
NIHAR INFO GLOBAL LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

FROM

**NIHAR INFO GLOBAL LIMITED
34,GANESH NAGAR COLONY,
WEST MAREDPALLY,
SECUNDRABAD-500026**

COMPANY INFORMATION

Board of Directors

Mr. Boda Satyanaga Suryanarayana
Mr. B. Divyesh Nihar
Mr. Jagadeeswara Rao Reddi
Mr.J. Sundara Sekhar
Mrs. Vijaya Lakshmi Boda
Mr. Ajith Kumar Nagrani

Managing Director
Whole Time Director
Independent Director
Independent Director
Woman Director
Independent Director.

Company Secretary & Compliance Officer

Ms. Ena Lalwani

Chief Financial Officer

Ms. Ravulakollu Lavanya

Auditors:

Lakshmi & Associates
Chartered Accountants
Hyderabad

Bankers:

Axis Bank
West Marredpally Branch
Secunderabad

State Bank of India
West Marredpally Branch
Secunderabad

Registrar & Share Transfer Agent:

Aarathi consultants Private Limited
Gagan Mahal Street No 7 Street,
Himayath Nagar, Hyderabad,
Telangana – 500029
Tel: 040-27638111/27634445
E-mail: info@arthiconsultants.com

Registered Office Address:

Nihar House, Plot No.34, Ganesh Nagar,
West Marredpally, Secunderabad – 26, Telangana.
Tel: 040- 27705389/90
E-mail: bsn@niharinfo.com
Website: www.niharinfo.com

Corporate Office Address:

H.No. 1-98/9/3/32T, 2nd Floor, Plot No.50,
Syno – 70871, Sillicon Valley, Image Garden Road,
Madhapur, Hyderabad – 500081.
E-mail: info@niharinfo.com
Website: www.niharinfo.com

NIHAR INFO GLOBAL LIMITED
CIN: L67120AP1995PLC019200

Regd. Office: Plot No.34, Nihar House, Ganesh Nagar, West Marredpally, Secunderabad, Telangana-500026.

Tel.: 040-27705389/90,

Mail: info@niharinfo.com Website: www.niharinfo.com

NOTICE

NOTICE is hereby given that Extra-ordinary General Meeting (EGM) of the Members of **M/s NIHAR INFO GLOBAL LIMITED**, will be held on 18th Day of February, 2019, Monday at 4.00 p.m. at Hotel Taj Tristar, Seven Hills, 1-1-40, S.D. Road, Secunderabad – 500003 to transact the following Special Business:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

Ratification of the earlier resolution No. 3 in respect of issue of equity shares on preferential basis passed by the members of M/s Nihar Info Global Limited in the Annual General Meeting held on 29th September 2018

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 provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“Companies Act”) read with the rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act 2013), and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and amendments thereto as in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) (“SEBI Regulations”), and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and enabling provisions of the Memorandum and Articles of Association of Nihar Info Global Limited (“Company”) and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions if any, SEBI, the Stock Exchanges and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot up to **13,07,000 (Thirteen Lakh Seven Thousand Only)** Equity shares at Rs. 12.51/- each (face value of Rs.10/- each) (“Equity Shares”) fully paid up, for cash, in accordance with Chapter VII of SEBI ICDR Regulations, on a preferential basis to the persons mentioned below, at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion. .

| S. No. | Name of Holder | PAN | Pre-Preferential Holding | Pre-Preferential % | Shares to be Allotted | Post Preferential Holding | Post Preferential % |
|--------|-----------------------------|------------|--------------------------|--------------------|-----------------------|---------------------------|---------------------|
| 1. | Veera Vara Prasad Vasireddy | AAVPV9669H | 45118 | 0.73 | 1,50,000 | 195118 | 1.91 |
| 2. | Yenigalla Anantha Lakshmi | ACMPY1224E | 0 | 0.00 | 50,000 | 50000 | 0.49 |
| 3. | Mohana Rao Vadlamudi | AEEPV8589F | 9855 | 0.16 | 2,20,000 | 229855 | 2.25 |
| 4. | Giridhar Gupta | BHTPS5470D | 0 | 0.00 | 2,50,000 | 250000 | 2.45 |
| 5. | P Niranjan Rao HUF | AAHHP6842G | 0 | 0.00 | 1,00,000 | 100000 | 0.98 |
| 6. | Gopala Krishna | AACPY2624E | 0 | 0.00 | 2,50,000 | 250000 | 2.45 |

| | | | | | | | |
|---|---------------------------------------|------------|---|------|----------|--------|------|
| | Yalamanchi li | | | | | | |
| 7. | Vetcha Seshu Babu | ARPPS9720D | 0 | 0.00 | 1,00,000 | 100000 | 0.98 |
| 8. | S Sudhakar | AYPPS3934E | 0 | 0.00 | 50,000 | 50000 | 0.49 |
| 9. | G Venkata Ramana | ANOPG6495N | 0 | 0.00 | 25,000 | 25000 | 0.24 |
| 10. | Rajesh Kumar Chandak | AATPC6647G | 0 | 0.00 | 20,000 | 20000 | 0.20 |
| 11. | Kurcha Gunneswar Rao | ALDPK3378F | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| 12. | Y Krishna Kumari | AAYPY1882E | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| 13. | Lakshmikan t Kabra | ADOPK3248F | 0 | 0.00 | 20,000 | 20000 | 0.20 |
| 14. | Thamanikk ar Yayakat Harisudhan | AGRPT1664L | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| 15. | Mahesh Kumar Nagapuri | ABXPN9583B | 0 | 0.00 | 7,000 | 7000 | 0.07 |
| 16. | Syamkumar Sunkari | ASUPK9443R | 0 | 0.00 | 25,000 | 25000 | 0.24 |
| 17. | Madhav Rao Dundigalla | AHGPD3053P | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| Total Preferential Issue of equity shares 13,07,000 | | | | | | | |

“RESOLVED FURTHER THAT the equity shares to be allotted to the Investor pursuant to the aforesaid preferential allotment shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Re.10/-each of the Company, subject to lock-in as per requirements of SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialized form within a period of 15 days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions Chapter VII of the SEBI ICDR Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.”

“RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as may deem expedient.”

“RESOLVED FURTHER THAT subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investor, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of

the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

2. PREFERENTIAL ISSUE OF WARRANTS

Ratification of the earlier resolution No 4 in respect of issue of equity shares on preferential basis passed by the members of Nihar Info Global Limited in the Annual General Meeting held on 29th September 2018

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

“RESOLVED THAT pursuant to Sections 42 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014(including any statutory modification thereto or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, are there any foreign holders, SEBI Stock Exchange and any other appropriate authority(ies), Institution(ies) or Body(ies), if any, as may be, and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, The Board of the Company (which term shall include any duly constituted and authorized committee thereof) be and is hereby authorised on behalf of the Company, to create, offer, issue, and allot up to **12,00,000 warrants (Twelve Lakhs only) on private placement basis through preferential issue to the following persons forming part of the Promoters Group of which shall be exercisable into equity shares of the Company at the option of the warrant holder at an issue/ exercise price of Rs.12.51/- per equity share not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulation and/ or other provisions of the law as may be prevailing at the time of allotment of equity shares/ exercise of warrant.**”

| Name of the Proposed Allottees | PAN | Category | Pre-Preferential holding of equity shares | Pre holding % | No. of Warrants to be allotted | Post Preferential holding | Post holding % |
|---|------------|----------------|---|---------------|--------------------------------|---------------------------|----------------|
| Boda Satya Naga Suryanarayana | ADQPB9164R | Promoter Group | 6,25,425 | 10.18 | 4,00,000 | 10,25,425 | 10.03 |
| Divyesh Nihar Boda | AQZPB2524P | Promoter Group | 4,11,394 | 6.69 | 4,00,000 | 8,11,394 | 7.94 |
| Boda Vijaya Lakshmi | AEOPB3063Q | Promoter Group | 47 | 0.00 | 4,00,000 | 4,00,047 | 3.91 |
| Total issue of Preferential Warrant 12,00,000 | | | | | | | |

“RESOLVED THAT pursuant to Sections 42 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and

Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014(including any statutory modification thereto or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, are there any foreign

holders, SEBI Stock Exchange and any other appropriate authority(ies), Institution(ies) or Body(ies) , if any, as may be, and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, The Board of the Company (which term shall include any duly constituted and authorized committee thereof) be and is hereby authorised on behalf of the Company, to create, offer , issue, and allot up to 11,00,000 **warrants (Eleven Lakhs only) on private placement basis through preferential issue to the following persons forming part of the Public (i.e Non Promoters) of which shall be exercisable into equity shares of the Company at the option of the warrant holder at an issue/ exercise price of Rs.12.51/- per equity share not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulation and/ or other provisions of the law as may be prevailing at the time of allotment of equity shares/ exercise of warrant."**

| Name of the Proposed Allottees | PAN | Category | Pre- Preferential holding of equity shares | Pre holding % | No. of Warrants | Post Preferential holding | Post holding % |
|---|------------|--------------|--|---------------|-----------------|---------------------------|----------------|
| Sangita Kishor Ostwal | AAEPO3963C | Non Promoter | 0 | 0 | 2,50,000 | 2,50,000 | 2.45 |
| Yogita Manoj Mittal | AIZPM4024F | Non Promoter | 0 | 0 | 2,00,000 | 2,00,000 | 1.96 |
| Sheetal Bhavin Thakkar | AGEPA2636G | Non Promoter | 0 | 0 | 1,50,000 | 1,50,000 | 1.47 |
| Veera Vara Prasad Vasireddy | AAVPV9669H | Non Promoter | 45,118 | 0.73 | 3,00,000 | 3,45,118 | 3.38 |
| Edupuganti Venumadhav | ABUPV8840L | Non Promoter | 15,072 | 0.25 | 1,00,000 | 1,15,072 | 1.13 |
| V C V Kalyan Kumar | ACIPV1694F | Non Promoter | 0 | 0 | 1,00,000 | 1,00,000 | 0.98 |
| Total issue of Preferential Warrant 11,00,000 | | | | | | | |

"FURTHER RESOLVED THAT the relevant date, as per SEBI (ICDR) Regulations for the determination of issue price of the Warrants to be allotted pursuant to the preferential allotment is fixed as 29th August, 2018 i.e 30 days prior to the date of shareholders meeting to approve the proposed preferential issue in terms of Section 62(1)(c) of the Act."

