

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

SHORTER NOTICE is hereby given that the First (01<sup>st</sup>) (FY 2024-25) meeting of the Members of **ESDS Software Solution Limited ("the Company")** will be held on Saturday, 5<sup>th</sup> October, 2024 at 11.00 a.m. at the Registered Office of the Company situated at Plot No. B-24 & 25, Nice Area, M.I.D.C. Satpur, Nasik 422007, to transact the business as set out in the Agenda for the Meeting.

### SPECIAL BUSINESS:

#### **AGENDA NO. 1: ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS**

**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, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred to in as '**the Act**'), as amended from time to time and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by 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), the approval of the members of the Company be and is hereby accorded to create, issue, offer and allot 46,34,151 (Forty Six Lakh Thirty Four Thousand and One Hundred Fifty One) equity shares of face value of Rs.1/- (Rupees One only) each fully paid-up ("**Equity Shares**") for cash, at an issue price of Rs.164/- (Rupees One Hundred and Sixty Four only) per equity share (which includes a premium of Rs.163/- per equity share), aggregating up to Rs.76,00,00,764/- (Rupees Seventy Six Crore Seven Hundred and Sixty Four only), on a private placement basis by way of preferential allotment ("**Offer**") on such terms and conditions and to such investors / Subscribers as mentioned in Annexure A attached with Explanatory Statement to this Notice.

**RESOLVED FURTHER THAT** the valuation reports dated 04<sup>th</sup> September, 2024 prepared by the Registered Valuer and Chartered Accountants procured by the Company in this regard, are hereby taken on record by the Members. The value of the shares of the Company as provided in the valuation report is Rs.154/- (Rupees One Hundred and Fifty-Four only) per equity share.

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



CIN U72200MH2005PLC155433



**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, a Private Placement Offer Letter in Form No. PAS-4 together with an application form be issued to the Subscribers whose names are recorded in Form PAS-5 i.e. Record of Private Placement Offer, for the issue of invitation to subscribe to the Equity Shares and inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** Mr. Piyush Somani, Chairman and Managing Director of the Company be and is hereby authorized to sign and circulate the letter of offer in Form PAS-4 along with the application form to the subscribers whose name is recorded in Form PAS-5.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Piyush Somani, Chairman-cum-Managing Director, Ms. Komal Somani, Whole-time Director, Mr. Prasad Deokar, Company Secretary of the Company ("**Authorised Officers**") be and are hereby severally authorized to sign and file the return of allotment in Form No. PAS-3 with the Registrar of Companies and the filings with the National Securities Depository Limited / Central Depositories Services (India) Limited, as applicable, and make any other necessary filings or sign any other documents as may be required from time to time for the purpose of giving effect to the above mentioned issuance, and do all such acts, deeds, matters and things as it may deem necessary, desirable and expedient for such purpose, including without limitation to making the necessary entries in the registers of the Company, to comply with all other requirements in this regard and to give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares.

**RESOLVED FURTHER THAT**, the copies of the foregoing resolutions certified to be true copies by a director or Company Secretary be furnished to such other parties as may be necessary, and they be requested to act thereon.

**RESOLVED FURTHER THAT** a copy of the foregoing resolutions be certified by any of the Directors of the Company or the Company Secretary of the Company."

Thanking you,

Yours sincerely,

**For ESDS Software Solution Limited**



**(Prasad Deokar)**

Company Secretary and Compliance Officer  
ICSI M. No. A34350



**Registered Office:**

Plot No. B-24 & 25, NICE AREA,  
M.I.D.C. SATPUR. NASIK MH 422007 IN

Date: 25.09.2024

Place: Nasik

### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself. The proxy need not be a member of the company. A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the Registered Office of the company not less than 48 hours before the scheduled time of the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
2. Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of Agenda Items in the notice, is annexed.
3. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered office of the Company during business hours on any working day, up to and including the date of the EGM of the Company.
4. The Register of Members, Register of Directors, Register of Directors' Shareholdings maintained under Section 88 and 170 of the Companies Act, 2013, and such other Registers which should be kept open for inspection of members, are available for such inspection by the members at the EGM.
5. Companies/Bodies Corporate members are requested to send a certified copy of the Board resolution authorizing their representatives to attend and vote at the meeting pursuant to provisions of Section 113 of the Act.
6. The Notice of EGM and Attendance Slip are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of EGM and Attendance Slip are being sent to those Members who have not registered their e-mail address with the Company or Depository Participant(s). Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the EGM.
7. Members are requested to hand over the Attendance Slip, duly signed in accordance with the 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 verification
8. The route map of the venue of the meeting is attached herewith.

