

GACM TECHNOLOGIES LIMITED

Date: September 18, 2025

To,
The Secretary,
Listing Department
BSE Limited
P.J Towers, Dalal Street, Fort,
Mumbai - 400 001

To,
The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza. 5th Floor, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E), Mumbai-
400051, Maharashtra.

SCRIP CODE: 531723 / 570005

SYMBOL: GATECH / GATECHDVR

SUBJECT: OUTCOME FOR MEETING OF THE BOARD OF DIRECTORS OF GACM TECHNOLOGIES LIMITED ("THE COMPANY") HELD ON THURSDAY, SEPTEMBER 18, 2025.

REFERENCE DISCLOSURE PURSUANT TO REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Dear Sir/Madam,

In furtherance to the captioned subject and mentioned reference, we wish to inform you that the Board of Directors of the Company in its meeting held today i.e., Thursday, September 18, 2025, has *inter-alia*

1. Approval of Corrigendum to the Notice of 30th Annual General Meeting of the Company to be held on September 25, 2025 at 11.30 A.M. (attached herewith).
2. In reference to the outcome of the Board meeting held on August 22, 2025 and adjourned on August 26, 2025, the Board approves the amendments in item no. 8 of Shareholders resolution suggested by the Stock exchange regarding the Issue of shares to non-promoters on preferential issue basis (Share Swap) in the following documents;
 1. List of Allottees
 2. Addendum to Valuation Report
 3. PCA Certificate as per SEBI (ICDR) Reg, 2018
 4. PCS Certificate as per SEBI (ICDR) Reg, 2018
3. In reference of the outcome of the Board held on September 03, 2025 regarding raising of funds through Qualified Institute Placement (QIP) / Foreign Currency Convertible Bonds ("FCCBs"), the Board in furtherance discussed and approved to raise the funds only through Qualified Institute Placement (QIP) for an aggregate amount up to Rs. 400 Crores in accordance with the applicable laws in one or more tranches.

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016, Telangana, India.

CIN: L67120TG1995PLC020170

WEBSITE: <https://www.gacmtech.com/> **EMAIL ID:** cs@gacmtech.com

CONTACT: 040-69086900/84

GACM TECHNOLOGIES LIMITED

BRIEF CREDENTIALS OF THE MEETING ARE AS FOLLOWS:

Sr. No.	Particulars	Details
1.	Intimation under Regulation 29 for Board Meeting	NA
2.	Day & Date of Board Meeting	Thursday, September 18, 2025
3.	Place of Board Meeting	Kura Towers, 10 th floor, D. No.1-11-254 & 1-11-255, S.P. Road, Begumpet, Hyderabad - 500016, Telangana, India
4.	Commencement Time	11:00 A.M. (IST)
5.	Concluded Time	12:00 P.M. (IST)

We request you to take the same on record.

Thanking You,
Yours faithfully,

For and on behalf of **GACM TECHNOLOGIES LIMITED**

Sujata Suresh Jain
Company Secretary & Compliance Officer
Membership No.: A59706
Place: Hyderabad

Encl : A.A

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CORRIGENDUM TO THE NOTICE OF 30TH ANNUAL GENERAL MEETING

This Corrigendum is being issued to the Notice of 30th Annual General Meeting (AGM) of the Members of the Company scheduled on Thursday, September 25, 2025 at 11:30 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ("OAVM").

This Corrigendum to the Notice of AGM dated September 03, 2025 is being issued by way of a clarification and shall form an integral part of the Notice of AGM which has already been circulated to shareholders of Company on September 03, 2025. The Notice of the AGM shall always be read in conjunction with this Corrigendum.

Item No. 08 of the AGM Notice – Amendment to the resolution for approval for Issuance of equity shares of the company to non-promoters on preferential issue basis (share swap) in lieu of acquisition of 5.34% stake in Market Simplified India Limited and 21.06% of stake in Wexl Edu Private Limited

The Members may note that there are amendments in the resolution and the explanatory statement based on the suggestions/ requirement of Stock exchange vide GATECH_821414760_09092025_115608_RL and GATECHDVR_388662440_11092025_122113_R_1

The revised resolution for Item no. 08 is enclosed as an **Annexure A** to this corrigendum for consideration and approval by the members of the company along with the explanatory statement to the resolution.

All concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agency appointed for e-voting and all other concerned persons are requested to take note of the above change.

This Corrigendum shall also be available at the website of the Company at <https://gacmtech.com/> and on the website of BSE Limited at www.bseindia.com and on the website of National Stock Exchange of India Limited at www.nseindia.com where the shares of the Company are listed.

All other contents of the AGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged

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Item No. 09 of the AGM Notice – Amendment to the resolution for approval Raising Funds by way of Qualified Institution Placement (QIP) / Foreign Currency Convertible Bonds (“FCCBS”), for an Aggregate Amount Up To USD 110 Million (Equivalent to Approximately INR 1,000 Crore):

The Members may note that the Company does not intend to raise funds by the way of Foreign Currency Convertible Bonds (“FCCBS”). Accordingly, reference to “Foreign Currency Convertible Bonds (“FCCBS”)” in the resolution is being deleted.

The revised resolution for Item no. 09 is enclosed as an **Annexure B** to this corrigendum for consideration and approval by the members of the company. For more information on the said agenda item, kindly refer explanatory statement of the AGM Notice dated September 03, 2025.

All concerned shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agency appointed for e-voting and all other concerned persons are requested to take note of the above change.

This Corrigendum shall also be available at the website of the Company at <https://gacmtech.com/> and on the website of BSE Limited at www.bseindia.com and on the website of National Stock Exchange of India Limited at www.nseindia.com where the shares of the Company are listed.

All other contents of the AGM Notice save and except as clarified, modified or supplemented by this Corrigendum, shall remain unchanged.

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ANNEXURE A

8. TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES OF THE COMPANY TO NON-PROMOTERS ON PREFERENTIAL ISSUE BASIS (SHARE SWAP) IN LIEU OF ACQUISITION OF 5.09% STAKE IN MARKET SIMPLIFIED INDIA LIMITED AND 20.83% OF STAKE IN WEXL EDU PRIVATE LIMITED.

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or reenactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed {“Stock Exchange(s)”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies 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 approvals, consents, permissions and / or sanctions and which may be agreed by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (“Subscription Shares”), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for consideration other than cash towards payment of the total purchase consideration of Market Simplified India Limited will be allotted with 80 equity shares of the company (80:1) as per Allottee Table C and for every share held in WEXL EDU Private Limited will be allotted with 120 equity shares with ordinary voting rights of the company (120:1) as per Allottee Table B and 120 equity shares with Differential Voting Rights of the company (120:1) as per Allottee Table A which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (“Subscription Shares”), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for consideration other than cash towards payment of the total purchase consideration payable by the Company to Market Simplified India Limited & WEXL EDU Private Limited, (“Proposed Allottee”), on such terms and conditions as the Board may think fit.

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Allottee Table A			
S.No	Name of the existing Shareholder of M/s . WEXL EDU Private Limited / Proposed Allottees	No. of shares held by the respective allottees in WEXL EDU private Limited	Maximum Nos. of Equity Shares to be allotted by way of swap shares in the swap ratio of 120:1 (DVR Shares)
1.	KALIDAS CHINTA	115,685	13,882,200
2.	RAGHAVENDRA RAO POTLURI	97,818	11,738,160
3.	RAJENDRA KUMAR	29,412	3,529,440
4.	NEELAMMA	29,412	3,529,440
5.	S PRIYA	25,411	3,049,320
6.	USHA GUPTA (AVINASH PRADHAN)	23,530	2,823,600
7.	VANKAYALA NARENDRA KUMAR	11,765	1,411,800
8.	PARESH KAPADE	11,765	1,411,800
9.	SHITAL KAPADE	11,765	1,411,800
10.	KRISHNA VEERA VENKATA CHOKKAKULA	11,765	1,411,800
11.	CHANDRA ARUNACHALAM	8,235	988,200
12.	MAINA BALDOTA	7,059	847,080
13.	KURUGANTI VENKAT SHIVANAND REDDY	46,686	5,602,320
14.	SRINIVAS RAO PANTANGAY	134,798	16,175,760
15.	PANKAJ JAIPRAKASH KANKATTI	23,530	2,823,600
16.	M THOYAJA RAO	12,353	1,482,360
17.	SURENDER JAIN	11,765	1,411,800
18.	BOMMA GYANESHWAR NAETHA	8,471	1,016,520
19.	ANIL KUMAR BHALLA	5,883	705,960
20.	D CHANDRASHEKAR	5,882	705,840
21.	NIRMALA VYAS	4,706	564,720
22.	MARUPUDI SRAVANI	20,832	2,499,840
23.	VISHAL SAI KUNNAPAREDDY	10,000	1,200,000
24.	PRIYA JAI SHANKAR	7,412	889,440
25.	VALLELA PAVANKUMAR REDDY	8,647	1,037,640
26.	KURUKUNDA KIRAN KUMAR	3,824	458,880
27.	ASHOK PANDURANG AKADE	5,883	705,960
28.	ABHIMANYU KHURANA	41,176	4,941,120
29.	MANVENDRA SINGH	11,763	1,411,560
30.	KRISHAN KUMAR RAWAT	8,236	988,320
31.	SAMBI REDDY BOMMAREDDY	2,470	296,400
32.	BOMMAREDDY VIJAYA	2,470	296,400
33.	N KARUNA REDDY	6,000	720,000
34.	S PADMALAYA DEVI	5,294	635,280

