

**Notice of
Extra-Ordinary General Meeting
April 8, 2017 at 9.00 AM**



Palred Technologies Limited

(CIN: L72200AP1999PLC033131)

Regd. Office: Plot No: 2, H.No: 8-2-703/2/B, Road No: 12, Banjara Hills,
Hyderabad – 500 034 (TS)

Web: www.palred.com, Email: company@palred.com ; Tel: 040-67138810

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of Members of M/s. Palred Technologies Limited will be held on Saturday, April 8, 2017 at 9.00 a.m. at the Registered Office of the Company at Plot No: 2, H.No: 8-2-703/2/B, Road No: 12, Banjara Hills, Hyderabad – 500 034(TS), India to transact the following business:

ITEM NO: 1 – TO ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS:

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 the Companies Act 2013, including Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, (“LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulation 2009, (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, (the “Takeover Regulations”) as amended and as may be applicable to the preferential issue of Equity shares and other applicable rules/regulations/guidelines, if any prescribed by SEBI, and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such, consents and approvals of SEBI, Stock Exchanges, Government of India, or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals and as may be necessary for that purpose, the consent of the members of the company be and is hereby accorded to the Board to offer, issue, and allot in one or more tranches up to 15,19,483 (Fifteen Lakh Nineteen Thousand Four Hundred and Eighty Three) Equity Shares of Rs.10/- each to non-promoters (whose names shall be recorded by the company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) at an issue price of Rs. 145/- per share (including premium of Rs. 135/- per share) and on such terms and conditions as may be determined by the Board in accordance with the Securities & Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations 2009 (including any amendments thereto or re-enactment thereof) or other provisions of Law as may be prevailing at the time, provided that the price (inclusive of premium) of the equity shares so issued shall not be less than the minimum price to be arrived or arrived at in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009.”

“RESOLVED FURTHER THAT the pricing of the Equity Shares to be allotted will be in accordance with the provisions of Regulation 71 of Chapter VII of SEBI (ICDR) Regulation, 2009 with reference to the ‘Relevant Date’. The ‘Relevant Date’ for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be March 9, 2017, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on April 8, 2017.”

“RESOLVED FURTHER THAT the new equity shares issued shall rank paripassu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for which the Book Closure or the Record Date falls subsequent to the allotment of Equity Shares.”

“RESOLVED FURTHER THAT the aforesaid equity shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT the Company does apply for listing of the new equity shares and does make an application to the Depositories for admission of the new equity shares.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other officer or officers of the Company to give effect to the aforesaid resolutions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered office:
Plot No: 2, 8-2-703/2/B, Road No: 12,
Banjara Hills, Hyderabad – 500 034.

By order of the Board of Directors
for Palred Technologies Limited

Sd/-

Place: Hyderabad
Date: 13.03.2017

N Archana Sastry
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting (on or before March 6, 2017, 09.00 AM)
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members/proxies/authorised representatives are requested to hand over the enclosed Attendance Slip, duly filled in and signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited.)
10. As a measure of austerity, copies of the Notice of EGM will not be distributed at the venue of EGM. Members are therefore, requested to bring their copies of the Notice of EGM to the Meeting.
11. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Karvy Computershare Private Limited., Share Transfer Agents of the Company for their doing the needful.

12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission/transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Electronic copy of Notice of EGM is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date April 3, 2017.
17. Members may also note that the Notice of EGM will also be available on the Company's website www.palred.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: company@palred.com.
18. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
19. Voting through electronic means:
In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on cut-off date Monday, April 3, 2017 are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence on Wednesday, April 5, 2017 at 09.00 a.m. and will end on Friday, April 7, 2017 at 5.00 p.m. The members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through physical ballot forms. The Company has appointed Mr. S. Sarveswar Reddy, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize

the Physical Ballot Forms and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

Instructions for remote e-voting

- I. The Company has engaged the services of Karvy Computershare Private Limited (Karvy) for facilitating remote e-voting for EGM. The instructions for remote e-voting are as under:
 - a) In case of Members receiving an e-mail from Karvy:
 - i) Launch an internet browser and open <https://evoting.karvy.com>
 - ii) Enter the login credentials (i.e. User ID and password). The Event No. Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering the above details click on - Login.
 - iv) Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
 - v) On successful login, the system will prompt you to select the E-Voting Event
 - vi) Select the EVENT of Palred Technologies Limited and click on - Submit.
 - vii) Now you are ready for e-voting as 'Cast Vote' page opens.
 - viii) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
 - ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@snaco.net. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

- (XI) The results shall be declared on or after the EGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s Karvy Computershare Private Limited
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the EGM.
21. Mr. S. Sarveswar Reddy, member of the Institute of Company Secretaries of India, bearing C.P. Number 7478 has been appointed as the Scrutinizer to scrutinize the e-voting process.
22. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.palred.com and on the website of KARVY within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited and NSE Limited.