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

### **Item No. 1**

Keeping in view the future outlook, growth targets and prospects, the Company requires additional funding on long term basis, inter-alia, to support the expansion of business, working capital, repay short term and long-term borrowings and general corporate purpose.

In view of the same, it is proposed to raise funds by way of issue of Equity Shares of the Company under preferential allotment route. The Board at its meeting held on Monday, September 16, 2024, subject to the approval of the Members of the Company and such other approval(s) as may be required, has approved issuance of 46,34,151 (Forty Six Lakh Thirty Four Thousand and One Hundred Fifty One) equity shares of face value of Rs.1/- (Rupees One only) each fully paid-up ("Equity Shares") for cash, at an issue price of Rs.164/- (Rupees One Hundred and Sixty Four only) per equity share (which includes a premium of Rs.163/- per equity share), aggregating up to Rs.76,00,00,764/- (Rupees Seventy Six Crore Seven Hundred and Sixty Four only) by way of a preferential issue basis and allot to the proposed subscribers.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, issue of Equity Shares is required to be approved by the members of the Company by special resolution. Further, Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 permits the Company to pass a special resolution once in a year for offer or invitation of equity shares to be made during the year on a private placement basis in one or more tranches.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, the relevant disclosures / details are given below:

#### **(i) Particulars of the offer including date of passing of board resolution:**

The Board of Directors has proposed to issue and allot 46,34,151 (Forty-Six Lakh Thirty-Four Thousand and One Hundred Fifty One) equity shares of face value of Rs.1/- (Rupees One only) each fully paid-up ("Equity Shares") for cash, by passing a board resolution dated 16<sup>th</sup> September, 2024.

#### **(ii) Kinds of securities offered and price at which security is being offered:**

Issuance of 46,34,151 (Forty Six Lakh Thirty Four Thousand and One Hundred Fifty One) equity shares of face value of Rs.1/- (Rupees One only) each fully paid-up ("Equity Shares") for cash, at an issue price of Rs.164/- (Rupees One Hundred and Sixty Four only) per equity share (which includes a premium of Rs.163/- per equity share), aggregating up to Rs.76,00,00,764/- (Rupees Seventy Six Crore Seven Hundred and Sixty Four only).

#### **(iii) Basis or justification for the price (including premium, if any) at which offer or invitation is being made:**

The price has been arrived at on the basis of Valuation Report dated 4<sup>th</sup> September, 2024 issued by M/s. V Mandhana & Associates, Registered Valuer and Chartered Accountants (Reg. No. IBBI/RV/06/2020/13124).

**(iv) Name and address of valuer who performed valuation:**

M/s. V Mandhana & Associates Chartered Accountants, Registered Valuer – Securities or Financial Assets (Reg. No. IBBI/RV/06/2020/13124), Address: 702(L), Hubtown Solaris, NS Phadke Marg, Andheri East, Mumbai – 400 069

**(v) Amount which the company intends to raise by way of such securities:**

Rs.76,00,00,764/- (Rupees Seventy Six Crore Seven Hundred and Sixty Four only).

**(vi) The object of the issue through Preferential cum Private Placement offer:**

The proceeds of the issue are proposed to be utilized for repayment of existing debt to some extent, Business Expansion and General Corporate purpose.

**(vii) Issue Size, number of Equity Shares to be issued:**

Issuance of 46,34,151 (Forty Six Lakh Thirty Four Thousand and One Hundred Fifty One) equity shares of face value of Rs.1/- (Rupees One only) each fully paid-up ("Equity Shares").

**(viii) Price of Equity Shares on which the allotment is proposed:**

Shares are proposed to be issued for consideration of Rs.164/- (Rupees One Hundred and Sixty Four Only) i.e. having a face value of Rs. 1 each issued at a premium of Rs.163/- (Rupees One Hundred and Sixty Three Only) per share.

