

To,

Date: September 7<sup>th</sup>, 2022

The Manager - Listing Department,  
The National Stock Exchange of India Limited - EMERGE,  
Exchange Plaza, NSE Building,  
Bandra Kurla Complex,  
Mumbai - 400 051.

NSE Symbol: CADSYS

ISIN No.: INE090Y01013

Dear Sir/Madam,

**Subject: Intimation of 30<sup>th</sup> Annual General Meeting of Cadsys (India) Limited.**

Notice is hereby given that, the 30<sup>th</sup> Annual General Meeting of the members of Cadsys (India) Limited will be held on **Friday, September 30<sup>th</sup>, 2022 at 9.00 A.M. IST** through Video conferencing and other Audio-Visual means, to transact the business as set out in the Notice.

A copy of the notice approved by the Board of Directors in the Meeting of the Board held on September 7<sup>th</sup>, 2022 is attached hereunder for your reference.

We request the Stock Exchange and the Shareholders of the Company to kindly take the above information on record.

Thanking You,

For and on behalf of Cadsys (India) Limited



**Babladi Shailaja**  
Company Secretary and Compliance Officer  
Membership No. A42918

Enclosed: Notice for AGM of Cadsys (India) Limited for the Financial Year 2021-22.

**NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF CADSYS (INDIA) LIMITED WILL BE HELD ON FRIDAY THE 30<sup>TH</sup> DAY OF SEPTEMBER 2022 AT 9:00 A.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS**

**1. Adoption of Financial Statements:**

To receive, consider, discuss and adopt –

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Board's Report and Auditor's Report thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Auditor's Report thereon and in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolutions**:
  - (a) **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022, the Board's Report and Auditor's Report thereon placed before this meeting, be and are hereby received, considered and adopted."
  - (b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2022 and Auditor's Report thereon placed before this meeting, be and are hereby received, considered and adopted."

**2. Re-appointment of Mr. Sripadarajan Nagarajan as a Director, liable to retire by rotation:**

To appoint a director in place of Mr. Sripadarajan Nagarajan (DIN: 05262644), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is accorded to re-appoint Mr. Sripadarajan Nagarajan (DIN: 05262644), as a Director to the extent that he is liable to retire by rotation."





## SPECIAL BUSINESS:

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### 3. To Increase the Authorized Share Capital of the Company:

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

**“RESOLVED THAT** pursuant to the provisions of sections 61, 64 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with relevant rules made thereunder, including statutory modifications or re-enactments thereof, enabling provisions of the Memorandum and Articles of Association of the Company, and other law, notifications and regulations as may be applicable and subject to the approval of the Registrar of Companies, Telangana and NSE Emerge, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 8,50,00,000/- (Rupees Eight Crores Fifty Lacs Only) divided into 85,00,000 (Eighty-Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lacs Only) divided into 1,55,00,000 (One Crore Fifty Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respects with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** pursuant to sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, the consent of the board of the Company be and is hereby accorded for substituting the existing clause V of the Memorandum of Association of the Company relating to Authorized Share capital with the following new clause in its place:

V. The Authorized share capital of the Company is Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lacs Only) divided into 1,55,00,000 (One Crore Fifty Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) with rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being. The Company has power from time to time, to increase or reduce its share capital.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company, be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Telangana or any other statutory authorities.”



#### 4. Issue and allotment of Warrants on Preferential Basis:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI (ICDR) Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"Listing Regulations"**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"SEBI Takeover Regulations"**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (**"SEBI"**) and The National Stock Exchange of India Limited, the only stock exchange where the shares of the Company are listed (**"Stock Exchange"**), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 75,00,000 (Seventy Five Lakh) convertible warrants (**"Warrants"**) at a price of Rs. 40/- (Rupees Forty Only) per Warrant (**"Warrant Issue Price"**) with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company (**"Equity Shares"**) at a premium of Rs. 30/- (Rupees Thirty Only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 30,00,00,000/- (Rupees Thirty Crore Only), to the below mentioned Investor(s) of the Company (**"Proposed Allottees"**) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:





