

**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 Thursday, December 22, 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. APPROVAL FOR PREFERENTIAL OFFER CUM PRIVATE PLACEMENT OF COMPULSORILY CONVERTIBLE DEBENTURES (“CCD”)**

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 Sections 42, 62 and 71 read with Rule 13 and 18 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, with statutory modifications and amendments thereto, the provisions of the Memorandum of Association and Articles of Association of the company, subject to such terms and conditions as set out under Schedule A hereto and subject to necessary approvals, permissions, consents and sanctions of any regulatory authority including, Reserve Bank of India, the consent of the members of the company be and is hereby accorded to offer, issue and allot 1,50,00,000 (One Crore Fifty Lakh) CCD of face value of INR 1/- (Indian Rupee One Only) each at par, through preferential offer cum private placement, in one or more tranches, to the proposed investor, identified by the board of directors of the company.

**RESOLVED FURTHER THAT** the offer shall be made to the proposed investor in the manner recorded herein below, to be subscribed in one or more tranches on such terms and conditions as may be determined by the board:

| Sl. No. | Name                               | Types of Securities | No. of securities offered | Price per security (in INR) | Investment Amount (in INR) |
|---------|------------------------------------|---------------------|---------------------------|-----------------------------|----------------------------|
| 1.      | Metdeck Innovations LLP            | CCD                 | 1,00,00,000               | 1                           | 1,00,00,000                |
| 2.      | Silus Reddy Chintapalli            | CCD                 | 5,00,000                  | 1                           | 5,00,000                   |
| 3.      | Urvashi Jha                        | CCD                 | 15,00,000                 | 1                           | 15,00,000                  |
| 4.      | Shweta Gupta                       | CCD                 | 20,00,000                 | 1                           | 20,00,000                  |
| 5.      | Branmark Infomedia Private Limited | CCD                 | 10,00,000                 | 1                           | 10,00,000                  |
|         | <b>TOTAL</b>                       |                     | <b>1,50,00,000</b>        |                             | <b>1,50,00,000</b>         |

**RESOLVED FURTHER THAT** the 1,50,00,000 (One Crore Fifty Lakh) CCD proposed to be issued in one or more tranches shall, *inter alia*, have the characteristics as set out in the Schedule A hereto and the equity shares to be issued upon conversion of CCD shall rank pari-passu in all respects with the then existing equity shares of the company and in terms of proviso to Section 62(3), no fresh approval of the members will be required for such conversion.

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**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 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**

**Director**

**07166797**

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

**Date: December 21, 2022**

**Place: Bangalore**

**NOTES:**

1. A member entitled to attend and vote at an extra-ordinary general meeting is entitled to

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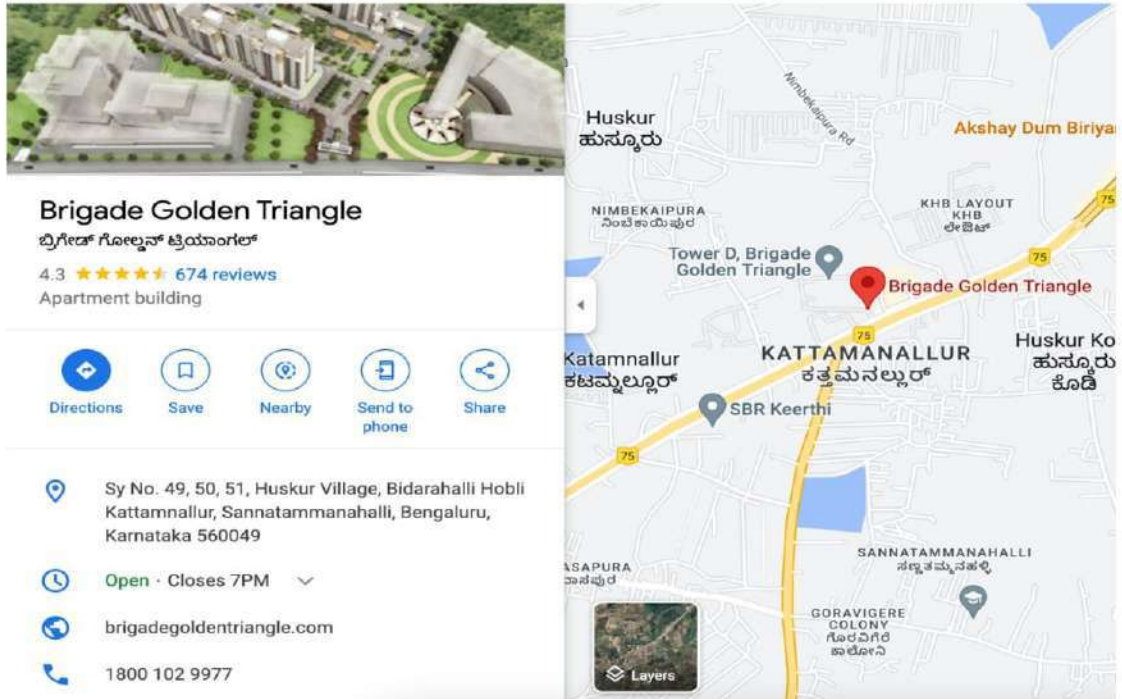
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appoint a proxy to attend and vote for himself / herself and such proxy needs to be a member of the company.

