

# NOTICE

*1<sup>ST</sup>/2023-24*

*EXTRA - ORDINARY  
GENERAL MEETING*

**GRADIENTE  
INFOTAINMENT  
LIMITED**

  
**gradiente**  
Infotainment Limited

**NOTICE**

Notice is hereby given that the 1<sup>st</sup> Extra Ordinary General Meeting for the Financial Year 2023-24 of the Shareholders of Gradiante Infotainment Limited will be held on Monday, 04<sup>th</sup> day of December, 2023 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 AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION 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 existing Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 85,00,00,000 (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crores Fifty 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. 85,00,00,000 (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- each"**

**"RESOLVED FURTHER 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. 85,00,00,000 (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crores Fifty 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. TO CONSIDER AND APPROVE FURTHER ISSUE OF NOT EXCEEDING 2,14,19,000 EQUITY SHARES TO THE PROMOTER AND NON PROMOTERS OF THE COMPANY 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** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreement entered into by the Company with the Calcutta Stock Exchange Limited (CSE) where the Equity Shares of the Company having face value of Rs.10/- (Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/ or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot **not exceeding 10,00,000 (Ten lakhs only) equity shares to Promoter and not exceeding 2,04,19,000 (Two Crores Four Lakhs Nineteen Thousand only) equity shares to Non-Promoters having face value of Rs. 10/- (Rupees Ten) each fully paid-up at an issue price of Rs. 10/- (Rupees Ten only) per equity share** which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations and other applicable regulation, if any by way of preferential allotment.

**“RESOLVED FURTHER THAT** in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be 03<sup>rd</sup> November 2023, being the date of 30 (Thirty) days prior to the meeting of members of the Company.

**“RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority / Stock Exchanges / the Central Government for allotment is pending, the period of 15 days shall be

counted from the date of receipt of such approval or permission.

- b) Each Allottee shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof.
- c) The Equity Shares so offered and allotted to the Subscriber shall be in dematerialized form.
- d) The Equity Shares being allotted to the Subscriber shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the Calcutta Stock Exchange Limited (CSE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including dividend.
- e) The Equity Shares shall remain locked-in from the date of receipt of trading approvals and for such periods as specified under Chapter VII of the ICDR Regulations.
- f) Pre Preferential holdings of the Subscriber to whom the securities are proposed to be allotted shall remain locked in from such date and for such periods as specified under the ICDR Regulations.
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT** the equity shares issued 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 Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the

depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

### 3. ISSUE OF 1,02,26,000 EQUITY SHARES TO THE DIRECTORS BY WAY OF CONVERSION OF UNSECURED LOANS OF RS. 10,22,60,000/-

*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 **not exceeding 1,02,26,000 (One Crore Two Lakhs Twenty Six thousand 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 10,22,60,000/- (Rupees Ten Crores Twenty Two lakhs Sixty Thousand Only) outstanding in the name of the following Proposed Allottees:

S.No	Name of the proposed Allottee	No. of Equity Shares	Unsecured Loan Amount (Rs.)
01	Mr. Vimal Raj Mathur	78,26,000	7,82,60,000
02	Ms. Sunitee Raj	15,00,000	1,50,00,000
03	Mr. S R Mathur	1,00,000	10,00,000
04	Mr. Mallicarjunan Balachandar	6,00,000	60,00,000
05	Mr. Mohd. Abdul Raof	2,00,000	20,00,000

“**RESOLVED FURTHER THAT** in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be

03<sup>rd</sup> November 2023, being the date of 30 (Thirty) days prior to the meeting of members of the Company.

**“RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

- a) The Equity Shares shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority / Stock Exchanges / the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission.
- b) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.
- c) The Equity Shares so offered and allotted to the Subscriber shall be in dematerialized form.
- d) The Equity Shares being allotted to the Subscriber shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the Calcutta Stock Exchange Limited (CSE) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including dividend.
- e) The Equity Shares shall remain locked-in from the date of receipt of trading approvals and for such periods as specified under Chapter VII of the ICDR Regulations.
- f) Pre Preferential holdings of the Subscriber to whom the securities are proposed to be allotted shall remain locked in from such date and for such periods as specified under the ICDR Regulations.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT** the equity shares issued 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 Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions,

attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.”