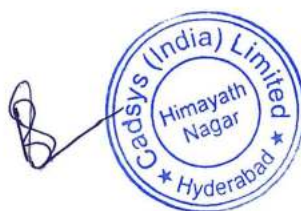
Sr. No	Name of the Proposed Allottees	Category	No. of Warrants	Investment Amount upto (Rs.)
1	Mrs. Padmaja Nallani Chakravarthi	Promoter Group	20,00,000	8,00,00,000
2	Mr. Chakravarthi Venkata Rangacharya Nallani	Promoter	5,00,000	2,00,00,000
3	Ms. Sai Sirisha Nallani Chakravarthi*	Promoter Group	5,00,000	2,00,00,000
4	Ms. Babladi Shailaja	Public	5,00,000	2,00,00,000
5	Mr. Nagarajan Sripadarajan	Public	5,00,000	2,00,00,000
6	Mr. Srinivas Rao Vala	Public	13,20,000	5,28,00,000
7	Mr. Apparao Venkata Varre	Public	21,80,000	8,72,00,000
	<b>Total</b>		<b>75,00,000</b>	<b>30,00,00,000</b>

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as August 30<sup>th</sup>, 2022, being the date 30 days prior to the date of Meeting i.e., September 30<sup>th</sup>, 2022.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;



- d. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- e. Apart from the said right of adjustment mentioned in (d) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- f. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- g. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company;
- h. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- i. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;
- j. The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;
- k. The pre-preferential shareholding of the Allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of





Warrants), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

**5. To Consider and approve the re-appointment of Mr. Sai Sridhar Sangineni (DIN: 03274134) as Non-Executive Independent Director:**

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

**“RESOLVED THAT** pursuant to provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with schedule IV of the said act (including any statutory modifications (or) re-enactments thereof for the time being in force), approval of shareholders be and is hereby accorded for the re-appointment of Mr. Sai Sridhar Sangineni holding a valid DIN: 03274134, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act for his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold the office for the second term i.e., for 5 (five) years w.e.f 01<sup>st</sup> April, 2022.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company, be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Telangana or any other statutory authorities.”



**6. To Consider and approve the re-appointment of Mr. Appala Charyulu Chilakanarri (DIN: 01601712) as Non-Executive Independent Director:**

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

**“RESOLVED THAT** pursuant to provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with schedule IV of the said act (including any statutory modifications (or) re-enactments thereof for the time being in force), approval of shareholders be and is hereby accorded for the re-appointment of Mr. Appala Charyulu Chilakanarri holding a valid DIN: 01601712, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act for his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold the office for the second term i.e., for 5 (five) years w.e.f 01<sup>st</sup> April, 2022.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company, be and is hereby authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Telangana or any other statutory authorities.”

**For and on behalf of the Board  
Cadsys (India) Limited**

**Sd/-  
N.C. Padmaja  
Whole-Time Director  
DIN: 01173673**

**Date: 7<sup>th</sup> September 2022**

**Place: Hyderabad**





**EXPLANATORY STATEMENT**  
**(Pursuant to the provisions of Section 102 of Companies Act, 2013)**

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**Item No. 3:**

Your Board has proposed to increase the Authorized share capital of the Company from Rs. 8,50,00,000/- (Rupees Eight Crores Fifty Lacs Only) divided into 85,00,000 (Eighty Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each to Rs. 15,50,00,000/- (Rupees Fifteen Crores Fifty Lacs Only) divided into 1,55,00,000 (One Crore Fifty Five Lacs) Equity shares of face value of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respects with the existing equity shares of the Company in order to accommodate the proposed issue of warrants on preferential basis.

In accordance with the provisions of the Companies Act, 2013, and the Articles of Association, the Company may increase the Authorized Share Capital by passing resolutions at the General Meeting of the members of the Company. Consequently, upon such increase in Authorized Share Capital of the Company and to reflect the said change in its Memorandum of Association of the Company, the resolutions have been proposed by the Board of Directors.

Hence, the members are requested to pass the resolutions specified in the Notice for the purpose to increase of the authorized Share Capital of the company and also to alter the Memorandum and Articles of Association of the Company.

None of the Directors/Managers/KMP and their relatives is concerned or interested, except as the members of the Company.