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35.	SHRADDHA LAXMIKANT AGGARWAL	7,058	846,960
36.	VARANASI ASHA	3,294	395,280
37.	GOUTAM BETALA	2,353	282,360
38.	SUNIL KUMAR PATCHAVA	3,529	423,480
39.	SUREKHA MAHESH SHAH	11,765	1,411,800
40.	POLAMARASETTY PRATAP KUMAR	5,882	705,840
41.	GANESH BABURAO KAMBLE	2,941	352,920
42.	SAWITRI KUMARI PARMAR	3,530	423,600
43.	NATESH KOLUSU	2,824	338,880
44.	UTKARSH SINGH BAIS	7,059	847,080
45.	KRUPANAND MANDALA	2,353	282,360
46.	GOPAL SOMANI	2,353	282,360
47.	MUDHIGONDA RUKMINI	2,188	262,560
48.	HARSHA P S	2,353	282,360
49.	SHRADDHA SENGAR	2,353	282,360
50.	SOURABH SINGH SENGAR	1,176	141,120
51.	NIKHILESH M	8,333	999,960
52.	VEERA VENKATA SATYA PRASAD UPPULURI	2,353	282,360
53.	PRADIP BHIKAJI WAGHMARE	4,118	494,160
54.	SATISH NOOKIREDDY	2,353	282,360
55.	PRABURAJ GEORGE	1,176	141,120
56.	SAURABH MUDGAL	5,882	705,840
57.	GANESHBABU NALINI	3,529	423,480
58.	CHIDAMBARAKUMARASAMY	1,176	141,120
59.	ASHISH VERMA	2,353	282,360
60.	PARIDALA HARSHA VARDHAN	7,059	847,080
61.	SARAVANA KUMAR N	5,882	705,840
62.	SUGUMAR	2,941	352,920
63.	SARANYA G	2,353	282,360
64.	KUMPATLA JAINENDHRA SAI	3,529	423,480
65.	DULAM RAVIKANTH	1,666	199,920
66.	PUDI PRADEEP	166,666	19,999,920
67.	LAXMI EXPORTS	208,333	24,999,960
68.	BHARATH PALATLA	625,000	75,000,000
69.	PEMMANABOYINA UDAYA MANIKANATA	83,333	9,999,960
70.	NARESH KODURU	50,000	6,000,000
71.	JYOTHI MUGATHA	3,120	374,400
72.	YEDDU ANUDEEPU	2,259	271,080
73.	JAYADURGA PASUPU	2,003	240,360
74.	DHARMARAO PASUPU	2,971	356,520
75.	AYUSH TANEJA	12,404	1,488,480

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76.	ASHOK BASABANNAYA VASTRAD	5,012	601,440
77.	CHANDRASEKHAR SITARAMA MALLELA	15,294	1,835,280
78.	PEDDI NAVEEN KUMAR	7,059	847,080
79.	VINITHA TANDRA	7,059	847,080
80.	RAJENDAR GARIGANTI	35,294	4,235,280
81.	KARUMURI MADHAV	10,000	1,200,000
82.	NARMADA NADADHURI	4,706	564,720
83.	K N SUMITHRA	9,412	1,129,440
84.	MAHADHAATRI TOWNSHIPS PRIVATE LIMITED	119,165	14,299,800
85.	BURUGUPALLI JHANSI LAKSHMI	18,006	2,160,720
86.	RELANGI NARAYANA	48,521	5,822,520
87.	T PADMAJA SAI VALLI	1,176	141,120
88.	KADALI CHANDRASHEKHAR	2,960	355,200
89.	POOJA RANI	2,353	282,360
90.	RAJESH SRINIVAS	2,353	282,360
91.	JAYASUDHA R	1,765	211,800
92.	DIVYA UPADHYAY	1,176	141,120
93.	DEELIP NANAKRAM PARASWANI	5,882	705,840
94.	PRAKASH KUMAR JAIN	1,176	141,120
95.	MOHIT GUPTA	3,529	423,480
96.	SHALINI LAXMAN	12,353	1,482,360
97.	AJAY KUMAR TIWARI	2,941	352,920
98.	SALMA VISHWANATHAN	4,517	542,040
99.	PRAVEEN KAUSHIK	1,176	141,120
100.	AAKASH JAIN	5,882	705,840
		2,374,273	284,912,760

Allottee Table B

S.No	Name of the existing Shareholder of M/s . WEXL EDU Private Limited / Proposed Allottees	No. of shares held by the respective allottees in WEXL EDU private Limited	Maximum Nos. of Equity Shares to be allotted by way of swap shares in the swap ratio of 120:1 (Equity Shares)
1.	KISHORE KUMAR KURAKULA	11,765	1,411,800
2.	GORINTA PRAVEEN	45,000	5,400,000
3.	THADIVADA SRINIVASA RAO	58,333	6,999,960
4.	SERU MAHENDRAVARAPU LOKESH	30,000	3,600,000
5.	REVU SAILAJA	50,000	6,000,000
6.	BHARGAVI	12,941	1,552,920
7.	SABITA GAVIRNENI	45,000	5,400,000

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8.	LAVANYA GORINTA	50,000	6,000,000
9.	AVM TECH ED SOLUTIONSPVT LTD	4,800,000	576,000,000
10	SRINIVASA RAJU KALIDINDI	117,647	14,117,640
11	REMESH THUVAYOOR VARIAM	34,705	4,164,600
12	KISHORE KUMAR KURAKULA	588,235	70,588,200
13	PRIYA RAHUL MALU	358,823	43,058,760
14	LEO JOSEPH LEMOS	14,171	1,700,520
15	CHAVALI KRISHNAVENI	6,470	776,400
16	SATYA VENKATA RAMANA TELIDEVARA	32,353	3,882,360
17	KUNAPALLI SATYA PRASAD	23,530	2,823,600
18	SATISH CHANDRA DEGAPUDI	5,882	705,840
19	MANISH SHAH	5,882	705,840
20	D RAM REDDY	29,647	3,557,640
21	MOHAN BABU JALUKURI	177,648	21,317,760
22	ANURADHA DENDI	88,083	10,569,960
23	AASHISH KUMAR	39,530	4,743,600
24	VARUN REDDY	29,412	3,529,440
25	VAIBHAV REDDY PAPIREDDY	29,412	3,529,440
26	SANJANA DENDI	29,400	3,528,000
27	SNEHA DENDI	29,400	3,528,000
28	SWAPNA TUMALA	29,412	3,529,440
29	THOTA GOVIND	11,765	1,411,800
30	GORINTA VIJAYA BABU	50,000	6,000,000
31	PRAVALLIKA TIRUMALASETTY	10,677	1,281,240
		6,845,123	821,414,760

Allottee Table C			
S.No	Name of the existing Shareholder of M/s . Market Simplified India Limited / Proposed Allottees	No. of shares held by the respective allottees in Market Simplified India Limited	Maximum Nos. of Equity Shares to be allotted by way of swap shares in the swap ratio of 80:1 (DVR Shares)
1	PANKAJ JAIPRAKASH KANKATTI	323,076	25,846,080
2	MADURANTAKAM DHANDAPANI SENTHILNATHAN	70,000	5,600,000
3	RAMA KRISHNA VENKATA SESHADRI PIDDPARTHY	50,000	4,000,000
4	K S T RAJESH SUNDAR	45,000	3,600,000
5	JAYADEV GANUGAPATI	20,000	1,600,000
6	DILIP DATTATRAY JOSHI	20,000	1,600,000
7	KRISHNA VEERA VENKATA CHOKKAKULA SATYANARAYANA	17,000	1,360,000
8	K S T MADHUMATHI	15,000	1,200,000

