



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **01/2024-25 Extra-Ordinary General Meeting ("EGM")** of the Members of **ProYuga Advanced Technologies Limited** will be held on **Thursday, the 12th day of September, 2024 at 10:00 A.M through Video Conference (VC) /Other Audio Visual Means (OAVM)** to transact the following business. The deemed venue of the EGM shall be the Registered Office of the Company situated at Plot No. 30, Brigade Towers, East Wing, Ground Floor, Nanakramguda, Financial District, Gachibowli, K.V.Rangareddy, Seri Lingampally, Telangana-500032, India.

SPECIAL BUSINESS:

1. TO ACCORD CONSENT FOR MAKING LOANS, INVESTMENT AND/OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"**RESOLVED THAT** pursuant to Section 186 of the Companies Act, 2013 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Members be and are hereby accorded to the Board of Directors to make any Loans or Investments and to give any Guarantee or to provide Security in connection with a loan made by any other person to, or to any other person by, a Body Corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 20,00,000,000/- (Rupees Two Hundred Crores Only) as detailed in the attached Explanatory Statement, notwithstanding that such Investments, outstanding Loans given or to be given and Guarantees and Securities provided / to be provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Registered address :

Plot No: 30, Brigade Towers, East Wing, Ground
Floor, Nanakramguda, Financial District, Gachibowli,
Hyderabad-500032, Telangana, India.

+91 8008 76 76 76

company@proyuga.tech

2. TO ACCORD CONSENT FOR ISSUANCE AND ALLOTMENT OF 22,366,985 (TWO CRORES TWENTY THREE LAKHS SIXTY SIX THOUSAND NINE HUNDRED AND EIGHTY FIVE ONLY) EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS THROUGH PRIVATE PLACEMENT PROCESS FOR CONSIDERATION OTHER THAN CASH:

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

“RESOLVED THAT pursuant to and in accordance with (i) the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s), enactments or re-enactment(s) thereof for the time being in force) (ii) the Memorandum of Association and Articles of Association of the Company, (iii) the Share Swap Agreement to be entered into between the Company, the transferors and PINscale Technologies Limited and subsequent amendment(s), if any, (iv) subject to the permissions, consents, sanctions and approval by any authority as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors to create, issue, offer and allot 22,366,985 (Two Crores Twenty Three Lakhs Sixty Six Thousand Nine Hundred and Eighty Five Only) Equity Shares of the Company of face value of Rs. 1/- (Rupee One Only) each (“Equity Shares”) at a premium of Rs. 30/- (Rupees Thirty Only) per Equity Share, aggregating to a total investment of Rs 693,376,535/- (Rupees Sixty-Nine Crores Thirty-Three Lakhs Seventy-Six Thousand Five Hundred and Thirty Five Only) on preferential allotment basis through private placement process for consideration other than cash, to the following investors:

S. no	Name of the Investor	Number of ProYuga Equity Shares	Total Investment in Rs
1.	Gajjarapu Ravi Kishore	675,475	20,939,725
2.	Aakula Swathi	497,640	15,426,840
3.	Bollimunta Saravan Kumar	620,467	19,234,477
4.	Chitta Dinesh	763,554	23,670,174
5.	Alekhya Dara	696,422	21,589,082
6.	Devasani Shiva Shanker Reddy	709,105	21,982,255
7.	Dommeti Manga Sree Kavya	728,078	22,570,418
8.	Chiradeep Doppalapudi	626,798	19,430,738
9.	Edumudi Varshith Naidu	582,479	18,056,849
10.	Gadagoju Vamshi	582,479	18,056,849