**(ix) Relevant Date:**

The relevant date for the Preferential cum Private Placement issue, for the determination of price for the issue of the above mentioned Equity Shares shall be 04<sup>th</sup> September, 2024 (date of valuation report).

**(x) Class or Classes of Person to whom the Preferential cum Private Placement of Equity Shares is proposed to made:**

As per Annexure A attached with this Notice.

**(xi) Intention of the promoter/ directors/ key management personnel to subscribe to the proposed private placement:**

None of the promoter/ directors/ key management personnel of the Company intend to apply/subscribe to any of the equity shares offered.

**(xii) Proposed time within which Preferential cum Private Placement of Equity Shares shall be completed:**

The proposed time within which the Preferential cum Private Placement of the Equity shares shall be completed is within the 60 days from the date of the passing of the special resolution.

**(xiii) Name of the proposed allottee and the percentage of the post Preferential cum Private Placement offer capital that may held by them:**

As per Annexure A attached with this Notice.

**(xiv) Change in control:**

As a result of the proposed Preferential cum Private Placement of Equity Shares, there will be no change in the control of the Company.

**(xv) The shareholding pattern of the Company before and after the Preferential cum Private Placement of Equity Shares:**

a) Equity shares at face Value of INR 1/- each

Sr. No.	Category	Pre-Issue		Post Issue	
		No. of equity Shares Held	% of Holding	No. of equity Shares Held	% of Holding
<b>A</b>	<b>Promoters' Holding</b>				
1	<b>Indian:</b>				
	Individual	49,497,695	53.28	49,497,695	50.75
	Bodies Corporate	-	-	-	-
	<b>Sub Total</b>	49,497,695	53.28	49,497,695	50.75
2	<b>Foreign Promoters:</b>	-	-	-	-
	Bodies Corporate	-	-	-	-
	<b>Sub Total (A)</b>	<b>49,497,695</b>	<b>53.28</b>	49,497,695	50.75
<b>B</b>	<b>Non-Promoters' Holding</b>				
	<b>Bodies Corporate</b>				
1	Institutional Investors	-	-	-	-
2	Non Institution	-	-	-	-
	Private Corporate Bodies	7,465,975	8.04	92,21,706	9.45
	Directors and Relatives				
	Indian Public	12,307,579	13.25	15,185,999	15.58
	<b>Others (Including Individuals, Trust, NRIs, and ESOP)</b>	23,622,936	25.43	23,622,936	24.22
	<b>Sub Total (B)</b>	<b>43,396,490</b>	<b>46.72</b>	<b>48,030,641</b>	<b>49.25</b>
	<b>Grand Total(A) + (B)</b>	<b>92,894,185</b>	<b>100.00</b>	<b>97,528,336</b>	<b>100</b>

**(xvi) Number of person to whom allotment on Preferential cum Private Placement basis have already been made during the year:**

NIL

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board recommends the passing of the resolution as special resolution.

#### Annexure A

S . No	Name	Category	Primary No Equity Shares	Nominal Value (Rs.)	Total Premium	Primary Amount (Rs)	Percent post Offer
1	<b>Mukul Mahavir Agrawal</b> 208/209, The Capital, Plot No.C-70, Block G, BKC, Bandra (E), Mumbai-4000051	Public	914,634	1.00	149,085,342	149,999,976	4.93
2	<b>Saranya Mukul Agrawal</b> 208/209, The Capital, Plot No.C-70, Block G, BKC, Bandra (E), Mumbai-4000051	Public	25,000	1.00	4,075,000	4,100,000	0.13
3	<b>Divyanshi Mukul Agrawal</b> C Wing, 13th Floor, Beaumonde, Appa Saheb Marathe Marg, Prabhadevi, Mumbai	Public	25,000	1.00	4,075,000	4,100,000	0.13
4	<b>Gaurishankar Jahalani</b> 3401/3402, A wing, Oberoi Esquire, Mohan Gokhle Road, Near Oberoi International School, Goregaon East, Mumbai 400063	Public	24,390	1.00	3,975,570	3,999,960	0.13
5	<b>Akriti Agarwal</b> Anurag Agarwal, B 87, Jai Jawan Colony 1, Tonk Road, Jaipur, Rajasthan - 302018	Public	24,390	1.00	3,975,570	3,999,960	0.13
6	<b>Parag Chandulal Mehta</b> 601/602, 6th Floor, Shubhangan Plot No 27, N S Road No 5, Hatkesh Co-op Society, Near Cooper Hospital, Juhu Scheme, Vile Parle West, Mumbai 400056	Public	24,390	1.00	3,975,570	3,999,960	0.13