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9	VIDHYA THANARAJAN	15,000	1,200,000
10	SESHAGIRI RAO ANNANGI	12,308	984,640
11	K VARA PRASADA RAO	11,538	923,040
12	MANAS	11,000	880,000
13	JAYARAMAN B	10,933	874,640
14	SOWJANYA JABISETTY	10,000	800,000
15	CHANDRASEKHAR SITARAMA MALLELA	10,000	800,000
16	K G SURESHRAO	10,000	800,000
17	SAHAB SINGH RATHI	8,621	689,680
18	ARPAN RATHI	8,621	689,680
19	DURGA SRINIVAS NADELLA	8,500	680,000
20	SRINIVAS RAO PANTANGAY	200,000	16,000,000
21	GOUTHAM JAIN & SONS (HUF)	25,000	2,000,000
22	TARANATH V SHETTY	7,150	572,000
23	K S THANARAJAN	15,000	1,200,000
24	CHANDRASEKHAR GEETHA	1,000	80,000
25	VALLELA PAVANKUMAR REDDY	13,333	1,066,640
26	ALLURI MASTHAN SURYANARAYANA RAJU	8,196	655,680
27	RAGHAVAN SRINIVASAN	40,900	3,272,000
28	A VIJAYANARAYANAN	2,857	228,560
29	R THENSUBHA	10,000	800,000
30	THANARAJAN RAJESHSUNDAR VIHRTESHWAR	40,000	3,200,000
31	MOHAN KUMAR DOSHI	5,000	400,000
32	SHONALI ASHWIN VALSANGKAR	20,000	1,600,000
33	MOHAN BABU JALUKURI	7,142	571,360
34	SHRIYANKA PRAVEEN	8,333	666,640
35	KEDARNATH RACHAPALLI	8,333	666,640
		10,88,841	8,71,07,280

“RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Tuesday, August 26, 2025 i.e., being the date, which is 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Thursday, September 25, 2025.”

RESOLVED FURTHER THAT aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for consideration other than cash (swap of equity shares);
- b) The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date

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of receipt of such approval or permission;

c) The Equity Shares shall be allotted by the Company to the Proposed Allottees (i.e. the shareholders of target company) in de-materialized form within the time prescribed under the applicable laws;

d) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions 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 including the payment of dividend and voting rights from the date of allotment thereof.

e) The pre-preferential allotment holding of the Proposed Allottees, if any and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; and

f) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the Equity Shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other period as may be mutually agreed by the Company and the Proposed Allottees

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares by way of swap of shares, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Managing Director and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, to settle the difference amount, if any, in cash, towards payment of full enterprise value of Market

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Simplified India Limited and Wexl Edu Private Limited, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board, and/or any other matter which may be incidental hereto and connected herewith.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Managing Director and/or Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

8. TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES OF THE COMPANY TO NON-PROMOTERS ON PREFERENTIAL ISSUE BASIS (SHARE SWAP) IN LIEU OF ACQUISITION OF 5.09% STAKE IN MARKET SIMPLIFIED INDIA LIMITED AND 20.83% OF STAKE IN WEXL EDU PRIVATE LIMITED

The Members are must have learnt from the media or stock exchange filings, or any other sources that the Board of Directors of the Company, in its meeting held on August 22, 2025 and adjourned on August 26, 2025, has approved the acquisition of 5.09% stake in Market Simplified India Limited and 20.83% of Stake in WEXL EDU Private Limited ("Target Company") from its existing shareholders through swap of shares for an agreed enterprise value of Rs. 119.34 Crores. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company through Preferential allotment (swap of shares).

M/s. WEXL EDU Private Limited is a fast-growing education technology firm engaged in delivering AI-enabled academic solutions across India. It focuses on scalable, personalized learning and assessment platforms with national-level implementation potential. The acquisition is aimed to integrate and strengthen the supply chain for company's Infrastructural, whereas M/s. Market Simplified India Limited is a thought leader in revolutionizing and digitizing products for financial institutions by continuously innovating and simplifying. The acquisition finance enabled the company to position itself as a thought leader when it comes to Digital Customer Experience, API & Middleware Servicing, QA Automation & Security, Infrastructure, Cloud & Monitoring Support For acquisition of the equity shares of target company, the Board of Directors of your Company at its meeting held on August 26, 2025 decided to issue and allot up to 1193434800 Equity Shares with Ordinary and Differential Voting Rights of the Company having face value of Re. 1/- (Rupee One Only) at an issue price of Rs. 1/- (Rupees

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One Only) per equity shares per share, on preferential basis to the existing shareholders of M/s. WEXL EDU Private Limited in proportion to their respective shareholding in the M/s. WEXL EDU Private Limited for consideration other than cash i.e., swap of Equity shares in the ratio of 120:1 i.e. every 120 (one Hundred Twenty) Equity Share or every 120 (one Hundred Twenty) DVR share of GACM Technologies Limited is being exchanged for one (1) Equity Share of the WEXL EDU Private Limited, towards the acquisition of 20.83% stake in M/s WEXL EDU Private Limited, and to the existing shareholders of M/s. Market Simplified India Limited in proportion to their respective shareholding in the M/s. Market Simplified India Limited for consideration other than cash i.e., swap of Equity shares in the ratio of 80:1 i.e. every 80 (Eighty) Equity Share of GACM Technologies Limited is being exchanged for one (1) Equity Share of the Market Simplified India Limited, towards the acquisition of 5.09% stake in M/s Market Simplified India Limited at the enterprise and combined total value of Rs. 119.34 Crores. It is pertinent to note that the Board further authorized to settle the difference amount, if any, in cash, towards payment of full enterprise value of WEXL EDU Private Limited and Market Simplified India Limited.

The proposed Preferential Issue is to be issued to the persons belonging to “Non-Promoter Category” as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on August 22, 2025 and adjourned on August 26, 2025. The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 8 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price :

The Board of Directors at its meeting held on August 22, 2025 and adjourned on August 26, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of upto 1193434800 Equity Shares with Ordinary and Differential Voting Rights of the Company having face value of Re. 1/- (Rupee One Only) at an issue price of Rs. 1/- (Rupees One Only) per equity shares, on preferential basis to the existing shareholders of M/s. WEXL EDU Private Limited in proportion to their respective shareholding in the M/s. WEXL EDU Private Limited for consideration other than cash i.e., swap of Ordinary Equity shares and Differential Value Equity shares in the ratio of 120:1 i.e. every 120 (one Hundred Twenty) Equity Share of GACM Technologies Limited is being exchanged for one (1) Equity Share of the WEXL EDU Private Limited, towards the acquisition of 20.83% stake in M/s WEXL EDU Private Limited, and to the existing shareholders of M/s. Market Simplified India Limited in proportion to their respective shareholding in the M/s. Market Simplified India Limited for consideration other than cash i.e., swap of Equity shares in the ratio of 80:1 i.e. every 80 (Eighty) Equity Share with Differential Voting Rights of GACM Technologies Limited is being exchanged for one (1) Equity Share of the Market Simplified India Limited, towards the acquisition of 5.09% stake in M/s Market Simplified India Limited at the enterprise value of Rs. 119.34 Crores.

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2. Objects of the Preferential Issue:

The Company decided to discharge the Purchase Consideration payable for the purpose of acquisition of the Target Company by acquiring 6845123 Equity Shares of Wexl by Swapping 821414760 Equity Shares with ordinary voting rights and 2374273 Equity Shares of Wexl by swapping 284912760 Equity shares with differential voting rights of Issuer company & 1088841 Equity Shares of MSIL by swapping 87107280 Equity shares with differential voting rights of issuer company, from the Proposed Allottees for consideration other than cash i.e., swap of Equity shares with Ordinary voting Rights or Differential Voting Rights of the Company as mentioned in resolution at Item No. 8 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges and any other regulatory approvals, as may be applicable.

3. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of equity shares is Tuesday, August 26, 2025 i.e., being the date, which is 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Thursday, September 25, 2025."