11.	Ganguri Anil Kumar	728,099	22,571,069
12.	Gattikoppula Saisumanth Reddy	598,941	18,567,171
13.	Jogiparthi Akhil	652,124	20,215,844
14.	Karri Girish Akash Yeshwanth	557,154	17,271,774
15.	Kosuri Venkata Naresh	629,428	19,512,268
16.	Lingamallu Venkata Manikanta	677,449	21,000,919
17.	Madhamanchi Sravya	620,467	19,234,477
18.	M Sai Teja	633,130	19,627,030
19.	Vinod Kumar Mendem	759,756	23,552,436
20.	Mustoor Aniketh Reddy	807,874	25,044,094
21.	P Nandeep Kumar	696,401	21,588,431
22.	Peddi Dharani	677,136	20,991,216
23.	Goutham Verma Pinnamaraju	749,164	23,224,084
24.	Poosarla Janardhanarao	550,823	17,075,513
25.	Rayavarapu Madhu	715,437	22,178,547
26.	Rayavarapu Naveen	702,774	21,785,994
27.	Sambaraju Sai Sampreeth	645,792	20,019,552
28.	T Vishnu Vamsi Vardhan	683,780	21,197,180
29.	Tammareddy Tarun Krishna	823,048	25,514,488
30.	Teja Srikar Ganta	468,516	14,523,996
31.	Veeravalli Aravind	740,762	22,963,622
32.	Vummadi Karthik Reddy	500,173	15,505,363
33.	Yakkala Manikanta Gupta	633,130	19,627,030
34.	Yellanki Vagdevi	633,130	19,627,030
	Total	22,366,985	693,376,535

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the clauses of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT pursuant to Sections 42 and 62(1)(c) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, consent of the Members of the Company be and is hereby accorded to (i) the draft private placement offer letter in Form PAS-4, along with relevant annexures and the application form annexed thereto, as placed before the Meeting, (ii) maintain complete records of the private placement offers in Form PAS-5, (iii) file returns of allotment of securities in Form PAS-3 and (iv) file other necessary forms, if any with the Registrar of Companies, Telangana, Hyderabad in accordance with the Companies Act, 2013;

RESOLVED FURTHER THAT, for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental, including updating the statutory records of the Company and filing various forms, returns, documents, etc., with the relevant regulatory authorities, and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue, allotment, and utilization of the issue proceeds of the shares, to prescribe the forms of application, enter into an agreement or other instruments and to take such actions or to give such directions as may be necessary or desirable and to obtain any approval, permission, sanction which may be necessary or desirable, as they may deem fit and to pay fees, remuneration, expenses relating thereto, with power to settle all questions, difficulties that may arise in regard to such issue and allotment as it may in its discretion deem fit in best interest of the Company.”

Registered Office:
Plot No. 30, Brigade Towers,
East Wing, Ground Floor,
Nanakramguda, Financial District,
Gachibowli, K.V.Rangareddy,
Seri Lingampally,
Telangana-500032, India

By Order of the Board
For **ProYuga Advanced Technologies Limited**

sd/-
Sai Kiran Nallapaneni
Wholetime Director
DIN: 09507261

Place: Hyderabad
Date: 19.08.2024

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) setting out material facts concerning the special business under item no. 1 & item no.2 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at their meeting held on 19.08.2024 considered that the special business under item no.1 and item no.2 being unavoidable, be transacted at the 01/2024-25 Extraordinary General Meeting (EGM)of the Company.
2. In view of the continuing COVID-19 pandemic, for maintaining social distancing norms and pursuant to General Circular nos. General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular no. 3/2022 dated May 5, 2022, General Circular No 11/2022 dated December 28, 2022 and General Circular no 09/2023 dated September 25, 2023 read with other relevant circulars issued by the Ministry of Corporate Affairs(MCA) (collectively referred to as “**MCA Circulars**”) permitted to hold the EGM through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, this EGM will be convened through VC/OAVM in compliance with the provisions of Act, and Rules made thereunder read with MCA circulars.
3. The deemed venue for the Extraordinary General Meeting (EGM) shall be the registered office of the Company. In accordance with the revised Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), which became effective from April 1, 2024, and as specified in the Ministry of Corporate Affairs (MCA) letter dated January 2, 2024, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the EGM.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
5. Pursuant to provisions of Section 113 of the Companies Act, 2013, Body Corporates / Institutional / Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution /Authorization letter etc. authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting at least 48 hours before the EGM. The said resolution / authorization shall be sent through registered e-mail ID on company@proyuga.tech.

