

# **TECHNO XO PRIVATE LIMITED**

NO B-910 TOWER B BRIGADE GOLDEN TRAIANGLE BUDIGERE CROSS  
SANNATAMMANAHALLI BANGALORE KA 560049 IN

CIN U72900KA2020PTC135163

E MAIL : utsav@esportsxo.in

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**NOTICE IS HEREBY GIVEN THAT AT EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF TECHNO XO PRIVATE LIMITED TO BE HELD ON MONDAY, ON 25<sup>TH</sup> OCTOBER, 2021 AT 10:00 A.M. HAVING REGISTERED OFFICE OF THE COMPANY AT NO B-910 TOWER B BRIGADE GOLDEN TRAIANGLE BUDIGERE CROSS SANNATAMMANAHALLI BANGALORE KA 560049 IN.**

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## **SPECIAL BUSINESS:**

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

### **TO OFFER/ ISSUE / ALLOT 180 COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS") OFFERED THROUGH RIGHT ISSUE TO THE EXISTING SHARE HOLDERS:**

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

**"RESOLVED THAT** pursuant to the provision of section 55 & section 62(1)(a) of Companies Act, 2013 read with the rule 9 of the Companies(Share Capital and Debenture) Rules, 2014, made thereunder and subject to such laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) as may be applicable including all applicable rules or any other authority, the articles of association, the consent of the members of the Company be and is hereby accorded to the board to create offer and issue and allot:

180 (One Hundred and Eighty only) Compulsorily convertible Preference Shares (CCPS) at the face value of INR 1/- (Indian Rupees One) each and premium of INR 26,245.70/- (Indian Rupees Twenty Six Thousand Two Hundred Forty Five and Seventy paise Only) aggregating to value of Rs 47,24,406/- (Indian Rupees Forty Seven Lac Twenty Four Thousand Four Hundred Six Only), on a **"Rights Basis"** to following investor "

<b>Sr. No.</b>	<b>Name &amp; occupation of Allottee</b>	<b>Number of shares offered</b>
1	VIKAS DEVENDER GOEL	82
2	UTSAV UMANG	45
3	ROHIT RAJ	45
4	HIMANSHU SHARMA	4
5	RAHUL KHANNA	2
6	CHINTAPALLI SILUS REDDY	1
7	VADDADI RAKESH	1
	TOTAL	180

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**“RESOLVED FURTHER THAT** the CCPS shall be issued on the terms and conditions as provided in **Schedule 1.”**

**“RESOVLED FURTHER THAT** the draft right issue letter of offer (“Offer Letter”) for the issue of Compulsorily Convertible Preference Shares (“CCPS”) on a right basis and placed before the meeting, be and is hereby approved by the chairman.”

**“RESOLVED FURTHUR THAT** any of the directors of the Company be and are hereby severally authorized to sign the said Offer Letter for and on behalf of the company and to issue the said Offer Letter to all those who are entitled and take all such steps as may be necessary to give effect to this resolution”

**“RESOLVED FURTHUR THAT** any of the directors of the Company be and are hereby severally authorized to make necessary filing with the statutory authorities, including but not limited to the relevant Registrar of Companies, Bengaluru and to take such necessary action as may be required action as may be required for the purpose of offering the CCPS to the Offerees in the manner specified above, and to submit all documents to the concerned authorities with respect to the same”

**// Certified True Copy**

**FOR TECHNO XO PRIVATE LIMITED**

**PLACE : BENGALURU**

**Date : 13.10.2021**



**VIKAS DEVENDER GOEL**

**Director**

**(DIN: 07166797)**

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Note :

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of special business of the Notice set out above is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The proxy form duly complete must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
4. Queries proposed to be raised at the EGM may be sent to the company at its registered office at least 7 days prior to the date of EGM to enable the management to compile the relevant information to reply the same in the meeting.
5. The Members/Proxies should fill the Attendance Slip for attending the Meeting to avoid any inconvenience.
6. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 11.00 A.M. and 5.00 P.M.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

## **TO OFFER/ ISSUE /ALLOT 180 COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS") OFFERED THROUGH RIGHT ISSUE TO THE EXISTING SHARE HOLDERS:**

The Company is currently at a growing stage and is expanding well in its area. The business outlook for the products of the Company looks very promising. In order to further strengthen its position, there is an imperative requirement of infusing long-term funds to provide continuous imputes to the growth but also to keep financial cost at a lower level. To achieve this object, it has been proposed to issue/allot Compulsorily Convertible Preference Shares ("CCPS"), as mentioned in the resolution on right issue basis under the provisions of Companies Act, 2013. The allotment of CCPS shall have a positive impact on the net worth of the Company. These funds shall be deployed by the Company for long term funds, general corporate purposes including working capital requirements.