4. Basis on which the price has been arrived at and justification for the price (including premium, if any);

The Equity Shares of the Company are listed National Stock Exchange of India Limited (NSE) and BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares in preferential issue has to be calculated as under:

- The 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher.**

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the equity shares may be issued computes to Rs. 1/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price minimum price of the shares issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of

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Mr. Rambabu Gadiparthi, Registered valuer (IBBI/RV/06/2019/11111) i.e., Rs. 1/- per equity shares. The said report is available on the website of the Company at [https://gacmtech.com/files/announcements/638936328757100131_GACM - Valuation Report compressed.pdf](https://gacmtech.com/files/announcements/638936328757100131_GACM_-_Valuation_Report_compressed.pdf)

The Valuation report and the List of Allottees along with the pricing was reviewed and recommended by the Committee of Independent Director in their meeting dated August 26, 2025.

Rationale for review by Committee of Independent Directors:

- i. In line with the requirements of SEBI (ICDR) Regulations, 2018, and to ensure transparency and fairness, the Valuation Report, List of Allottees, and pricing were placed before the Committee of Independent Directors for their review and recommendation.
- ii. The Independent Directors, being non-executive and not related to the proposed allottees, provide an additional layer of oversight to safeguard the interests of minority shareholders and to ensure that the preferential issue is undertaken at a fair and justifiable price.
- iii. This practice also aligns with principles of good corporate governance and strengthens investor confidence in the process.

Confirmation on change in control:

- i. We confirm that the proposed preferential allotment **does not result in any change in control or management** of the Company.
- ii. The shareholding of the promoters and promoter group post-allotment will remain within the permissible thresholds, and no new entity or individual will acquire control over the Company pursuant to this issue.

In view of the above, the Board of the Company decided to issue equity shares to be allotted on preferential basis to the proposed allottees at Rs. 1/- (Rupees One Only) per equity shares being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

In view of the above, the Board of the Company decided to issue equity shares to be allotted on preferential basis to the proposed allottees at Rs. 1/- (Rupees One Only) per equity shares being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

5. Valuation Report of Target Company;

The valuation report of target companies Wexl Edu Private Limited and Market Simplified India Limited was obtained from independent valuator Mr. Rambabu Gadiparthi Registered valuer (IBBI/RV/06/2019/11111).

6. Amount which the company intends to raise by way of such securities;

The shares are being allotted for a consideration other than cash as consideration payable for the acquisition as mentioned above.

7. Name and address of valuer who performed valuation

Mr. Rambabu Gadiparthi, H. No. 40, 1st Floor, Model Colony, besides ESI Hospital, SR Nagar, Hyderabad - 500082, Telangana, Registered valuer (IBBI/RV/06/2019/11111)

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8. Principal terms of Assets charged as securities: **Not Applicable**

9. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Company proposes to discharge the Purchase Consideration payable for the acquisition of the Target Company by acquiring 6845123 Equity Shares of Wexl by Swapping 821414760 Equity Shares with ordinary voting rights and 2374273 Equity Shares of Wexl by swapping 284912760 Equity shares with differential voting rights of Issuer company & 1088841 Equity Shares of MSIL by swapping 87107280 Equity shares with differential voting rights of issuer company, from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

10. **The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

None of the Promoters, Directors, Key Managerial Personnel and Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment

11. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: **Not Applicable**

12. **The Shareholding Pattern of the issuer before and after the preferential issue on fully diluted basis:**

Shareholding Pattern of Equity shares with Ordinary Voting Rights:

Particulars	Pre-issue shareholding		Post issue shareholding on fully diluted basis	
	No. of shares	Shareholding	No. of shares	Shareholding
		%		%
A. PROMOTER SHAREHOLDING				
1. Indian	0	-	0	-
a. Individuals/Hindu undivided Family	0	-	0	-
b. State Government(s)	0	-	0	-
c. Financial Institutions/ Banks	0	-	0	-
d. Any Other (Bodies Corporate)	10000000	0.91	10000000	0.52
Sub-Total (A)(1)	10000000	0.91	10000000	0.52
2. Foreign				
a. Individuals(Non-Resident Individuals/Foreign Individuals)	0	-	0	-
b. Government	0	-	0	-
c. Institutions	0	-	0	-
d. Foreign Portfolio Investor	0	-	0	-
e. Any Other (specify)	0	-	0	-
Sub-Total (A)(2)	0	-	0	-

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Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	10000000	0.91	10000000	0.52
B. PUBLIC SHAREHOLDING				
1. Institutions	0	-	0	-
a. Mutual Funds/	97000	0.01	97000	0.01
b. Venture Capital Funds	0	-	0	-
c. Alternate Investment Funds	0	-	0	-
d. Foreign Venture Capital Investors	0	-	0	-
e. Foreign Portfolio Investors	2177176	0.20	2177176	0.11
f. Financial Institutions/ Banks	0	-	0	-
g. Insurance Companies	0	-	0	-
h. Provident Funds/ Pension Funds	0	-	0	-
i. Any Other(Bodies Corporate)	0	-	0	-
Sub-Total (B)(1)	2274176	0.21	2274176	0.12
2. Central Government/ State Government(s)/ President of India	0	-	0	-
Sub-Total (B)(2)	0	-	0	-
3. Non-institutions				
a. Individuals -	1014752758	92.02	1260167518	65.49
b. NBFCs registered with RBI	600000	0.05	600000	0.03
c. Employee Trusts	0	-	0	-
d. Overseas Depositories (holding DRs)	0	-	0	-
(balancing figure)	0	-	0	-
e. Any Other (Trust)	736	0.00	736	0.00
Non-Resident Indian (NRI)	11328852	1.03	11328852	0.59
Bodies Corporate	49614324	4.50	625614324	32.51
Clearing member	900000	0.08	900000	0.05
HUF	13271390	1.20	13271390	0.69
Foreign Portfolio Investor (Corporate)	0	-	0	-
Sub-Total (B)(3)	1090468060	98.89	1911882820	99.36
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	1092742236	99.09	1914156996	99.48
C. NON PROMOTER- NON PUBLIC SHAREHOLDING				
1. Custodian/DR Holder	0	-	0	-
2. Employee Benefit Trust	0	-	0	-
3. Total Non-Promoter- Non Public	0	-	0	-
Shareholding (C)= (C)(1)+(C)(2)	0	-	0	-
GRAND TOTAL (A+B+C)	1102742236	100.00	1924156996	100.00

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Shareholding Pattern of Equity shares with Differential Voting Rights:

Particulars	Pre-issue shareholding		Post issue shareholding on fully diluted basis	
	No. of shares	Shareholding	No. of shares	Shareholding
		%		%
A. PROMOTER SHAREHOLDING				
1. Indian	0	-	0	-
a. Individuals/Hindu undivided Family	249	0.00	249	0.00
b. State Government(s)	0	-	0	-
c. Financial Institutions/ Banks	0	-	0	-
d. Any Other (Bodies Corporate)	704	0.00	704	0.00
Sub-Total (A)(1)	953	0.00	953	0.00
2. Foreign				
a. Individuals(Non-Resident Individuals/Foreign Individuals)	0	-	0	-
b. Government	0	-	0	-
c. Institutions	0	-	0	-
d. Foreign Portfolio Investor	0	-	0	-
e. Any Other (specify)	0	-	0	-
Sub-Total (A)(2)	0	-	0	-
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	953	0.00	953	0.00
B. PUBLIC SHAREHOLDING				
1. Institutions	0	-	0	-
a. Mutual Funds/	24250	0.01	24250	0.00
b. Venture Capital Funds	0	-	0	-
c. Alternate Investment Funds	0	-	0	-
d. Foreign Venture Capital Investors	0	-	0	-
e. Foreign Portfolio Investors	407987	0.22	407987	0.07
f. Financial Institutions/ Banks	0	-	0	-