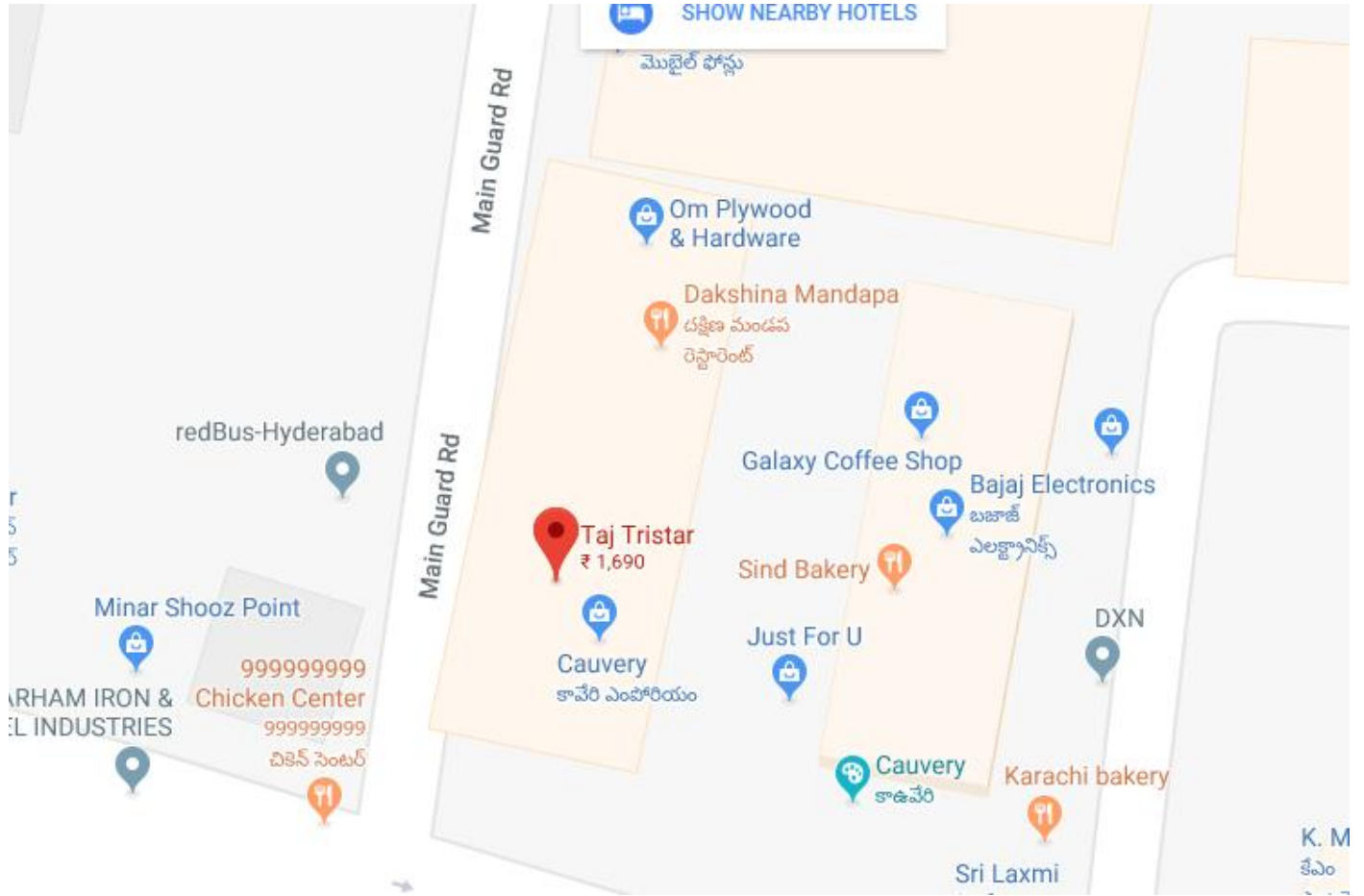
"FURTHER RESOLVED THAT the Board be and is hereby authorized to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the warrants by the warrant holder(s)." "FURTHER THAT the Equity Shares to be allotted upon exercise of warrants shall rank pari passu in all respects including as to dividend from the date of allotment, with the existing fully paid up equity shares of face value of Rs 10/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company."

"FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized on behalf of the company to take all actions and to do all such acts, deeds, matters and things and execute agreements, deeds, and other documents , including without limitation the private placement offer letter, with regard to the issue or allotment of aforesaid warrants and issue or allotment of equity shares pursuant exercise of the warrants and listing of the equity shares so to be allotted with the stock Exchange(s) as it may, in its absolute discretion, deem fit and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in relation to the

proposed issue, offer and allotment of any of the said Warrants and the utilization of the issue proceeds and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards to the terms and conditions as may

be required by the SEBI, Stock Exchange, Registrar of Companies or other authorities or agencies involved in or concerned with the Proposed issue."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to issue/ allot warrants arising on exercising the right attached to the warrants and do all such things and acts as may be necessary therewith."



Notes:

1. A member of the company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. However, the proxy form, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy for any other person or shareholder.
3. The Explanatory statement required under Section 102 of the Companies Act, 2013 in respect of the item is annexed hereto.
4. The Register of Members and Share transfer Books will be closed from 10th February, 2019 to 18th February, 2019 .
(Both Dates Inclusive).
5. The Members are requested to notify any change in their addresses, email address to the Company's Registrar and Share Transfer Agents (RTA), Aarthi Consultants Private Limited, 1-2-285, Domulguda, Hyderabad-500029.
6. Members/Proxies are requested to bring EGM notice along with the attendance slips filled in for attending the meeting.
7. Members who hold shares in the dematerialized form, are requested to bring their depository account number for identification at the time of their Extra Ordinary General Meeting.
8. A statement setting out the material facts in respect of resolutions set out under "Special Businesses" of the Notice pursuant to Sub section 1 of Section 102 of the Companies Act 2013 is annexed hereto.
9. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are requested to submit the PAN to

their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to submit their PAN details to M/s Aarthi Consultants Pvt. Ltd., the Share Transfer Agents of the Company.

10. Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with rules made thereunder, Notice of the EGM and instructions for e-voting along with the Attendance slip and the proxy form are being sent by the electronic mode only to all the shareholders whose email addresses are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of EGM etc. are being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to info@aarthicconsultants.com quoting the Folio number and Name of the Company.
12. The EGM notice duly circulated to the members of the Company, is available on the Company's website at www.niharinfo.com
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Aarthi Consultants Pvt. Ltd., on all resolutions set forth in this notice. The Members, whose name appears in the register of Members as on 09th February, 2019, are entitled to vote on the Resolutions set forth in this Notice. The company has appointed Kota Srinivas Company Secretaries, CP No: 14300, as the "Scrutinizer", to scrutinize the e-voting process and voting through ballot in a fair and transparent manner. The members desiring to vote through remote e-voting may refer to the detailed procedure given hereinafter.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 15th February, 2019 (10.00 A.M.) and ends on, 17th February, 2019(5.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10th February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - II. The shareholders should log on to the e-voting website www.evotingindia.com
 - III. Click on Shareholders.
 - IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4.
- V. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - VI. Next enter the Image Verification as displayed and Click on Login.
 - VII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |

| | |
|---|--|
| | <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <input checked="" type="checkbox"/> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- IX. After entering these details appropriately, click on "SUBMIT" tab
- X. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- XI. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XII. Click on the EVSN for the relevant **Nihar Info Global Limited** on which you choose to vote.
- XIII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVIII. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- XX. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

By the order of the Board of Directors

Sd/-

Boda SatyaNaga Suryanarayana
(Managing Director)
(DIN: 01499145)

Place: Secunderabad
Date: 22/01/2019

EXPLANATORY STATEMENT
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice:

As per the the BSE in Principle Approval letter the company is required to disclose correct pre & post holding (considering the prior holding) of the Non-Promoter Allottees and to disclose correct details under ultimate beneficiary disclosure for Non-Promoter allottee and get the same ratified by the shareholders either through postal ballot or in general meeting before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009" on 30th November 2018.

ITEM NO. 1 and 2

Your Company is growing in E-commerce and growth requires capital. Further funds are required to augment its working capital, capital expenditure and for other corporate purposes.

It is proposed therefore to raise the further capital by way of a preferential issue of Equity Shares as per the Chapter VII of Securities and Exchange Board of India (issue of Capital & disclosure requirements) regulations 2009 and as per Section 62 and other applicable provisions if any of the Companies Act 2013. Section 62 of the Companies Act, 2013, provides, inter alia, that such further shares may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting.

The Listing Agreements executed by the Company with the Bombay Stock Exchange provide that the Company shall issue or offer in the first instance all Securities to the existing equity shareholders of the Company unless the Shareholders decide otherwise.

Accordingly, the consent of the shareholders is being sought, pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Regulation 74(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments thereof, and in terms of the provisions of the Listing Agreements, and such other approvals as may be necessary, to issue and allot securities as stated in the Special Resolution.

The proposed Special Resolutions gives (a) adequate flexibility and discretion to the Board to finalize the terms of the issue in accordance with the normal practice, (b) powers to issue and market any securities; and (c) for utilization of the issue proceeds as the Board may deem fit, without being required to seek any further consent or approvals of the Members or otherwise, with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Your Board at its meeting held on 29.08.2018 subject to approval by the Company in General Meeting and requisite statutory approvals, has

1. Proposed to offer for subscription by way of preferential allotment up to 13,07,000 Equity Shares of Rs.10/- each to proposed Allottees at a price of Rs.12.51/- (Rupees twelve and paise fifty one only) per Equity Share (including a premium of Rs.2.51/- per Equity Share) being a price higher than the price determined as per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

(i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

(ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

| S. No. | Name of Holder | PAN | Pre-Preferential Holding | Pre-Preferential % | Shares to be Allotted | Post Preferential Holding | Post Preferential % |
|--------|-----------------------------|------------|--------------------------|--------------------|-----------------------|---------------------------|---------------------|
| 1. | Veera Vara Prasad Vasireddy | AAVPV9669H | 45118 | 0.73 | 1,50,000 | 195118 | 1.91 |
| 2. | Yenigalla Anantha Lakshmi | ACMPY1224E | 0 | 0.00 | 50,000 | 50000 | 0.49 |
| 3. | Mohana Rao Vadlamudi | AEEPV8589F | 9855 | 0.16 | 2,20,000 | 229855 | 2.25 |

| | | | | | | | |
|---|--------------------------------------|------------|---|------|----------|--------|------|
| 4. | Giridhar Gupta | BHTPS5470D | 0 | 0.00 | 2,50,000 | 250000 | 2.45 |
| 5. | P Niranjan Rao HUF | AAHHP6842G | 0 | 0.00 | 1,00,000 | 100000 | 0.98 |
| 6. | Gopala Krishna Yalamanchili | AACPY2624E | 0 | 0.00 | 2,50,000 | 250000 | 2.45 |
| 7. | Vetcha Seshu Babu | ARPPS9720D | 0 | 0.00 | 1,00,000 | 100000 | 0.98 |
| 8. | S Sudhakar | AYPPS3934E | 0 | 0.00 | 50,000 | 50000 | 0.49 |
| | | | | | | | |
| 9. | G Venkata Ramana | ANOPG6495N | 0 | 0.00 | 25,000 | 25000 | 0.24 |
| 10. | Rajesh Kumar Chandak | AATPC6647G | 0 | 0.00 | 20,000 | 20000 | 0.20 |
| 11. | Kurcha Gunneswar Rao | ALDPK3378F | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| 12. | Y Krishna Kumari | AAYPY1882E | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| 13. | Lakshmikant Kabra | ADOPK3248F | 0 | 0.00 | 20,000 | 20000 | 0.20 |
| 14. | Thamanikkar Yayakat Harisudhan | AGRPT1664L | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| 15. | Mahesh Kumar Nagapuri | ABXPN9583B | 0 | 0.00 | 7,000 | 7000 | 0.07 |
| 16. | Syamkumar Sunkari | ASUPK9443R | 0 | 0.00 | 25,000 | 25000 | 0.24 |
| 17. | Madhav Rao Dundigalla | AHGPD3053P | 0 | 0.00 | 10,000 | 10000 | 0.10 |
| Total Preferential Issue of equity shares 13,07,000 | | | | | | | |

2. Issue of 12,00,000 Warrants by way of Preferential issue to the Promoters at the current Price subject to the approval of the Members at the proposed Annual General Meeting.

