

Notice to the 19th Annual General Meeting

NOTICE

Notice is hereby given that the 19th Annual General Meeting of members of Palred Technologies Limited will be held on Thursday, the 27th day of September, 2018 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 to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt audited standalone and consolidated financial statements of the Company for the financial year ended 31st March 2018, together with the report of the Board of Directors and Auditors thereon.
- To ratify the appointment of M/s. Walker Chandiook & Co LLP, as Statutory Auditors and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following **Ordinary Resolution** thereof.

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and rules made there under as amended from time to time, pursuant to recommendation of Audit Committee, and pursuant to the resolution passed by the Members at the Annual General Meeting (AGM) held on September 30, 2016, the appointment of M/s. Walker Chandiook & Co LLP, Hyderabad (Firm Registration No: 001076N/N500013) as Statutory Auditors of the Company to hold office till the conclusion of the AGM to be held in the year 2019 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

SPECIAL BUSINESS:

- RE-APPOINTMENT OF MR. PALEM SRIKANTH REDDY (DIN: 00025889) AS MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Articles of Association of the Company the consent of the members of the Company be and is hereby accorded to reappoint Mr. Palem Srikanth Reddy (DIN: 00025889) as Managing Director of the Company for a period of five years with effect from 18.07.2018 to 17.07.2023 and to pay such remuneration as per terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice”.

“RESOLVED FURTHER THAT in terms of Schedule V of the Companies Act, 2013, as amended from time to time, the

Board of Directors be and is hereby authorized to vary or increase the remuneration, perquisites, and allowances etc. within such prescribed limits”.

“RESOLVED FURTHER THAT in the event of losses or inadequacy of profits during his tenure the Company shall pay to Mr. Palem Srikanth Reddy, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time”.

“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

- SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF TELANGANA TO THE STATE OF ANDHRA PRADESH:**

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

“RESOLVED THAT subject to the provisions of Sections 12, 13 and other applicable provisions, if any, of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or reenactment thereof, for the time being in force), and relevant provisions of the Articles of Association of the Company and subject to the approval of Statutory authorities including inter-alia or Ministry of Corporate Affairs/the Central Government and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members/shareholders of the Company be and is hereby granted for shifting of Registered Office of the Company from the State of Telangana to the State of Andhra Pradesh at and that Clause II of the Memorandum of Association of the Company be substituted and replaced as under.”

“II. The Registered office of the Company will be situated in the State of Andhra Pradesh.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and are hereby authorised on behalf of the Company to do all acts, deeds and things, necessary and/or incidental in this regard, including filing of necessary application(s) with the concerned statutory authorities, including inter-alia Regional Director, jurisdictional Registrar, Ministry of Corporate Affairs, to make any modifications, changes, variations, alterations or revisions stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions,

issue notices, advertisements, obtain orders for shifting of registered office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further consent or approval of the Shareholders of the Company.

“RESOLVED FURTHER THAT after the obtaining of permission/approval of change of registered office from the Central Government, the registered office of the Company be shifted from H. No. 8-2-703/2/B, Plot. No. 2 Road. No.12, Banjara Hill, Hyderabad, Telangana- 500034, India” to Survey No.1240, (V) Nannur (M) Orvakal (D) Kurnool, Andhra Pradesh-518002, India.”

“RESOLVED FURTHER THAT the Board be and are hereby authorised on behalf of the Company to do all acts, deeds and things, necessary and/or incidental in this regard, including the issue of certified true copies of the said resolution.”

5. **To authorize Board of Directors to enhance the Investment under Section 186 of the Companies Act, 2013**

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

“RESOLVED THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the Act) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Articles of Association of the Company and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary, Consent of the Members of the Company be and is hereby

accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution);in acquisition of Securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine provided that the aggregate outstanding amount of investment(s) / loan(s) / guarantee(s) / security(ies) / investments already given / made / held by Company if any) shall not any time exceed INR 100/- Crores (Indian Rupees One Hundred Crores only).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalise in its absolute discretion the terms and conditions, in respect of the above mentioned investment(s) in bodies corporate (including subsidiary company) including but not limited to timing, the amount and the nature of each such investment(s) in subsidiary companies (including their overseas subsidiaries), with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution.”

For and on behalf of the Board of
Palred Technologies Limited

Sd/-
Palem Srikanth Reddy
Managing Director
(DIN: 00025889)

Place: Hyderabad
Date: 14.08.2018

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.** 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.