EXPLANATORY STATEMENT

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

Item No: 1 – TO ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS:

The following statement set out the material facts concerning the special business proposed to be transacted at the Extra-Ordinary General Meeting as mentioned in the accompanying Notice.

The special resolution as mentioned under item no.1 proposes to authorize the Board of Directors to issue and allot up to 15,19,483 (Fifteen Lakh Nineteen Thousand Four Hundred and Eighty Three) Equity Shares to non-promoters in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The proposed Special Resolution is to enable the Company to meet the capital expenditure requirements for the ongoing and future projects of the Company and its subsidiaries, working capital requirements, investment in Subsidiary Companies, general corporate purposes including but not limited to pursuing new business opportunities.

The Equity Shares allotted would be listed on BSE and NSE. The issue and allotment would be subject to the availability of regulatory approvals, if any.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the above said Special Resolution set out in the accompanying Notice are as follows:

i. The Objects of the issue through preferential offer:

The proposed Special Resolution is to enable the Company to meet the capital expenditure requirements for the ongoing and future projects of the Company and its subsidiaries, working capital requirements, investment in Subsidiary Companies, general corporate purposes including but not limited to pursuing new business opportunities so as to leverage such structure to achieve higher growth in terms of revenue and profit and to position the company on global map.

ii. Pricing of the Issue and Relevant Date:

The equity shares will be issued at such a price (including premium) not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations (Regulation 76) i.e., the higher of the following:

- a. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognised stock exchange during the 6 months / 26 weeks preceding the relevant date; or
- b. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognised stock exchange during the 2 weeks preceding the relevant date.

The **Relevant Date** as per the Regulations for the determination of issue price of the equity shares pursuant to the aforesaid preferential allotment is fixed as March 9, 2017 i.e. the date falling 30 days prior to the date of this Extraordinary General Meeting to be held on April 8, 2017, to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

As per the calculations, 26 weeks and 2 weeks of the high and low of the Volume Weighted Average Price of the equity shares of the company quoted on National Stock Exchanges (where the shares are frequently traded) preceding the Relevant Date stands at Rs. 94.39 and Rs. 112.05 respectively. However, the issue price has been fixed as Rs.145/- per share which is more than the minimum price of Rs. 112.05 per share.

As required under the Regulations, wherever it is required, the Company shall re-compute the issue price in accordance with the Regulations. Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees, within the time stipulated under the Regulations, the Equity Shares allotted to the proposed shall continue to be locked in till the time such amounts are paid by them.

iii. The proposal of the Promoters/Directors/Key Management Personnel to subscribe to the offer:

The Preferential Issue is not being made to the Promoters, Directors or Key Management Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company do not intend to subscribe to the offer.

iv. The proposed allottees and percentage or pre and post preferential issue capital that may be held by them:

Identity of Proposed Preferential Allottee	Category	Pre issue Holding		Equity shares proposed to be allotted	Post Issue holding	
		Pre issue holding	% of shares		No: of shares	% of shares
Mr. Ashish Dhawan	Individual	3,33,361	4.06	3,44,828	6,78,189	6.97
Passage To India Master Fund Limited	FII	4,59,631	5.60	1,39,655	5,99,286	6.16
Mr. Mathew Cyriac	Individual	81,780	1.00	2,07,000	2,88,780	2.97
Mr. Madhavan Kunniyur	Individual	-	-	2,07,000	2,07,000	2.13
Mr. Bharath Kanaiylal Sheth	Individual	-	-	2,07,000	2,07,000	2.13
Global Media Ventures India Private Limited.	Private Company	-	-	2,07,000	2,07,000	2.13
Mr. Vaibhav Rao	Individual	-	-	1,38,000	1,38,000	1.42
Mr. Chidambaram Palaniappan	Individual	-	-	69,000	69,000	0.71
TOTAL		8,74,772	10.65	15,19,483	23,94,255	24.61

The number of shares to be allotted may differ due to change in conversion rate on date of preparation of this report, date of receipt of funds and allotment date. However, the number of shares allotted will not exceed the maximum number of shares mentioned against each proposed allottee.

*** Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control:**

All the proposed allottees are Ultimate Beneficial Owners (UBO) of the shares proposed to be allotted except for the following two allottees, whose Ultimate Beneficial Shareholding is as hereunder:

S. No.	Name of Proposed Allottee	Details of UBO
1	Passage to India Master Fund Limited.	Passage to India Opportunity Fund (Cayman) Ltd (“PTIOF Cayman”) is the beneficial owner of Passage to India Master Fund Ltd (“PTIOF Master”), holding >90% of the Fund’s Redeemable Preference Shares. PTIOF Cayman is a regulated investment fund in the Cayman Islands. Arcstone Capital Ltd holds 100% of the Management Shares of PTIOF Master and is thus the controlling shareholder of PTIOF Master. The UBO of Arcstone Capital Ltd is Mr. Ralph Kruger.
2	Global Media Ventures India Private Limited. (CIN: U67190MH2011PTC212028)	(1) Suresh M Hegde (2) Sameeksha S Hegde (3) Shreyas S Hegde (4) Saraswati S Hegde

v. Brief Profile of the Proposed Allottees:

S.No:	Name of the proposed allottee/ Ultimate Beneficial Owner	Profile
1.	Mr. Ashish Dhawan:	Founder Chrys Capital. Mr. Dhawan is also Founder and CEO of Central Square Foundation a philanthropic fund and policy think tank focused on transforming the quality of school education in India. Mr. Dhawan is an MBA from the Harvard Business School and a BS in applied mathematics and economics from Yale University.
2.	Passage to India Master Fund Limited.	Mr. Ralph was Vice President and Portfolio Manager at Marathon Capital Management, a SEC-registered investment management company focusing on small US companies and managing assets in excess of US\$250 million. He also served as Chairman and a member of the Allied Pilots Association (APA) Pension Committee.

S.No:	Name of the proposed allottee/ Ultimate Beneficial Owner	Profile
3.	Mr. Mathew Cyriac	Mr. Mathew was till recently the Senior Managing Director and co-head of Private Equity at Blackstone India. Before joining Blackstone in 2006, he has worked for a decade with several organisations including iGate Global Solutions, CSFB, Donaldson, Lufkin & Jenrette, Bank of America and Tata Motors.
4.	Mr. Madhavan Kunniyur	Mr. K. Madhavan is the Managing Director of South at Star India Private Limited. He also serves as Vice Chairman at Asianet Communications Ltd. He is a recipient of the prestigious 'Dhanam Businessman of the Year Award' in 2016.
5.	Mr. Bharath Kanaiylal Sheth	Mr. Bharat Sheth is the Deputy Chairman and Managing Director of The Great Eastern Shipping Company Limited. He is also the Chairman of Greatship (India) Ltd and a Director of The Great Eastern Shipping Company (London) Ltd, Sea Change Maritime LLC, North of England P&I Association Ltd, Steamship Mutual Underwriting Association, Indian National Shipowners Association & International Tankers Owners Pollution Federation Ltd.
6.	Mr. Vaibhav Rao.	Mr Vaibhav is a director of Aeries Technology Group Private Limited. Aeries Technology Group is a global services company offering technology, BPM and outsourcing solutions to organisations seeking higher operational effectiveness, greater flexibility and lower operating costs.
7.	Mr. Chidambaram Palaniappan	Mr Palaniappan is the founder and Managing Director of Florintree Advisors Private Limited. He was formerly a senior portfolio manager and Director on the Board of Martin Currie Investment Management, UK. Palaniappan has over twenty years of experience in Financial Markets having worked at Peregrine Capital, ANZ Investment Bank and Rabobank prior to Martin Currie Investment Management.

vi. Shareholding pattern of the company before and after preferential issue.

