

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the extraordinary general meeting of Techno XO Private Limited will be held at shorter notice on Monday, February 21, 2022, at the registered office of the company at No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross, Sannatammanahalli, Bangalore - 560049, Karnataka, India at 11.00 AM to transact the following business:

1. ALTERATION OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with statutory modifications and amendments thereto and subject to necessary approvals, permissions and sanctions, if any, the consent of the members of the company be and is hereby accorded to alter the Articles of Association of the company, as provided hereunder:

A. By substitution of the existing clause I to VIII to 1 to 3, under 'Interpretation' as follows:

1. In these regulations
 - (i) "Company" means Techno XO Private Limited
 - (ii) "Office" means the Registered Office of the Company
 - (iii) "the Act" means the Companies Act, 2013,
 - (iv) "the seal" means the seal of the Company.
 - (v) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.
2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
3. As per section 2(68) of the act, "Private Company" means a company having a minimum paid-up share capital as may be prescribed as per the Companies (Amendment) Act, 2015 dated 25th May, 2015, and accordingly-
 - (i) restricts the right to transfer its shares

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

(ii) limits the number of its members to two hundred

Provided that where two or more persons hold one or more shares in the company jointly, they shall for the purposes of this definition be treated as a single member.

Provided further that:

(A) Persons who are in the employment of the Company; and

(B) Persons who, having been formerly in the employment of the Company were members of the Company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and

(iii) prohibits any invitation to the public to subscribe for any securities of the Company.

B. By insertion of clause 8A, 8B and 42(iii), under 'Share capital and variation rights' as follows:

8A. The Company may offer and issue shares or other securities in accordance with the provisions of Section 42, 62 and/or any other applicable provision of the Companies Act 2013 and Rules made thereunder.

8B. Subject to the provisions of Section 62 and other applicable Sections of Companies Act, 2013 and the Rules made thereunder, the company may issue shares to its employees including its directors and such other persons as the Act and Rules may allow, under the Employee Stock Option Plan ("ESOP") or any other scheme/policy or by whatever name called, if authorised by special resolution of the company, in the general meeting subject to the provisions of the Act.

42(iii) The general meetings may be held at a shorter notice by giving less than 21 (Twenty one) days clear notice provided that prior written approval of equity shareholders representing at least 50% (Fifty Percent) of equity share capital, entitle to vote thereat.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to aforementioned resolution, including but not limited to filing of necessary E-form with the Registrar of Companies, 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

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

approval of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. APPROVAL OF XO STOCK OPTION PLAN (ESOP 2022)

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the company and subject to such other approvals, permissions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to and accepted by the board of directors of the company, consent of the members be and is hereby accorded to introduce and implement "XO Stock Option Plan (ESOP 2022)" scheme, to create, grant, issue, offer and allot to the present and/or future eligible employees of the company upto 1,430 (One Thousand Four Hundred and Thirty) stock options convertible into equal number of equity shares of the company of face value of INR 1/- (Indian Rupee One Only) each under ESOP 2022, at such price and on such terms and conditions and in such tranches as the board may deem fit and in compliance with the provisions of the Act and the Rules and other applicable laws and ESOP 2022.

RESOLVED FURTHER THAT the board be and is hereby authorized to devise, formulate, evolve, decide upon and bring into effect ESOP 2022 scheme on such terms and conditions as contained in explanatory statement to this item in the notice and to modify, alter, vary, revise or amend the said terms or suspend, withdraw, revise or terminate ESOP 2022 scheme, subject to compliance with the Act, Rules and other applicable laws, as amended from time to time.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, or any other re-organization of capital structure of the company, as the case may be, the number of stock options and/or the shares to be allotted upon exercise of stock options shall be reasonably adjusted in accordance with the provisions of the ESOP 2022 scheme and in case of sub-division or consolidation of shares then the number of shares and the exercise price shall automatically stand augmented or reduced, as the case may be, after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted stock options under the ESOP 2022 Scheme

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the company in the manner aforesaid shall rank pari-passu in all respects with the then existing equity shares of the company.

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,

Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to the appointment of various intermediaries, experts, professionals, independent agencies and other advisors, valuers, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2022 Scheme, as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage and all the acts, deeds, matters and things done by the board are hereby ratified, confirmed and approved, without being required to seek any further consent or approval of the members of the company, and further to execute all such agreements, deeds, documents, writings etc. and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to ESOP 2022 scheme including any modification, alteration, amendment, suspension, withdrawal or termination of ESOP 2022 Scheme and to take all such steps and do all such acts, deeds, things as may be incidental or ancillary thereto in compliance with the applicable laws.