#### **4. ALTERATION OF MEMORANDUM OF ASSOCIATION DUE TO CHANGE IN OBJECT CLAUSE OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Telangana to amend the clause III(A) of the Memorandum of Association of Company by a way of insertion of the following:

3. To carry on the business of both pre and post production, VFX, distribution or exhibition of films and motion pictures and the running of theatres, cinemas, studios, and cinematographic shows and exhibitions.
4. To carry on in India or outside India or elsewhere the business to present, produce, arrange, manage, organize, conduct, sponsor, compose, edit, plan, design, exhibit, demonstrate, promote, operate, participate, collaborate and run at national and international level all sorts of shows and modeling, films, programmes of song, music, dance, film star, pop star, T.V. channels, entertainment web-sites and for the purpose to engage, book or hire artists, authors, story writers, musicians, models, performers, and other persons and agencies.
5. To provide on such terms as may seem expedient all or any of the management, secretarial, advertising, publicity, accountancy, merchandising, personal and social facilities and services required or used in connection with their professional engagements by artistes and others engaged in theatrical, film, radio, television entertainment or sporting activities.
6. To carry on business as traders and agents, suppliers and commission agents in relation to the content creation in any form or shape produced or supplied by any company or firm, association of persons, body (whether incorporated or not), government, semi government or any local authority.

7. To carry on the business of Computer Software and Hardware designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer softwares and hardwares and solutions, and to import, export, sell, purchase, distribute, host or otherwise deal in own and third party computer software packages, hardware packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise and to carry on the business of conducting trade & Commerce of all the activities pertaining to the services of Information Technology (IT) and Information Technology Enabled Services (ITeS) including its Computer Softwares and Hardwares, etc.

8. To undertake the business of advertising including booking of advertisements for clients in newspapers, magazines, television and other audio-visual, print medium and media and publicity, mass communication, consumer research, industrial and sociological research, market, research, graphic designing including product package and exhibition designing, photography for advertising, industrial and journalistic purpose, to set up, conduct and exploit business opportunities for outdoor advertising in general and to engage in the business of outdoor advertising media and signage and in particular large format spectacular displays, to manufacture and maintain media and signage products, to market media and signage products including advertising techniques and packaging, to carry out and engage in any other signage related business, to produce and distribute documentary and/or advertising films for any purpose, to manufacture, construct, prepare, compose, design, purchase or otherwise deal in and with advertising and publicity devices, media or every verity and means or kind, to act as printers, publishers, distributors of any print and other publications and to render consultancy services and provide turnkey solutions in all types and kinds of advertising, publicity and related business.

9. To undertake the business of, and to work as consultants and on, advertising, publicity, public relations press relations and mass communication, all types of consumer market, industrial, sociological and advertising research, graphic designing including product packaging exhibition, designing, photography, photo type setting computerized desktop publish printing, litho work and manufacturing advertising objects, novelties, packaging and other advertising materials and to carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and indoor, newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio visual display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.

10. To advise individuals, firms, companies, corporations and others anywhere in the world on best methods of advertising products, processes and services and to act as consultants and agents and to deal with newspapers, magazines, T.V., radio and other media on behalf of clients, to undertake advertising and promotional campaigns of all kinds on behalf of clients and to carry on any other business which may be usefully carried on with the business of the company.

11. To carry on business as business consultants, market research consultants, valuers and estate agents and to act as intermediaries in respect of sellers, purchasers and manufacturers.



12. To carry on business of commodity trading by way of (including commodity derivatives) broking, trading and hedging and to act as brokers and traders in all commodities and commodity derivatives and to provide the service for commodity related activities buy, sell, take hold deal in, convert, modify, add value, transfer or otherwise dispose of commodities and commodity derivatives.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and any alterations to the aforesaid resolution as may be advised by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.”

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

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

**Date: 09-11-2023  
Place: Hyderabad**

**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.**

1. 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. The Register of members and share transfer books of the company will remain closed from 28-11-2023 to 04-12-2023 (both days inclusive) for the purpose of EGM.

3. Members / Proxies should bring the attendance slips duly filled in, sent herewith along with the Notice of the EGM at the Meeting and signed for attending the meeting.

4. 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.

5. As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in the prescribed form.

6. 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 entitled to vote.

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 Shareregistry (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 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 Shareregistry (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. Electronic copy of the Notice of the 1st Extra Ordinary General Meeting for the Financial Year 2023-24 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.