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 December 21, 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.



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**EXPLANATORY STATEMENT**

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

**ITEM NO. 1: APPROVAL FOR PREFERENTIAL OFFER CUM PRIVATE PLACEMENT OF COMPULSORILY CONVERTIBLE DEBENTURES (“CCD”)**

The board of directors at its meeting held on December 21, 2022 had proposed the offer and issue of 1,50,00,000 (One Crore Fifty Lakh) CCD of face value of INR 1/- (Indian Rupee One Only) each at par, through preferential offer cum private placement, in one or more tranches, to the proposed investor, identified by the board of directors of the company basis the terms and conditions set out in the Schedule A hereto.

Sections 42, 62 and 71 of the Companies Act, 2013 read with Rule 13 and 18 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 ('Rules') framed there under, *inter alia*, require the company to obtain the prior approval of the members, by way of a special resolution for issuance of CCD through preferential offer cum private placement.

Hence, the said special resolution, as set out under Item No. 1 of the notice, for preferential offer cum private placement of CCD to the proposed investor, is hereby recommended for consideration and approval by the members of the company.

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

| Sl. No. | Particulars  | Details   |
|---------|--|---|
| 1.      | Objects of the issue   | For furthering the business operations of the company.  |
| 2.      | Particulars of offer and Date of passing of board resolution   | Preferential offer cum private placement of 1,50,00,000 (One Crore Fifty Lakh) CCD of face value of INR 1/- (Indian Rupee One Only) each.<br><br>Approval by the board of directors was granted at its meeting held December 21, 2022.  |
| 3.      | Kind and Total Number of securities to be issued:  | 1,50,00,000 (One Crore Fifty Lakh Compulsorily Convertible Debentures (“CCD”).  |
| 4.      | Price at which the security is being offered including the premium, if any and size and manner of issue. | <b>Issue Price:</b> Face value of INR 1/- (Indian Rupee One Only) each at par.<br><b>Size of Issue:</b> INR 1,50,00,000 (Indian Rupees One Crore Fifty Lakh Only).<br><b>Manner of Issue:</b> Preferential offer cum private placement. |
| 5.      | Basis for the price at which the offer is being made.  | Based on the independent Valuation Report, dated October 21, 2022 obtained by the company from Ranjani Murugesh, Registered Valuer.   |



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|     |  |   |
|-----|--|---|
| 6.  | Relevant date with reference to which the price has been arrived at.   | September 01, 2022  |
| 7.  | Class or classes of persons to whom the allotment is proposed to be made.  | Body corporates and individuals.  |
| 8.  | Name and address of valuer who performed valuation   | Name: Ranjani Murugesh<br>Address: No. 139, BS Colony, HAL 2 <sup>nd</sup> Stage, Indiranagar, Bangalore - 560038.  |
| 9.  | Amount which the company intends to raise by way of such securities and payment terms;   | INR 1,50,00,000 (Indian Rupees One Crore Fifty Lakh Only).<br><b>Payment Terms:</b> 100% on application to subscribe.   |
| 10. | Material terms of raising such securities.   | <b>a. Issue Price:</b><br><b>CCD:</b> CCDs having face value of INR 1/- (Indian Rupee One Only) each at par.<br><b>b. Rights:</b><br>The holders of CCDs shall have the terms of issue as set out in Schedule A annexed to this notice.<br><b>c. Rate of Interest</b> - As per Schedule A.  |
| 11. | The proposed time within which the allotment shall be completed  | The allotment shall be completed within 60 days of receipt of debenture subscription amount.  |
| 12. | The proposed time within which the transaction shall be completed.   | Within 12 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  | 03 (Three)<br>Preferential allotment was approved in the extra-ordinary general meeting held on February 21, 2022 and subsequently allotment was made to the following investors:<br>a. 191 Compulsorily Convertible Preference Shares ("CCPS") to AL Trust acting through its trustee Vistra ITCL (India) Limited and 177 CCPS of INR 1/- each at a premium of INR 26,246/- to SOSV IV LLC on 13.05.2022.<br>b. 171 CCPS of INR 1/- each at a premium of |