RESOLVED FURTHER THAT any director of the company, be and are hereby individually authorized to sign and execute documents, agreements, papers and to complete the required filings with the Registrar of Companies and any other statutory authorities and also to do all such incidental acts, matters, deeds and things required to give effect to the aforesaid/ purpose."

3. APPROVAL OF GRANT OF STOCK OPTIONS TO THE IDENTIFIED EMPLOYEES OF THE COMPANY UNDER XO STOCK OPTION PLAN (ESOP 2022)

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"**RESOLVED THAT** in accordance with Section 62 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and pursuant to the provisions of the Memorandum and Articles of Association of the company and any other law in force, the consent of the members be and is hereby accorded to create and offer options in excess of 1% (excluding outstanding warrants and conversions) of the issued equity capital of the company to the following key employees of the company in any financial year cumulatively, under the XO Stock Option Plan (ESOP 2022), subject to the terms and conditions contained therein:

Name of the Identified	Number	Percentage to the issued equity capital of the
------------------------	--------	--

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

employee	of options	company as on the date of board resolution
Naman Gaur	300	2.64%
Nayan Gaur	300	2.65%

RESOLVED FURTHER THAT any director of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as necessary, expedient or clarify 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, that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. APPROVAL FOR PREFERENTIAL OFFER CUM PRIVATE PLACEMENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES (“CCPS”)

To consider and, if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provision of 62(1)(c) read with Sections 55 and section 42 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 9 and 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable circulars and notifications issued, and regulations and rules made thereunder and subject to such laws and regulation (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force) as may be applicable including all applicable rules or any other authority, the provisions of Foreign Exchange Management Act, 1999 and rules specified thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India); the Articles of Association, the consent of the member of the company be and is hereby accorded to the board to create, offer and issue and allot 1509 compulsorily convertible preference shares (“CCPS”) at the face value of INR 1/- (Indian Rupee One Only) with premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred and Forty Six Only) per CCPS aggregating to value of INR 3,96,06,723 (Indian Rupees Three Crore Ninety Six Lakh Six Thousand Seven Hundred Twenty Three Only) by way of preferential allotment of CCPS on private placement, on such other terms and conditions to below investors:

Sl. No.	Name	CCPS offered
1.	SOSV IV LLC	519
2.	Sarcha Advisors LLP	38
3.	Ishani Chanana	19
4.	AL Trust	191
5.	Archana Priyadarshini	19

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

6.	Wami Ventures Limited	723
	Total	1,509

RESOLVED FURTHER THAT the 1,509 CCPS proposed to be issued in one or more tranches shall, *inter alia*, have the terms as set out in the Annexure A hereto and the equity shares to be issued upon conversion of CCPS shall rank *pari passu* in all respects with then existing equity shares of the company and no fresh approval of the members will be required for such conversion.

RESOLVED FURTHER THAT in accordance with the provisions of Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014, the terms of issuance of CCPS as set out below be and is hereby approved:

RESOLVED FURTHER THAT the CCPS shall be issued and allotted on the terms and conditions as provided as Annexure "A".

- a. **Priority in respect of payment of dividend or repayment of capital vis-a-vis equity shares:** As per Annexure A.
- b. **Participation in surplus funds:** As per Annexure A.
- c. **Participation in surplus assets and profits, on winding up which may remain after entire capital has been repaid:** As per Annexure A.
- d. **Payment of dividend on cumulative or non-cumulative basis:** The Series A1 CCPS shall carry a cumulative dividend rate of 0.01% (zero point zero one percent) per annum on the face value of each CCPS.
- e. **Conversion of preference shares into equity shares:** As per Annexure A.
- f. **Voting rights:** As per Annexure A.
- g. **Redemption of preference shares:** The CCPS are non-redeemable.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable to give effect to aforementioned resolution, including but not limited to filing of necessary e-form(s) with the Registrar of Companies, 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

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By order of the board
For Techno XO Private Limited**



Vikas Devender Goel

Designation: Director

DIN: 07166797

**Address: No. B-910, Tower B, Brigade Golden
Traingle, Budigere Cross, Sannatammanahalli,
Bangalore - 560049, Karnataka, India.**

