

306, 3rd Floor, May Fair Gardens,
Banjara Hills, Road No. 12,
Hyderabad-500 034, (P) +91-40-35167744
E-mail: gradienteinfoltd@gmail.com,
shareholder@gradientinfotainment.com
URL: www.gradientinfotainment.com
CIN NO.: L74300TG1992PLC014317



Date: 05th December, 2022

| | |
|---|--|
| To The Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. (BSE Scrip Code: 590126) | To The Listing Department, The Calcutta Stock Exchange Ltd, 7 Lyons Range, Dalhousie, Kolkata- 700001, (CSE Scrip Code: 10032161) |
|---|--|

Sub: Notice of the 01st/ 2022-23 Extraordinary General Meeting of the Company.

Ref.: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform the following:

1. 1st Extra Ordinary General Meeting for the Financial Year 2022-23 of the Shareholders of Gradiente Infotainment Limited will be held on Tuesday, 27th day of December, 2022 at 12:00 Noon at the Registered Office of the Company situated at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No. 12, Hyderabad – 500034, Telangana and the Notice convening EGM of the Company has been sent to all the members of the Company whose email addresses are registered with the Depository Participants or with the Registrar & Share Transfer Agent of the Company or with the Company.

2. The Company has provided the facility to its Members to cast their vote electronically, through the remote e-Voting facility on all the resolutions set out in the Notice of EGM to the Members, who are holding shares on the Cut-off date i.e. 20-12-2022. The remote e-voting will commence at Saturday, 24th December, 2022 (09.00 a.m. IST) and end on Monday, 26th December, 2022 (05.00 p.m. IST).

ENCLOSED: Notice of the 01st/ 2022-23 Extraordinary General Meeting of the Company.

You are requested to take the same on record.

Thanking you
Yours truly
For **Gradiente Infotainment Limited**

Vimal Raj Mathur
Managing Director
(DIN-03138072)



NOTICE

1ST/2022-23

*EXTRA - ORDINARY
GENERAL MEETING*

**GRADIENTE
INFOTAINMENT
LIMITED**



NOTICE

Notice is hereby given that the 1st Extra Ordinary General Meeting for the Financial Year 2022-23 of the Shareholders of Gradiente Infotainment Limited will be held on Tuesday, 27th day of December, 2022 at 12:00 Noon at the Registered Office of the Company situated at #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No. 12, Hyderabad – 500034, Telangana, to transact the following special business:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from **Rs. 30,00,00,000** (Rupees Thirty Crores only) divided into **3,00,00,000 (Three Crores Only)** Equity Shares of Rs. 10/- each to **Rs. 42,00,00,000 (Rupees Forty Two Crores only)** divided into **4,20,00,000 (Four Crores Twenty Lakhs Only)** Equity Shares of Rs. 10/- each and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following new clause.

“V. The Authorized Share Capital of the Company is **Rs. 42,00,00,000 (Rupees Forty Two Crores only)** divided into **4,20,00,000 (Four crores Twenty Lakhs Only)** Equity Shares of Rs.10/- each.”

"RESOLVED THAT Article 3 of the Articles of Association of the Company be and is hereby altered by substituting the same with the following new Article.

“3. The Authorized Share Capital of the Company is Rs. 42,00,00,000 (Rupees Forty Two Crores only) divided into 4,20,00,000 (**Four crores Twenty Lakhs Only**) Equity Shares of Rs.10/- each. The Company may from time to time by Special Resolution increase its authorised share capital by such sum and to be divided into Shares of such amount as may be specified in the resolution.”

“**RESOLVED FURTHER THAT** the Board be and is hereby 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.”

2. ISSUE OF NOT EXCEEDING 24,45,000 EQUITY SHARES AND 78,50,000 CONVERTIBLE WARRANTS TO THE PROMOTERS AND NON PROMOTERS ON PREFERENTIAL BASIS:

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

"RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and all 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), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital

and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and warrants and other applicable regulations of SEBI, if any 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 the Calcutta Stock Exchange Ltd or such other bodies or authorities as may be required or necessary by law and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Offer, Issue and Allot in one or more tranches not exceeding **4,50,000 (Four Lakhs and Fifty Thousand Only) Equity Shares to the Promoters and not exceeding 19,95,000 (Nineteen Lakhs and Ninety Five Thousand Only) Equity Shares and 78,50,000 (Seventy Eight Lakhs and Fifty Thousand Only) convertible warrants to the 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) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 10/- per share and Rs.10/- per warrant and the said warrants are convertible into 78,50,000 equity shares at an issue price of Rs. 10/- per share on such other terms and conditions as may be determined by the Board.”

