	--	--	--	--
c. Institutions	--	--	--	--
d. Foreign Portfolio Investor	--	--	--	--
e. Any Other (specify)	--	--	--	--
Sub-Total (A)(2)	0	0.00%	0	0.00%
Total Shareholding of Promoter and				
Promoter Group (A)= (A)(1)+(A)(2)	28131673	4.13%	199103053	14.63%
B. PUBLIC SHAREHOLDING				
1. Institutions	--	--	--	--
a. Mutual Funds/	97000	0.01%	97000	0.01%
b. Venture Capital Funds	--	--	--	--
c. Alternate Investment Funds	--	--	--	--
d. Foreign Venture Capital Investors	--	--	--	--

e. Foreign Portfolio Investors	1000000	0.15%	1000000	0.07%
f. Financial Institutions/ Banks	--	--	--	--
g. Insurance Companies	--	--	--	--
h. Provident Funds/ Pension Funds	--	--	--	--
i. Any Other(Bodies Corporate)	--	--	--	--
Sub-Total (B)(1)	1097000	0.16%	1097000	0.08%
2. Central Government/ State	--	--	--	--
Government(s)/ President of India	--	--	--	--
Sub-Total (B)(2)	--	--	--	--
3. Non-institutions				
a. Individuals -	528457874	77.65%	1037469494	76.25%
b. NBFCs registered with RBI	600000	0.09%	600000	0.04%
c. Employee Trusts	--	--	--	--
d. Overseas Depositories (holding DRs)	--	--	--	--
(balancing figure)				
e. Any Other (Trust)	736	0.00%	736	0.00%
Non-Resident Indian (NRI)	2062591	0.30%	2062591	0.15%
Bodies Corporate	120192958	17.66%	120192958	8.83%
Clearing member	31282	0.00%	31282	0.00%
HUF				
Foreign Portfolio Investor (Corporate)				
Sub-Total (B)(3)	651345441	95.71%	1160357061	85.29%
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	652442441	95.87%	1161454061	85.37%
C. NON PROMOTER- NON PUBLIC				
SHAREHOLDING				
1. Custodian/DR Holder	--	--	--	--

2. Employee Benefit Trust	--	--	--	--
3. Total Non-Promoter-Non Public	--	--	--	--
Shareholding (C)= (C)(1)+(C)(2)				
GRAND TOTAL (A+B+C)	680574114	100.00%	1360557114	100.00%

xviii. Notes:

- a) The Pre-Issue Shareholding Pattern is taken on the date August 20, 2024 on which 34,02,87,057 ordinary equity shares were allotted and for which the listing application was approved by the stock exchanges for listing of the shares to be allotted post Rights Issue. (No of Ordinary Equity shares currently listed 34,02,87,057 + No of Ordinary Equity shares to be applied for listing 34,02,87,057 for Totalling of Ordinary Equity Shares 68,05,74,114).
- b) In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- c) The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
- d) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- e) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

xix. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so.

Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder

Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

xx. The Company hereby undertakes that:

None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the ICDR Regulations.

xxi. Certificate of Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of these regulations.

A certificate Received from Mr. Bathina Venka Reddy, Practicing Company Secretary, 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 during the meeting and will also be available on the Company's website and will be accessible at the following link <https://gacmtech.com/static/announcements.aspx>.

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

Not Applicable since the proposed preferential allotment is to be made for cash

xxiii. Principle terms of assets charged as securities: NOT APPLICABLE

xxiv. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;

xxv. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

xxvi. Other disclosures:

- 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, approval of the Members for issue and allotment of the said warrants to the Proposed Allottee is being sought by way of a special resolution as set out under this Notice.
- Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No.11 of this Notice.
- The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the members.

- Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date and they further confirmed that they are eligible under SEBI ICDR Regulations to undertake the preferential issue.
- 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 under this notice except and to the extent of their shareholding in the Company.
- Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorized share capital of the Company.
- 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

KURA Towers, 10th Floor, D. No.1-11-254
and 1-11-255, S.P. Road, Begumpet,
Hyderabad-500016, Telangana, India.

Place : Hyderabad

Date : September 06, 2024

By order of the Board

For GACM Technologies Limited

Sd/-

Anil Thakur

Chairman, Non-Executive

Independent Director

DIN: 08945434

**ADDITIONAL INFORMATION OF DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 29TH ANNUAL
GENERAL MEETING**

Brief resume of Director/s seeking appointment / re-appointment

Pursuant to provisions of SEBI (LODR) Regulations and Secretarial Standards on General Meetings, relevant particulars of Directors seeking appointment / re-appointment as this AGM are given here below:

Name of the Director	Haseena Shaik	Narendra Babu Mugatha
DIN	08141400	09586138
Date of Birth / Age	14/03/1981	01/04/1981
Date of original appointment	November 13, 2020	May 23, 2024
Designation	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Educational Qualifications	Graduation - Bachelor of Business Management (BBM) PG Diploma in Fashion Designing	Master of Business Administration
Companies in which he holds Directorship	<ol style="list-style-type: none"> 1. GACM Technologies Limited 2. Univa Foods Limited 3. G.A. Apparel Private Limited 4. Gayi Adi Enterprises Limited 5. Gayi Adi Holdings Private Limited 6. Gayiadi Fintech Private Limited 7. G.A. Capital Management Private Limited 8. G.A. Wealth Management Private Limited 9. JVTR Consultants Private Limited 10. Atticafe Private Limited 	GACM Technologies Limited
Other listed Companies in which he/she holds Directorship	UNIVA Foods Limited	Nil
Listed entities from which resigned in past three years	Nil	Nil
Membership / Chairmanship of Board Committees	-	-
Shareholding as on March 31, 2024	NIL	Nil
Shareholding as on-board Meeting i.e July 26, 2024	NIL	

Relationship with other Directors and KMPs	She is Spouse of Jonna Venkata Tirupati Rao (DIN: 07125471). No relation with other Directors	He is Brother in Law of Jonna Venkata Tirupati Rao (DIN: 07125471). No relation with other Directors
No. of Board Meetings attended during FY 2023-24	4 (Four)	NA

The Company has received a declaration from Haseena Shaik and Narendra Babu Mugatha confirming that they are not debarred from holding office of director(s) pursuant to any order issued by SEBI or any other authority and they are not disqualified from being re-appointed as Director(s) of the Company under Section 164(2) of the Act.