Date: February 15, 2022

Place: Bangalore

NOTES:

TECHNO XO PRIVATE LIMITED

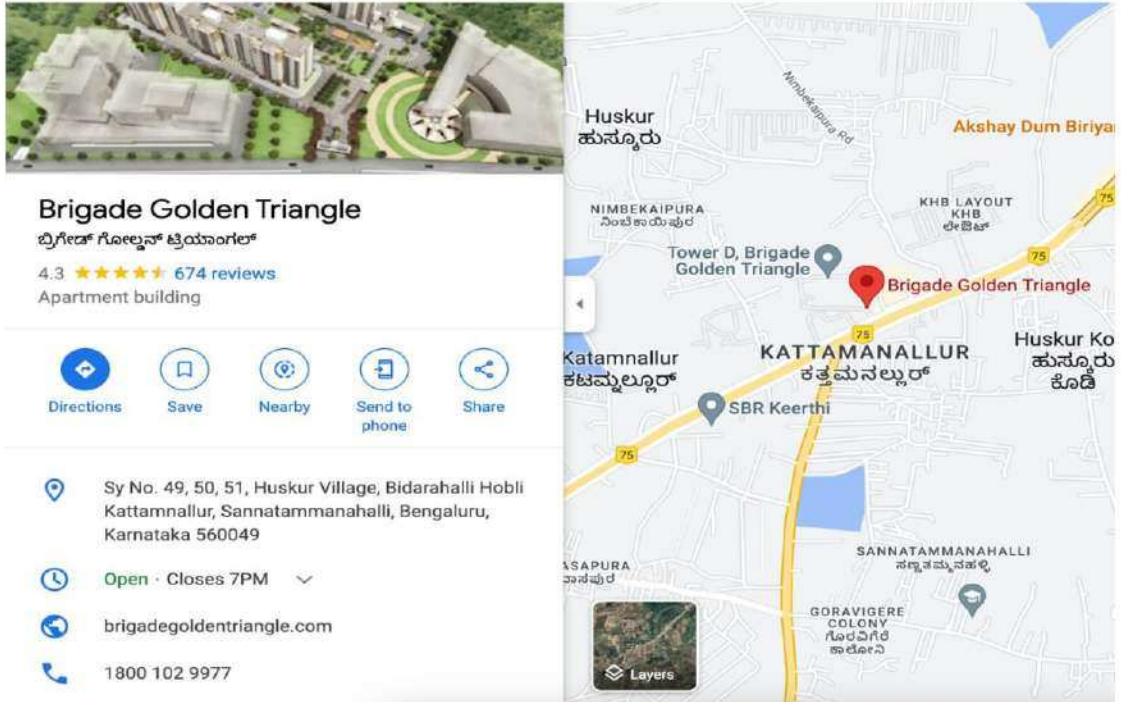
CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportso.in

1. A member entitled to attend and vote at an extra-ordinary general meeting is entitled to appoint a proxy to attend and vote for himself / herself and such proxy needs to be a member of the company.
2. Proxy Forms in order to be valid and effective should be deposited at the Registered Office of the company not less than 48 hours before the time scheduled for the commencement of the meeting.
3. Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is attached hereto.
4. The Notice is being sent to all the Members; whose names appeared in the Register of Members as on February 15, 2022 ("Record Date").
5. The statutory registers or other documents referred to the agendas mentioned above are available for inspection at the registered office of the company.
6. Route map and prominent landmark for Extraordinary General Meeting venue:

No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross, Sannatammanahalli, Bangalore - 560049, Karnataka, India.



EXPLANATORY STATEMENT

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business of the accompanying notice:

ITEM NO. 1: ALTERATION OF ARTICLES OF ASSOCIATION

It is proposed to raise fresh funds from proposed investors by issuing shares through Preferential Offer cum Private Placement and retain the key employees by issuing Employee Stock Options. The present Articles of Association of the company does not have specific authorization to offer and issue securities in terms of Section 42 and 62 of the Companies Act, 2013 and Rules made thereunder. Further, the current Articles of Association doesn't provide for correct numbers to the articles under the clause 'Interpretation'

Accordingly, in order to have these enabling provision in the Articles of Association and number the articles correctly under clause 'Interpretation', it is proposed to alter/ amend the same. The board of directors has approved the alteration, subject to the member's approval, at its meeting held on February 15, 2022. In order to alter the Articles of Association of the company, approval of members/shareholders by way of special resolution is necessary in terms of the provisions of Companies Act, 2013.