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.
2. Statement setting out material facts (Explanatory Statement) pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2018 to 27.09.2018 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. 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 Annual General Meeting.
7. 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.
8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card details to the Company/ Registrar and Share Transfer Agents (M/s. Karvy Computershare Private Limited.)
10. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report 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 7 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 the Annual Report for 2017-2018 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 Annual Report for 2017-2018 is being sent in the permitted mode.
16. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report for 2017-2018 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.
17. SEBI has decided that securities of the listed companies can be transferred only in dematerialized form which effective from cut off date being 05.12.2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

18. Voting through Electronic Means (E-Voting Facility)

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by M/s. Karvy Computershare Private Limited (“Karvy”).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 24, 2018 (09.00 am) to September 26, 2018 (5.00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at company@palred.com. However, if the person is already registered with the Karvy for remote e-voting then the existing user ID & password can be used for casting vote.

The Company has engaged the services of M/s. Karvy Computershare Private Limited (“Karvy”) as the Authorized Agency to provide e-voting facilities. The e-voting particulars are set out below:

| EVENT (e-voting event number) | USER ID | PASSWORD/ PIN |
|----------------------------------|---------|------------------|
| | | |

Please read the procedure and instructions for e-voting given below before exercising the vote.

19. Procedure and instructions for e-voting

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to ‘https://evoting.karvy.com
- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered

with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

| | |
|-----------|--|
| User – ID | For Members holding shares in Demat Form:- a) For NSDL :- 0- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company |
| Password | Your unique password is printed above / provided in the e-mail forwarding the electronic notice |

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question 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.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the “Event” i.e. Palred Technologies Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/AGAINST/ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR” , partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/AGAINST/ABSTAIN” taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- ix. Corporate/Institutional Members (corporate / Fls/Flls/Trust/Mutual Funds/Company’s, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail

ID: ssrfcs@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No.".

B. In case of Members receiving the Notice by post:

1. Please use the User ID and initial password as provided above.
 2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C. The e- voting period commences on 24th of September, 2018 at 09.00 A.M and ends on 26th of September, 2018 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically shall not be allowed to vote again at the AGM.
- E. M/s. S.S Reddy & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer's decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is ssrfcs@gmail.com.
- F. The Scrutinizer shall, on the date of the AGM, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, and submit it to the Chairman.
- G. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 27.09.2018 and the resolution will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolution.
- H. The result of the voting along with the Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company (www.palred.com) and on Karvy's website (<https://evoting.karvy.com>) within 48 hours of completion of voting.
- I. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on 20.09.2018. Shareholders holding shares either in physical form or dematerialized form may cast their vote electronically.
- J. Shareholders / proxies may also vote at the venue of the meeting physically by using the ballot papers that will be provided at the venue. Shareholders / proxies

who have cast their votes through e-voting will not be allowed to cast their votes physically at the venue of the AGM.

- K. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. B. Venkata Kishore, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : [E-Mail: kishore.bv@karvy.com](mailto:kishore.bv@karvy.com) or einward.ris@karvy.com, Phone : 040-6716 1585.
 - L. Members who have acquired shares after the dispatch of the Notice and before the Cut-off date may obtain the user ID by approaching Mr. B.V. Kishore, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@karvy.com, Phone: 040-67162222, for issuance of the user ID and password for exercising their right to vote by electronic means.
20. 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 20th September, 2018.
 21. 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 AGM.
 22. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Subsidiaries Companies whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.
 23. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/ uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

For and on behalf of the Board of
Palred Technologies Limited

Sd/-
Palem Srikanth Reddy
Managing Director
(DIN: 00025889)

Place: Hyderabad
Date: 14.08.2018

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO.3:

Mr. Palem Srikanth Reddy (DIN: 00025889) earlier was appointed as Managing Director of the Company for a period of 5 years with effect from 18.07.2013 to 17.07.2018 at the 14th Annual General Meeting held on 27.11.2013.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30.05.2018, approved the re-appointment of Mr. Palem Srikanth Reddy (DIN: 00025889) as Managing Director of the Company for a term of five years commencing from 18.07.2018 to 17.07.2023.

The Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the item no. 3.

Save and except Mr. Palem Srikanth Reddy (DIN: 00025889) Managing Director, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013
I. GENERAL INFORMATION:

| | | | |
|----|---|---------------------------|---------------------------|
| 1. | Nature of Industry : Software & development | | |
| 2. | Date or expected date of commencement of commercial: The Company started its commercial operations in the year 1999 | | |
| 3. | In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable | | |
| 4. | Financial performance based on given indications | | |
| | Particulars | 2017-18 (Rs. in lakhs) | 2016-17 (Rs. in lakhs) |
| | Total Income | 231.53 | 117.85 |
| | Net profit/loss after Tax | 71.83 | (296.75) |
| 5. | Foreign investments or collaborations, if any: Not Applicable | | |

