



eYantra Ventures Limited

(formerly known as Punit Commercials Limited)

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 2nd Extra-Ordinary General Meeting (EGM) for the Financial Year 2023-24 of the Members of **eYantra Ventures Limited (Formerly known as Punit Commercials Limited) (Company)** will be held on Monday, July 24, 2023 at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(es): -

SPECIAL BUSINESSES:

1. ISSUE OF 2,04,375 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION IN CASH:

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

"RESOLVED THAT pursuant to the provisions of the Section 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the 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, ("SEBI Listing Regulations"), as amended from time to time, and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each ("Equity Shares") are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI"), stock exchanges and /or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 2,04,375 (Two Lacs Four Thousand Three Hundred Seventy Five) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 240/- (Rupees Two Hundred Forty Only) per Equity Share (including a premium of Rs. 230/- (Rupees Two Hundred and Thirty Only ("Preferential Allotment Price"), aggregating to Rs. 4,90,50,000 (Rupees Four Crores Ninety Lacs Fifty Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.





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Details of the Proposed Allottees

Sr. No.	Name of Proposed Allottees	No. of equity shares to be allotted	Current Status / Category	Proposed Status / Category
1.	Vinita Raj Narayanam	1,60,000	Promoter	Promoter
2.	Sanivarapu Navya Reddy	44,375	Non-Promoter	Non-Promoter
	Total	2,04,375		

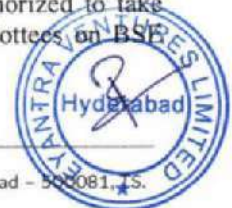
RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is 23rd June, 2023, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) 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 any one of the Directors and Company Secretary & Compliance officer of the Company (“Authorized Signatories”) be and are hereby severally authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees, on BSE



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Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, aforesaid authorized signatories be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

RESOLVED FURTHER THAT the aforesaid authorized signatories of the Company be and are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s), any officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done be and are hereby approved and ratified in all respect.”





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2. TO CONSIDER AND APPROVE ISSUE OF 1,75,000 EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 (1)(c), and other applicable provisions, if any, of the Companies Act, 2013 as amended (“the Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended from time to time, and Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other applicable provisions of the rules, regulations and guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), stock exchanges and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time, and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, consents, permissions or sanctions, and agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), and in terms of the agreements executed among the Company, Prismberry Technologies Private Limited and Proposed Allottees as listed in the below table, the consent and approval of the Members of the Company (“Members”) is accorded to the Board to create offer, issue allot and deliver in one or more tranches upto 1,75,000 (One Lac Seventy Five Thousand) equity shares of Face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs.240/- (Rupees Two Hundred and Forty Only) per Equity Share (including a premium of Rs. 230/- (Rupees Two Hundred and Thirty Only) (“Preferential Allotment Price”), aggregating to not exceeding Rs. 4,20,00,000/- (Rupees Four Crores Twenty Lacs Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottee as listed in the below table) towards payment of the total consideration payable for the acquisition of 10,000 Equity Shares representing 100% shareholding of the Prismberry Technologies Private Limited (“PTPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 1,75,000 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in PTPL.





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Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be swapped in PTPL	No. of Equity Shares of the Company to be Issued and Allotted swapping	Current Status / Category	Proposed Status / Category
1.	Manoj Kumar Yadav	9,800	1,71,500	Non-Promoter	Non-Promoter
2.	Deepak Kumar Yadav	200	3,500	Non-Promoter	Non-Promoter
	Total	10,000	1,75,000		

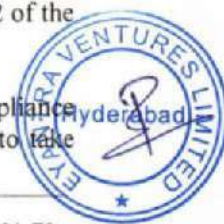
RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is 23rd June, 2023, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of the provisions of chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) 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 any one of the Directors and Company Secretary & Compliance officer of the Company (“Authorized Signatories”) be and are hereby severally authorized to take



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necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the aforesaid Authorized Signatories of the Company be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

RESOLVED FURTHER THAT the aforesaid Authorized Signatories of the Company be are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/ any officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution, and all incidental and ancillary things done are hereby approved and ratified in all respect.”

