

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

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the extraordinary general meeting of Techno XO Private Limited will be held on Wednesday, December 22, 2021, at the registered office of the company at No. B-910, Tower B, Brigade Golden Triangle, Budigere Cross, Sannatammanahalli, Bangalore - 560049, Karnataka, India at 10.00 AM to transact the following business:

TO OFFER/ ISSUE / ALLOT 1166 COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS") OFFERED THROUGH RIGHT ISSUE TO THE EXISTING SHARE HOLDER

To consider and, if thought fit, to pass, with or without modifications, 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:

1166 (One Thousand One Hundred Sixty Six only) Compulsorily convertible Preference Shares (CCPS) at the face value of INR 1/- (Indian Rupees One) each and premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred Forty Six Only) aggregating to value of Rs 3,06,04,002/- (Indian Rupees Three Crore Six Lac Four Thousand Two Only), on a "Rights Basis" to following investor "

Sr. No.	Name & occupation of Allottee	Number of shares offered
1	VIKAS DEVENDER GOEL	517
2	UTSAV UMANG	289
3	ROHIT RAJ	287
4	HIMANSHU SHARMA	26
5	RAHUL KHANNA	15
6	CHINTAPALLI SILUS REDDY	2
7	VADDADI RAKESH	2
8	WE FOUNDER CIRCLE PRIVATE LIMITED	27
	TOTAL	1166

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

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.

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: December 19, 2021
Place: Bangalore

NOTES:

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.

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.

Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is attached hereto.

The Notice is being sent to all the Members; whose names appeared in the Register of Members as on December 19, 2021 ("Record Date").

The statutory registers or other documents referred to the agendas mentioned above are available for inspection at the registered office of the company.

Route map and prominent landmark for Extraordinary General Meeting venue:

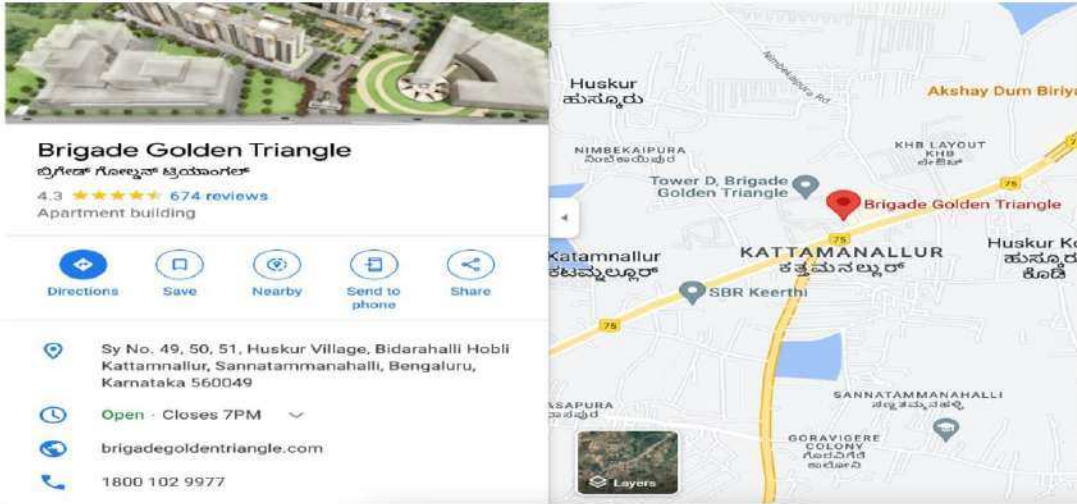
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EXPLANATORY STATEMENT

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:

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 1166 (One Thousand One Hundred Sixty Six only) Compulsorily convertible Preference Shares (CCPS) at the face value of INR 1/- (Indian Rupees One) each and premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred Forty Six Only) aggregating to value of Rs 3,06,04,002/- (Indian Rupees Three Crore Six Lac Four Thousand Two Only), on a "Rights Basis" to following investors"

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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 approval of the Members is being sought, by way of a Special Resolution, to offer and issue 1166 (One Thousand One Hundred Sixty Six 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	1166 (One Thousand One Hundred Sixty Six only) Compulsorily convertible Preference Shares (CCPS) at the face value of INR 1/- (Indian Rupees One) each and premium of INR 26,246/- (Indian Rupees Twenty Six Thousand Two Hundred Forty Six Only) aggregating to value of Rs 3,06,04,002/- (Indian Rupees Three Crore Six Lac Four Thousand Two Only) on a "Rights Basis" 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 26,246/- each.
(f)	The basis on which the	As per valuation report

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	price has been arrived at;																																									
(g)	The terms of issue, including terms and rate of dividend on each share, etc;	Terms and conditions related to CCPS are attached in Schedule-1 (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>4438</td><td>4438</td></tr><tr><td>2</td><td>UTSAV UMANG</td><td>2475</td><td>2475</td></tr><tr><td>3</td><td>ROHIT RAJ</td><td>2465</td><td>2465</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>8</td><td>WE FOUNDER CIRCLE PRIVATE LIMITED</td><td>232</td><td>232</td></tr><tr><td>TOTAL</td><td></td><td>10,000</td><td>10,000</td></tr></tbody></table>	SR. NO	PARTICULARS	NO. OF SHARES	TOTAL RS.	1	VIKAS DEVENDER GOEL	4438	4438	2	UTSAV UMANG	2475	2475	3	ROHIT RAJ	2465	2465	4	HIMANSHU SHARMA	220	220	5	RAHUL KHANNA	130	130	6	CHINTAPALLI SILUS REDDY	20	20	7	VADDADI RAKESH	20	20	8	WE FOUNDER CIRCLE PRIVATE LIMITED	232	232	TOTAL		10,000	10,000
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(k)	The expected dilution in equity share	As per clause 10 of SSSHA executed by promoters, company and investors																																								
	capital upon conversion of preference shares.																																									

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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.

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
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