6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and MCA Circulars, the Company is providing facility of Remote e-Voting (e-Voting from a place other than venue of the Meeting) and e-Voting during EGM, to its Members in respect of the businesses to be transacted at the EGM. For this purpose, necessary arrangements have been made by the Company with NSDL to facilitate Remote e-Voting and e-Voting during EGM. The instructions for the process to be followed for Remote e-Voting and e-Voting during the EGM are forming part of this Notice.
9. In compliance with the aforesaid MCA Circulars, Notice of the Extraordinary General Meeting along with all the documents mentioned therein is being sent only through electronic mode to those Members whose name appear in the Register of Members / Beneficial Owners maintained by the Depositories as on benpos date i.e., 16th August 2024 and whose email addresses are registered with the Company / Depositories. Members may note that the Notice of the Extraordinary General meeting will also be available on the website of the Company, i.e. <https://www.proyuga.tech> and also available on the website of NSDL (Agency for Providing Remote E-voting facility) i.e www.evoting.nsdl.com
10. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company on or before 09th September 2024 through email on company@Proyuga.tech. The same will be replied by the Company suitably.
11. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

12. The recorded transcript of the EGM which will be held on Thursday, the 12th day of September, 2024 shall be maintained by the Company and also be made available on the website of the Company at the earliest soon after the conclusion of the Meeting.

13. **VOTING THROUGH ELECTRONIC MEANS**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The Company has appointed K Bhaskar from K Bhaskar & Associates as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.
- iii. The Member whose name appears on the Register of Members / Beneficial Owners maintained by the Depositories as on the cut off date i.e., 06th September 2024 will only be considered for the purpose of Remote e-voting and E-voting.
- iv. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off Date i.e. 06th September 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- v. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- vi. The Members attending the EGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the EGM through E-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the EGM but shall not vote at the EGM
- vii. The remote e-voting period commences on Monday, 09th September, 2024 (10:00 a.m. IST) and ends on Wednesday, 11th September, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 06th September 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled/ blocked by NSDL for voting thereafter. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- viii. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ix. A person who is not a Member as on the cut-off date i.e., 06th September 2024 should treat this Notice for information purpose only.
- x. The voting rights of Members shall be in proportion to their shares of the paid up share capital of the Company as on cut-off date i.e. 06th September 2024

- xi. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- xii. All grievances connected with the facility for voting by electronic means may be addressed to evoting@nsdl.co.in.

14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 09th September 2024 at 10:00 A.M. and ends on Wednesday, 11th September 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 06th September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up Equity share capital of the Company as on the cut-off date, being 06th September 2024 .

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c) How to retrieve your 'initial password'? (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password: a) Click on " Forgot User Details/Password? "(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com . b) Physical User Reset Password? " (If you are holding shares in physical mode) option available on www.evoting.nsd.com . c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining a virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaskarandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company@proyuga.tech.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to company@proyuga.tech. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see a link of "VC/OAVM link" placed under the "Join General meeting" menu against the company name. You are requested to click on the VC/OAVM link placed under the Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at company@proyuga.tech. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to Company@proyuga.tech between Thursday, September 05th 2024 (9.00 a.m IST) and Sunday, September 08th, 2024 (5.00 p.m IST). Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO.01:

The Members are informed that in order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of Members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of Members by way of special resolution as contained in the notice of the Extra-Ordinary General Meeting for an amount not exceeding Rs. 20,00,000,000 (Rupees Two Hundred Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend passing the Special Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel or their Relatives is in any way concerned or interested, financially or otherwise in this Resolution except as Members of the Company.

ITEM NO.02:

The Board of Directors of the Company had, at their meeting held on 19th August 2024 and in accordance with (i) the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s), enactments or re-enactment(s) thereof for the time being in force) (ii) the Memorandum of Association and Articles of Association of the Company, (iii) the Share Swap Agreement to be entered into between the Company, the transferors and PINscale Technologies Limited and subsequent amendment(s), if any, (iv) subject to the permissions, consents, sanctions and approval by any authority as may be necessary and (v) subject to the approval of Members of the Company in a general meeting by way of Special Resolution, has approved to create, issue, offer and allot 22,366,985 (Two Crores Twenty Three Lakhs Sixty Six Thousand Nine Hundred and Eighty Five Only) Equity Shares of the Company of face value of Re 1/- (Rupee One Only) each ("Equity Shares") at a premium of Rs 30/- (Rupees Thirty Only) per Equity Share, aggregating to a total investment of Rs. 693,376,535/- (Rupees Sixty-Nine Crores Thirty-Three Lakhs Seventy-Six Thousand Five Hundred and Thirty Five Only) on preferential allotment basis through private placement process process for consideration other than cash, to the prospective investors.

Registered address :

Plot No: 30, Brigade Towers, East Wing, Ground
Floor, Nanakramguda, Financial District, Gachibowli,
Hyderabad-500032, Telangana, India.