“RESOLVED FURTHER THAT the pricing of the equity shares and warrants to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of equity shares and convertible warrants is 25.11.2022 (Since 26.11.2022 and 27.11.2022 are non - trading days) i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the equity shares issued and the resultant equity shares issued on conversion of warrants, shall rank pari-passu 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 the 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 equity shares allotted and the resultant Equity Shares allotted on conversion of warrants in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment made thereto from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares and warrants, if necessary, keeping in view the provisions of various Acts and Guidelines in force from time to time.”

"RESOLVED FURTHER THAT the allotment of aforesaid warrants shall be in accordance with the following terms and conditions:

- A warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears,

to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and

• In the event the company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business, or other reorganization of the company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals."

"RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares and the resultant equity shares on conversion of warrants and make an application to the Depositories for admission of the said equity shares, warrants and resultant equity shares on conversion of warrants."

"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 warrants and 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."

3. ISSUE OF 90,62,600 EQUITY SHARES TO THE DIRECTORS BY WAY OF CONVERSION OF UNSECURED LOANS OF RS. 9,06,26,000/-

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

"RESOLVED THAT in terms of Sections 42 and 62 of the Companies Act, 2013 and all 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), Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; 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 The Calcutta Stock Exchange Ltd 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 which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the members of the Company by way of special resolution be and is hereby accorded to the Board to Offer, Issue and Allot in one or more tranches not exceeding **90,62,600 (Ninety Lakhs Sixty Two Thousand and Six Hundred Only) Equity Shares to the Directors** (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) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws at an issue price of Rs. 10/- per share on such other terms and conditions as may be determined by the Board upon conversion of the unsecured

loan of Rs. 9,06,26,000/- (Rupees Nine Crores Six Lakhs Twenty Six Thousand Only) outstanding in the name of the following Proposed Allottees :

| Sl. no | Name of the proposed Allottee | No. of Equity Shares | Unsecured Loan Amount (Rs.) |
|--------|-------------------------------|----------------------|-----------------------------|
| 1. | Mr. Vimal Raj Mathur | 69,27,600 | 6,92,76,000 |
| 2. | Mr. S R Mathur | 1,60,000 | 16,00,000 |
| 3. | Ms. Sunitee Raj | 10,00,000 | 1,00,00,000 |
| 4. | Mr. Mohd. Abdul Raof | 6,25,000 | 62,50,000 |
| 5. | Mr. Mallicarjunan Balachandar | 3,50,000 | 35,00,000 |

”
“RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the ‘Relevant Date.’ The “relevant date” for the purpose of pricing of equity shares is 25.11.2022 (Since 26.11.2022 and 27.11.2022 are non - trading days) i.e., thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 1(c) of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the equity shares issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and shall be entitled to the 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 equity shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Acts and Guidelines in force from time to time.”

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

“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.”

**For and on behalf of the Board
For Gradiente Infotainment Limited**

**Place: Hyderabad
Date: 28-11-2022**

**Sd/-
Vimal Raj Mathur
Managing Director
(DIN: 03138072)**

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

Pursuant to the provisions of the Companies Act 2013 and the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights

2. 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.
3. Members, who are holding shares in the identical order of names in more than one folio, are requested to write to the Company to enable it to consolidate their holding in one folio. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
4. In case of Joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. 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.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by NSDL.
7. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to M/s Purva Share Registry (India) Pvt Ltd /the Company by sending a duly signed letter along with self-attested copy of Pan Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook

- /Statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participants.
8. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses. In respect of electronic holdings, with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register the same with our RTA, M/s Purva Sharegistry (India) Pvt Ltd, Unit no. Shiv Shakti Ind. Estt, J .R. Borichamarg, Lower Parel (E), Mumbai 400 011
 9. In accordance with the MCA Circulars and Circular issued by the Securities and Exchange Board of India (“SEBI”) vide SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022, the notice of the Extra-Ordinary General Meeting (“EGM”) is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
 10. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at espchakravarthy@gmail.com.
 11. Electronic copy of the Notice of the Extra-Ordinary General Meeting of the Company interalia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.
 12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.gradientinfotainment.com. The Notice calling the EGM can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com The EGM Notice is also disseminated on the website of NDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Hyderabad for inspection between 2:00 p.m. to 4:00 p.m. on all working days from Monday to Saturday. 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 Members may also send requests to the Company or to its Registrar and Share Transfer Agent, at the following Email ID respectively: shareholders@gradientinfotainment.com and support@purvashare.com.
 13. Recent circular requires submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the Depository Participants with whom they have demat accounts. Members

- holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents (M/s Purva Sharegistry (India) Pvt Ltd).
14. 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 Purva Sharegistry (India) Pvt Ltd., Share Transfer Agents of the Company for their doing the needful.
15. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
16. 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.
17. 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.
18. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
19. The company has appointed Mr. N. Phani Chakravarthy, Practicing Company Secretary (Membership No. 32380) as scrutinizer of the company to scrutinize the voting process.
20. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
21. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
- 22. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- (i) The voting period begins on 24.12.2022 at 09.00 A.M. and ends on 26.12.2022 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20.12.2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) The member(s) who have cast their vote by remote e-voting prior to the EGM may also attend the meeting but shall not be entitled to cast their vote again. In order to enable its members,

who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set forth in their notice, the Company is enclosing a Ballot form with the Notice. Resolution(s) passed by the members through ballot forms, remote e-voting and voting at the EGM are deemed to have passed as if they have been passed at the EGM.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |

| | |
|---|---|
| | <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open

the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

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

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

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

23. OTHER INSTRUCTIONS:

- (i) The voting rights of shareholders shall be in proportions to the shares held by them in the paid equity share capital of the Company as on the cut-off date i.e., 20.12.2022.
- (ii) The Scrutinizer shall after the conclusion of the Voting at the Extra Ordinary General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him.
- (iii) Voting is provided to the members through e-voting and at the Extra Ordinary General Meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Extra Ordinary General Meeting of the Company.
- (iv) If a Member cast votes by both modes, then voting done through e-voting shall prevail.
- (v) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gradientinfotainment.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE and BSE

SEBI has notified vide Notification No. SEBI/LAD-NRO/GN/2018/24 that securities of the listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

**For and on behalf of the Board
For Gradiente Infotainment Limited**

**Place: Hyderabad
Date: 28-11-2022**

**Sd/-
Vimal Raj Mathur
Managing Director
(DIN: 03138072)**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LODR), REGULATIONS, 2015

ITEM NO. 1:

In order to accommodate the shares to be allotted and resultant shares to be allotted on conversion of warrants on preferential basis and future requirements, the Board of Directors at their meeting held on 28.11.2022 have decided to increase the existing Authorized Share Capital from Rs. 30 Crores to Rs. 42 Crores divided in to 4.2 crores Equity Shares of Rs. 10/- each. The aforesaid increase in the Authorized Share Capital will require the amendment of the Capital Clause of the Memorandum of Association and Article 3 of the Articles of Association.

The Board recommends the Special Resolution as set out at Item No.1 of the Notice for approval of the shareholders for increase in authorised share capital.

None of the Directors/Key Managerial Personnel and their relatives are interested or concerned financially or otherwise in the said resolution.

ITEM NO. 2&3:

The Special Resolutions as mentioned in Item no. 2 & 3 above proposes to authorize the Board of Directors to issue and allot up to **1,15,07,600 Equity Shares and 78,50,000 convertible warrants** at an issue price of Rs.10/- each on preferential basis in such manner and on such terms and 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.

A. Issue of not exceeding 85,37,600 Equity Shares to the Promoters and 29,70,000 Equity Shares and 78,50,000 convertible warrants to the Non-promoters:

The Board of Directors in its meeting held on 28.11.2022 was informed that the Company is in need of additional funds for the expansion of business of the company including launching of OTT comprising of capex and working capital . It was also informed that the following proposed allottees have extended unsecured loans to the Company and the Board, at their request, has approved to convert the Unsecured loans of Rs. 9,06,26,000 into 90,62,600 Equity Shares of the Company towards consideration for the proposed allotment of Equity shares.

| Sl. no | Name of the proposed Allottee (Directors) | No. of Equity Shares | Unsecured Loan Amount (Rs.) |
|--------|---|----------------------|-----------------------------|
| 1. | Mr. Vimal Raj Mathur | 69,27,600 | 6,92,76,000 |
| 2. | Mr. S R Mathur | 1,60,000 | 16,00,000 |
| 3. | Ms. Sunitee Raj | 10,00,000 | 1,00,00,000 |
| 4. | Mr. Mohd. Abdul Raof | 6,25,000 | 62,50,000 |
| 5. | Mr. Mallicarjunan Balachandar | 3,50,000 | 35,00,000 |
| | Total | 90,62,600 | 9,06,26,000 |

A certificate from CA. Venkata Sangeetha & Associates, Chartered Accountants certifying that the above unsecured loans were extended by the aforesaid Directors as per Records.

B. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the Equity Shares and convertible warrants as stated in the resolutions on a preferential basis.

(I) Objects of the preferential issue/particulars of the offer:

The Company is in need of additional funds for the expansion of business of the company including OTT comprising of capex and working capital by issue of Equity shares and convertible warrants to the promoters/Non promoters on preferential basis.

(II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 28.11.2022 has approved to issue up to 1,15,07,600 Equity shares and 78,50,000 convertible warrants at an issue price of Rs. 10/- each subject to the approval of members.

(III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;

95,12,600 Equity shares shall be issued to the following promoters/Directors who have given their consent to subscribe for the below mentioned equity shares. Both the company and the directors who have provided unsecured loans to the company mutually agreed upon for conversion of unsecured loans in to equity shares

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as below mentioned:

| Sl. no | Name of the Allottee | Designation | Number of Equity Shares |
|--------|----------------------|----------------------------------|-------------------------|
| 1. | Mr. Vimal Raj Mathur | Promoter and Managing Director | 69,27,600 |
| 2. | Mr. S R Mathur | Promoter and Whole-time Director | 1,60,000 |

| | | | |
|--------------|----------------------------------|--|------------------|
| 3. | Ms. Sunitee Raj | Promoter and Director | 10,00,000 |
| 4. | Mr. Mohd. Abdul Raof | Director | 6,25,000 |
| 5. | Mr. Mallicarjunan Balachandar | Director | 3,50,000 |
| 6. | Mr. Vineet Raj Mathur | son of Mr. Vimal Raj Mathur, Promoter and Managing Director and Mrs. Sunitee Raj Mathur, promoter and Director) | 2,00,000 |
| 7. | Mr. Kunal Raj Mathur | Son – in- law of Mr. Vimal Raj Mathur, Promoter and Managing Director and Mrs. Sunitee Raj Mathur, promoter and Director) | 50,000 |
| 8. | Ms. Anusha Mathur | Daughter-in-law of Mr. Vimal Raj Mathur, Promoter and Managing Director and Mrs. Sunitee Raj Mathur, promoter and Director) | 2,00,000 |
| Total | | | 95,12,600 |

Aside the issue of shares to the above promoters and directors, 19,95,000 Equity Shares are proposed to be issued to the Non promoters (public category) on Preferential Basis.

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

(IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed warrants are converted into equity shares):

| Sl. No | Category | Pre Issue Holding | | | | Post Issue Holding | |
|----------|------------------------------|----------------------|---------------|--------------------|------------------|---|---------------|
| | | No. of Equity shares | % of shares | Proposed Issue | | No. of shares (presuming that all warrants are converted) | % of Shares |
| | | | | Equity shares | Warrants | | |
| A | Promoter Shareholding | | | | | | |
| 1 | Promoters | 18,55,276 | 8.24 | 85,37,600 | -- | 1,03,92,876 | 24.82 |
| | Sub-Total (A) | 18,55,276 | 8.24 | 85,37,600 | -- | 1,03,92,876 | 24.82 |
| B | Public Shareholding | | | | | | |
| 1 | Institutions | -- | -- | -- | -- | -- | -- |
| 2 | Non-Institutions | | | | | | |
| (i) | Bodies Corporate | 17,34,925 | 7.70 | -- | -- | 17,34,925 | 4.14 |
| (ii) | Individuals | 1,74,71,360 | 77.59 | 29,70,000 | 75,50,000 | 2,79,91,360 | 66.85 |
| (iii) | NRIs | 37,109 | 0.16 | -- | -- | 37,109 | 0.09 |
| (iv) | Clearing Members | 3,69,983 | 1.64 | -- | -- | 3,69,983 | 0.88 |
| (v) | HUF | 10,48,747 | 4.67 | -- | 3,00,000 | 13,48,747 | 3.22 |
| | Sub-Total (B) | 2,06,62,124 | 91.76 | 29,70,000 | 78,50,000 | 3,14,82,124 | 75.18 |
| | Grand Total (A+B) | 2,25,17,400 | 100.00 | 1,15,07,600 | 78,50,000 | 4,18,75,000 | 100.00 |

(V) Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants and Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

An amount, as may be decided by the Board of Directors, not being less than 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- a. The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board shall allot one Equity Share per each Warrant.
- b. If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.
- c. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- d. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.