The pre issue and post issue shareholding pattern of the company : EQUITY SHARES					
S.No	Category	Pre Issue		Post Issue	
		No. of shares	% of Shareholding	No. of shares	% of Shareholding
A	Promoters Holding:				
1	Indian				
	Individual	36,77,343	44.77%	36,77,343	37.78%
	Bodies Corporate	-	-	-	-
	Sub-Total	36,77,343	44.77%	36,77,343	37.78%
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	36,77,343	44.77%	36,77,343	37.78%
B	Non-Promoters Holding				
1	Institutional Investors	4,66,757	5.68%	6,06,412	6.23%
2	Non-Institution:				
	Private Corporate bodies	3,75,611	4.57%	5,82,611	5.99%
	Directors and Relatives	400	0.00%	400	0.00%
	Indian Public	29,51,280	35.93%	41,24,108	42.37%
	Foreign Nationals	3,10,647	3.78%	3,10,647	3.19%
	Foreign Bodies Corporate	2,16,948	2.64%	2,16,948	2.23%
	Others (Including NRIs)	2,14,097	2.61%	2,14,097	2.20%
	Sub Total (B)	45,35,740	55.23%	60,55,223	62.22%
	Non-Promoter-Non-Public Holding	-	-	-	-
	GRAND TOTAL	82,13,083	100%	97,32,566	100%

vii. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of no. of securities as well as price:

During the year no preferential allotment has been made.

viii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of registered valuer:

Not applicable as the shares are proposed to be allotted for consideration of cash.

ix. Proposed time within which the allotment shall be completed:

As required under Chapter VII of the Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Extraordinary General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

x. Approvals:

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

xi. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

xii. Holding of shares in demat form, non disposal of existing shares by the proposed allottees and lock-in period of prior-holding of shares of proposed allottees:

The entire pre preferential allotment shareholding of the proposed allottees in the company, is held by them in dematerialized form and shall be under lock-in from the relevant date up to a period of six months from the date of trading approval from all the stock exchanges where the securities of the Company are listed. The shareholder who has sold their shares during the six months period prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed shareholders have Permanent Account Number.

xiii. Lock –in Period of proposed allotment:

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from all the stock exchange/s where the securities of the Company are listed as per Clause 78 of the SEBI (ICDR) Regulations, 2009.

xiv. Auditor's Certificate:

Certificate from the Statutory Auditors / Practicing Company Secretary confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2009 will be made available for inspection at the Registered Office of the Company between

10 a.m. and 1 p.m. on all working days up to the date of the meeting.

xv. Control:

There shall be no change in management or control of the Company pursuant to the issue of equity shares.

xvi. Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

xvii. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to non promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

None of the Directors, key managerial personnel and their relatives are concerned or interested in the above said resolution except to the extent of their directorship and shareholding in the company.

By order of the Board of Directors

For Palred Technologies Limited
Sd/-

Place: Hyderabad
Date: 13.03.2017

N Archana Sastry
Company Secretary

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (management and Administration) Rules, 2014 – Form No: MGT- 11]



PALRED TECHNOLOGIES LIMITED
 CIN: L72200AP1999PLC033131
 Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills,
 Hyderabad, Telangana – 500034. Tel: 91-40-67138810
 . E-mail: company@palred.com Website: www.palred.com

Name of Member(s)	
Registered Address	
Email	
Folio no: / Client ID	
DP ID	

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

Name : Email
 Address.....

.....;..... Signature:.....
or failing him/her

Name : Email
 Address.....

.....;..... Signature:.....
or failing him/her

Name : Email
 Address.....

.....;..... Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, April 8, 2017 at 9.00 A.M. at the Registered Office of the Company at Plot No: 2, H.No: 8-2-703/2/B, Road No: 12, Banjara Hills, Hyderabad Telangana – 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:	Resolution
Special Business	
Item No: 1	TO ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS.

Signed this day of..... 2017

.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp of not less than Re. 1/-

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

Attendance Slip



PALRED TECHNOLOGIES LIMITED

CIN: L72200AP1999PLC033131

Plot No. 2, 8-2-703/2/B, Road Number 12, Banjara Hills,

Hyderabad, Telangana – 500034. Tel: 91-40-67138810

E-mail: company@palred.com Website: www.palred.com

Extraordinary General Meeting - 2016. (Please present this slip at the Meeting venue) Registered Folio No:	
Number of shares held	

I hereby certify that I am a member/proxy/authorised Representative of the Company

I hereby record my presence at the Extra-Ordinary General Meeting of the members of the company to be held on Saturday, April 8, 2017 at 9.00 A.M. at the Registered Office of the Company at Plot No: 2, H.No: 8-2-703/2/B, Road No: 12, Banjara Hills, Hyderabad Telangana – 500 034 and at any adjourned meeting thereof.

Shareholders/Proxy's full name _____
(In block letters)

Shareholders/Proxy's Signature _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring the copies of the EGM to the venue of Meeting.

Route Map for venue of EGM