+91 8008 76 76 76

company@proyuga.tech

Pursuant to Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time ('Rules') framed thereunder, *inter alia*, require a company to obtain the prior approval of the Members by way of a special resolution for the proposed issuance.

A Statement of disclosure as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is as under:

1.	The object of the issue	The present issue of Equity Shares is for consideration other than cash pursuant to the Share Swap Agreement.
2.	the total number of shares or other securities to be issued	22,366,985 (Two Crores Twenty Three Lakhs Sixty Six Thousand Nine Hundred and Eighty Five Only) Equity Shares
3.	the price or price band at/within which the allotment is proposed;	Issue price of Rs 31/- (Rupees Thirty One Only) per Equity Share (Face value of Re 1/- and Premium of Rs 30/- each)
4.	the basis on which the price has been arrived at along with the report of the registered valuer	Based on the Valuation report issued by Mr. Nishant Loya, Registered Valuer.
5.	relevant date with reference to which the price has been arrived at	30.06.2024
6.	the class or classes of persons to whom the allotment is proposed to be made	Non Promoter Individuals who are Indian citizens
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	One of the Director Mr. Sai Teja Manchukanti is participating the offer
8.	the proposed time within which the allotment shall be completed	The Company shall complete the allotment within a period of 60 days from the days from the receipt of consideration other than cash.

9.	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	
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Sr. No.	Name of the proposed allottee	Pre issue Holding	% of pre issue Holding	Post issue Holding	% of post issue Holding
1.	Gajjarapu Ravi Kishore	3,838,360	1.440	4,513,835	0.016
2.	Aakula Swathi	5,100	0.002	502,740	0.002
3.	Bollimunta Saravan Kumar	917,980	0.344	1,538,447	0.005
4.	Chitta Dinesh	115,630	0.043	879,184	0.003
5.	Alekhya Dara	246,762	0.093	943,184	0.003
6.	Devasani Shiva Shanker Reddy	451,591	0.169	1,160,696	0.004
7.	Dommeti Manga Sreekavya	492,410	0.185	1,220,488	0.004
8.	Chiradeep Doppalapudi	3,136,321	1.176	3,763,119	0.013
9.	Edumudi Varshith Naidu	20,048	0.008	602,527	0.002
10.	Gadagoju Vamshi	128,483	0.048	710,962	0.002
11.	Ganguri Anil Kumar	215,120	0.081	943,219	0.003
12.	Gattikoppula Saisumanth Reddy	18,715	0.007	617,656	0.002
13.	Jogiparthi Akhil	822,785	0.309	1,474,909	0.005
14.	Karri Girish Akash Yeshwanth	228,000	0.086	785,154	0.003
15.	Kosuri Venkata Naresh	2,136,688	0.801	2,766,116	0.010
16.	Lingamallu Venkata Manikanta	231,063	0.087	908,512	0.003
17.	Madhamanchi Sravya	2,422,920	0.909	3,043,387	0.011
18.	M Sai Teja	176,195	0.066	809,325	0.003
19.	Vinod Kumar Mendem	222,499	0.083	982,255	0.003
20.	Mustoor Aniketh Reddy	208,966	0.078	1,016,840	0.004
21.	P Nandeep Kumar	872,502	0.327	1,568,903	0.005
22.	Peddi Dharani	250,280	0.094	927,416	0.003

	23.	Goutham Verma Pinnamaraju	5,774	0.002	754,938	0.003
	24.	Poosarla Janardhanarao	82,200	0.031	633,023	0.002
	25.	Rayavarapu Madhu	799,069	0.300	1,514,506	0.005
	26.	Rayavarapu Naveen	232,137	0.087	934,911	0.003
	27.	Sambaraju Sai Sampreeth	264,324	0.099	910,116	0.003
	28.	T Vishnu Vamsi Vardhan	36,625	0.014	720,405	0.002
	29.	Tammareddy Tarun Krishna	31,000	0.012	854,048	0.003
	30.	Teja Srikar Ganta	60,001	0.023	528,517	0.002
	31.	Veeravalli Aravind	167,500	0.063	908,262	0.003
	32.	Vummadi Karthik Reddy	106,075	0.040	606,248	0.002
	33.	Yakkala Manikanta Gupta	99,600	0.037	732,730	0.003
	34.	Yellanki Vagdevi	524,315	0.197	1,157,445	0.004
10.	the change in control, if any, in the company that would occur consequent to the preferential offer			Not Applicable		
11.	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			No Preferential Allotment have been made during the Financial year		
12.	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer			The present issue of Equity Shares is for consideration other than cash pursuant to the Share Swap Agreement. The value of Equity Shares has been arrived based on the Valuation report issued by Mr. Nishant Loya, Registered Valuer has been approved by the Board of Directors		
13.	The pre issue and post issue shareholding pattern of the company in the following format-					