**Item No. 4:**

The Board of Directors of the Company ("**the Board**") at their Meeting on September 7<sup>th</sup>, 2022, subject to necessary approval(s), has approved the proposal for raising of funds by issue of upto 75,00,000 (Seventy Five Lakh) convertible warrants ("Warrants") at a price of Rs. 40/- (Rupees Forty only) per Warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each of the Company ("Equity Shares") at a premium of Rs. 30/- (Rupees Thirty only) per Equity Share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 30,00,00,000/- (Rupees Thirty Crore Only) to the below mentioned Investor(s) of the Company ("Proposed Allottees") for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations:

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants	Investment Amount upto (Rs.)
1	Mrs. Padmaja Nallani Chakravarthi	Promoter Group	20,00,000	8,00,00,000
2	Mr. Chakravarthi VenkataRangacharya Nallani	Promoter	5,00,000	2,00,00,000
3	Ms. Sai Sirisha Nallani Chakravarthi*	Promoter Group	5,00,000	2,00,00,000
4	Ms. Babladi Shailaja	Public	5,00,000	2,00,00,000
5	Mr. Nagarajan Sripadarajan	Public	5,00,000	2,00,00,000
6	Mr. Srinivas Rao Vala	Public	13,20,000	5,28,00,000
7	Mr. Apparao Venkata Varre	Public	21,80,000	8,72,00,000
	<b>Total</b>		<b>75,00,000</b>	<b>30,00,00,000</b>

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**") are as under:

**1. Objects of the Preferential Allotment:**

The Company is planning to raise funds for long term working capital requirements, repayment of debt and/or for general corporate purposes.





**2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:**

The Board of Directors of the Company at their Meeting on September 7<sup>th</sup>, 2022, has, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of following:

Sr. No.	Name of the Proposed Allottees	No. of Warrants	Price of each security	Investment Amount upto (Rs.)
1	Mrs. Padmaja Nallani Chakravarthi	20,00,000	Rs. 40/-	8,00,00,000
2	Mr. Chakravarthi Venkata Rangacharya Nallani	5,00,000		2,00,00,000
3	Ms. Sai Sirisha Nallani Chakravarthi*	5,00,000		2,00,00,000
4	Ms. Babladi Shailaja	5,00,000		2,00,00,000
5	Mr. Nagarajan Sripadarajan	5,00,000		2,00,00,000
6	Mr. Srinivas Rao Vala	13,20,000		5,28,00,000
7	Mr. Apparao Venkata Varre	21,80,000		8,72,00,000
	<b>Total</b>	<b>75,00,000</b>		<b>30,00,00,000</b>

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Issue of the Warrants are as stated in the Resolution.

**3. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue:**

The proposed allottees as mentioned above are intending to participate/subscribe to the proposed Preferential Allotment to the extent of Warrants allotted. Except the aforesaid, no other Promoters, Directors or Key Managerial Personnel of the Company are subscribing to this preferential issue.

**4. Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering all the preferential issues under this Notice is provided in an Annexure 1 forming part of this Notice.



**5. Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

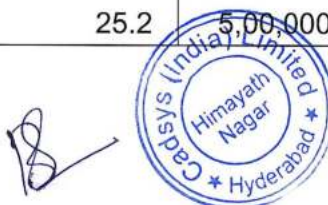
**6. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of Proposed Allottees	Category	Beneficial Ownership
1	Mrs. Padmaja Nallani Chakravarthi	Promoter Group	NA
2	Mr. Chakravarthi Venkata Rangacharya Nallani	Promoter	NA
3	Ms. Sai Sirisha Nallani Chakravarthi*	Promoter Group	NA
4	Ms. Babladi Shailaja	Public	NA
5	Mr. Nagarajan Sripadarajan	Public	NA
6	Mr. Srinivas Rao Vala	Public	NA
7	Mr. Apparao Venkata Varre	Public	NA

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

**7. The percentage of post preferential issue capital that may be held by the allottees and change in control, if any, in the issuer consequent to the Preferential issue:**

Name of the proposed Allottees	Pre Issue Shareholding		Issue of Warrants (Present Issue)(No .)	Post Issue Shareholding after conversion of Warrants	
	No. of shares	% of Shareholding		No. of shares	% of Shareholding
Mrs. Padmaja Nallani Chakravarthi	13,16,600	17.55	20,00,000	33,16,600	22.11
Mr. Chakravarthi Venkata Rangacharya Nallani	18,90,875	25.2	5,00,000	23,90,875	15.94





Ms. Sai Sirisha Nallani Chakravarthi*	0	0.00	5,00,000	5,00,000	3.33
Ms. Babladi Shailaja	15,02,400	20.03	5,00,000	20,02,400	13.35
Mr. Nagarajan Sripadarajan	0	0.00	5,00,000	5,00,000	3.33
Mr. Srinivas Rao Vala	50,000	0.67	13,20,000	13,70,000	9.13
Mr. Apparao Venkata Varre	86,000	1.15	21,80,000	22,66,000	15.10

