

**CORRIGENDUM TO THE NOTICE OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE  
COMPANY ISSUED ON 06<sup>TH</sup> SEPTEMBER 2024**

To,  
The Members of GACM Technologies Limited

Members are requested to read the Notice of AGM along with this corrigendum.

In place of the Item No.10 mentioned in the original Notice of the 29<sup>th</sup> Annual General Meeting and Explanatory Statement thereto, the following shall be substituted and read as follows:

**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 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;

<b>Sr. No.</b>	<b>Name of the proposed allottee</b>	<b>No. of Ordinary Equity Warrants to be issued</b>
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	Arvinbhai 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
<b>Total</b>		<b>679,983,000</b>

**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:

i) Price determined under Regulation 164(1) of ICDR Regulations, 2018 (higher of a or b):

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 1.33 for Ordinary Equity share)

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);

ii) price determined under the valuation report from the independent registered valuer (i.e. INR 1.25 for Ordinary Equity share);

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.

**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 Friday, August 30, 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).

(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."

## **ANNEXURE TO THE NOTICE CONVENING THE 29<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM NOTICE") EXPLANATORY STATEMENT**

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### **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. 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 Ninety 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.

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 Ninety 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 ("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 Ninety 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)

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

As per the observations received from the Stock Exchange, the Board at their meeting held on 26 September 2024 made necessary changes in the proposed Resolution and Explanatory Statement to be passed by the members and accordingly issuing corrigendum to the said original notice of 29<sup>th</sup> AGM.

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

Up-to to 67,99,83,000 (Sixty Seven Crores Ninety 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 Paise 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 paise 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.

i) Price determined under Regulation 164(1) of ICDR Regulations, 2018 (higher of a or b):

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 1.33 for Ordinary Equity share)

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);

ii) price determined under the valuation report from the independent registered valuer (i.e. INR 1.25 for Ordinary Equity share);

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 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 paise 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:**

The 'Relevant Date' as per SEBI ICDR Regulations is fixed as 30th 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;**

The valuation report was obtained from Mr. Rambabu Gadiparthi, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11111 having office at H. No. 7-1-636/12, 1st Floor, Model Colony, S R Nagar, Hyderabad – 500038, Telangana.

**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 Ninety 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.

**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 Capital 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	Arvindbhai 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%
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%
					<b>679,983,000</b>	<b>679,983,000</b>	

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 Capital 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	-
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 Pragadesh 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	-

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 Capital 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	Arvindbhai Ranabhai Rabari	Non Promoter	Non Promoter
7	Dhaval Shankarbhai 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 %
<b>A. PROMOTER SHAREHOLDING</b>				
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>B. PUBLIC SHAREHOLDING</b>				
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)(1)+(C)(2)	(C)=				
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 is also available on the Company's website and will be accessible at the following link [https://gacmtech.com/files/announcements/638625171970308757\\_Certificate\\_Under\\_Regulation\\_163.pdf](https://gacmtech.com/files/announcements/638625171970308757_Certificate_Under_Regulation_163.pdf)

**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.10 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.

All other contents of the Notice of AGM, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

By Order of the Board of Directors  
For GACM Technologies Limited

Jonna Venkata Tirupati Rao  
Managing Director  
DIN: 07125471  
Place: Hyderabad