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g. Insurance Companies	0	-	0	-
h. Provident Funds/ Pension Funds	0	-	0	-
i. Any Other(Bodies Corporate)	0	-	0	-
Sub-Total (B)(1)	432237	0.23	432237	0.07
2. Central Government/ State Government(s)/ President of India	0	-	0	-
Sub-Total (B)(2)	0	-	0	-
3. Non-institutions				
a. Individuals -	177010394	93.33	509730674	90.75
b. NBFCs registered with RBI	0	-	0	-
c. Employee Trusts	0	-	0	-
d. Overseas Depositories (holding DRs)	0	-	0	-
(balancing figure)	0	-	0	-
e. Any Other (Trust)	559532	0.30	559532	0.10
Non-Resident Indian (NRI)	723232	0.38	723232	0.13
Bodies Corporate	8119925	4.28	47419685	8.44
Clearing member	0	-	0	-
HUF	2819621	1.49	2819621	0.50
Foreign Portfolio Investor (Corporate)	0	-	0	-
Sub-Total (B)(3)	189232704	99.77	561252744	99.92
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	189664941	100.00	561684981	100.00
C. NON PROMOTER- NON PUBLIC SHAREHOLDING				
1. Custodian/DR Holder	0	-	0	-
2. Employee Benefit Trust	0	-	0	-
3. Total Non-Promoter- Non Public	0	-	0	-
Shareholding (C)= (C)(1)+(C)(2)	0	-	0	-
GRAND TOTAL (A+B+C)	189665894	100.00	561685934	100.00

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13. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said equity shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: **NIL**

15. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s): Table of allottees with BO:

Sr. No.	NAME OF THE ALLOTTEE	CATEGORY	TYPE OF SECURITIES	ULTIMATE BENEFICIAL OWNER
1	AVM Tech Ed Solutions Private Limited	Non-Promoter Public	Equity Shares	Mugata Punyavathi Lavanya Gorinta
2	Goutam Jain & Sons (Huf)	Non-Promoter Public	Equity Shares with Differential Rights	Goutam Jain
3	Mahadhaatri Townships Private Limited	Non-Promoter Public	Equity Shares with Differential Rights	Gopidesh Chandra Sekhar Rao
4	Laxmi Exports	Non-Promoter-Public	Equity Shares with Differential Rights	R J Bharat Kumar

All remaining Allottees ultimate beneficial owners of the securities proposed is not applicable.

16. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue: **No change in control post issue.**

(The post issue holding percent is calculated taking into factor only equity shareholding with ordinary voting rights i.e. 1924156996)**

Sr. No	Name of the proposed allottee (s)	Category	Permanent Account Number (PAN)	Holding Pre-Preferential Issue		No. of Equity shares to be allotted	Post-Preferential Holding on fully diluted basis	
				No. of Shares	%		No. of Shares	%
1	KISHORE KUMAR KURAKULA	Non - Promoter	AOOPK2018N	89207	0.0081	1411800	1501007	0.0780
2	GORINTA PRAVEEN	Non - Promoter	IHDPP3470H	0	-	5400000	5400000	0.2806
3	THADIVADA SRINIVASA RAO	Non - Promoter	BOZPT4298F	0	-	6999960	6999960	0.3638
4	SERU MAHENDRAVARAPU LOKESH	Non - Promoter	BHVPL2529J	0	-	3600000	3600000	0.1871
5	REVV SAILAJA	Non - Promoter	NSGPS1494R	0	-	6000000	6000000	0.3118

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6	BHARGAVI	Non - Promoter	AHRPB3211E	0	-	1552920	1552920	0.0807
7	SABITA GAVIRNENI	Non - Promoter	AKQPR6549F	1000	0.0001	5400000	5401000	0.2807
8	LAVANYA GORINTA	Non - Promoter	COSPG1038L	0	-	6000000	6000000	0.3118
9	AVM TECH ED SOLUTIONSPVT LTD	Non - Promoter	AAWCA7824R	0	-	576000000	576000000	29.9352
10	SRINIVASA RAJU KALIDINDI	Non - Promoter	AGQPK9527J	0	-	14117640	14117640	0.7337
11	REMESH THUVAYOOR VARIAM	Non - Promoter	APTPR9243J	0	-	4164600	4164600	0.2164
12	KISHORE KUMAR KURAKULA	Non - Promoter	AOOPK2018N	0	-	70588200	70588200	3.6685
13	PRIYA RAHUL MALU	Non - Promoter	AHAPM8646F	0	-	43058760	43058760	2.2378
14	LEO JOSEPH LEMOS	Non - Promoter	ACUPL1237E	0	-	1700520	1700520	0.0884
15	CHAVALI KRISHNAVENI	Non - Promoter	AASPC7830N	0	-	776400	776400	0.0404
16	SATYA VENKATA RAMANA TELIDEVARA	Non - Promoter	ABYPT1487D	0	-	3882360	3882360	0.2018
17	KUNAPALLI SATYA PRASAD	Non - Promoter	AHEPK4386J	11000	0.0010	2823600	2834600	0.1473
18	SATISH CHANDRA DEGAPUDI	Non - Promoter	AESPD7570E	0	-	705840	705840	0.0367
19	MANISH SHAH	Non - Promoter	AEGPS6359N	0	-	705840	705840	0.0367
20	D RAM REDDY	Non - Promoter	ABPPD9522N	0	-	3557640	3557640	0.1849
21	MOHAN BABU JALUKURI	Non - Promoter	ACYPJ4541P	0	-	21317760	21317760	1.1079
22	ANURADHA DENDI	Non - Promoter	AKUPD3926E	0	-	10569960	10569960	0.5493
23	AASHISH KUMAR	Non - Promoter	ATIPK2909F	0	-	4743600	4743600	0.2465
24	VARUN REDDY	Non - Promoter	AVZPD7619J	0	-	3529440	3529440	0.1834
25	VAIBHAV REDDY PAPIREDDY	Non - Promoter	ASTPP4161A	0	-	3529440	3529440	0.1834
26	SANJANA DENDI	Non - Promoter	CELPB3575G	0	-	3528000	3528000	0.1834
27	SNEHA DENDI	Non - Promoter	BCEPD9385G	0	-	3528000	3528000	0.1834
28	SWAPNA TUMALA	Non - Promoter	CEKPS6249R	0	-	3529440	3529440	0.1834
29	THOTA GOVIND	Non - Promoter	ARGPT5619M	0	-	1411800	1411800	0.0734
30	GORINTA VIJAYA BABU	Non - Promoter	ANFPG0011M	0	-	6000000	6000000	0.3118
31	PRAVALLIKA TIRUMALASETTY	Non - Promoter	BPRPT6862G	0	-	1281240	1281240	0.0666

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Sr. No	Name of the proposed allottee(s)	Category	Permanent Account Number (PAN)	Holding Pre-Preferential Issue		No of Equity Shares allotted for Share-Swap	Post-Preferential Holding on fully diluted basis	
				No. of Shares	%		No of Shares	%
1	KALIDAS CHINTA	Non-Promoter	AJDPC5913A	0	0.0000	13882200	13882200	2.4715
2	RAGHAVENDRA RAO POTLURI	Non-Promoter	AEMPP9732J	0	0.0000	11738160	11738160	2.0898
3	RAJENDRA KUMAR	Non-Promoter	ANIPK6595M	0	0.0000	3529440	3529440	0.6284
4	NEELAMMA	Non-Promoter	APDPN7742J	0	0.0000	3529440	3529440	0.6284
5	S PRIYA	Non-Promoter	BMAPP9226Q	0	0.0000	3049320	3049320	0.5429
6	USHA GUPTA (AVINASH PRADHAN)	Non-Promoter	DNCPG5928K	0	0.0000	2823600	2823600	0.5027
7	VANKAYALA NARENDRA KUMAR	Non-Promoter	ABIPV4398K	0	0.0000	1411800	1411800	0.2514
8	PARESH KAPADE	Non-Promoter	AHWPK6351K	0	0.0000	1411800	1411800	0.2514
9	SHITAL KAPADE	Non-Promoter	AHWPK6363K	0	0.0000	1411800	1411800	0.2514
10	KRISHNA VEERA VENKATA CHOKKAKULA SATYANARAYANA	Non-Promoter	BNKPS3476A	108794	0.0574	1411800	1520594	0.2707
11	CHANDRA ARUNACHALAM	Non-Promoter	ASUPC9229R	0	0.0000	988200	988200	0.1759
12	MAINA BALDOTA	Non-Promoter	AAVPB8646G	0	0.0000	847080	847080	0.1508
13	KURUGANTI VENKAT SHIVANAND REDDY	Non-Promoter	CPAPK6141M	0	0.0000	5602320	5602320	0.9974
14	SRINIVAS RAO PANTANGAY	Non-Promoter	AFSPP7821H	96167	0.0507	16175760	16271927	2.8970
15	PANKAJ JAIPRAKASH KANKATTI	Non-Promoter	ACGPK5448N	0	0.0000	2823600	2823600	0.5027
16	M THOYAJA RAO	Non-Promoter	AQSPM4610Q	89056	0.0470	1482360	1571416	0.2798
17	SURENDER JAIN	Non-Promoter	ACOPJ0284F	0	0.0000	1411800	1411800	0.2514
18	BOMMA GYANESHWAR NAETHA	Non-Promoter	AYZPG7881N	0	0.0000	1016520	1016520	0.1810
19	ANIL KUMAR BHALLA	Non-Promoter	ADTPB7826K	0	0.0000	705960	705960	0.1257
20	D CHANDRASHEKAR	Non-Promoter	AUAPD8319D	0	0.0000	705840	705840	0.1257
21	NIRMALA VYAS	Non-Promoter	AAOPV7828B	0	0.0000	564720	564720	0.1005
22	MARUPUDI SRAVANI	Non-Promoter	BMDPS1332R	0	0.0000	2499840	2499840	0.4451