As per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, an issue of Equity Shares/ Warrants on a preferential Basis can be made only at a price, which is not less than higher of the following:-

- (i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

| Name of the Proposed Allottees | PAN | Category | Pre-Preferential holding of equity shares | Pre holding % | No. of Warrants to be allotted | Post Preferential holding | Post holding % |
|---|------------|----------------|---|---------------|--------------------------------|---------------------------|----------------|
| Boda Satya Naga Suryanarayana | ADQPB9164R | Promoter Group | 6,25,425 | 10.18 | 4,00,000 | 10,25,425 | 10.03 |
| Divyesh Nihar Boda | AQZPB2524P | Promoter Group | 4,11,394 | 6.69 | 4,00,000 | 8,11,394 | 7.94 |
| Boda Vijaya Lakshmi | AEOPB3063Q | Promoter Group | 47 | 0.00 | 4,00,000 | 4,00,047 | 3.91 |
| Total issue of Preferential Warrant 12,00,000 | | | | | | | |

3. Issue of 11,00,000 Warrants by way of Preferential issue to the Non Promoters at the current Price subject to the approval of the Members at the proposed Annual General Meeting.

As per Regulation 76(1) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, an issue of Equity Shares/ Warrants on a preferential Basis can be made only at a price, which is not less than higher of the following:-

- (i) The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

| Name of the Proposed Allottees | PAN | Category | Pre-Preferential holding of equity shares | Pre holding % | No. of Warrants | Post Preferential holding | Post holding % |
|---|------------|--------------|---|---------------|-----------------|---------------------------|----------------|
| Sangita Kishor Ostwal | AAEPO3963C | Non Promoter | 0 | 0 | 2,50,000 | 2,50,000 | 2.45 |
| Yogita Manoj Mittal | AIZPM4024F | Non Promoter | 0 | 0 | 2,00,000 | 2,00,000 | 1.96 |
| Sheetal Bhavin Thakkar | AGEPA2636G | Non Promoter | 0 | 0 | 1,50,000 | 1,50,000 | 1.47 |
| Veera Vara Prasad Vasireddy | AAVPV9669H | Non Promoter | 45,118 | 0.73 | 3,00,000 | 3,45,118 | 3.38 |
| Edupuganti Venumadhav | ABUPV8840L | Non Promoter | 15,072 | 0.25 | 1,00,000 | 1,15,072 | 1.13 |
| V C V Kalyan Kumar | ACIPV1694F | Non Promoter | 0 | 0 | 1,00,000 | 1,00,000 | 0.98 |
| Total issue of Preferential Warrant 11,00,000 | | | | | | | |

The "Relevant Date" is in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for the preferential offer means the date as thirty days prior to the date on which this Annual General Meeting of the Company is held, to consider, the proposed preferential offer under Section 62 of the Act. Accordingly the "Relevant Date" for this preferential offer is this purpose, stock exchange means Bombay Stock Exchange of India Limited in which the highest trading volume in the company's shares has been recorded during the two weeks immediately preceding the relevant date.

The average price as computed on the above basis during the twenty six weeks preceding the Relevant Date is Rs.12.51 per equity share whereas during the two weeks preceding the Relevant Date is Rs.11.12 per equity share. The higher of these two prices calculated is Rs.12.51 and the issue price is Rs.12.51, which is higher than the higher of these two calculated prices.

The Equity Shares of the Company to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of the issue.

The consummation of the proposed subscription of equity Shares by proposed allottees is subject to approval from any governmental / or regulatory authorities etc., if required and / or as applicable.

The Board believes that the preferential offer to proposed allottees will be in the best interest of the Company and its Members. As required under Rule 13 (2) (d) of the (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 73(1)

& (2) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the other required details are furnished as under.

OBJECTS OF THE PREFERENTIAL ISSUE

Your Company's business is growing in E commerce and growth requires capital. Further funds are required to augment its working capital, capital expenditure and for other corporate purposes.

It is proposed therefore to raise the further capital by way of a preferential issue of Equity Shares as per the Chapter VII of Securities and Exchange Board of India (issue of Capital & disclosure requirements) regulations 2009 and as per Section 62 and other applicable provisions if any of the Companies Act 2013.

INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER

The Directors and KMP as Whole time Director and Managing Director intend to subscribe Warrants of the Company through this preferential issue authorized by the resolution. But, none of their respective relatives is concerned or interested in the passing of this Resolution.

SHAREHOLDING PATTERN BEFORE AND AFTER THE ISSUE OF SHARES and WARRANTS

The Figures in the following Table are as on 29th August 2018 and excludes subsequent transfers and allotments:

| S. No. | Category | Pre Issue | | Post Issue | |
|--------|--------------------------|----------------|--------------------|-----------------|--------------------|
| | | No. of Shares | Percentage holding | No. of Shares | Percentage holding |
| A | Promoters | 3150319 | 51.25 | 4350319 | 42.57 |
| B | Public | | | | |
| | Body Corporate | 280233 | 4.56 | 280233 | 2.74 |
| | Individuals | 2590871 | 42.15 | 5462871 | 53.46 |
| | Non Resident Individuals | 17386 | 0.28 | 17386 | 0.17 |
| | Clearing Members | 7819 | 0.13 | 7819 | 0.08 |
| | Trusts | 100000 | 1.63 | 100000 | 0.98 |
| | Total | 6146628 | 100 | 10218628 | 100 |

Note : The post issue contains proposed allotment of shares converted into shares.