11. Members may also note that the Notice of the 1st Extra Ordinary General Meeting will also be available on the Company’s website [www.gradientinfotainment.com](http://www.gradientinfotainment.com) for their download. 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](mailto:shareholders@gradientinfotainment.com) and [support@purvashare.com](mailto:support@purvashare.com).

12. The Company (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5.00 p.m. on the date preceding the EGM. Accordingly, the e-voting will be available at the <https://www.evoting.nsdl.com>. The remote e-voting period will commence at 9.00 AM (IST) on 01<sup>st</sup> December, 2023 and will end at 5.00 PM (IST) on 03<sup>rd</sup> December, 2023. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be displayed by NSDL for e-voting thereafter. Once the vote on a resolution is cast by a member shall not be allowed to change subsequently.

13. 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.

14. Members are requested to quote their Registered Folio No. in all correspondence(s) with the Company.

15. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper.

16. A person, whose name recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the 27<sup>th</sup> November, 2023 only shall be entitled to avail the facility of remote e-voting as well voting at the EGM through ballot paper.

17. Mr. CS. N. Phani Chakravarthy, Practicing Company Secretary (Membership No. 32380) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

18. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

19. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and hereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.gradientinfotainment.com](http://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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

**The remote e-voting period begins on 01<sup>st</sup> December, 2023 at 9:00 A.M. and ends on 03<sup>rd</sup> December, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 27<sup>th</sup> November 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 27<sup>th</sup> November 2023.**

**The EVEN Number of “Gradiente Infotainment Limited” is 127102**

**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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="651 321 1365 1066">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="651 1073 1365 1696">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="651 1703 1365 1850">3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store      Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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:**

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [cspchakravarthy@gmail.com](mailto:espchakravarthy@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login
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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto: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 [shareholders@gradientinfotainment.com](mailto:shareholders@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 [shareholders@gradientinfotainment.com](mailto:shareholders@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](mailto: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.

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)****IN RESPECT OF ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY::**

In order to accommodate the shares to be allotted on preferential basis and future requirements, the Board of Directors at their meeting held on 09<sup>th</sup> November, 2023 have decided to increase the existing Authorized Share Capital from 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 85,00,00,000 (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crores Fifty Lakhs Only) 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.

**IN RESPECT OF ITEM NO. 2: TO CONSIDER AND APPROVE FURTHER ISSUE OF NOT EXCEEDING 2,14,19,000 EQUITY SHARES TO THE PROMOTER AND NON PROMOTERS OF THE COMPANY ON PREFERENTIAL BASIS****AND****IN RESPECT OF ITEM NO. 3: ISSUE OF 1,02,26,000 EQUITY SHARES TO THE DIRECTORS BY WAY OF CONVERSION OF UNSECURED LOANS OF RS. 10,22,60,000/-**

The Board of Directors of the Company, in its meeting held on 09<sup>th</sup> November, 2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of **not exceeding 10,00,000 (Ten lakhs only) equity shares to Promoter and not exceeding 2,04,19,000 (Two Crores Four Lakhs Nineteen Thousand only) equity shares to Non-Promoters having face value of Rs. 10/- (Rupees Ten) each fully paid-up at an issue price of Rs. 10/- (Rupees Ten only) per equity share** on preferential basis to the below mentioned Proposed Investors.