(VI) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:

List of proposed allottees: All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

| Sl. No | PRE ISSUE HOLDING | | | POST ISSUE HOLDING ON CONVERSION | | | |
|-----------|---|-------------------|-------------|----------------------------------|----------------------------------|---|--|
| | Identity of proposed Preferential Allottee | Pre issue holding | % of shares | Shares proposed to be allotted | Warrants proposed to be allotted | No. of Shares after conversion/ allotment of shares | % of shares on conversion/ allotment of shares |
| A. | PROMOTERS | | | PROMOTERS | | | |
| 1. | Mr. Vimal Raj Mathur | 10,93,126 | 4.85 | 69,27,600 | 0 | 80,20,726 | 19.15 |
| 2. | Mr. S R Mathur | 5,400 | 0.02 | 1,60,000 | 0 | 1,65,400 | 0.39 |
| 3. | Mrs. Sunitee Raj | 1,805 | 0.01 | 10,00,000 | 0 | 10,01,805 | 2.39 |
| 4. | Mr. Vineet Raj Mathur (son of Mr. Vimal Raj Mathur, Promoter and Managing Director and Mrs. Sunitee Raj Mathur, promoter and Director) | 5 | 0.01 | 2,00,000 | 0 | 2,00,005 | 0.48 |
| 5. | Mr. Kunal Raj Mathur (son – in - law of Mr. Vimal Raj Mathur, Promoter and Managing Director and Mrs. Sunitee Raj Mathur, promoter and Director) | -- | -- | 50,000 | 0 | 50,000 | 0.12 |
| 6. | Ms. Anusha Mathur (Daughter-in-law of Mr. Vimal Raj Mathur, Promoter and Managing | 2,090 | 0.01 | 2,00,000 | 0 | 2,02,090 | 0.48 |

| | | | | | | | |
|----------|--|---------------|------|----------|-----------|-----------|------|
| | Director and Mrs. Sunitee Raj Mathur, promoter and Director) | | | | | | |
| B | NON -PROMOTERS | NON-PROMOTERS | | | | | |
| 1. | Mr. Mohd. Abdul Raooof | 18,200 | 0.08 | 6,25,000 | 0 | 6,43,200 | 1.54 |
| 2. | Mr. Mallicarjunan Balachandar | -- | -- | 3,50,000 | 0 | 3,50,000 | 0.84 |
| 3. | Dr. ZehraRehana | -- | -- | 0 | 10,00,000 | 10,00,000 | 2.39 |
| 4. | Mr. PrabhatSethia | 1,95,095 | 0.87 | 0 | 7,50,000 | 9,45,095 | 2.26 |
| 5. | Ms. Sangeeta Sethia | 5,40 | 0.00 | 0 | 7,50,000 | 7,50,540 | 1.79 |
| 6. | Mr. YashSethia | -- | -- | 0 | 7,50,000 | 7,50,000 | 1.79 |
| 7. | Mr. Harsh Sethia | -- | -- | 0 | 7,50,000 | 7,50,000 | 1.76 |
| 8. | Mr. Sameer AkshayPakvasa | -- | -- | 3,50,000 | 0 | 3,50,000 | 0.84 |
| 9. | Ms. Seema Agarwal | -- | -- | 0 | 4,00,000 | 4,00,000 | 0.96 |
| 10. | Mr. Chaitanya Agarwal | -- | -- | 0 | 4,00,000 | 4,00,000 | 0.96 |
| 11. | Ms. Meenu Sharma | -- | -- | 0 | 50,000 | 50,000 | 0.12 |
| 12. | Mr. Sailesh Kumar Agarwal | -- | -- | 0 | 11,75,000 | 11,75,000 | 2.81 |
| 13. | Ms. RakshitaChhajjer | -- | -- | 0 | 4,00,000 | 4,00,000 | 0.96 |
| 14. | Mr. Dinesh Surana | - | -- | 0 | 6,25,000 | 6,25,000 | 1.49 |
| 15. | Deepak Bhansali HUF | -- | -- | 0 | 1,00,000 | 1,00,000 | 0.24 |
| 16. | SC Bhansali& Sons HUF | -- | -- | 0 | 2,00,000 | 2,00,000 | 0.48 |