(i) The voting rights will change in tandem with the change in shareholding pattern.

(ii) The figures shown in the above table assumes the following:

- The issue and allotment of all the Equity Shares of the issue to the proposed allottees as mentioned in the resolution.
- The holdings of other shareholders do not change

PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED

The allotment of the Equity Shares are proposed to be completed within 15 days of the date of passing of the above resolutions at the general meeting, provided where the allotment is pending on account of pendency of any regulatory authority or Central Government approval(s), the allotment shall be completed within 15 days from the date of receipt of such approval(s).

AUDITOR'S CERTIFICATE

Auditors of the Company, certifying that the issue of shares by way of the proposed preferential allotment is being made in accordance with the requirement of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 shall be placed before the shareholders at the General Meeting.

LOCK-IN

Lock-in: The Equity Shares allotted pursuant to exercise of entitlement attached to shall be subject to 'lock-in' as per the ICDR Regulations. Such locked-in Equity Shares may however be transferable to and amongst the Promoters/Promoter Group subject

to the provisions of ICDR Regulations.

The entire pre-preferential allotment shareholding of the above Allottee, if any shall be locked-in from the Relevant Date up to the period of 6 months from the date of Trading Approval as per the Regulations 78(6) of ICDR Regulations.

UNDERTAKING

The Board of Directors of the Company undertakes that

- The Company undertakes that if require the price shall recomputed in terms of the provisions of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked-in with such amount is paid by the Allottee.
- The proposed allotment of the Equity Shares on a preferential basis, if made, will not result in change in the management or control of the Company as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments.
- The Company is taking necessary steps to obtain the requisite approval/s from the regulatory authorities, as may be applicable, for the proposed investment.
- During the year, the company made a preferential allotment of 6,46,628 equity shares of Rs. 10 each at a premium of Rs. 17.65 aggregating to Rs. 1,14,12,984 (including securities premium of 49,46,704) to Non- Promoter group.
- The proposed issue of securities is in the interest of the company and your Directors recommend the passing of the resolution under this items as a Special Resolution.
- Ultimate Beneficial Owners of the proposed allottees are as:

| S. No. | Name of Holder | PAN | Category | Ultimate Beneficial Owner |
|--------|-----------------------------------|------------|-------------------|-----------------------------------|
| 1. | Veera Vara Prasad Vasireddy | AAVPV9669H | Non Promoter | Veera Vara Prasad Vasireddy |
| 2. | Yenigalla Anantha Lakshmi | ACMPY1224E | Non Promoter | Yenigalla Anantha Lakshmi |
| 3. | Mohana Rao Vadlamudi | AEEPV8589F | Non Promoter | Mohana Rao Vadlamudi |
| 4. | Giridhar Gupta | BHTPS5470D | Non Promoter | Giridhar Gupta |
| 5. | P Niranjana Rao HUF | AAHHP6842G | Non Promoter | P Niranjana Rao |
| 6. | Gopala Krishna Yalamanchili | AACPY2624E | Non Promoter | Gopala Krishna Yalamanchili |
| 7. | Vetcha Seshu Babu | ARPPS9720D | Non Promoter | Vetcha Seshu Babu |
| 8. | S Sudhakar | AYPPS3934E | Non Promoter | S Sudhakar |
| 9. | G Venkata Ramana | ANOPG6495N | Non Promoter | G Venkata Ramana |
| 10. | Rajesh Kumar Chandak | AATPC6647G | Non Promoter | Rajesh Kumar Chandak |
| 11. | Kurcha Gunneswar Rao | ALDPK3378F | Non Promoter | Kurcha Gunneswar Rao |
| 12. | Y Krishna Kumari | AAYPY1882E | Non Promoter | Y Krishna Kumari |
| 13. | Lakshmikant Kabra | ADOPK3248F | Non Promoter | Lakshmikant Kabra |
| 14. | Thamanikkar Yayakat Harisudhan | AGRPT1664L | Non Promoter | Thamanikkar Yayakat Harisudhan |
| 15. | Mahesh Kumar Nagapuri | ABXPV9583B | Non Promoter | Mahesh Kumar Nagapuri |
| 16. | Syamkumar Sunkari | ASUPK9443R | Non Promoter | Syamkumar Sunkari |
| 17. | Madhav Rao Dundigalla | AHGPD3053P | Non Promoter | Madhav Rao Dundigalla |
| 18. | Boda Satya Naga Suryanarayana | ADQPB9164R | Promoter Group | Boda Satya Naga Suryanarayana |
| 19. | Divyesh Nihar Boda | AQZPB2524P | Promoter Group | Divyesh Nihar Boda |
| 20. | Boda Vijaya Lakshmi | AEOPB3063Q | Promoter Group | Boda Vijaya Lakshmi |
| 21. | Sangita Kishor Ostwal | AAEPO3963C | Non Promoter | Sangita Kishor Ostwal |
| 22. | Yogita Manoj Mittal | AIZPM4024F | Non Promoter | Yogita Manoj Mittal |
| 23. | Sheetal Bhavin Thakkar | AGEPA2636G | Non Promoter | Sheetal Bhavin Thakkar |
| 24. | Veera Vara Prasad Vasireddy | AAVPV9669H | Non Promoter | Veera Vara Prasad Vasireddy |
| 25. | Edupuganti Venumadhav | ABUPV8840L | Non Promoter | Edupuganti Venumadhav |
| 26. | V C V Kalyan Kumar | ACIPV1694F | Non Promoter | V C V Kalyan Kumar |

Why the company is doing rectification of resolution passed in annual general meeting held on 29th September 2018?