	Sr no	Category	Pre-issue		Post-issue	
			No of shares held	% of shareholding	No of shares held	% of shareholding
	A	Promoters' holding				
	1	Indian	-	-	-	-
		Individual	-	-	-	-
		Bodies corporate	-	-	-	-
		Sub-total	-	-	-	-
	2	Foreign promoters	-	-	-	-
		sub-total (A)	-	-	-	-
	B	Non-promoters' holding				
	1	Institutional investors	-	-	-	-
	2	Non-institution				
		Private corporate bodies	1,080,375	0.405	1,080,375	0.374
		Directors and relatives	48,682,711	18.260	49,315,841	17.065
		Indian public	210,080,060	78.796	231,813,915	80.218
		others (including NRIs)	6,769,987	2.539	6,769,987	2.343
		Sub-total (B)	266,613,133	100	288,980,118	100.00
		Grand Total	266,613,133	100	288,980,118	100.00

14.	particulars of the offer including date of passing of Board resolution;	<p>Issue of 22,366,985 (Two Crores Twenty Three Lakhs Sixty Six Thousand Nine Hundred and Eighty Five Only) Equity Shares of the Company of face value of Rs 1/- (Rupee One Only) each ("Equity Shares") at a premium of Rs 30/- (Rupees Thirty Only) per Equity Share aggregating to 693,376,535/- (Rupees Sixty-Nine Crores Thirty-Three Lakhs Seventy-Six Thousand Five Hundred and Thirty Five Only) on preferential basis through private placement for the prospective investors for consideration other than cash</p> <p>Date of passing of Board Resolution: 19.08.2024</p>
15.	kinds of securities offered and the price at which security is being offered:	Equity Shares bearing a face value of Re 1/- (Rupee One Only) each at a premium of Rs 30/- (Rupees Thirty Only) each
16.	basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	As per the valuation report issued by Mr. Nishant Loya
17.	name and address of valuer who performed valuation	<p>Name: Mr. Nishant Loya</p> <p>Address: 14-10-40,41,1494,1495/1, 2nd floor, Shree Radha Nivas, Jinsi Chowraha, Hyderabad - 500012, Telangana</p>
18.	amount which the company intends to raise by way of such securities	693,376,535/- (Rupees Sixty-Nine Crores Thirty-Three Lakhs Seventy-Six Thousand Five Hundred and Thirty Five Only)
19.	material terms of raising such securities	Not applicable
20.	proposed time schedule	The offer letter shall be valid for a period of twelve months from the date of issue of this Private Placement Offer Letter.

21.	purposes or objects of offer	The present issue of Equity Shares is for consideration other than cash pursuant to the purchase of equity shares of PINscale Technologies Limited by a Share Swap Agreement.
22.	contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;	One of the Director Mr. Sai Teja Manchukanti is participating the offer
23.	principle terms of assets charged as securities	Not Applicable

In accordance with the provision of Section 42 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, a company offering or making an invitation to subscribe to securities on preferential allotment basis through private placement process, is required to obtain prior approval of the members by way of special resolution, for each of the offers or invitation.

The approval of the members is accordingly being sought by way of special resolution under sections 42 and 62 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 made thereunder.

The directors recommend the resolution at item no 2 for the approval by the Members as a special resolution.

Except Mr. Sai Teja Manchukanti none of the directors, key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in this resolution except as members of the Company.

Registered Office:
Plot No. 30, Brigade Towers,
East Wing, Ground Floor,
Nanakramguda, Financial District,
Gachibowli, K.V.Rangareddy,
Seri Lingampally,
Telangana-500032, India

By Order of the Board
For **ProYuga Advanced Technologies Limited**

sd/-
Sai Kiran Nallapaneni
Wholetime Director
DIN: 09507261

Place: Hyderabad
Date: 19.08.2024