**The details of the Proposed Allottees are as follows:**

<b>Sl. No</b>	<b>Name of the proposed allottee</b>	<b>No. of Equity Shares to be issued</b>
<b>a)</b>	<b>Promoters</b>	
1.	Vineet Raj Mathur	10,00,000
	<b>Total (a)</b>	<b>10,00,000</b>
<b>b)</b>	<b>Non promoters</b>	
2	Sailesh Srivastava	1,00,000
3	Reshma Srivastava	1,00,000
4	Sridevi Ananth	3,00,000
5	Malayambakka Ponnuswamy Ananth	10,00,000
6	Yashasvi Agarwal	1,25,000
7	Babita Agarwal	25,000
8	Bhagirath Inks Private Limited	50,000
9	Vidya Balasubramanian	15,000
10	Nabanita Ghatak Dutta	15,000
11	Ramanathan Anandan	15,000
12	N Ramesh	15,000
13	Sameer Akshay Pakvasa	5,00,000
14	Kamal Kishore Jhavar	600
15	D V Durga Siva Prasad	3,000
16	Siddharth Shanker Tadinada	15,000
17	Raghavendra Chary Padakanti	5,000
18	Mithipati Karthikeya Shashikanth	20,000
19	Kamlesh Prafulchandra Gandhi	80,000
20	Heena Kamlesh Gandhi	80,000
21	Belida Roopender	25,000
22	Mak Rubber India Limited	4,00,000
23	Krishnav Agarwal	2,00,000
24	Nageshwara Rao Chitirala	12,00,000
25	Ramaswamyreddy Pedinekaluva	80,00,000
26	Prem Latha	50,000
27	Darsh L Jain	50,000
28	Sivakanya S Kakurla	3,00,000
29	Ashok Kumar Agarwal	1,00,000
30	Ashok Kumar Agarwal (HUF)	1,00,000
31	Sunitha Kumari Agarwal	1,50,000
32	Renuka Agarwal	2,00,000
33	Vijay Ojha	50,000
34	Amrita Agarwal	2,00,000
35	Medepudi Rohit	5,00,000
36	Munnuru Srikanth	5,400

37	Madnagar Dashrath Rao	5,000
38	Vutukuri Vemkateshwarlu	50,000
39	Moota Kiran Kumar	1,00,000
40	G V Vasundharadevi	50,000
41	Sailesh Kumar Agarwal	18,00,000
42	Seema Agarwal	2,50,000
43	Rakshita Agarwal	6,00,000
44	Boreddy Saritha Reddy	10,000
45	Balaji Nallamalli	50,000
46	Subbarayudu Penugonda	5,000
47	Vazakkad Muralidhar Thamanikkra	5,00,000
48	Varanasi Hemalatha	10,00,000
49	Varanasi Guna Sekhar Reddy	10,00,000
50	Doradla Prabhavati	3,00,000
51	Mounica Doradla	3,00,000
52	Doradla Manogna	3,00,000
53	Gurram Venkatesaiah	5,000
54	Kilari Manohar	50,000
55	Linga Raju	50,000
	<b>Total (b)</b>	<b>2,04,19,000</b>
	<b>GRAND TOTAL</b>	<b>2,14,19,000</b>

The Board of Directors of the Company, in its meeting held on 09<sup>th</sup> November, 2023 also accorded to Offer, Issue and Allot **not exceeding 1,02,26,000 (One Crore Two Lakhs Twenty Six thousand Only) Equity Shares to the Directors** 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 10,22,60,000/- (Rupees Ten Crores Twenty Two lakhs Sixty Thousand Only) outstanding in the name of the following Proposed Allottees:

S.No	Name of the proposed Allottee	No. of Equity Shares	Unsecured Loan Amount (Rs.)
01	Mr. Vimal Raj Mathur	78,26,000	7,82,60,000
02	Ms. Sunitee Raj	15,00,000	1,50,00,000
03	Mr. S R Mathur	1,00,000	10,00,000
04	Mr. Mallicarjunan Balachandar	6,00,000	60,00,000
05	Mr. Mohd. Abdul Raof	2,00,000	20,00,000

Since the Company is a listed Company, the proposed Preferential Issue is in terms of the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)I of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

**DISCLOSURES:**

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

**1. Objects of the Preferential issue**

The Company proposes to raise funds through issue of equity shares on preferential basis to:

1. Meet funding requirements for various ongoing Projects of the Company.
2. Meet working capital requirements to strengthen financial position
3. General corporate purposes.

**2. Maximum Number of shares to be issued and pricing of preferential issue:**

The Board of Directors in its meeting held on 09<sup>th</sup> November, 2023, approved the proposal for raising funds by way of issuance and allotment of **not exceeding 10,00,000 (Ten lakhs only) equity shares to Promoter and not exceeding 2,04,19,000 (Two Crores Four Lakhs Nineteen Thousand only) equity shares to Non-Promoters having face value of Rs. 10/- (Rupees Ten) each fully paid-up at an issue price of Rs. 10/- (Rupees Ten only) per equity share on preferential basis AND not exceeding 1,02,26,000 (One Crore Two Lakhs Twenty Six thousand Only) Equity Shares to the Directors.**

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

Rs. 21,41,90,000/- (Rupees Twenty One Crores Fourty One Lakhs and Ninety Thousand)

**4. Pricing of Preferential Issue:**

The Board has fixed the price of Rs. 10/- per equity share in terms of Regulation 164 of the ICDR Regulations.