Place: Hyderabad
Date: 27th June, 2023

By order of the Board of Directors
For eYantra Ventures Limited
Hyderabad
Priyanka Gattani
Company Secretary and Compliance Officer
A33047



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NOTES:

1. In view of the continuing Covid-19 pandemic and consequential restrictions imposed on the movements of people, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the MCA Circulars granted certain relaxations and thus permitted the holding of Extra Ordinary General Meeting ("EGM") of the companies through VC/OAVM viz. without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM (e-EGM).
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.eyantraventures.com the Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the





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website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The e-EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, General Circular No. 10/2022 dated December 28, 2022.
8. The Deemed Venue of the EGM of the Company shall be its Registered Office.
9. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
10. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 (3) of the SEBI Listing Regulations, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
11. The Company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the voting process.
12. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/ Registrar and Share Transfer Agent.
13. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
14. The ISIN of the Equity Shares of Rs. 10/- each is INE750G01019
15. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office at 201, 1st Floor, SM Reddy Complex, Image Garden Road Cyber Hills Colony, VIP Hills, Madhapur, Telangana – 500081 on all working days of the company, between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
16. Route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.

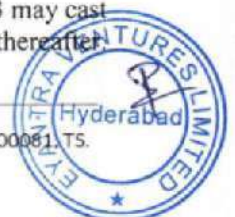
THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Friday, July 21, 2023 at 09:00 am and ends on Sunday, July 23, 2023 at 05:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, July 17, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 CDSL e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.





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	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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new





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password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for “EYANTRA VENTURES LIMITED” on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@eyantraventures.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



Regd. Off: 201, 1st Floor, SM Reddy Complex, Image Garden Road, Cyber Hills Colony, VIP Hills, Madhapur, Hyderabad – 500081, TS.

PAN : AAACP2025M | CIN : L72100TG1984PLC167149

Phone.: +91-7702974403 | Email : support@eyantraventures.com | www.eyantraventures.com



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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@eyantraventures.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@eyantraventures.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email ID**.
2. For Demat shareholders-, Please update your email id & mobile no. with your respective



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Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.





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

ITEM NO. 1:

The Board of Directors of the Company ("Board") in its meeting held on 27th June, 2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue allot and in one or more tranches upto 2,04,375 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 240/- (Rupees Two Hundred Forty Only) per Equity Share (including a premium of Rs. 230/- (Rupees Two Hundred and Thirty Only ('Preferential Allotment Price'), to Promoter and Non – Promoter of the Company being Proposed Allottee as mentioned the item no. 1 of the Notice, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, seeks approval of the Members as set out in the item no.1 of the Notice, by way of a special resolution to issue up to 2,04,375 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 240/- each, (including a premium of Rs. 230/- (Rupees Two Hundred and Thirty Only ('Preferential Allotment Price'), aggregating up to Rs. 4,90,50,000/- (Rupees Four Crores Ninety Lacs Fifty Thousand Only).

Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer

(a) Purpose(s) and Object(s) of the Issue:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

- a. To meet the working capital requirements of the Company – Rs. 3,70,50,000 (Rupees Three Crore seventy Lakh and Fifty Thousand only)
- b. For the general corporate purposes. – Rs. 1,20,00,000 /- (Rupees One Crore Twenty Lakh Only)

(b) Particulars of the offer:

To issue and allot up to 2,04,375 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 240/- each (including a premium of Rs. 230/- (Rupees Two Hundred and Thirty Only ('Preferential Allotment Price'), aggregating up to Rs. 4,90,50,000 (Rupees Four Crores Ninety Lacs Fifty Thousand Only).