7	<b>Prateek Jain</b> 9, Nirman, Swaroop Colony, Opp. Roma Nursing Home, Ajmer Road, Jaipur, Vaishali Nagar, Rajasthan-302021	Public	18,293	1.00	2,981,759	3,000,052	0.10
8	<b>Gaurav Jain</b> B wing-2204 Plot No 77,one Avighna Park,Mahadev palav Marg Near curry Road Station,Mumbai - 400012	Public	6,098	1.00	993,974	1,000,072	0.03
9	<b>Ace Investments</b> A-2406, Indiabulls Blu Estate & Club, Ganpatroao Kadam Marg, Lower Parel, Mumbai-400013	Public	12,195	1.00	1,987,785	1,999,980	0.07
10	<b>Vijay Khetan</b> 1601 & 1602 Rajhans Apartment, 16th Floor, Jitendra Road, Near Ashoka Hospital, Malad (East), Mumbai 400097	Public	12,195	1.00	1,987,785	1,999,980	0.07
11	<b>Susham Jayant Sirsat</b> Boumonde, B/1201, Appasaheb Marathe Marg, Ravindra Natya Mandir, Prabhadevi, Mumbai 400025	Public	12,195	1.00	1,987,785	1,999,980	0.07
12	<b>Bhavin Haresh Thakkar</b> A-3505, Oberoi Enigma, LBS Marg, Mulund West. Mumbai 400080	Public	6,098	1.00	993,974	1,000,072	0.03
13	<b>Sambhaw Kumar Jain</b> Sukhada Chs, B-1201, Sir Pochkhanawala Road, Near Worli Police Station, Worli, Mumbai 400018	Public	3,049	1.00	496,987	500,036	0.02
14	<b>Ajay Jayram Prabhudesai</b> 203, Snehal Apartment, Road No. 5, Near Pahadi School, Jayprakash Nagar, Goregaon East, Mumbai 400063	Public	3,659	1.00	596,417	600,076	0.02
15	<b>Hemant Jashwantra Desai</b> 1902-B, Azad Nagar Gem Paradise CHS, D-54, Azad Nagar, Veera Desai Road, Behind Dev Prestige, Andheri West Mumbai - 400053	Public	3,659	1.00	596,417	600,076	0.02



16	<b>Sandeep Ajmera</b> B/602 Kanakia Levels, Opposite Passport Office, Malad East, Mumbai, Rani Sati Marg, Malad East, Mumbai - 400097	Public	2,439	1.00	397,557	399,996	0.01
17	<b>Deepak Agrawal</b> Flat No. 501 & 502 Anusmera Residences, N Gacharya Marg, Khardev Nagar, Near Acharya College, Chembur East, Mumbai 400071	Public	2,439	1.00	397,557	399,996	0.01
18	<b>Chaitali K Shah</b> A-101, Kajal Chsl, Station Road, Near Veena Hotel, Patel Nagar, Bhayandar West, Pin -401101	Public	1,829	1.00	298,127	299,956	0.01
19	<b>Capri Global Holdings Pvt.Ltd.</b> Vill Kole Kalyan, Nr. Trade Centre, 7, 701, A Wing, Pinnacle Corporate Park, BKC Road, Bandra (East), Mumbai - 400051	Public	243,902	1.00	39,756,026	39,999,928	1.32
20	<b>Ravikiran Jayantilal Surana</b> C-602, Shivdarshan CHS, Plot 5, Nera Moraj Residency, Sector 16, Sanpada, Navi Mumbai - 400705	Public	6,098	1.00	993,974	1,000,072	0.03
21	<b>Dhara Ramesh Gandhi</b> 501, Rajshree - 1 CHS, Royal Complex, Eksar Road, Borivali West, Mumbai - 400092	Public	6,098	1.00	993,974	1,000,072	0.03
22	<b>Ashish Kacholia</b> 702-B, Poonam Chambers A-wing, Dr. Annie Basant Road, Worli, Mumbai- 400018	Public	374,634	1.00	61,065,342	61,439,976	2.02
23	<b>RBA Finance &amp; Investment Co.</b> 20th Floor, Lotus Neelkamal Business Park, Opposite Industrial Estate, Off link Road, Andheri West, Mumbai 400053	Public	374,634	1.00	61,065,342	61,439,976	2.02