After annual general meeting company applied to Bombay Stock Exchange (BSE) for listing permission, and while providing BSE observed some matters which were disclosed incorrectly and/or some matter/s company forget to mention in the notice sent to shareholders for the AGM held on 29th September 2018. The matters observed by BSE inter alia are as:

1. Prior holding of 47 shares of promoter allottee, Boda Vijaya Lakshmi is not disclosed in the Notice, even though the post %age is ok - Kindly clarify on the same.
2. In the Notice, post %age of following allottees is disclosed incorrect for following: -Veera Vara Prasad Vasireddy (Non promoter allottee); Mohana Rao Vadlamudi (Non promoter allottee);Venumadhav Edupuganti (Non promoter allottee) and Boda Satya Naga Suryanarayan (Promoter allottee); Divyesh Nihar Boda (Promoter allottee). So, for the Non promoter allottees, kindly give an undertaking that the Company will ratify the correct post %age (mention correct post % in the undertaking) in the ensuing general meeting before seeking listing approval for the same from Exchange. And, for promoter allottees, kindly give an undertaking that the Company will not allot shares to the aforesaid allottees and to provide In-principle approval for the reduced no. of shares (mention the reduced no of shares for which the approval to be taken in the undertaking)

3. It is observed that, Non promoter allottees namely Venumadhav Edupuganti and Mohana Rao Vadlamudi have bought shares during the relevant pricing period. As stated by the Company in the undertaking submitted that the aforesaid shares are part of pre pref holding and is disclosed in the Notice with same being under lock in, but in the notice and all the application documents, the same is not mentioned anywhere. In this regard, kindly give an undertaking that the Company will ratify the same (i.e. disclosure of pre & post pref holding and correct post % along with it) (mention correct pre & post pref holding and correct post % in the undertaking) in the ensuing general meeting before seeking listing approval from Exchange.
4. As required under RegIn 73(1)(e) of SEBI ICDR, the UBO of the Non promoter allottee, P. Niranjan Rao HUF is not disclosed. In this regard, kindly give an undertaking that the Company will ratify the same (i.e. disclosure of UBO) (mention correct UBO in the undertaking) in the ensuing general meeting before seeking listing approval from Exchange.
5. It is observed that shares are infrequently traded, wrt that kindly provide pricing certificate in compliance with the Reg 76A of SEBI ICDR 2009 i.e. stating that the valuer is Independent CA having 10 years of experience.

Hence as in compliance of aforementioned directions given by BSE, the company has conducted this extra ordinary general meeting.

Following BSE observations, company has followed this procedure:

Firstly the company replied the each observation to BSE, and following that this EGM has been conducted.

Later BSE gave in-principle approval subject to that “The company is required to disclose correct pre & post holding (considering the prior holding) of the Non-Promoter Allottees namely; Veera Vara Prasad Vasireddy, Mahana Rao Vadlamudi & Edupuganti Venumadhav and to disclose correct details under ultimate beneficiary disclosure for Non-Promoter allottee namely P Niranjan Rao HUF and get the same ratified by the shareholders either through postal ballot or in general meeting before seeking listing approval for the shares so allotted so as to be in compliance with Regulation 73(1)(e) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009” on 30th November 2018, and company did board meeting on 12th December 2018 to allot the equity shares and warrants convertible into equity shares.

The company allotted 12,46,120 (Twelve Lakh Forty Six Thousand One Hundred Twenty) Equity Shares on preferential basis at RS 12.51/- (Face value RS 10/-) subject to necessary approval from stock exchange to Non-Promoter allottees who has accepted the preferential offer of the company and for which the company has received total money of RS 1,55,88,961.2/- only (Rupees One Crore Fifty Five Lakh Eighty Eight Thousand Nine Hundred Sixty One and Paise Twenty Only) (including premium) in bank account till date of allotment. The particulars of allotment are as:

| S. No. | Name of Allottees | PAN | Shares Allotted |
|--|-----------------------------|------------|-----------------|
| 1. | Veera Vara Prasad Vasireddy | AAVPV9669H | 1,19,904 |
| 2. | Yenigalla Anantha Lakshmi | ACMPY1224E | 49,280 |
| 3. | Mohana Rao Vadlamudi | AEEPV8589F | 2,20,000 |
| 4. | Giridhar Gupta | BHTPS5470D | 2,50,000 |
| 5. | P Niranjan Rao HUF | AAHHP6842G | 79,936 |
| 6. | Gopala Krishna Yalamanchili | AACPY2624E | 2,50,000 |
| 7. | Vetcha Seshu Babu | ARPPS9720D | 1,00,000 |
| 8. | S Sudhakar | AYPPS3934E | 50,000 |
| 9. | G Venkata Ramana | ANOPG6495N | 25,000 |
| 10. | Rajesh Kumar Chandak | AATPC6647G | 20,000 |
| 11. | Kurcha Gunneswar Rao | ALDPK3378F | 10,000 |
| 12. | Y Krishna Kumari | AAYPY1882E | 10,000 |
| 13. | Lakshmikant Kabra | ADOPK3248F | 20,000 |
| 14. | Mahesh Kumar Nagapuri | ABXPN9583B | 7,000 |
| 15. | Syamkumar Sunkari | ASUPK9443R | 25,000 |
| 16. | Madhav Rao Dundigalla | AHGPD3053P | 10,000 |
| Total Equity Shares Allotted 12,46,120 | | | |