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

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

#### 8. Re-computation of the share price:

- The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified equity shares shall continue to be locked-in till the time such amount is paid by the Allottees.
- The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

#### 9. Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor its Directors have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

#### 10. The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:



Sr. No.	Name of Proposed Allottees	Current status of Proposed Allottees	Proposed status of the Proposed Allottees
1	Mrs. Padmaja Nallani chakravarthi	Promoter Group	Promoter Group
2	Mr. Chakravarthi Venkatarangacharya Nallani	Promoter	Promoter
3	Ms. Sai Sirisha Nallani Chakravarthi*	Promoter Group	Promoter Group
4	Ms. Babladi Shailaja	Public	Public
5	Mr. Nagarajan Sripadarajan	Public	Public
6	Mr. Srinivas Rao Vala	Public	Public
7	Mr. Apparao Venkata Varre	Public	Public

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

#### 11. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Tuesday, August 30<sup>th</sup>, 2022, being the date 30 days prior to the to the date of meeting i.e. September 30<sup>th</sup>, 2022.

#### 12. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

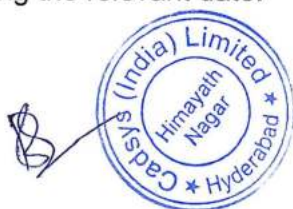
The Equity Shares of Company are listed on the NSE. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

##### a. In case of "frequently traded shares" (Regulation 164 (1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

- the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.





Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

**Accordingly, the floor price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 30.94/- (Rupees Thirty and Ninty Four paise only) per Equity Share, being higher of the above two prices.**

**We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for determination of price in case of preferential issue.**

As per Regulation 166A (1) of SEBI (ICDR) Regulation, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. In the proposed preferential issue the allotment to the allottees i.e. Mr. Srinivas Rao Vala and Mr. Apparao Venkata Varre is more than five per cent of the post issue fully diluted share capital of the issuer therefore, the company has obtained a Valuation Report dated September 7<sup>th</sup>, 2022 issued by a registered valuer Mr. Sanka Hari Surya (registration no. IBBI/RV/07/2019/12576). As per the said Valuation Report Rs. 34.85/- (Rupees Thirty-Four and Eighty Five paise only) per Equity Share is the fair market value.

The pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each is Rs. 40/- (Rupees Forty Only) per Warrant which is not lower than the floor price determined in terms of regulations 164 & 166 A of the SEBI (ICDR) Regulations.

### **13. Adjustments for Warrants:**

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

### **14. Amount which the Company intends to raise by way of such securities:**

Rs. 30,00,00,000/- (Rupees Thirty Crore Only)

### **15. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable. The consideration for issue of Warrants and equity shares arising on conversion of Warrants shall be paid in cash and not in consideration other than cash.

### **16. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**



Not applicable. During the year, the Company has not allotted any securities on preferential basis.

**17. Lock-in Period:**

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

**18. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the proposed Allottees belonging to the Promoter and Promoter Group and Public category.

**19. Practicing Company Secretary's Certificate:**

The certificate from the Practicing Company Secretary, Mr. Ramesh Atluri, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.cadsystech.com](http://www.cadsystech.com).

**20. Material terms of the proposed Preferential Issue of the Warrants:**

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item Nos. 4 of this Notice.

**21. Other disclosures:**

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the Relevant Date.
- c. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company and failed to exercise them;
- d. All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 4 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 4 in the accompanying notice for approval by the Members.

Except Mrs. Padmaja Nallani Chakravarthi, Mr. Chakravarthi Venkata Rangacharya Nallani, Ms. Sai Sirisha Nallani Chakravarthi and Ms. Babladi Shailaja, none of the other Promoters or Directors or Key



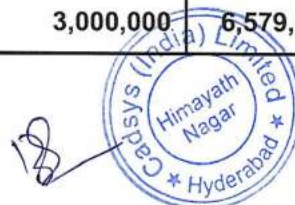


Managerial Personnel (KMP) and their relatives forming part of the Promoter Group of the Company have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