Hence, the said Special Resolution, as set out under item no. 1 of the Notice, is hereby recommended for consideration and approval by the shareholders of the company.

A copy of new set of Articles of Association is open for inspection at the registered office of the company on all working days during the office hours.

None of the directors of the company including their relatives are in any way, concerned or interested in the said resolution except to extent of their shareholdings in the company.

ITEM NO. 2: APPROVAL OF XO EMPLOYEE STOCK OPTION PLAN (ESOP 2022)

As the shareholders are aware, stock options have long been recognized as an effective instrument to attract and retain the key critical talent in an increasingly competitive environment. This ESOP scheme will help to align the senior stakeholders to drive the company vision and a high performance culture by being the shareholders and having an opportunity to maximize wealth creation.

With the above objective, and pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014 and other applicable laws, and subject to approval of the members of the company, the board of directors of the company at their meeting held on February 15, 2022, approved introduction

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

and implementation of introduce and implement "XO Employee Stock Option Plan" ("ESOP 2022") scheme. The ESOP scheme has been formulated in accordance with the applicable laws.

The ESOP Scheme will be implemented directly and administered by board of directors of the company.

Information as required to be furnished as per Rule 16 of the Companies (Share Capital and Debentures) Rules 2014:

a. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

- (i) a permanent employee of the company working in India or outside India; or
- (ii) a Director, whether a whole-time director or not but excluding an independent director; or
- (iii) an employee, as defined in sub-clauses (i) or (ii) in this definition, of a subsidiary, in India or outside India, or of a holding company of the company or of an associate company of the company, but does not include
 - an employee of the company who is a promoter or a Person belonging to the promoter group; and
 - (ii) a Director who either himself/herself or through his/her relatives or through a body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the company;

b. The particulars of the trustee or employees in whose favor such shares are to be registered:
NA

c. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any: NA

d. Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:

None of the directors of the company are in any way, concerned or interested in the said scheme/policy except to extent of their shareholdings in the company.

e. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

No benefit other than grant of options is envisaged under the scheme. Maximum benefit shall accordingly refer to the maximum number of options that may be issued per employee

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

f. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

The voting rights in respect of the shares will be exercised by the option grantees on allotment of shares by the company, upon exercise of stock options.

Other details of the scheme:

Sl. No.	Particulars	Disclosures
1.	Total number of stock options to be granted	1,430 options
2.	Appraisal process for determining the eligibility of employees	The eligibility criteria as may be determined from time to time by the board for Granting the Employee Stock Options to the Employees, subject to Applicable Law.
3.	Requirements of vesting and period of vesting.	Upon the employee continuing in the employment of the company and upon compliance with the terms of this ESOP 2022, the Options Granted by the company on the recommendations of the board would Vest with the employees over the vesting period in the manner set out ESOP 2022 unless stated otherwise in the grant letter.
4.	Maximum period within which the options shall be vested	As per ESOP 2022 (Policy)
5.	Exercise price or the formula for arriving at the same	As per ESOP 2022 (Policy)
6.	Exercise Period and process of exercise	As per ESOP 2022 (Policy)
7.	Lock-in Period, if any	One year from the date of allotment of shares.
8.	Maximum number of options to be granted per employee and in aggregate	As per ESOP 2022 (Policy)

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

9.	Method which the company shall use to value its options	The company will determine the fair value of the options based on the independent valuation report to be obtained from the Registered Valuer.
10.	Conditions under which option vested in employees may lapse	As per ESOP 2022 (Policy)
11.	Specified time period within which employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	As per ESOP 2022 (Policy)

Pursuant to Section 62 and other applicable provisions of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, approval of the shareholders by way of special resolution is required for issue of employee stock options to the employees of the company.

Hence, the said Special Resolution, as set out under item no. 2 of the Notice, is hereby recommended for consideration and approval by the shareholders of the company.

None of the directors of the company including their relatives are in any way, concerned or interested in the said resolution except to extent of their shareholdings in the company.