II. INFORMATION ABOUT THE APPOINTEE:

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|----|--|
| 1. | Background Details: Mr. Palem Srikanth Reddy, aged about 55 years and he has an MS (Industrial Engineering & Engineering Management) from Stanford University, USA, and BE (Industrial Engineering) from REC Trichy, India. From 1989 till 1995, he was employed at the Asia Pacific distribution operation of Hewlett Packard in Singapore. Srikanth's success, understanding and exposure to international transportation, logistics and distribution businesses enabled him to have the maximum contacts and reach among the global transportation industry. |
| 2. | Past Remuneration: Rs. 30,00,000 p.a. |
| 3. | Recognition or awards : Not Applicable |
| 4. | Job Profile and his suitability: Palem Srikanth Reddy, Chairman of Palred Technologies Limited (formerly known as Four Soft Limited) is a technocrat-entrepreneur-politician. He is a graduate of Stanford University and worked at Hewlett Packard before returning to India. He was the local joint venture partner of UPS in India and then founded Four Soft Limited in 2000, which became a public listed company in 2004. After sale of business to Francisco Partners in 2013, the name was changed to Palred Technologies limited and Mr. Srikanth continues as the executive Chairman of PTL which manages three subsidiaries / start-ups in technology & ecommerce area. |
| 5. | Remuneration proposed: As set out in the explanatory statement for the item No.3 the remuneration to Mr. Palem Srikanth Reddy, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors. |
| 6. | Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Palem Srikanth Reddy and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies. |
| 7. | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Besides the remuneration proposed, he is not having any other Pecuniary relationship directly or indirectly with the Company. |

III. OTHER INFORMATION:

| | |
|----|---|
| 1. | Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years. |
| 2. | Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the clientele who in turn contribute for the growth of the business as well as the profitability. |
| 3. | Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years. |

ITEM NO.4:

The Company's registered office is presently situated at Hyderabad in the state of Telangana. Presently the Company is engaged in the business of information Technology and other related activities etc. and operational and business activities of the Company are undertaken from its Kurnool situated office in the state of Andhra Pradesh and it is proposed that the Registered Office of the Company be shifted to the Kurnool situated office in the state of Andhra Pradesh. Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience. The Board of directors at their meeting held on 14.08.2018 has decided to shift the registered office of the Company from the state of Telangana to the state of Andhra Pradesh.

The proposed resolution requires the Company to amend the relevant clause contained in the Memorandum of Association for shifting the registered Office from the state of Telangana to the state of Andhra Pradesh.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder shifting of the registered office from one State to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

After the proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the State of Telangana to the State of Andhra Pradesh.

The Board recommends the resolution to the Members for their consideration and approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 4 of the Notice of AGM.

ITEM NO.5:

Pursuant to the provisions of section 186 of the Companies Act, 2013, the Board of Directors shall not except with the approval of the Company shall directly or indirectly:

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent (60%) of its paid-up share capital, free reserves and securities premium account or one hundred percent (100%) of its free reserves and securities premium account, whichever is more.

By this proposal, it is proposed to pass enabling resolution authorizing board of directors or any of its committee of the company to make investment or give loan, guarantee or provide security upto INR 100 Crores (Indian Rupees One Hundred Crore Only) at any point of time.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which Loans / Investments / Guarantee / Securities may be made pursuant to this Special Resolution.

Your Board recommends passing of the resolution as set out at Item No. 5 as a Special Resolution.

For and on behalf of the Board of
Palred Technologies Limited

Sd/-

Palem Srikanth Reddy
Managing Director
(DIN: 00025889)

Place: Hyderabad
Date: 14.08.2018

Form No. MGT-11

Proxy form

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

CIN : L72200AP1999PLC033131

Name of the Company: **Palred Technologies Limited**

Registered office : 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

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

Name:.....Email.....

Address:.....

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

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

Name:.....Email.....

Address:.....

.....Signature:.....

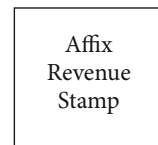
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, September 27, 2018 at 9.00 A.M. at the Registered Office of the Company at Plot No: 2, H. No: 8-2-703/2/B, Road No: 12, Banjara Hills, Hyderabad Telangana – 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

| S. No. | Particulars |
|--------|---|
| 1. | Approval of financial statements for the year ended 31.03.2018. |
| 2. | Ratification of Appointment of statutory auditors and fixation of their remuneration. |
| 3. | Re-appointment of Mr. Palem Srikanth Reddy as managing director of the Company |
| 4. | Shifting of registered office of the Company from the state of Telangana to the state of Andhra Pradesh |
| 5. | To authorize Board of Directors to enhance the Investment under Section 186 of the Companies Act, 2013 |

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder(s)



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

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

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

| | |
|---|--|
| 19 th Annual General Meeting - | |
| Folio No. | |
| Client ID | |
| 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 19th Annual General Meeting of the members of the company to be held on **Thursday, September 27, 2018 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 _____

No. of shares held _____

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.

Route map for AGM