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|     |   |   |
|-----|---|---|
|     |   | <p align="center">INR 26,246/- to SOSV IV LLC on 15.09.2022.</p> <p>Extra-ordinary General Meeting held on October 26, 2022 and subsequently allotment was made to the following investors:</p> <p>c. 50,00,000 CCD of INR 1/- each at par to AL Trust acting through its trustee Vistra ITCL (India) Limited on December 08, 2022.</p> |
| 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. Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:**

| Sl. No.  | Category - Equity Shares & CCPS           | Pre-Issue          |                    | Post Issue         |                    |
|----------|---|--------------------|--------------------|--------------------|--------------------|
|          |   | No. of Shares held | % of Share Holding | No. of Shares held | % of Share Holding |
| <b>A</b> | <b>Promoter's Holding</b>                 |                    |                    |                    |                    |
| I        | Indian                                    |                    |                    |                    |                    |
| a.       | Individual                                | 9,378              | 71.97%             | 9,378              | 71.97%             |
| b.       | Body Corporate                            | -                  | -                  | -                  | -                  |
|          | <i>Sub-Total</i>                          | 9,378              | 71.97%             | 9,378              | 71.97%             |
| II       | Foreign Promoters                         | -                  | -                  | -                  | -                  |
| a.       | Individual                                | -                  | -                  | -                  | -                  |
| b.       | Body Corporate                            | -                  | -                  | -                  | -                  |
|          | <b>Sub-Total (A)</b>                      | <b>9,378</b>       | <b>71.97%</b>      | <b>9,378</b>       | <b>71.97%</b>      |
| <b>B</b> | <b>Non-Promoter's Holding</b>             | -                  | -                  | -                  | -                  |
| I        | Institutional Investors                   |                    |                    |                    |                    |
| II       | Non-Institution                           | -                  | -                  | -                  | -                  |
| a.       | Private Corporate Bodies                  | 375                | 2.88%              | 375                | 2.88%              |
| b.       | Directors and Relatives                   | -                  | -                  | -                  | -                  |
| c.       | Indian Public                             | 1,610              | 12.36%             | 1,610              | 12.36%             |
| d.       | Others (including NRIs)- Individual, LLP* | 1667               | 12.79%             | 1667               | 12.79%             |
| e.       | <b>Sub-Total (A)</b>                      | <b>3,652</b>       | <b>28.03%</b>      | <b>3,652</b>       | <b>28.03%</b>      |
| f.       | <b>Grand Total (A) + (B)</b>              | <b>13,030</b>      | <b>100%</b>        | <b>13,030</b>      | <b>100%</b>        |

*\*The pre and post issue shareholding pattern is considered based on the paid up capital of the company and not on fully diluted basis.*

**19. The names of the proposed allottee(s) and the percentage post preferential offer capital to be held by them on a fully diluted basis:**

| Sl. | Name | Present | Present | % to Post issue |
|-----|------|---------|---------|-----------------|
|-----|------|---------|---------|-----------------|

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| No |                                    | Holding          | issue of CCD       | capital**  |
|----|------------------------------------|------------------|--------------------|--|
| 1. | Metdeck Innovations LLP            | NIL              | 1,00,00,000        | Not ascertainable since conversion ratio is not fixed upfront. |
| 2. | Silus Reddy Chintapalli            | 20 Equity shares | 5,00,000           |  |
| 3. | Urvashi Jha                        | NIL              | 15,00,000          |  |
| 4. | Shweta Gupta                       | NIL              | 20,00,000          |  |
| 5. | Branmark Infomedia Private Limited | NIL              | 10,00,000          |  |
|    |                                    |                  | <b>1,50,00,000</b> |  |

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 the order of the Board  
For Techno Xo Private Limited**



**Vikas Devender Goel  
Designation: Director  
DIN: 07166797**

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

**Date: December 21, 2022**

**Place: Bangalore**