24	<b>Ashish Rathi</b> 1006, 10th floor, B-wing, Beaumonte, Next to PVR Cinema, Sion Circle, Sion East, VTC, Mumbai- 400022	Public	24,390	1.00	3,975,570	3,999,960	0.13
25	<b>Mitul Prafulbhai Mehta</b> 41/8, Sambhav Bldg, Behind Arora Cinema, Matunga (east), Mumbai- 400019	Public	24,390	1.00	3,975,570	3,999,960	0.13
26	<b>Abhijit Nripen Kumar Mukerjee</b> Flat no. 1, Shri Sai Kutir CHSL, MG Road no. 5, Tilak Nagar, Nrsiddharth Hosp- 91, Goregaon west, Mumbai- 400104	Public	4,390	1.00	715,570	719,960	0.02
27	<b>Anupam Agarwal</b> 1B, 1303 Green Acres CHS, Lokhandwala Complex, Andheri West, Mumbai, 400053, Maharashtra	Public	3,049	1.00	496,987	500,036	0.02
28	<b>Pritesh Talakshi Chheda</b> La Regalia, 12th floor, Marve Road, Malad West, Opp Garden Court Restaurant, Mumbai- 400064	Public	3,659	1.00	596,417	600,076	0.02
29	<b>Samedh Trinity Partners</b> 49, Darashaw Building, Kalbadevi Road, Kalbadevi, Mumbai- 400002	Public	3,659	1.00	596,417	600,076	0.02
30	<b>Mayvenn Partners</b> B 1312 Trimurti Apartment Mamlatdar Wadi Extn Off Jakaria Road Malad West Mumbai = 400064	Public	1,829	1.00	298,127	299,956	0.01
31	<b>Manish Omprakash Kukreja</b> 29 Sea World, 11th Floor, Perry Cross Road, Bandra (West), Mumbai 400050	Public	6,098	1.00	993,974	1,000,072	0.03
32	<b>Sunil Satyanarayan Dayma</b> C-402, Shanti Nagar, Datta Mandir Road, Opp Dada Dadi Park, Malad East Mumbai- 400067	Public	6,098	1.00	993,974	1,000,072	0.03

33	<b>Kopal Tak</b> 301, Tower II, Challengers, Thakur Village, Kandiwali east- 400101	Public	6,098	1.00	993,974	1,000,072	0.03
34	<b>Amar Amarbahadur Maurya</b> 3B-201, Ashok Nagar Balkum, Pada Devram Nagar, Thane- 400608	Public	8,537	1.00	1,391,531	1,400,068	0.05
35	<b>Anchorage Capital Scheme I</b> 209-210, 2nd Floor Arcadia Building, plot No. 195, Nariman Point, Mumbai 400021.	Public	243,902	1.00	39,756,026	39,999,928	1.32
36	<b>Vanaja Sunder Iyer</b> 8/222, Bhaskar Bhavan, Sir Bhalachandra Road, Matunga, Mumbai 400019	Public	414,634	1.00	67,585,342	67,999,976	2.24
37	<b>Columbus Fin Vest Private Ltd</b> 12/413, Sunder Vihar Paschim Vihar Sunder Vihar West Delhi Delhi 110087	Public	243,902	1.00	39,756,026	39,999,928	1.32
38	<b>JVS Holdings LLP</b> 1B, Basanta Bose Road, Kollata - 700026	Public	134,146	1.00	21,865,798	21,999,944	0.72
39	<b>AART Corporate Advisors Private Limited</b> 803/804, Unique Tower, Gaiwadi Street, Goregaon West, Mumbai - 400 104	Public	182,927	1.00	29,817,101	30,000,028	0.99
40	<b>Ajay Thakurdas Jaisinghani</b> 1301 B Beau Monde Appasaheb Marathe Marg Prabhadevi Mumbai 400025	Public	60,976	1.00	9,939,088	10,000,064	0.33
41	<b>Reina Ramesh Jaisinghani</b> 701/702, Salisbury Park, New Suraj CHS Ltd, 7th Floor, Pali Hill, Pali Mala Road, Bandra West Mumbai 400050	Public	79,268	1.00	12,920,684	12,999,952	0.43
42	<b>Nikhil Ramesh Jaisinghani</b> 701, Salisbury Park, 82, Pali Mala Road, Bandra, West, Mumbai 400050	Public	24,390	1.00	3,975,570	3,999,960	0.13