Annexure – 1

**Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Category	Pre-Issue		Issue of warrants (Present Issue)(No.)	Post Issue Shareholding after Conversion of Warrants	
		No. of shares	% of Shareholding		No. of shares	% of Shareholding
<b>A.</b>	<b>Promoters Holding:</b>					
<b>1</b>	Indian					
a.	Individuals/HUF					
	CHAKRAVARTHI VENKATA RANGACHARYA NALLANI	1,890,875	25.20%	500,000	2,390,875	15.94%
b.	Central Government/ State Government(s)	-	0	-	-	0
c.	Financial Institutions/ Banks	-	0	-	-	0
d.	Any other (Specify)		0.00%			
	PADMAJA NALLANICHAKRAVARTHI	1,316,600	17.55%	2,000,000	3,316,600	22.11%
	SAI SIRISHA NALLANI CHAKRAVARTHI*	-	0.00%	500,000	500,000	3.33%
	N C RANGAMANI	84,500	1.13%	-	84,500	0.56%
	MADHAVI CHILAKAMARRI	46,000	0.61%	-	46,000	0.31%
	SITA JAYA LAKSHMI SATTALURI	13,000	0.17%	-	13,000	0.09%
	PUSHPAVATHI NALLANI CHAKRAVARTHI	185,625	2.47%	-	185,625	1.24%
	RAJAGOPAL SATTALURI	42,500	0.57%	-	42,500	0.28%
	<b>Sub Total (A1)</b>	<b>3,579,100</b>	<b>47.71%</b>	<b>3,000,000</b>	<b>6,579,100</b>	<b>43.85%</b>
<b>2</b>	Foreign Promoters	-	0	-	-	0
	<b>Sub Total (A2)</b>	-	0	-	-	0
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>3,579,100</b>	<b>47.71%</b>	<b>3,000,000</b>	<b>6,579,100</b>	<b>43.85%</b>



<b>B.</b>	<b>Non Promoters Holding:</b>					
1	Institutional holding	-	0	-	-	0
	<b>Sub Total (B1)</b>	-	0	-	-	0
2	Central Government/ State Government(s)/ President of India	-	0	-	-	0
	<b>Sub Total (B2)</b>	-	0	-	-	0
3	<b>Non Institutional holding</b>					
a	<b>Individuals</b>	3,527,400	47.02%	-	3,527,400	23.51%
(i)	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1,316,000	17.54%	-	1,316,000	8.77%
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	2,211,400	29.48%	-	2,211,400	14.74%
	BABLADI SHAILAJA	1,502,400	20.03%	500,000	2,002,400	13.35%
	CHILAKAMARRY VENU GOPAL PRASAD	90,000	1.20%	-	90,000	0.60%
	GITIKA KALE	100,000	1.33%	-	100,000	0.67%
	GURU RAJ BABLADI	225,000	3.00%	-	225,000	1.50%
	NAGARAJAN SRIPADARAJAN	-	0.00%	500,000	500,000	3.33%
	SRINIVAS RAO VALA	50,000	0.67%	1,320,000	1,370,000	9.13%
	APPARAO VENKATA VARRE	86,000	1.15%	2,180,000	2,266,000	15.10%
b.	<b>NBFCs registered with RBI</b>	-	0	-	-	0
c.	<b>Employee Trusts</b>	-	0	-	-	0
d.	<b>Overseas Depositories (holding DRs) (balancing figure)</b>	-	0	-	-	0
e.	<b>Any other(Specify)</b>					
	Bodies Corporate	46,000	0.61%	-	152,000	1.01%
	SAFFRON EQUITY ADVISORS PRIVATE LIMITED	112,000	1.49%	-	90,000	0.60%
	Clearing member	24,000	0.32%	-	32,000	0.21%
	HUF	118,000	1.57%	-	126,000	0.84%





	Non-Resident Indian (NRI)	96,000	1.28%	-	96,000	0.64%
	<b>Sub Total (B3)</b>	<b>396,000</b>	<b>5.28%</b>	<b>45,00,000</b>	48,96,000	32.63%
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)</b>	<b>3,923,400</b>	<b>52.32</b>	<b>4,500,000</b>	8,423,400	56.15%
	Total (A+B)	7,502,500	100	7,500,000	15,002,500	100.00%
	Grand Total	<b>7,502,500</b>	<b>100</b>	<b>7,500,000</b>	<b>15,002,500</b>	<b>100</b>

\*As per the Regulation 2 (1)(pp) of SEBI (ICDR) Regulations, 2018, Ms. Sai Sirisha Nallani Chakravarthi is deemed promoter of the company. However she does not hold any shares in the company.