The Board of Directors at its meeting had approved the offer and issuance of 180 (One Hundred and Eighty only) Compulsorily convertible Preference Shares (CCPS) at the face value of INR 1/- (Indian Rupees One) each and premium of INR 26,245.70/- (Indian Rupees Twenty Six Thousand Two Hundred Forty Five and Seventy paise Only) aggregating to value of Rs 47,24,406/- (Indian Rupees Forty Seven Lac Twenty Four Thousand Four Hundred Six Only), on a "**Rights Basis**" to following investors"

<b>Sr. No.</b>	<b>Name &amp; occupation of Allottee</b>	<b>Number of shares offered</b>
1	VIKAS DEVENDER GOEL	82
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7	VADDADI RAKESH	1
	TOTAL	180

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares. Accordingly, the

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approval of the Members is being sought, by way of a Special Resolution, to offer and issue **180** (One Hundred and Eighty only) Compulsorily Convertible Preference Shares ("CCPS"), on a on a "**Rights Basis**" to existing investors.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CCPS, are as under:

(a)	The size of the issue and number of preference shares to be issued and nominal value of each share	180 (One Hundred and Eighty only) Compulsorily convertible Preference Shares (CCPS) at the face value of INR 1/- (Indian Rupees One) each and premium of INR 26,245.70/- (Indian Rupees Twenty Six Thousand Two Hundred Forty Five and Seventy paise Only) aggregating to value of Rs 47,24,406/- (Indian Rupees Forty Seven Lac Twenty Four Thousand Four Hundred Six Only) on a " <b>Rights Basis</b> " to existing shareholders.
(b)	The nature of such shares i.e.cumulative or non-cumulative ,participating or non-participating, convertible or non—convertible	The CCPS shall carry a pre-determined cumulative dividend at the rate of 0.01% on face value per annum.
(c)	The objectives of the issue;	To fund the expansion and growth of the company.
(d)	The manner of issue of shares	The Offer is proposed to be made on right issue basis in accordance with the provision of section 55 & section 62(1)(a) of Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and rules made thereunder.
(e)	The price at which such shares are proposed to be issue	Compulsorily Convertible Preference Shares to be issued at a face value of INR 1/- (Indian Rupees One) and premium of INR 26,245.70/- each.
(f)	The basis on which the price has been arrived at;	As per valuation report

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(g)	The terms of issue, including terms and rate of dividend on each share, etc;	Terms and conditions related to CCPS are attached in <b>Schedule-1</b> (any subsequent amendments in SSSHA will be effective and it will be available at registered office of the company during the business hours for inspection)																																						
(h)	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	CCPS are not redeemable as they are Compulsorily Convertible into Equity Shares.																																						
(i)	Manner and Modes of redemption	CCPS are not redeemable as they are Compulsorily Convertible into Equity Shares.																																						
(j)	Shareholding pattern of the Company as on Date:	<table border="1"><thead><tr><th>SR. NO</th><th>PARTICULARS</th><th>NO. OF SHARES</th><th>TOTAL RS.</th></tr></thead><tbody><tr><td>1</td><td>VIKAS DEVENDER GOEL</td><td>4560</td><td>4560</td></tr><tr><td>2</td><td>UTSAV UMANG</td><td>2530</td><td>2530</td></tr><tr><td>3</td><td>ROHIT RAJ</td><td>2520</td><td>2520</td></tr><tr><td>4</td><td>HIMANSHU SHARMA</td><td>220</td><td>220</td></tr><tr><td>5</td><td>RAHUL KHANNA</td><td>130</td><td>130</td></tr><tr><td>6</td><td>CHINTAPALLI SILUS REDDY</td><td>20</td><td>20</td></tr><tr><td>7</td><td>VADDADI RAKESH</td><td>20</td><td>20</td></tr><tr><td><b>TOTAL</b></td><td></td><td><b>10,000</b></td><td><b>10,000</b></td></tr></tbody></table>	SR. NO	PARTICULARS	NO. OF SHARES	TOTAL RS.	1	VIKAS DEVENDER GOEL	4560	4560	2	UTSAV UMANG	2530	2530	3	ROHIT RAJ	2520	2520	4	HIMANSHU SHARMA	220	220	5	RAHUL KHANNA	130	130	6	CHINTAPALLI SILUS REDDY	20	20	7	VADDADI RAKESH	20	20	<b>TOTAL</b>		<b>10,000</b>	<b>10,000</b>		
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(k)	The expected dilution in equity share capital upon conversion of preference shares.	As per clause 10 of SSSHA																																						

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None of the Director, Key Managerial Personnel and/or their relatives, is in anyway concerned with or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board at its meeting had approved the issue and offer of CCPS by way of right issue and recommend the adoption of the resolution as set out in item no. 1 of the Notice as a special resolution.

**// Certified True Copy  
FOR TECHNO XO PRIVATE LIMITED**



**VIKAS DEVENDER GOEL**

**Director**

**(DIN: 07166797)**

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.