ITEM NO. 3: APPROVAL OF GRANT OF STOCK OPTIONS TO THE IDENTIFIED EMPLOYEES OF THE COMPANY UNDER XO EMPLOYEE STOCK OPTION PLAN (ESOP 2022)

In order to reward certain key employees, it is proposed to grant stock options representing equal to or more than 1% of issued equity capital (excluding outstanding warrants and conversions, if any) under the ESOP 2022, the details of which are as below;

Name of the identified employee	Number of options	Percentage to the issued equity capital of the company as on the date of board resolution
Naman Gaur	300	2.64%
Nayan Gaur	300	2.65%

In relation to the above, it is proposed to obtain the approval of shareholders by way of a resolution. Hence, the said Special Resolution, as set out under item no. 3 of the Notice, is hereby recommended for consideration and approval by the shareholders of the company.

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

None of the directors of the company including their relatives are in any way, concerned or interested in the said resolution except to extent of their shareholdings in the company.

ITEM NO. 4: APPROVAL FOR PREFERENTIAL OFFER CUM PRIVATE PLACEMENT OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")

The company is currently at growing stage and is expanding well in its area. In order to further strengthen its positions, there is an imperative requirement of infusing long term funds to provide continuous imputes to the growth. To achieve this object it has been proposed to issue/allot 1509 Compulsorily Convertible Preference Shares on Preferential Basis through Private Placement offer for long terms funds, general corporate requirement and growth of the company.

With a view to obtain additional funds, the company intends to raise investment of INR 3,96,06,723/- (Indian Rupees Three Crore Ninety Six Lakh Six Thousand Seven Hundred Twenty Three Only) by issuing 1509 (One Thousand Five Hundred and Nine) Compulsorily Convertible Preference Shares at the face value of INR 1/- (Indian Rupee One Only) with premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred and Forty Six Only) per CCPS on Preferential Basis through Private Placement offer.

Since this will be a preferential allotment of 1509 CCPS on private placement basis, the provisions of Section 62(1)(c), the provisions of Section 42 and Section 55 of the Companies Act, 2013, read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and 13 of Companies (Share Capital and Debentures) Rules, 2014 and in terms of (including any amendment or modification thereof) get attracted, including all applicable rules or any other authority, the provisions of Foreign Exchange Management Act, 1999 and rules specified thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) The Company would need to obtain approval of the Shareholders of the Company by a special resolution pursuant to the provisions of Section 55, by providing requisite information as detailed below through this notice as stipulated under relevant rules under the Companies Act, 2013. The Board of Directors is of the opinion that the said issue of shares is in larger interest of the Company for which meeting was held on February 15, 2022.

Hence, the said special resolution, as set out under Item No. 4 of the notice, for preferential offer cum private placement of CCPS to the proposed investors, is hereby recommended for consideration and approval by the members of the company.

Information as required to be furnished as per Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

Sl. No.	Particulars	Details
---------	-------------	---------

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

1.	Objects of the issue	The issue is through preferential offer by private placement to augment the capital and resources for the business activities of the Company.
2.	Particulars of offer and date of passing of board resolution	Preferential offer cum private placement of 1509 (One Thousand Five Hundred and Nine) Compulsorily Convertible Preference Shares at the face value of INR 1/- (Indian Rupee One Only) with premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred and Forty Six Only) each to the proposed investors. Approval by the Board of Directors was granted at its meeting held on February 15, 2022.
3.	Kind and total number of securities to be issued	1509 CCPS
4.	Price at which the security is being offered including the premium, if any and size and manner of issue	Issue Price: INR 1/- (Indian Rupee One Only) with premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred and Forty Six Only). Size of Issue: INR 3,96,06,723/- (Indian Rupees Three Crore Ninety Six Lakh Six Thousand Seven Hundred Twenty Three Only). Manner of Issue: Preferential offer cum private placement.
5.	Basis for the price at which the offer is being made	Based on the independent Valuation Report, dated December 20, 2021 issued by CA Manish Rathi, Registered valuer (Reg No. IBBI/RV/06/2020/12995).
6.	Relevant date with reference to which the price has been arrived at.	October 31, 2021.
7.	Class or classes of persons to whom the allotment is proposed to be made.	Individuals and body corporates.
8.	Name and address of valuer who performed valuation	Name: CA Manish Rathi, Registered Valuer Address: 3rd Floor The Financial Supermarket Tower, Behind Rishabh Petrol Pump, Above BOB Salabatpura Branch, Ring Road, Surat, Gujarat - 395003.
9.	Amount which the company intends to raise by way of such securities and	INR 3,96,06,723/- (Indian Rupees Three Crore Ninety Six Lakh Six Thousand Seven Hundred