**5. Basis on which the price would be arrived at:**

The equity shares of the Company are listed Calcutta Stock Exchange Limited (CSE).

The issue price per equity share of Rs.10/- (Rupees Ten only) has been arrived at after considering the Trading Data and the Valuation Report.

Further, Registered Valuer 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.

**6. Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for this Preferential Allotment of equity shares is 03<sup>rd</sup> November, 2023 being the 30 days prior to the date of Extra Ordinary General Meeting.

**7. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

**The following promoters and directors intend to subscribe to the proposed issue:-**

<b>S.No</b>	<b>Name of the proposed allottee</b>	<b>Promoter / director / key managerial personnel</b>	<b>No. of shares</b>
1.	Mr. Vimal Raj Mathur	Promoter and Managing Director	78,26,000
2.	Mr. S R Mathur	Promoter and Whole-time Director	1,00,000
3.	Ms. Sunitee Raj	Promoter and Director	15,00,000
4.	Mr. Mohd. Abdul Raof	Director	2,00,000
5.	Mr. Mallicarjunan Balachandar	Director (Resigned)	6,00,000
6.	Mr. Vineet Raj Mathur	Son of Mr. Vimal Raj Mathur, (Promoter and Managing Director) and Mrs. Sunitee Raj (Promoter and Director)	10,00,000
7.	Mr. Nageshwara Rao Chitirala	Director	12,00,000

**8. Proposed time within which the allotment shall be completed:**

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

**9. Terms of Issue of the Equity Shares, if any**

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equityshares of the Company in all respects.

**10. Lock-in period**

As the provisions of Regulations 167 of SEBI ICDR Regulations the Equity Shares to allotted

to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted and to the persons other than the promoters or the promoter group, shall be locked-in for a period of 6 months from the date of trading approval granted.

The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

#### 11. Change in control if any consequent to preferential issue

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

#### 12. Shareholding Pattern before and after the proposed preferential issue:

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:

Category of Shareholders	Pre- Issue Shareholding		Proposed Preferential Issue	Post-Issue Shareholding	
	No. of shares held	% of Total Shares	No. of shares	No. of shares held	% of Total Shares
<b>A. Promoters</b>					
(1) Indian					
a) Individual/HUF	95,89,368	18.24	1,04,26,000	2,00,15,368	23.77
c) Bodies Corporates	10,03,800	1.91	-	10,03,800	1.19
<b>SUB TOTAL:(A) (1)</b>	<b>1,05,93,168</b>	<b>20.15</b>	<b>1,04,26,000</b>	<b>2,10,19,168</b>	<b>24.96</b>
(2) Foreign	-	-	-	-	-



<b>SUB TOTAL (A) (2)</b>	0	0	0	0	0
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	1,05,93,168	20.15	1,04,26,000	2,10,19,168	24.96
<b>B. PUBLIC SHAREHOLDING</b>					
<b>(1) Institutions</b>	-	-		-	-
<b>SUB TOTAL (B)(1):</b>	0	0		0	0
<b>(2) Non Institutions</b>					
a) Individuals					
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	71,03,590	13.51	15,69,000	86,72,590	10.30
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	3,13,27,172	59.60	1,95,00,000	5,08,27,172	60.35
c) Others (specify)	35,42,737	6.74	1,50,000	36,92,737	4.39
<b>SUB TOTAL (B)(2):</b>	4,19,73,499	79.85	2,12,19,000	6,31,92,499	75.04
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	4,19,73,499	79.85	2,12,19,000	6,31,92,499	75.04

<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-		-	-
<b>Grand Total (A+B+C)</b>	5,25,66,667	100	3,16,45,000	8,42,11,667	100.00

The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice. The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned Resolution No. 2 & 3 and (ii) Consequently, the post-issue shareholding percentage mentioned above may stand altered.

### 13. 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.

### 14. Certificate from Practicing Company Secretaries

A certificate from Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting and all also be available during the Extraordinary General Meeting.

### 15. 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.

### 16. 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.

**17. 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 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 Raoof, Mr Nageshwara Rao Chitirala 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 key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

**IN RESPECT OF ITEM NO. 4: ALTERATION OF MEMORANDUM OF ASSOCIATION DUE TO CHANGE IN OBJECT CLAUSE OF THE COMPANY:**

The Board of Directors, on 09<sup>th</sup> November, 2023 has approved the aforesaid alteration in the Objects Clause of the MoA of the Company, subject to the approval of the Members of the Company.