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23	VISHAL SAI KUNNAPAREDDY	Non-Promoter	KPLPK7256E	0	0.0000	1200000	1200000	0.2136
24	PRIYA JAI SHANKAR	Non-Promoter	ACJPJ9265D	0	0.0000	889440	889440	0.1584
25	VALLELA PAVANKUMAR REDDY	Non-Promoter	AHNPV5549B	0	0.0000	1037640	1037640	0.1847
26	KURUKUNDA KIRAN KUMAR	Non-Promoter	CTNPK8712K	0	0.0000	458880	458880	0.0817
27	ASHOK PANDURANG AKADE	Non-Promoter	AAZPA9287G	0	0.0000	705960	705960	0.1257
28	ABHIMANYU KHURANA	Non-Promoter	AGAPK0380P	0	0.0000	4941120	4941120	0.8797
29	MANVENDRA SINGH	Non-Promoter	BAIPS6313R	0	0.0000	1411560	1411560	0.2513
30	KRISHAN KUMAR RAWAT	Non-Promoter	ALLPR4406M	900	0.0005	988320	989220	0.1761
31	SAMBI REDDY BOMMAREDDY	Non-Promoter	AFOPB2369G	0	0.0000	296400	296400	0.0528
32	BOMMAREDDY VIJAYA	Non-Promoter	APJPB9681A	0	0.0000	296400	296400	0.0528
33	N KARUNA REDDY	Non-Promoter	AEZPN2016C	71165	0.0375	720000	791165	0.1409
34	S PADMALAYA DEVI	Non-Promoter	GUVPD1604J	44483	0.0235	635280	679763	0.1210
35	SHRADDHA LAXMIKANT AGGARWAL	Non-Promoter	AKUPA8938P	0	0.0000	846960	846960	0.1508
36	VARANASI ASHA	Non-Promoter	AFBPV0922Q	0	0.0000	395280	395280	0.0704
37	GOUTAM BETALA	Non-Promoter	ABFPB6569F	0	0.0000	282360	282360	0.0503
38	SUNIL KUMAR PATCHAVA	Non-Promoter	ACUPP7449J	0	0.0000	423480	423480	0.0754
39	SUREKHA MAHESH SHAH	Non-Promoter	ADWPS1159F	0	0.0000	1411800	1411800	0.2514
40	POLAMARASETTY PRATAP KUMAR	Non-Promoter	AMTPP7823K	0	0.0000	705840	705840	0.1257
41	GANESH BABURAO KAMBLE	Non-Promoter	AQNPK3518L	0	0.0000	352920	352920	0.0628
42	SAWITRI KUMARI PARMAR	Non-Promoter	BBTPP2699R	0	0.0000	423600	423600	0.0754
43	NATESH KOLUSU	Non-Promoter	BHPPK9172E	0	0.0000	338880	338880	0.0603
44	UTKARSH SINGH BAIS	Non-Promoter	BPGPB1381H	0	0.0000	847080	847080	0.1508
45	KRUPANAND MANDALA	Non-Promoter	BQCPM0760L	0	0.0000	282360	282360	0.0503
46	GOPAL SOMANI	Non-Promoter	EKPPS3757H	0	0.0000	282360	282360	0.0503
47	MUDHIGONDA RUKMINI	Non-Promoter	EPBPM8337C	0	0.0000	262560	262560	0.0467
48	HARSHA P S	Non-Promoter	EWOPS2381J	0	0.0000	282360	282360	0.0503
49	SHRADDHA SENGAR	Non-Promoter	HHPPS6921F	0	0.0000	282360	282360	0.0503

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50	SOURABH SINGH SENGAR	Non-Promoter	LBWPS1369A	0	0.0000	141120	141120	0.0251
51	NIKHILESH M	Non-Promoter	CHPPM9240N	0	0.0000	999960	999960	0.1780
52	VEERA VENKATA SATYA PRASAD UPPULURI	Non-Promoter	AAMPU6028J	0	0.0000	282360	282360	0.0503
53	PRADIP BHIKAJI WAGHMARE	Non-Promoter	ABQPW5128A	0	0.0000	494160	494160	0.0880
54	SATISH NOOKIREDDY	Non-Promoter	ACBPN0837D	0	0.0000	282360	282360	0.0503
55	PRABURAJ GEORGE	Non-Promoter	AGJPG6456F	0	0.0000	141120	141120	0.0251
56	SAURABH MUDGAL	Non-Promoter	AOEPM0164K	0	0.0000	705840	705840	0.1257
57	GANESHBABU NALINI	Non-Promoter	AQOPN3116G	0	0.0000	423480	423480	0.0754
58	CHIDAMBARAKUMARAS AMY	Non-Promoter	AZFPC7303L	0	0.0000	141120	141120	0.0251
59	ASHISH VERMA	Non-Promoter	BNUPV0248R	0	0.0000	282360	282360	0.0503
60	PARIDALA HARSHA VARDHAN	Non-Promoter	CHUPP9627H	0	0.0000	847080	847080	0.1508
61	SARAVANA KUMAR N	Non-Promoter	CRPPS2086G	0	0.0000	705840	705840	0.1257
62	SUGUMAR	Non-Promoter	CSJPS6785B	0	0.0000	352920	352920	0.0628
63	SARANYA G	Non-Promoter	EFCPS0485C	0	0.0000	282360	282360	0.0503
64	KUMPATLA JAINENDHRA SAI	Non-Promoter	QPSPS6552G	0	0.0000	423480	423480	0.0754
65	DULAM RAVIKANTH	Non-Promoter	AIKPR8746E	0	0.0000	199920	199920	0.0356
66	PUDI PRADEEP	Non-Promoter	AOXPP9476Q	0	0.0000	19999920	19999920	3.5607
67	LAXMI EXPORTS	Non-Promoter	AADFL6361Q	620891	0.3274	24999960	25620851	4.5614
68	BHARATH PALATLA	Non-Promoter	ANMPP3904F	0	0.0000	75000000	75000000	13.3527
69	PEMMANABOYINA UDAYA MANIKANATA	Non-Promoter	CRHPP9272R	0	0.0000	9999960	9999960	1.7803
70	NARESH KODURU	Non-Promoter	FJDPK7804K	0	0.0000	6000000	6000000	1.0682
71	JYOTHI MUGATHA	Non-Promoter	BDZPM7856D	300	0.0002	374400	374700	0.0667
72	YEDDU ANUDEEPU	Non-Promoter	AWEPY5216G	0	0.0000	271080	271080	0.0483
73	JAYADURGA PASUPU	Non-Promoter	CNHPP1712L	0	0.0000	240360	240360	0.0428
74	DHARMARAO PASUPU	Non-Promoter	AKLPD4130H	0	0.0000	356520	356520	0.0635
75	AYUSH TANEJA	Non-Promoter	ADCPT0792K	10864	0.0057	1488480	1499344	0.2669
76	ASHOK BASABANNAYA VASTRAD	Non-Promoter	ABOPV4406C	0	0.0000	601440	601440	0.1071