#### **Item No. 5:**

Mr. Sai Sridhar Sangineni is a graduate in Masters in Computer Science and has done Bachelors in Technology in Electronics and Communications Engineering. He possesses appropriate skills, experience and knowledge in Management, sales, technical operations, computer software and system analysis. He is also a Member of TIE, Hyderabad, an NGO for efficiency in working of entrepreneurship and Sponsor of Indian Literacy Project, an NGO for attainment of literacy.

The 1<sup>st</sup> term of 5 (five) years of Mr. Sai Sridhar Sangineni as Independent Director is completed and pursuant to the provisions of Section 149 of Companies Act, 2013 read with relevant rules thereof, the Board of Directors of the Company had, at its meeting held on 30<sup>th</sup> May, 2022 recommends the re-appointment of Mr. Sai Sridhar Sangineni as Non-Executive Independent Director of the Company for a 2<sup>nd</sup> term of 5 (five) years and who shall not be liable to retire by rotation. Board of Directors of the Company has received declaration from the Independent Director that he meets the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act along with other supporting Documents like consent to act as Independent director and Intimation to the effect that he is not disqualified to be appointed as a Director in the Company and also a notice proposing Mr. Sai Sridhar Sangineni as a candidate for the office of Director of the Company, pursuant to provisions of Section 160 of the Act.

Copy of Draft Letter of Appointment setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Board considers that his continuous association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sai Sridhar Sangineni as an Independent Director. Accordingly, in the opinion of the Board, the independent director proposed to be re-appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management and hence the Board recommends the resolution in relation to his appointment as set out in Notice, for the approval by the shareholders of the Company.

Except Mr. Sai Sridhar Sangineni being an appointee, none of the Directors/Managers/KMP and their relatives is concerned or interested, financial or otherwise in the proposed resolution.



**Item No. 6:**

Mr. Appala Charyula Chilakamarri (DIN: 01601712) is a Fellow Member of The Institute of Chartered Accountants of India (ICAI) having 3 decades of post-qualification experience in the area of Finance, Direct, Indirect Taxes and Company Law Matters. His area of experience include Direct and Indirect Taxes including GST, Costing, Internal Audit, Internal Control Systems, Company law matters, Finance Management, Audits of Pharma, Software, ARCs and Banks. Mr. Charyulu has served in the Board of Companies like SIRIS Limited, SDI Limited over a period of 2 decades.

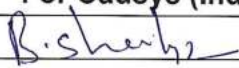
The 1<sup>st</sup> term of 5 (five) years of Mr. Appala Charyula Chilakamarri as Independent Director is completed and pursuant to the provisions of Section 149 of Companies Act, 2013 read with relevant rules thereof, the Board of Directors of the Company had, at its meeting held on 30<sup>th</sup> May, 2022 recommends the re-appointment of Mr. Appala Charyula Chilakamarri as Non-Executive Independent Director of the Company for a 2<sup>nd</sup> term of 5 (five) years and who shall not be liable to retire by rotation. Board of Directors of the Company has received declaration from the Independent Director that he meets the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act along with other supporting Documents like consent to act as Independent director and Intimation to the effect that he is not disqualified to be appointed as a Director in the Company and also a notice proposing Mr. Appala Charyula Chilakamarri as a candidate for the office of Director of the Company, pursuant to provisions of Section 160 of the Act.

Copy of Draft Letter of Appointment setting out terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Board considers that his continuous association would be of immense benefit to the Company and it is desirable to avail services of Mr. Appala Charyula Chilakamarri as an Independent Director. Accordingly, in the opinion of the Board, the independent director proposed to be re-appointed fulfils the conditions specified in the Act and the rules made there under and that the proposed director is independent of the management and hence the Board recommends the resolution in relation to his appointment as set out in Notice, for the approval by the shareholders of the Company.

Except Mr. Appala Charyula Chilakamarri being an appointee, none of the Directors/Managers/KMP and their relatives is concerned or interested, financial or otherwise in the proposed resolution.

**//Certified True Copy//**

				<b>For Cadsys (India) Limited</b>
				
<b>Date: September 7<sup>th</sup> 2022</b>				<b>B. Shailaja</b>
<b>Place: Hyderabad</b>				<b>Company Secretary and Compliance Officer</b>
				<b>Membership No. A42918</b>