| | | | | | | | |
|-----|--|----------|------|----------|----------|-----------|------|
| 17. | Mr. Vijay Pulivarthi | -- | -- | 1,00,000 | 0 | 1,00,000 | 0.24 |
| 18. | Mr. Pulivarthi Venkata Rama Lingeswara Rao | -- | -- | 1,00,000 | 0 | 1,00,000 | 0.24 |
| 19. | Ms. G.L. Prasanthi | -- | -- | 1,00,000 | 0 | 1,00,000 | 0.24 |
| 20. | Ms. Sridevi Ananth | 33,750 | 0.15 | 50,000 | 0 | 83,750 | 0.20 |
| 21. | Mr. Shyam Sundar Raman | 15,000 | 0.07 | 20,000 | 0 | 35,000 | 0.08 |
| 22. | Mr. Vuppala Vinay Kumar Reddy | -- | -- | 1,00,000 | 0 | 1,00,000 | 0.24 |
| 23. | Mr. Krishna Lalit Kabra | -- | -- | 0 | 2,50,000 | 2,50,000 | 0.60 |
| 24. | Mr. Lalit Jankilal Kabra | -- | -- | 0 | 2,50,000 | 2,50,000 | 0.60 |
| 25. | Mr. Bharat Naresh Kumar Saxena | 1,86,900 | 0.83 | 2,50,000 | 0 | 4,36,900 | 1.04 |
| 26. | Mr. Suchit Mohan Lal | 24,902 | 0.11 | 1,00,000 | 0 | 1,24,902 | 0.30 |
| 27. | Mr. Sushant Mohan Lal | 20,000 | 0.09 | 1,00,000 | 0 | 1,20,000 | 0.29 |
| 28. | Mr. Krishna Hemant Mehta | 6,10,000 | 2.71 | 5,00,000 | 0 | 11,10,000 | 2.65 |
| 29. | Ms. Sanivarapu Navya Reddy | -- | -- | 2,00,000 | 0 | 2,00,000 | 0.48 |
| 30. | Mr. Imrana Athar | -- | -- | 25,000 | 0 | 25,000 | 0.06 |

Further, the ultimate beneficiary of the following allottees are:

| Sl. No | Name of the Allottee | Name of the Ultimate Beneficial Owner |
|--------|-------------------------|---------------------------------------|
| 1. | Deepak Bhansali HUF | Deepak Bhansali |
| 2. | S C Bhansali & Sons HUF | Shobha Chand Bhansali |

Change in control: As a result of the proposed preferential allotment of Equity Shares and convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, Promoters nor its Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

(VIII) Practicing Company Secretary Certificate:

Certificate from Mr. N. Phani Chakravarthy, Practicing Company Secretary confirming that the proposed issue of Equity shares and convertible warrants is being made in accordance with the SEBI (ICDR) Regulations, 2018 dated 28.11.2022 is placed on the website of the Company under the Weblink www.gradientinfotainment.com.

(IX) Pricing of the Issue including the basis or justification for the same and Relevant Date:

The price of the Convertible Warrants and Equity Shares proposed to be issued has been determined in accordance with the preferential issue guidelines provided in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 25.11.2022 (since 26.11.2022 and 27.11.2022 are Non-Trading Days), which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 27.12.2022).

The Equity Shares of the Company are listed on the Calcutta Stock Exchange Ltd and are also traded in permitted category on BSE Limited. There is no trading in Scripts of the Company in Calcutta Stock Exchange Ltd.

The issue price of Rs. 10/- per warrant/share has been arrived at after considering the Trading Data and the Valuation Report. The higher of the volume weighted average price of the related equity shares quoted on BSE Limited (Traded in permitted category) for 90 trading days /10 trading days preceding the relevant date is Rs. 7.44 /-. As per the Valuation Report dated

28.11.2022 from the Registered Valuer, CS Artham Someswara Rao, the Floor Price of the Equity Share of the Company having Face Value of Rupees 10.00 each has been arrived at Rs.7.44/- per warrant/share. A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in Chapter V of SEBI (ICDR) Regulations, 2018.