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77	CHANDRASEKHAR SITARAMA MALLELA	Non-Promoter	AFQPM4840K	0	0.0000	1835280	1835280	0.3267
78	PEDDI NAVEEN KUMAR	Non-Promoter	AISPP8148E	0	0.0000	847080	847080	0.1508
79	VINITHA TANDRA	Non-Promoter	BKQPT3733E	0	0.0000	847080	847080	0.1508
80	RAJENDAR GARIGANTI	Non-Promoter	ATLPG0071F	87200	0.0460	4235280	4322480	0.7696
81	KARUMURI MADHAV	Non-Promoter	LMOPK5186N	0	0.0000	1200000	1200000	0.2136
82	NARMADA NADADHURI	Non-Promoter	AFPPN8229N	0	0.0000	564720	564720	0.1005
83	K N SUMITHRA	Non-Promoter	CBKPS5178Q	0	0.0000	1129440	1129440	0.2011
84	MAHADHAATRI TOWNSHIPS PRIVATE LIMITED	Non-Promoter	AALCM8764F	174311	0.0919	14299800	14474111	2.5769
85	BURUGUPALLI JHANSI LAKSHMI	Non-Promoter	BGHPB2684R	25000	0.0132	2160720	2185720	0.3891
86	RELANGI NARAYANA	Non-Promoter	AJJPR6859A	127555	0.0673	5822520	5950075	1.0593
87	T PADMAJA SAI VALLI	Non-Promoter	AZBPT1942Q	0	0.0000	141120	141120	0.0251
88	KADALI CHANDRASHEKHAR	Non-Promoter	ASGPK8035M	300	0.0002	355200	355500	0.0633
89	POOJA RANI	Non-Promoter	APRPR0868R	0	0.0000	282360	282360	0.0503
90	RAJESH SRINIVAS	Non-Promoter	BJVPS8054H	0	0.0000	282360	282360	0.0503
91	JAYASUDHA R	Non-Promoter	AQLPJ9086C	0	0.0000	211800	211800	0.0377
92	DIVYA UPADHYAY	Non-Promoter	HSIPD6628E	0	0.0000	141120	141120	0.0251
93	DEELIP NANAKRAM PARASWANI	Non-Promoter	AKCPP7159F	0	0.0000	705840	705840	0.1257
94	PRAKASH KUMAR JAIN	Non-Promoter	ABVPJ1169P	0	0.0000	141120	141120	0.0251
95	MOHIT GUPTA	Non-Promoter	AFTPG8918C	0	0.0000	423480	423480	0.0754
96	SHALINI LAXMAN	Non-Promoter	ACIPL3653N	0	0.0000	1482360	1482360	0.2639
97	AJAY KUMAR TIWARI	Non-Promoter	AJIPT2351C	0	0.0000	352920	352920	0.0628
98	SALMA VISHWANATHAN	Non-Promoter	AFSPS4699Q	76095	0.0401	542040	618135	0.1100
99	PRAVEEN KAUSHIK	Non-Promoter	BGLPK4236L	0	0.0000	141120	141120	0.0251
100	AAKASH JAIN	Non-Promoter	BHXP7377M	0	0.0000	705840	705840	0.1257

(The post issue holding percent is calculated taking into factor only equity shareholding with differential voting rights i.e. 561685934)**

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Sr. No	Name of the proposed allottee (s)	Category	Permanent Account Number (PAN)	Holding Pre-Preferential Issue		No of Equity Shares allotted for Share-Swap	Post-Preferential Holding on fully diluted basis	
				No. of Shares	%		No. of Shares	%
1	PANKAJ JAIPRAKASH KANKATTI	Non-Promoter	ACGPK5448N	0	0	25846080	25846080	4.6015
2	MADURANTAKAM DHANDAPANI SENTHILNATHAN	Non-Promoter	AGVPD1894N	0	0	5600000	5600000	0.9970
3	RAMA KRISHNA VENKATA SESHADRI PIDDAPARTHY	Non-Promoter	APCPP4270Q	0	0	4000000	4000000	0.7121
4	K S T RAJESH SUNDAR	Non-Promoter	ADSPR1304H	0	0	3600000	3600000	0.6409
5	JAYADEV GANUGAPATI	Non-Promoter	AFJPG1953N	0	0	1600000	1600000	0.2849
6	DILIP DATTATRAY JOSHI	Non-Promoter	ABAPJ6671R	0	0	1600000	1600000	0.2849
7	KRISHNA VEERA VENKATA CHOKKAKULA SATYANARAYANA	Non-Promoter	BNKPS3476A	108794	0.05736	1360000	1468794	0.2615
8	K S T MADHUMATHI	Non-Promoter	ADTPM3657M	0	0	1200000	1200000	0.2136
9	VIDHYA THANARAJAN	Non-Promoter	ABXPV3050D	0	0	1200000	1200000	0.2136
10	SESHAGIRI RAO ANNANGI	Non-Promoter	ACFPA5293C	0	0	984640	984640	0.1753
11	K VARA PRASADA RAO	Non-Promoter	AIIPK8659B	0	0	923040	923040	0.1643
12	MANAS	Non-Promoter	FODPM8059D	0	0	880000	880000	0.1567
13	JAYARAMAN B	Non-Promoter	ACSPJ2056K	0	0	874640	874640	0.1557
14	SOWJANYA JABISSETTY	Non-Promoter	AHRPJ8537H	0	0	800000	800000	0.1424
15	CHANDRASEKHAR SITARAMA MALLELA	Non-Promoter	AFQPM4840K	0	0	800000	800000	0.1424
16	K G SURESHRAO	Non-Promoter	ALFPS2045B	0	0	800000	800000	0.1424
17	SAHAB SINGH RATHI	Non-Promoter	AAWPR9650H	0	0	689680	689680	0.1228
18	ARPAN RATHI	Non-Promoter	BFGPR4308A	0	0	689680	689680	0.1228
19	DURGA SRINIVAS NADELLA	Non-Promoter	AFMPN3534P	0	0	680000	680000	0.1211
20	SRINIVAS RAO PANTANGAY	Non-Promoter	AFSPP7821H	96167	0.05070	16000000	16096167	2.8657
21	GOUTHAM JAIN & SONS (HUF)	Non-Promoter	AAEHG0408A	0	0	2000000	2000000	0.3561
22	TARANATH V SHETTY	Non-Promoter	AQMPS0727Q	0	0	572000	572000	0.1018
23	K S THANARAJAN	Non-Promoter	ABKPT9653M	0	0	1200000	1200000	0.2136
24	CHANDRASEKHAR GEETHA	Non-Promoter	AGMPG9188K	0	0	80000	80000	0.0142

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25	VALLELA PAVANKUMAR REDDY	Non-Promoter	AHNPV5549B	0	0	1066640	1066640	0.1899
26	ALLURI MASTHAN SURYANARAYANA RAJU	Non-Promoter	AAYPA8502B	0	0	655680	655680	0.1167
27	RAGHAVAN SRINIVASAN	Non-Promoter	AJEPR4085K	0	0	3272000	3272000	0.5825
28	A VIJAYANARAYANAN	Non-Promoter	ADAPV0730B	0	0	228560	228560	0.0407
29	R THENSUBHA	Non-Promoter	AEWPT8506N	0	0	800000	800000	0.1424
30	THANARAJAN RAJESH SUNDAR VIHRTESHWAR	Non-Promoter	AWIPV9894M	0	0	3200000	3200000	0.5697
31	MOHAN KUMAR DOSHI	Non-Promoter	ABWPD8646A	0	0	400000	400000	0.0712
32	SHONALI ASHWIN VALSANGKAR	Non-Promoter	ACZPJ5049F	0	0	1600000	1600000	0.2849
33	MOHAN BABU JALUKURI	Non-Promoter	ACYPJ4541P	0	0	571360	571360	0.1017
34	SHRIYANKA PRAVEEN	Non-Promoter	CXAPP8063K	0	0	666640	666640	0.1187
35	KEDARNATH RACHAPALLI	Non-Promoter	ASGPR8831C	0	0	666640	666640	0.1187

(The post issue holding percent is calculated taking into factor only equity shareholding with differential voting rights i.e. 561685934)**

17. Lock-in Period:

- The equity shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

18. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company applied for preferential issue by issue of 646994500 warrants for which In-principal approval from the stock exchanges were received on 27/11/2024 and 28/11/2024 respectively. However there was a significant price difference between allotment price and market price at the time of allotment of

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Warrants. Due to this price difference all the participants as mentioned above did not wish to subscribe to the convertible warrants and it was cancelled/withdrawn.

- 19.** Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: **Not Applicable**

20. Practicing Company Secretary's Certificate:

The certificate from M/s. A.K. Rastogi & Associates., Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the website of the Company i.e.