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

	payment terms;	Twenty Three Only). Payment Terms: 100% on application to subscribe.
10.	Material terms of raising such securities,	Issue Price: INR 1/- (Indian Rupee One Only) with premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred and Forty Six Only). a. Other Rights of Series A1 CCPS: As per Annexure A.
11.	The proposed time within which the allotment shall be completed	The allotment shall be completed within 60 days of receipt of share subscription amount.
12.	The proposed time within which the transaction shall be completed.	Within 12 (Twelve) months from the date of passing special resolution approving the preferential offer cum private placement.
13.	intention of promoters/ directors/ Key Management Persons to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects.	The promoters, directors or key managerial personnel do not intend to subscribe to the offer and there will be no contribution from the directors either as part of the offer or separately in furtherance of objects.
14.	Principle terms of assets charged as securities	NA
15.	The change in control, if any, in the Company that would occur consequent to the preferential offer	No change in the control of the company is anticipated consequent to the preferential offer cum private placement.
16.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	0
17.	Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer	NA
18.	The nature of such shares i.e., cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	Compulsorily Convertible Preference Shares

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.

Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

19.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	NA
20.	The manner and modes of redemption	NA
21.	The expected dilution in equity share capital upon conversion of preference shares	Upon conversion of 1,346 CCPS and 1509 CCPS, the existing 10,000 equity shares would get increased to 11,509 equity shares.

22. Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Sl. No.	Category - Equity Shares and CCPS	Pre-Issue		Post Issue	
		No. of Shares held	% of Share Holding*	No. of Shares held	% of Share Holding*
A	Promoter's Holding				
I	Indian	9,378	73.40%	9,378	73.40%
a.	Individual				
b.	Body Corporate				
	Sub-Total	9,378	73.40%	9,378	73.40%
II	Foreign Promoters				
a.	Individual				
b.	Body Corporate				
	Sub-Total (A)	9,378	73.40%	9,378	73.40%
B	Non-Promoter's Holding				
I	Institutional Investors				
II	Non-Institution				
a.	Private Corporate Bodies	375	2.94%	585	4.58%
b.	Directors and Relatives				
c.	Indian Public - Indian Individuals	1,287	10.07%	1,287	10.07%
d.	Others (including NRIs, SEBI registered angel fund, LLP, Trust, Foreign individuals and entities and ESOP pool)	1,736	13.59%	3,035	23.76%
e.	Sub-Total (B)	3,398	26.60%	4,907	38.41%
f.	Grand Total (A) + (B)	12,776	100.00%	14,285	100.00%

**Pre and post issue shareholding pattern is considered on a fully diluted basis thereby considering all the categories of shares (Equity Shares, CCPS and ESOP pool).*

TECHNO XO PRIVATE LIMITED

CIN: U72900KA2020PTC135163

Registered office: No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross,
Sannatammanahalli, Bangalore - 560049, Karnataka, India.
Mobile No.: +91 98730 60792 | Email id: utsav@esportsxo.in

23. The names of the proposed allottee(s) and the percentage post preferential offer capital to be held by them:

Sl. No	Name	Present Holding	Present issue	% of Post issue capital*
1.	SOSV IV LLC	0	519 CCPS	3.63%
2.	Sarcha Advisors LLP	0	38 CCPS	0.27%
3.	Ishani Chanana	0	19 CCPS	0.13%
4.	Archana Priyadarshini	0	191 CCPS	1.34%
5.	Wami Ventures Limited	0	19 CCPS	0.13%
6.	AL Trust	0	723 CCPS	5.06%

**On a fully diluted basis, considering all the categories of shares (Equity Shares, CCPS and ESOP pool).*

None of the directors of the company including their relatives are in any way, concerned or interested in the said resolution except to extent of their shareholdings in the company.

Documents relating to the resolutions under special business may be perused on any working day during working hours up to the date and time of commencement of the extra-ordinary general meeting.

**By order of the board
For Techno XO Private Limited**



Vikas Devender Goel

Designation: Director

DIN: 07166797

**Address: No. B-910, Tower B, Brigade Golden
Traingle, Budigere Cross, Sannatammanahalli,
Bangalore - 560049, Karnataka, India.**

Date: February 15, 2022

Place: Bangalore