The Valuation Report dated 28.11.2022 from the Registered Valuer, CS Artham Someswara Rao, is also placed on the website of the Company under the Weblink www.gradientinfotainment.com. Further, Registered Valuer, CS Artham Someswara has also provided a certificate relating to the pricing of the issue, certifying that the Company has complied the provisions of Reg. 165 of SEBI ICDR Regulations, 2018.

(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;

Not Applicable as the allotment will be made for cash.

(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 Exchanges.

(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from Calcutta Stock Exchange Limited where the securities of the Company are listed. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of convertible warrants/Equity Shares on preferential basis. The proposed allottees have Permanent Account Number.

(XIII) Lock-in Period:

The equity shares and resultant equity shares 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 Calcutta Stock Exchange Limited where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

(XIV) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the year, the Company has not made any preferential allotment.

(XV) 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.

(XVI) 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/convertible warrants, such shares/ convertible warrants 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 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 convertible warrants/Equity Shares as stated in the resolutions, which would result in a further issuance of securities of the Company to the promoters/ 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 resolutions (Item no. 2 & 3) as a Special Resolutions as set out in the Notice.

The Directors Mr. Vimal Raj Mathur, Mr. S R Mathur, Ms. Sunitee Raj, Mr. Mohd. Abdul Raof and Mr. Mallicarjunan Balachandar are proposed allottees of Equity shares either on conversion of their loans into Equity Shares or as a preferential issue of Equity Shares. None of the other director i.e. Tammineedi Venkateswa Rao, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

**For and on behalf of the Board
For Gradiente Infotainment Limited**

**Place: Hyderabad
Date: 28-11-2022**

**Sd/-
Vimal Raj Mathur
Managing Director
(DIN: 03138072)**

306, 3rd Floor, May Fair Gardens,
Banjara Hills, Road No. 12,
Hyderabad-500 034, (P) +91-40-35167744
E-mail: gradienteinfoldtd@gmail.com,
shareholder@gradientinfotainment.com
URL: www.gradientinfotainment.com
CIN NO.: L74300TG1992PLC014317



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: **L74300TG1992PLC014317**
Name of the company: **Gradiente Infotainment Limited**
Registered office: **#306, 3rd Floor, May Fair Gardens,, Road No 12,
Banjara Hills, Hyderabad 500034 Telangana**

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

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

| | |
|----------------------------------|------------------|
| 1. Name: | 2. Name: |
| Address: | Address: |
| E-mail Id: | E-mail Id: |
| Signature:, or failing him | 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, will be held on Tuesday, 27thDecember, 2022 at 12.00Noon at the registered office of the Company situated at #306, 3rd Floor, May Fair Gardens, Road No 12, Banjara Hills, Hyderabad 500034 Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

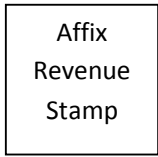
ResolutionNo.

1. Increase in Authorised Share Capital of the Company
2. Issue of Not Exceeding 24,45,000 Equity Shares and 78,50,000 Convertible Warrants to the Promoters and Non Promoters on Preferential Basis
3. Issue of 90,62,600 Equity Shares to the Directors by way of Conversion of Unsecured Loans of Rs. 9,06,26,000/-

Signed this day of..... 2022

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.

306, 3rd Floor, May Fair Gardens,
Banjara Hills, Road No. 12,
Hyderabad-500 034, (P) +91-40-35167744
E-mail: gradienteinfotd@gmail.com,
shareholder@gradientinfotainment.com
URL: www.gradientinfotainment.com
CIN NO.: L74300TG1992PLC014317



Gradiente Infotainment Limited

#306, 3rd Floor, May Fair Gardens, Road No 12, Banjara Hills, Hyderabad 500034 Telangana

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Extra Ordinary General Meeting of the members of the Gradiente Infotainment Limited to be held on Tuesday, 27th December, 2022 at 12:00 Noon at the registered office of the Company situated at #306, 3rd Floor, May Fair Gardens, Road No 12, Banjara Hills, Hyderabad 500034 Telangana and at any adjourned meeting thereof.

Shareholders/Proxy's Signature_____

Shareholders/Proxy's full name_____

(In block letters)

Folio No./ Client ID_____

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.