[https://gacmtech.com/files/announcements/638925188421674063_Certificate U Reg 163 SEBI \(ICDR\).pdf](https://gacmtech.com/files/announcements/638925188421674063_Certificate_U_Reg_163_SEBI_(ICDR).pdf)

21. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

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ANNEXURE B

ITEM 09 : TO CONSIDER AND APPROVE RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES OF THE COMPANY BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT (“QIP”) FOR AN AMOUNT AGGREGATING UP TO RS. 400 CRORES.

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 Sections 23, 42 and 62 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the regulations for Qualified Institutions Placement (“QIP”) contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Securities and Exchange Board of India Act, 1992 (“SEBI Act”) as amended from time to time, Securities Contracts (Regulation) Act, 1956 including Securities Contracts (Regulation) Rules, 1957 (“SCRA”/“SCRR”), Income Tax Act, 1961 (“IT Act”), Depositories Act 1996 and the rules framed thereunder, the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-debt Instruments) Regulations, 2019 read with the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force), and subject any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications and guidelines issued by the Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), BSE Limited (“Stock Exchange”), where the equity shares of the Company are listed, Registrar of Companies, Hyderabad (“ROC”) and such other statutory/regulatory authorities), circulars or notifications issued thereunder and subject to the approvals of the GOI, SEBI, RBI, Stock Exchange, MCA, ROC and from such other appropriate statutory, regulatory, Government and other authorities and departments as may be applicable in this regard, and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed upon by any such authority(ies) while granting such approvals, consents, permissions and sanctions, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”, which term shall include the Management Committee of the Board or any other committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) by way of a QIP on a private placement basis, such number of fully-paid Equity Shares to Qualified Institutional Buyers (“QIBs”) whether they be holders of Equity Shares of the Company or not, for an aggregate amount not exceeding Rs. 400 Crore (Rupees Four Hundred Crores only) in one or

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more tranches, at such price or prices including premium in such manner and on such terms and conditions as deemed appropriate to the Board and in accordance with provisions of Chapter VI of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the allotment of Equity Shares shall only be to QIBs as defined in the SEBI ICDR Regulations, and such Equity Shares shall be fully paid-up & rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) and be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the allotment of such Equity Shares shall be completed within 365 days from the date of passing this special resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

RESOLVED FURTHER THAT pursuant to Regulation 176(1) of SEBI ICDR Regulations, the Company be and is hereby authorized to offer Equity Shares at a discount of not more than 5 (five) percent on the floor price or such other percentage as may be permitted under the applicable laws from time to time;

RESOLVED FURTHER THAT the relevant date for the determination of the floor price of the Equity Shares shall be in accordance with the SEBI ICDR Regulations;

RESOLVED FURTHER THAT no allotment shall be made, either directly or indirectly to any QIBs who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT minimum of 10 (Ten) percent of the Equity Shares to be issued and allotted under QIP pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;

RESOLVED FURTHER THAT the allotment to a single QIB in the proposed QIP issue shall not exceed 50% of the total issue size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to Rs. 250 Crore) or five (in case the issue size is more than Rs. 250 Crore), as applicable, or such other limit as may be permitted under applicable laws;

RESOLVED FURTHER THAT Qualified Institutional Buyers belonging to the same group or who are under same control shall be deemed to be a single allottee, in accordance with Chapter VI of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Company shall not undertake any QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;

RESOLVED FURTHER THAT the Equity Shares, as eligible in accordance with applicable law, shall not be sold for a period of one year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;

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RESOLVED FURTHER THAT a credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds from the QIP have been utilized;

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification(s) in the proposal as may be required or imposed by the GOI/RBI/SEBI/Stock Exchange or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board;

RESOLVED FURTHER THAT the issue and allotment of new Equity Shares to eligible foreign investors be subject to the approval of the RBI (if any) under the FEMA as may be applicable but within the overall limits set forth under FEMA;

RESOLVED FURTHER THAT for issuance of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations, the price determined for the QIP shall be subject to appropriate adjustments as specified under the SEBI ICDR Regulations for any rights issue of Equity Shares or bonus issue (capitalization of profits or reserves) or stock split of shares or if the Company has consolidated its outstanding Equity Shares including by way of stock split or if the Company re-classifies any of its Equity Shares into other securities of the Issuer or similar event or circumstances, which in the opinion of the concerned stock exchange, requires adjustments;

RESOLVED FURTHER THAT the issue of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations shall, inter alia, be subject to the following terms and conditions, subject to compliance with applicable laws:

(i) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced in equal proportion;

(ii) in the event the Company is making a rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer, and such additional Equity Shares shall be offered to the equity shareholders at the same price at which the same are offered to the existing equity shareholders;

(iii) in the event of a merger, amalgamation, takeover or any other re-organization or re-structuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

(iv) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Equity Shares and / or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board be and is hereby authorized for finalization and arrangement for the submission of the preliminary and final placement document(s) and any amendments and supplements thereto, with the Stock Exchanges or any other applicable government and regulatory authorities, institutions or bodies, as may be required;

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RESOLVED FURTHER THAT the Board be and is hereby authorized for approval of the preliminary and final placement document(s) (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorized for seeking the listing of the Equity Shares on the Stock Exchange, and submitting the listing application to the Stock Exchange and taking all actions that may be necessary in connection with obtaining such listing;

RESOLVED FURTHER THAT the Board be and is hereby authorized to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MOUs/ placement agreement(s)/ subscription agreement(s)/ any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s), registrar(s), authorized representative(s), legal advisor(s)/ counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Equity Shares and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorize any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue of Equity Shares under QIP;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s), book running lead manager(s), underwriter(s), advisor(s) and/or other person(s) as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Equity Shares, fixing of issue opening date or issue closing date or record date or book closure and related or incidental matters, as the Board in its absolute discretion deems fit;

RESOLVED FURTHER THAT the Board to exercise its powers including powers conferred under this resolution, is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

RESOLVED FURTHER THAT the Board shall have all powers and authorities to modify, re-apply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. as may be provided by the Stock Exchange(s), SEBI, RBI, GOI and any other appropriate authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board is hereby authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any committee or sub-committee of directors or any other director(s) or officer(s) of the Company to give

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effect to the aforesaid resolution, with the power to such committee/sub-committee of the Board to further delegate all or any of its powers/ duties to any of the members of such committee.”

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EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013 & Regulation 36(3) of SEBI (LODR) Regulations, 2015]

ITEM NO: 09

The Company recognizes significant growth opportunities in the area of its operations and continues to evaluate such avenues for organic and inorganic growth. The Company continues to require capital for its growth and expansion. The Company proposes to raise capital for the purposes of funding some of these growth opportunities, making investments by way of equity, preference capital, or debt, or to fund the growth of existing businesses including expanding product portfolio and the capital expenditure needs of the ongoing or new projects, working capital requirements, general corporate requirements and/or any other purposes, as may be permissible under the applicable laws and approved by the Board.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as conditions to be fulfilled to consummate the acquisition, timing for completion for the acquisition, timing of completion of the QIP, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company. In light of this, the Board or a duly constituted committee shall decide the specific objects towards which the Net Proceeds are deployed.

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended Accordingly, the Company proposes to issue such number of Equity Shares of face value of Rs. 1.00/- each under Qualified Institutions Placement ("QIP") to Qualified Institutional Buyers ("QIBs") to raise an aggregate amount upto Rs. 400 Crores at such price or prices including premium in such manner and on such terms and conditions as may be deemed appropriate to the Board and in accordance with provisions of Chapter VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

This enabling Special Resolution seeks to empower the Board to issue Equity Shares under QIP as contemplated in the resolution set out above. The Board of the Company in their meeting held on September 18, 2025 approved the raising of Capital through QIP for an amount not exceeding Rs. 400 Crore.

The pricing of the Equity Shares to be issued pursuant to the special resolution under QIP shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI ICDR Regulations and any other applicable regulatory, government or other approvals. This Special Resolution authorizes the Board to issue Equity Shares in one or more tranches, at such time or times, at such price or prices to meet the Capital requirements of the Company. The 'relevant date' for the purpose of the pricing of the Equity Shares to be issued and allotted in the proposed QIP shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board decides to open the QIP.

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No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIB belonging to the same group or who are under the same control shall be deemed to be single allottee.

The Equity Shares to be offered and allotted shall be in dematerialized form and shall be allotted on a fully paid-up basis. The Equity Shares allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or as may be permitted from time to time.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authorities, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Pursuant to Section 62 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The proposed QIP is in the interest of the Company and The Board recommends the resolutions set out at Item No.09 of the accompanying Notice for your approval as a Special Resolution.

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