43	<b>Shweta Agrawal</b> B 1401, Tower B, Runwal Elegante, Lokhandwala Complex Lane, Nr Raheja Classic, andheri west, Mumbai 400053	Public	6,098	1.00	993,974	1,000,072	0.03
44	<b>Reshma Manish Kukreja</b> 29 , Sea World, 11th Floor , Perry Cross Road , Near Joggers Park , Bandra West , Mumbai - 400050	Public	6,098	1.00	993,974	1,000,072	0.03
45	<b>Karan Umesh Dharnidharka</b> 55, Madhuli, Dr. Annie Besant Road, Worli, Mumbai - 18	Public	12,195	1.00	1,987,785	1,999,980	0.07
46	<b>Rakesh Brijmohan Agrawal</b> 3303 Three Sixty West, 33rd Floor, North Wing, Dr. Annie Beasant Road, Worli, Mumbai-18	Public	12,195	1.00	1,987,785	1,999,980	0.07
47	<b>One-Up Financial Consultants Pvt Ltd.</b> 47, Master's Hatkesh Society, 7th N.S.Road, JVPD Scheme, Vile Parle (West), Mumbai 400049	Public	171,951	1.00	28,028,013	28,199,964	0.93
48	<b>Shivan Consultants LLP</b> 47, Master's Hatkesh Society, 7th N.S.Road, JVPD Scheme, Vile Parle (West), Mumbai 400049	Public	2,439	1.00	397,557	399,996	0.01
49	<b>Grace Investment Advisors LLP</b> 47, Master's Hatkesh Society, 7th N.S.Road, JVPD Scheme, Vile Parle (West), Mumbai 400049	Public	2,439	1.00	397,557	399,996	0.01
50	<b>Shrey Loonker</b> 602, Omega Luxaria, MTNL Lane, Prabhadevi, Bhawani Shankar, Mumbai 400028	Public	6,098	1.00	993,974	1,000,072	0.03
51	<b>Tattvam AIF Trust- Cat III AIF</b> JD-2C, 2nd Floor, Pitampura, Near Pillar No. 355 (Rithala-Dilshad Garden Line) Delhi 110034	Public	30,488	1.00	4,969,544	5,000,032	0.16