The Company is in the process of commencing new business activities and consequently the company wants to add/amend its main objects. The Board of Directors of the Company is in the view that the Company should be in consonance to the new main objects of the Company. Therefore, the Board of Directors of the Company seeks your approval for addition/amendment in object clause of the company.

The special resolution passed shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board recommends the Special Resolution as set out at Item No.4 of the Notice for approval of the shareholders.

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

**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,  
Banjara Hills, Road No. 12, Hyderabad – 500034, Telangana

**01/(2023-24) Extra Ordinary General Meeting on Monday, 04<sup>th</sup> December, 2023**

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

I/We, being the member (s) of ..... Equity shares of the Gradiante, hereby appoint:

1	Name	
	Address	
	E-mail Id:	
	Signature:	

or failing him/her

1	Name	
	Address	
	E-mail Id:	
	Signature:	

or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EGM of the Company to be held on Monday, 04th December, 2023 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 at any adjourned meeting thereof in respect of such resolutions as are indicated below:

S.	Resolution	Vote	
		For	Against
<b>Special Business</b>			
1	To increase the Authorised Share Capital of the Company to Rs. 85,00,00,000 (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- each.		
2	To consider and approve further issue of not exceeding 2,14,19,000 Equity Shares at an issue price of Rs. 10/- per equity share to the Promoter and Non Promoters of the Company on Preferential basis		
3	To consider and approve further issue of not exceeding 1,02,26,000 Equity Shares at an issue price of Rs. 10/- per equity share to the Directors by way of conversion of unsecured loans of Rs. 10,22,60,000/-		
4	Alteration of Memorandum of Association due to change in Object Clause of the Company		

Signature of shareholder

Signature of Proxy holder(s)

*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

**GRADIENTE INFOTAINMENT LIMITED**  
**CIN: L74300TG1992PLC014317**  
**Regd. Office: #306, 3rd Floor, May Fair Gardens, Banjara**  
**Hills, Road No 12 Hyderabad – 500034**

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**ATTENDANCE SLIP**

(Please present this slip at the Meeting venue)

**01<sup>st</sup>/(2023-24) Extra Ordinary General Meeting, Monday, 04<sup>th</sup> December, 2023**

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

Folio No./ Client ID \_\_\_\_\_

No. of shares held \_\_\_\_\_

I hereby record my presence for the 1<sup>st</sup> Extra Ordinary General Meeting for the Financial Year 2023-24 of the Members of Gradiante Infotainment Limited held on Monday, 04th day of December, 2023 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 at any adjourned meeting thereof.

\_\_\_\_\_  
Shareholders/Proxy's Signature

**Note:**

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

<b>Form No. MGT-12</b> <b>POLLING PAPER</b> [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]				
<b>Name of the Company: GRADIENTE INFOTAINMENT LIMITED</b> <b>Registered. Office: #306, 3rd Floor, May Fair Gardens, Banjara Hills, Road No 12 Hyderabad – 500034</b> <b>CIN: L74300TG1992PLC014317</b>				
<b>BALLOT PAPER</b>				
<b>Sl. No</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity		
I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
<b>No</b>	<b>Item</b>	<b>No. of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
<b>Special Business</b>				
1.	To increase the Authorised Share Capital of the Company to Rs. 85,00,00,000 (Rupees Eighty Five Crores only) divided into 8,50,00,000 (Eight Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- each.			
2.	To consider and approve further issue of not exceeding 2,14,19,000 Equity Shares at an issue price of Rs. 10/- per equity share to the Promoter and Non Promoters of the Company on Preferential basis			

3.	To consider and approve further issue of not exceeding 1,02,26,000 Equity Shares at an issue price of Rs. 10/- per equity share to the Directors by way of conversion of unsecured loans of Rs. 10,22,60,000/-			
4.	Alteration of Memorandum of Association due to change in Object Clause of the Company			
<p>Place: Hyderabad Date: 04-12-2023</p> <p style="text-align: right;">(Signature of the shareholder)</p>				



### ROUTE MAP OF THE VENUE

Venue: #306, 3rd Floor, May Fair Gardens, Banjara Hills,  
Road No. 12 Hyderabad – 500034