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2. **Kind of Securities:** Equity Shares.
3. **Maximum number of specified securities to be issued, and the price at which security is being offered:**

It is proposed to issue and allot up to 2,04,375 (Two Lacs Four Thousand Three Hundred Seventy Five) face value Rs. 10/- (Rupees Ten Only) each of the Company at an issue price of Rs. 240/- (Rupees Two Hundred Forty Only) per Equity Share (including premium of Rs. 230/- (Rupees Two Hundred and Thirty Only ('Preferential Allotment Price'), aggregating to Rs. 4,90,50,000/- (Rupees Four Crores Ninety Lacs Fifty Thousand Only), on a preferential basis to the proposed allottee,

Preferential Allotment Price which is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

4. **Date of passing Board Resolution:** June 27, 2023.
5. **Amount which the Company intends to raise by way of such issue of securities:**
Up to Rs. 4,90,50,000/- (Rupees Four Crores Ninety Lacs Fifty Thousand Only).
6. **Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Shares proposed to be issued under the preferential issue except below mentioned:

Sr. No.	Name	Category	Designation	Equity shares to be allotted
1	Vinita Raj Narayanam	Promoter	Managing Director	1,60,000

7. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

Since the Company is a listed entity, price is in accordance with the provisions SEBI ICDR Regulations. The issue price of Rs. 240/- per equity share the price which is not less than the price determined in accordance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations.

The above is determined pursuant to valuation report from Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer'), certifying the price of Rs. 236.35/- each Equity Share in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') is available on our website of the Company i.e. www.eyantraventures.com





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Name and Address of Registered Valuer:

Ms. Rashmi Shah,
702, Shah Trade Centre,
Rani Sati Marg,
Malad East,
Mumbai - 400 097

8. Pricing of Preferential Issue

The Equity Shares of the Company are listed on the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018 the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value and such other parameters as are customary for valuation of shares of such Company.

The Company has obtained a valuation certificate from Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') certifying the price of Rs. 236.35/- each Equity Share in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the Company i.e. www.eyantraventures.com. The present issue price is fixed at Rs. 240/- (Rupees Two Hundred Forty Only) per Equity Share.

9. Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company is silent on the determination of a floor price/ minimum price of the shares proposed to be issued on preferential basis.

Accordingly, each equity share of the face value of Rs. 10/- is issued at a price of Rs. 240/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

10. Relevant Date with reference to which the price has been arrived at:

The Relevant Date, in accordance with SEBI ICDR Regulations is fixed, as June 23, 2023 i.e., 30 days prior to the date of EGM i.e. July 24, 2023.

11. 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:

Not Applicable

12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities and as well as price:

The Company has not made any preferential allotment during the year.





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13. Shareholding Pattern of the issuer before and after the preferential issue:

Sr. No.	Category	Pre-issue		Post Issue	
		No. of	% of	No. of	% of
		shares held	Shareholding	shares held	Shareholding
A	Promoters Holding				
1	Indian				
	Individuals	10,61,850	73.74	12,21,850	74.30
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	10,61,850	73.74	12,21,850	74.30
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	10,61,850	73.74	12,21,850	74.30
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0
2	Non-institution				
	Private Bodies Corporate	2265	0.16	2265	0.14
	Directors and relatives	0	0	0	0
	Indian public	3,59,684	24.98	4,04,059	24.57
	others (including NRIs)	16,201	1.13	16,201	0.99
	Sub Total (B)	378150	26.26	4,22,525	25.70
	Grand Total	14,40,000	100.00	16,44,375	100.00

Note: The pre preferential Issue shareholding pattern as on the 31st March, 2023.

14. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

15. Lock-in period:

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI ICDR Regulations.

16. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the proposed shares. The proposed shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

17. Certificate of Practicing Company Secretary:

The certificate from, Vivek Surana & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website i.e www.eyantraventures.com





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18. **The names of the proposed allottees and the percentage (%) of Post Preferential Issue Capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue.**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below:

Sl. No.	Name of the proposed allottees	Category	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue		
			No of share	%		No of share	% of the post Capital in item no. 1	% of total Capital (in item no. 1 and 2)
1.	Vinita Raj Narayanam	Promoter	10,61,850	73.74	1,60,000	12,21,850	74.30	67.16
2.	Sanivarapu Navya Reddy	Non - Promoter	0	0.00	44,375	44,375	2.70	2.44
Total					2,04,375			

Further, there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

19. **The price or price band at/within which the allotment is proposed:**

The price per equity share, to be issued, is fixed at 240/- (Rupees two hundred forty only) which consists of 10/- (Rupees ten) as face value and 230/- (Rupees two hundred thirty only) as premium per equity share.