52	<b>Pitam Goel</b> A-18, Sarswati Vihar Pitampura North West Delhi – 110034	Public	30,488	1.00	4,969,544	5,000,032	0.16
53	<b>Tanay Gupta</b> C-212 B D A Colony Shahpurahuzur R S Nagar Huzur Bhopal 462016, Madhya Pradesh India	Public	24,390	1.00	3,975,570	3,999,960	0.03
54	<b>Nikki Dipang Kamdar</b> 263/10 , Jitendra Villa , Sion East , Mumbai - 400 022	Public	9,146	1.00	1,490,798	1,499,944	0.01
55	<b>Atul Khandelwal</b> Plot No 10, House No 176, Dalal Compound Katol Road Chowk Nagpur.440013 Maharashtra	Public	9,146	1.00	1,490,798	1,499,944	0.05
56	<b>Paran Khandelwal</b> Plot No 10, House No 176, Dalal Compound Katol Road Chowk Nagpur.440013 Maharashtra	Public	9,146	1.00	1,490,798	1,499,944	0.05
57	<b>Sureshchandra Khandelwal</b> Plot N.33, Opp Kachchi Visa Bhawan A.V.G. Nagpur, Maharashtra 440008	Public	3,659	1.00	596,417	600,076	0.02
58	<b>Prem Kumar Bajaj</b> Flat No 309, MSK Towers, Street No 11, Himayat Nagar, Hyderabad 500029 Telangana India	Public	6,098	1.00	993,974	1,000,072	0.03
59	<b>Pooja Gupta</b> A-503, Trendset Rythme, Whitefields, Kondapur, Hyderabad - 500084	Public	610	1.00	99,430	100,040	0.00
60	<b>Madhulata Khandelwal</b> H NO.3-5-141/5/E/1/205, Rukmini Apartments, Ramkote, Hyderabad - 500 001	Public	3,049	1.00	496,987	500,036	0.02
61	<b>Yechuri Koteswara Rao</b> 48-345 Gantsh Nagar Colony Chintal, Outaballapur Hmt Township Hyderabad Telangana India 500054	Public	3,049	1.00	496,987	500,036	0.02

62	<b>Amrut Bharat Opportunities Fund-Series I</b> 54/5 , Shankar Kutir , T.V. Chidambaram Marg , Sion East , Mumbai - 400 022	Public	12,195	1.00	1,987,785	1,999,980	0.07
63	<b>Sonam Hemraj Udasi</b> A702/802 Pinewood, Vasant Garden, Swapna Nagri, Mulund West, Mumbai 400080	Public	3,049	1.00	496,987	500,036	0.02
64	<b>Deepa Jain</b> D2/1002 Kumar Sienna, Survey No 238-241 Magarpatta Road, Next HDFC School Hadapsar (NV) Pune Maharashtra India 411028	Public	12,195	1.00	1,987,785	1,999,980	0.07
65	<b>Saumik Ketankumar Doshi</b> B-7102 Tump Towers, Lodha The Park, Pandurang Budhkar Marg Worli, Mumbai - 400013	Public	60,976	1.00	9,939,088	10,000,064	0.33
66	<b>Jitendra Sanghavi</b> A-2302 Kanakia Levels, Opp Passport Office, Rani Sati Marg Malad E Mumbai 400097	Public	73,171	1.00	11,926,873	12,000,044	0.39
67	<b>Moheet Vinod Kumar Agrawal</b> B/404, Manavstal 2 Chsl, Behind Gokuldharm Mandir, Opp Panchsheel Tower, Goregaon East, Mumbai 400063	Public	60,976	1.00	9,939,088	10,000,064	0.33
68	<b>Nexta Enterprises LLP</b> C 1901, Building 1, Anise Grove, Gorai Shimpoli Road, Kanti Park, Chikuwadi, Borivali West, Mumbai 400092	Public	60,976	1.00	9,939,088	10,000,064	0.33
69	<b>Savitt Universal Ltd.</b> Plot no. 13A, 604, Atlantis Tower, Scheme no. 78-II, Vijay Nagar, Indore 452010, Madhya Pradesh	Public	3,049	1.00	496,987	500,036	0.00

70	<b>Niveshaay Hedgehog LLP</b> A2, Floor 02, Golden Avenue Apartment, Opp Navpad Apartment, Citylight road, Surat, Gujarat, 395007, India	Public	170,732	1.00	27,829,316	28,000,048	0.92
71	<b>NKA Resources LLP</b> G-11, Udyog Nagar, Main Rohtak Road, Delhi, 110041, India	Public	121,951	1.00	19,878,013	19,999,964	0.66
72	<b>Vivek Jain</b> House No-4, Road No-22, East Punjabi Bagh, New Delhi 110026	Public	73,171	1.00	11,926,873	12,000,044	0.39
73	<b>Swati Shah</b> Scheme No 47, Manish Bagh Colony, Behind Sadna Sangeeta, Indore 452001	Public	4,878	1.00	795,114	799,992	0.03
74	<b>Abdul Razzaq Shaikh</b> B003, Ground floor, Plot no. 249, Neelam Centre, Baburao Pendharkar Marg, Behind Doordarshan, Worli, Mumbai- 400030	Public	12,195	1.00	1,987,785	1,999,980	0.07
75	<b>Anchal Maheshwari</b> Dlx54, Carnation Ashiana Gardens, Sonari, Jamshedpur - 831011, Dlx54, Carnation Ashiana Gardens, Sonari, Jamshedpur - 831011	Public	12,195	1.00	1,987,785	1,999,980	0.07
	<b>Total</b>		<b>4,634,151</b>		<b>755,366,613</b>	<b>760,000,764</b>	