And the company allotted 6,00,000 (Six Lakhs Only) Equity warrants convertible into equity shares (within eighteen months from the date of allotment) of the company on preferential basis at RS 12.51/- (Face value RS 10/-) subject to necessary approval from stock exchange to Non-Promoter allottees who has accepted the preferential offer of the company and for which the company has received 25% of the total consideration amounting RS 18,76,500/- only (Rupees Eighteen Lakhs Seventy Six Thousand Five Hundred Only) (including premium) in bank account till date of allotment. The particulars of allotment are as:

| Name of the Allottees | PAN | Category | No. of Warrants allotted |
|---|------------|-----------------|---------------------------------|
| Sangita Kishor Ostwal | AAEPO3963C | Non-Promoter | 2,50,000 |
| Yogita Manoj Mittal | AIZPM4024F | Non-Promoter | 2,00,000 |
| Sheetal Bhavin Thakkar | AGEPA2636G | Non-Promoter | 1,50,000 |
| Total Warrants convertible into equity shares allotted 6,00,000 | | | |

Yours faithfully,
For Nihar Info Global Limited

Sd/-
Boda Satyanaga Suryanarayana
Managing Director
DIN: 01499145

Place: Hyderabad
Date: 22.01.2019

NIHAR INFO GLOBAL LIMITED

Plot No. 34, Nihar House, Ganesh Nagar, West Marredpally, Secunderabad, 500 026 Telangana

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING**

| | | |
|--------------------------|--|--|
| DP ID | | Name & Address of the registered Shareholder |
| Client Id/ Regd.Folio No | | |
| No. of Shares Held | | |

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company convened at ____ p.m. on _____, _____, 2019 at _____.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

NIHAR INFO GLOBAL LIMITED

Plot No. 34, Nihar House, Ganesh Nagar, West Marredpally,
Secunderabad, 500 026 Telangana

PROXY FORM (Form No. MGT- 11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|--|--|
| Name of the Member(s): Registered Address: | |
| E-mail Id: | |
| Folio No./Client ID | |
| *DP ID: (*Applicable for Members holding Shares in electronic form) | |
| | |

I/ We, being the member(s) of the above named company, havingshares hereby appoint:

1) Name: Address:
.....

Email id: Signature or failing him;

2) Name: Address:
.....

Email id: Signature or failing him;

3) Name: Address:
.....

Email id: Signature or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the Company, to be held on 18th February, 2019 at 4.00p.m. at Hotel Taj Tristar, "Seven Hills", 1-1-40, S.D. Road, Secunderabad-500003 and at any adjournment thereof in respect of such resolution as is indicated below:

| Resolution No | Matter of Resolution | Type of Resolution | No. of Shares | I/We assent to the Resolution (FOR) | I/We assent to the Resolution (AGAINST) |
|---------------|--|--------------------|---------------|-------------------------------------|---|
| 1 | <p>Issue of Equity Shares on Preferential Basis to Non- Promoters</p> <p>"RESOLVED THAT pursuant to the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read with rule 14 of Companies (Prospectus and allotment of Security) Rules, 2014 and rules made thereunder, subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, and subsequent amendments thereto, the Memorandum and Articles of Association of Company and subject to such approvals, consents, permissions and sanctions as may be required from Central Government, SEBI and any other</p> | | Special | | |

| | | | | | |
|---|--|--|---------|--|--|
| | <p>appropriate authorities and subject to the approval of members in their General Meeting, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), 13,07,000 (Thirteen Lakh Seven Thousand only) equity shares of face value of Rs. 10/- each (“Equity Shares”) be issued for cash at an issue price of Rs.12.51 (including a premium of Rs. 2.51 per equity share), aggregating upto Rs.16350570/-, to the following persons, (hereinafter referred to as the “proposed Investors”) on a preferential basis (the “Preferential Issue”)</p> | | | | |
| 2 | <p>Issue of Preferential Warrants Issue of 12,00,000 Warrants to Promoters “RESOLVED THAT pursuant to Sections 42 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014(including any statutory modification thereto or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, are there any foreign holders, SEBI Stock Exchange and any other appropriate authority(ies), Institution(ies) or Body(ies) , if any, as may be, and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, The Board of the Company (which term shall include any duly constituted and authorized committee thereof) be and is hereby authorised on behalf of the Company, to create, offer , issue, and allot up to 12,00,000 warrants (Twelve Lakhs only) on private placement basis through preferential issue to the following persons forming part of the Promoters Group of which shall be exercisable into equity shares of the Company at the option of the warrant holder at an issue/ exercise price of Rs.12.51/- per equity share not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulation and/ or other provisions of the law as may be prevailing at the time</p> | | Special | | |

| | | | | | |
|--|---|--|--|--|--|
| | <p>of allotment of equity shares/ exercise of warrant.”</p> <p>Issue of 11,00,000 Warrants to Non-Promoters</p> <p>“RESOLVED THAT pursuant to Sections 42 & 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014(including any statutory modification thereto or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, are there any foreign holders, SEBI Stock Exchange and any other appropriate authority(ies), Institution(ies) or Body(ies) , if any, as may be, and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, The Board of the Company (which term shall include any duly constituted and authorized committee thereof) be and is hereby authorised on behalf of the Company, to create, offer , issue, and allot up to 11,00,000 warrants (Elevan Lakhs only) on private placement basis through preferential issue to the following persons forming part of the Public (i.e Non Promoters) of which shall be exercisable into equity shares of the Company at the option of the warrant holder at an issue/ exercise price of Rs.12.51/- per equity share not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulation and/ or other provisions of the law as may be prevailing at the time of allotment of equity shares/ exercise of warrant.”</p> | | | | |
|--|---|--|--|--|--|

Signed this Day of 2019.

Signature of Shareholder(s):

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK - POST

If undelivered please return to:



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