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

- Vinita Raj Narayanam (Promoter)
- Sanivarapu Navya Reddy (Non -Promoter)

21. **Material terms of raising such securities:**

The Equity Shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 240/- each (including a premium of Rs. 230/- (Rupees Two Hundred and Thirty Only) in accordance with provisions of SEBI ICDR Regulations to the Proposed Allottee.

The proposed shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

22. **Principle terms of assets charged as securities:**

Not Applicable

23. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable





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24. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non promoter.

The current and proposed status of the allottee, are as below:

Sl. No.	Name of proposed allottees	Current Status	Proposed Status
1	Vinita Raj Narayanam	Promoter	Promoter
2	Sanivarapu Navya Reddy	Non -Promoter	Non -Promoter

25. Other Disclosures/ Undertakings

- (a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.
- (b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- (c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- (d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- (e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- (f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- (g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Proposed allottees do not hold any equity share in the Company except Vinita Raj Narayanam.
- (h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- (i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- (k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are





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listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- (l) The Company has obtained Permanent Account Numbers of the proposed allottees;
- (m) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- (n) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

The Board of Directors recommend passing of **Special Resolution** as set out in **Item No. 1** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

Except Mrs. Vinita Raj Narayanam and Anjana Ramesh Thakker (Sister of Vinita Raj Narayanam), none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM NO. 2:

The members are informed that in line with the strategy to grow and gain market share, the Board of Directors of the Company ("Board") in its meeting held on 27th June, 2023 subject to necessary approval(s), have approved the acquisition of 100% of the fully paid up equity shares of the Prismberry Technologies Private Limited ("PTPL or Target Company") which is represented by 10,000 equity shares of face value Rs. 10/- each ('Sale Shares') in PTPL, a private limited Company, incorporated under The Companies Act, 2013, with its registered office at 4/55, Roop Nagar, 3rd Floor, North Delhi, Delhi – 110007, from its existing shareholders being Proposed Allottee as mentioned the resolution of item no. 2 for a consideration amounting to Rs. 4,20,00,000 (Rupees Four Crores Twenty Lacs Only), ("Acquisition price"), on the terms and conditions set out in the agreements executed amongst the Company, PTPL and Proposed Allottee.

Thus, the members are informed that in line with the said acquisition and to discharge the entire acquisition price, the Board pursuant to its resolution dated June 27, 2023 has approved the proposed preferential issue of 1,75,000 (One Lac Seventy Five Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 240/- (Rupees Two Hundred Forty Only) per share (Including premium of Rs. 230/-) (Rupees Two Hundred and Thirty only) per share to the Proposed Allottee for a consideration other than cash, which is not less than the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the "Floor Price") on preferential basis.





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Pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the issue and allotment of equity shares to the existing shareholders of PTPL requires approval of members of the company by way of special resolution and shall be subject to the receipt of necessary approvals from Stock Exchange, Depositories etc.

Consequent to the discharge of the Acquisition Price by issue of shares of the Company, and upon transfer of equity shares of PTPL by the Proposed Allottees to the Company, PTPL will become the wholly owned subsidiary of the Company.

Pursuant to provisions of Section 186 of Companies Act, 2013, your Company has already got the approval of members by way of special resolution passed in the Annual General Meeting held on 30th September, 2022, for granting any loans, guarantees, provide securities to any person or other body corporate and make investments in the securities of any other person/ body corporate upto an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores).

Consequent to the proposed issue and allotment of equity shares to the proposed allottees, there would be no change in the management or control, of the Company.

Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer:

The purpose and object of the proposed issue and allotment of 1,75,000 (One Lac Seventy Five Thousand) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a price of Rs. 240/- (Rupees Two Hundred Forty Only) per share, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, for consideration other than cash to the promoters and shareholders of Prismberry Technologies Private Limited ("PTPL"), a private limited Company, incorporated under the Companies Act, 2013, having CIN U72900DL2019PTC357814, with its registered office at 4/55, Roop Nagar, 3rd Floor, North Delhi, Delhi – 110007, on preferential basis, to discharge the total purchase consideration payable for the acquisition of entire equity stake in PTPL.

2. Kind of Securities: Equity Shares

3. Maximum number of specified securities to be issued, and the price at which security is being offered:

It is proposed to issue and allot up to 1,75,000 (One Lac Seventy Five Thousand) having face value Rs. 10/- (Rupees Ten only) each of the Company at an issue price of Rs. 240/- (Rupees Two Hundred Forty Only) per equity share (including premium of Rs. 230/- (Rupees Two Hundred and Thirty Only) ('Preferential Allotment Price'), to discharge the payment of total purchase consideration for acquisition of entire 100% stake in PTPL from its existing promoters and shareholders.



Regd. Off. 201, 1st Floor, SM Reddy Complex, Image Garden Road, Cyber Hills Colony, VIP Hills, Madhapur, Hyderabad - 500081, TS.

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Preferential Allotment Price which is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

4. **Date of passing Board Resolution:** June 27, 2023

5. **Amount which the Company intends to raise by way of such issue of securities:**

Not applicable. The purpose of the present issue is to discharge the payment of total purchase consideration for acquisition of entire 100% stake in PTPL, from its existing promoters and shareholders.

6. **Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the equity Shares proposed to be issued under the preferential issue for consideration other than cash.

7. **Basis or Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

Since the Company is a listed entity, price is in accordance with the provisions SEBI ICDR Regulations. The issue price of Rs. 240/- per equity share the price which is not less than the price determined in accordance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations.

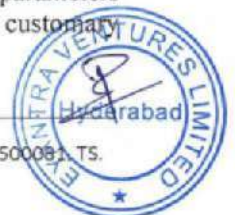
The above is determined pursuant to valuation report from Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer'), certifying the price of Rs. 236.35/- each Equity Share in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018 as amended. Report of Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') is available on our website of the Company i.e. www.eyantraventures.com

Name and Address of Registered Valuer:

Ms. Rashmi Shah,
702, Shah Trade Centre,
Rani Sati Marg, Malad East,
Mumbai - 400 097

8. **Pricing of Preferential Issue**

The Equity Shares of the Company are listed at the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018 the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such Company.





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The Company has obtained a valuation certificate from Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') certifying the price of Rs. 236.35/- each Equity Share in accordance with Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the Company i.e. www.eyantraventures.com. The present issue price is fixed at Rs. 240/- (Rupees Two Hundred Forty Only) per Equity Share.

- 9. Method of determination of price as per the Articles of Association of the Company** – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares proposed to be issued on preferential basis.

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 240/- per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

- 10. Relevant Date with reference to which the price has been arrived at**

The Relevant Date in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is fixed as June 23, 2023 i.e., 30 days prior to the EGM date July 24, 2023.

- 11. 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:**

Not Applicable

- 12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities and as well as price:**

The Company has not made any preferential allotment during the year.

- 13. Shareholding Pattern before and after the issue:**

Sr. No.	Category	Pre-issue		Post Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters Holding				
1	Indian				
	Individuals	10,61,850	73.74	12,21,850	67.16
	Bodies Corporate	0	0.00	0	0.00
	Sub Total	10,61,850	73.74	12,21,850	67.16
2	Foreign Promoters	0	0	0	0
	Sub Total (A)	10,61,850	73.74	12,21,850	67.16
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0
2	Non-institution				
	Private Bodies Corporate	2265	0.16	2265	0.12
	Directors and relatives	0	0	0	0
	Indian public	3,59,684	24.98	5,79,059	31.83
	others (including NRIs)	16,201	1.13	16,201	0.89





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Sub Total (B)	3,78,150	26.26	5,97,525	32.84
Grand Total	14,40,000	100.00	18,19,375	100.00

Note: The pre preferential Issue shareholding pattern as on the 31st March, 2023.

14. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the promoters and shareholders of Prismberry Technologies Private Limited ("PTPL") on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

15. Material Terms of raising of such securities:

The 1,75,000 equity shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 240/- (Rupees Two Hundred Forty Only) per share, being the price which not less than the floor price determined in accordance with Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the proposed allottees as point 23, towards payment of total consideration payable by the Company for the acquisition of the entire paid-up share capital of Prismberry Technologies Private Limited ("PTPL") consisting of 10,000 (Ten Thousand) equity shares of Rs. 10 (Rupees Ten only) each.

16. Valuation for consideration other than Cash

It is proposed that the entire purchase consideration for the acquisition shall be discharged by issuing the equity shares of the Company to the promoters and shareholders of Prismberry Technologies Private Limited ("PTPL") on a proportionate basis in proportion to the shares of Prismberry Technologies Private Limited ("PTPL").

The valuation of the Sale Shares of Prismberry Technologies Private Limited ("PTPL") has been arrived at based on valuation report issued by Rashmi Shah FCA, Registered Valuer with IBBI Registration No. IBBI/RV/06/2018/10240 ('RVS' or 'Independent Valuer') and same has been updated on the Website of the Company i.e. www.eyantraventures.com.

17. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer:

As per recommendation and approval of the Board of Directors, the Company proposes to issue 1,75,000 fully paid-up Equity Shares of Company, for consideration other than cash to discharge the total purchase consideration payable for acquisition of the entire stake in PTPL from the Proposed Allottees, as approved by Board of Directors, by issue of shares of the Company. The valuation of the same is based on the valuation report issued by Rashmi Shah FCA, an independent registered valuer, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations and approval of the purchase consideration by the Board of Directors.





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18. Lock-in period:

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018,

19. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the proposed shares. The proposed shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company in all respects.

20. Certificate of Practicing Company Secretary:

The certificate from, Vivek Surana & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website i.e. www.eyantraventures.com.

21. The name of proposed allottees and the percentage (%) of Post Preferential Issue Capital that may be held them and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below:

Sl. No.	Name of the Proposed Allottees	Category	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
			No of share	%		No of share	% of total Capital (in item no. 1 and 2)
1.	Manoj Kumar Yadav	Non-Promoter	Nil	0.00	1,71,500	1,71,500	9.43
2.	Deepak Kumar Yadav	Non-Promoter	Nil	0.00	3,500	3,500	0.19
Total					1,75,000		

Further there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares

22. The price or price band at/within which the allotment is proposed:

The price per equity share, to be issued, is fixed at 240/- (Rupees two hundred forty only) which consists of 10/- (Rupees ten) as face value and 230/- (Rupees two hundred thirty only) as premium per equity share.

23. The class or classes of persons to whom the allotment is proposed to be made;1.

- Manoj Kumar Yadav (Non-Promoter)
- Deepak Kumar Yadav (Non-Promoter)





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24. Principle terms of assets charged as securities:

Not Applicable.

25. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non promoter:

The current status of proposed allottee is as below:

Sl. No.	Name of proposed allottees	Current Status	Proposed Status
1	Manoj Kumar Yadav	Non -Promoter	Non -Promoter
2	Deepak Kumar Yadav	Non -Promoter	Non -Promoter

26. Other Disclosures/ Undertakings

- The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations are not applicable.
- The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Proposed allottees do not hold any equity share in the Company.
- The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.





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- (j) There is no outstanding dues to Securities Exchanges Board of India, the stock exchange or the depositories.
- (k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations
- (l) The Company has obtained Permanent Account Numbers of the proposed allottees;
- (m) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- (n) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

The Board of Directors recommend passing of **Special Resolution** as set out in **Item No. 2** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

Place: Hyderabad
Date: 27th June, 2023

By order of the Board of Directors
For Eyantra Ventures Limited
Hyderabad
Priyanka Gattani
Priyanka Gattani
Company Secretary and Compliance Officer
A33047