By order of the Board of Directors  
ESDS Software Solution Limited



(Prasad Deokar)  
Company Secretary & Compliance Officer  
ICSI M. No. A34350

**Registered Office:**

Plot No. B-24 & 25, NICE AREA,  
M.I.D.C. SATPUR. NASIK MH 422007 IN

**Place:** Nasik

**Date:** 25.09.2024

**ATTENDANCE SLIP**  
**ESDS SOFTWARE SOLUTION LIMITED**  
**CIN: U72200MH2005PLC155433**  
**Regd. Office: Plot No . B-24 & 25, NICE Area, M.I.D.C. Satpur. Nasik 422007**

DP ID*		Folio No.	
Client Id*		No. of Shares	

\*Applicable for investors holding shares in electronic form.

I/We certify that I/we am/are a registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **First (1<sup>st</sup>) (FY 2024-25) Extra-Ordinary General Meeting** of the Company, held on Saturday, October 05, 2024 at 11:00 a.m. at Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur. Nasik 422007.

\_\_\_\_\_  
Name of the member (In block letters)

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Name of the Proxy (In block letters)

\_\_\_\_\_  
Name of the Proxy (In block letters)



**PROXY FORM**  
**Form No. MGT-11**

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

**ESDS SOFTWARE SOLUTION LIMITED**

**CIN: U72200MH2005PLC155433**

**Regd. Office: Plot No . B-24 & 25, NICE Area, M.I.D.C. Satpur. Nasik 422007**

Name of the member (s) :	
Registered address :	
E-mail Id:	
Folio No./ *Client Id :	
* DP ID	

\*Applicable for investors holding shares in electronic form

I/We, being the holder/(s) of \_\_\_\_\_ equity shares of ESDS Software Solution Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_  
or failing him;
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_  
or failing him;
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature is appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **First (1<sup>st</sup>) (FY 2024-25) Extra-Ordinary General Meeting** of the Company, held on Saturday, 05<sup>th</sup> October, 2024 at 11:00 a.m. at Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur. Nasik 422007 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Particulars	For	Against
1	To consider and approve issue of Equity Shares on a preferential allotment / private placement basis;		

\*\*This is optional

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024

\_\_\_\_\_  
Signature of the Proxy holder (s)

\_\_\_\_\_  
Signature of Shareholder

Affix  
Revenue  
Stamp

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.

### Draft Consent for Shorter Notice

Consent by shareholder for shorter notice  
[Pursuant to section 101 (1)]

To  
The Board of Directors  
**ESDS SOFTWARE SOLUTION PRIVATE LIMITED**  
Plot No. B-24 & 25, NICE AREA, M.I.D.C.  
SATPUR. NASIK MH 422007 IN

I \_\_\_\_\_ (name of the shareholder),  
\_\_\_\_\_ (Address) holding \_\_\_\_\_ (No. of Share)

Equity Shares of Rupees 1/- each in the Company in my own name, hereby give consent, pursuant to section 101 (1) of the Companies Act, 2013, to hold the First (1<sup>st</sup>) Extra Ordinary General Meeting on Saturday, 05<sup>th</sup> October, 2024 at 11:00 a.m. at the registered office of the Company at Plot No. B-24 & 25, NICE Area, M.I.D.C. Satpur, Nasik 422007 at Shorter Notice.

\_\_\_\_\_  
(Name and Signature of the Shareholder)

Date: \_\_\_\_ .10.2024

Place: \_\_\_\_\_

## Route map and land mark details for the venue of general meeting are

