



## CAPRICORN SYSTEMS GLOBAL SOLUTIONS LIMITED

---

March 12, 2025

To,  
The General Manager-Listing,  
Corporate Relations Department,  
BSE LIMITED,  
PJ Towers, 25th floor,  
Dalal Street,  
Mumbai - 400 001.

Scrip Code – 512169

Dear Sir,

**Subject: Notice of Postal Ballot and intimation of Remote E-Voting pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, please find enclosed Postal Ballot Notice, seeking approval of members of the company by way of remote e-voting process, for resolutions set out in notice of Postal Ballot. Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose Email ID is registered with the Company / Depositories, as on March 07, 2025 ("Cut-off Date").

The voting will commence on Thursday, March 13, 2025 at 9:00 A.M. (IST) and will end on Friday, April 11, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter. The assent or dissent received from the shareholders after Friday, April 11, 2025 [5:00 P.M. (IST)] would be strictly treated as if a reply has not been received.

A copy of the Postal Ballot Notice is available on the Company's website ([www.capricornsys-global.com](http://www.capricornsys-global.com)), CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) and also on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com))

Thanking you,

Yours faithfully,  
For **Capricorn Systems Global Solutions Limited**

**S. Man Mohan Rao**  
**Managing Director**  
**DIN: 00109433**



## **CAPRICORN SYSTEMS GLOBAL SOLUTIONS LIMITED**

(CIN: L52510TG1985PLC043347)

Registered Office: H. No. 1-120/ B/28, Plot No 28, Siri Enclave Colony, Opp. Vignan School back gate, Nizampet, Bachupally, Hyderabad, Qutubullapur, Telangana, India, 500090

Phone: 9391010934; e-mail: [complianceofficer@capricornsys-global.com](mailto:complianceofficer@capricornsys-global.com); Website: [www.capricornsys-global.com](http://www.capricornsys-global.com)

### **NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("Act") including Rules made thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India read with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA ("MCA Circulars"), including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. The Resolutions, as appended below, are proposed to be passed by the members via Postal Ballot (through remote e-voting) and is followed by its Explanatory Statement in terms of the provisions of Section 102(1) and 110 of the Act, setting out details relating to special business to be transacted.

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

The Board of Directors has appointed Mr. S.Srikanth, a Practising Company Secretary (C.P. No. 7999), Partner of B S S & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Cut-off date	Friday, March 07, 2025
Commencement of e-voting:	9:00 a.m. (IST) on Thursday, March 13, 2025
End of e-voting:	5:00 p.m. (IST) on Friday, April 11, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced within two working days of end of e-voting period and will be displayed on the Company's website at [www.capricornsys-global.com](http://www.capricornsys-global.com) and the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). The results will simultaneously be communicated to the Stock Exchange, i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and will also be displayed at the Registered Office of the Company.

## **Special Business:**

### **Item No. 1: Increase in Authorised Share Capital and consequent alteration of Capital Clause of Memorandum of Association of the Company**

*To consider, 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(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.25,00,00,000/- (Rupees Twenty five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each by the creation of additional 2,00,00,000 (Two Crore only) Equity Shares of Rs.10/- ranking *pari passu* in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

*The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten) each.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred by these resolutions to any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution.”

### **Item No. 2: Alteration of Articles of Association of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing the Article 4 (Shares) of the Articles of Association of the Company is substituted with the following Article:

#### **FURTHER ISSUE OF SHARE CAPITAL**

4. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -
  - (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
  - (b) employees under any scheme of employees' stock option; or

(c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.

(2) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including but not limited to seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred by these resolutions to any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution.”

### **Item No. 3: Issuance of Warrants convertible into Equity Shares on Preferential Basis**

*To consider, 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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (“Board”), consent of the members of the Company be and is hereby accorded to the Board to authorize, create, issue, offer and allot up to 1,70,00,000 (One Crore Seventy Lakhs only) Warrants convertible into Equity Shares (“Warrants”) and each Warrant is convertible into 01 (one) Equity Share of face value of Rs.10/- each fully paid-up of the Company, to the persons belong to Non-Promoter category, on preferential basis, in one or more tranches, at an issue price of Rs.14.71 (Rupees Fourteen and Paise Seventy-One only) each (“Issue Price”), which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs.25,00,70,000 (Rupees Twenty-Five Crore and Seventy Thousand only) for cash, on such further terms and conditions as detailed herein below to the below mentioned persons (“Proposed Allottees”):

<b>S.</b>	<b>Name of Proposed Allottee</b>	<b>Category</b>	<b>Warrants proposed to be allotted (Quantity)</b>
1	Advit Enterprises and Traders	Non-Promoter	49,35,500
2	Vibha Enterprises and Traders	Non-Promoter	46,61,500
3	Yieldcapitals Finserv and Investments	Non-Promoter	41,12,500
4	VV Enterprises and Traders	Non-Promoter	32,90,500

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be issued and allotted to the above mentioned allottees is March 12, 2025 (i.e. being the date, which is 30 days prior to the last date for remote e-voting for Postal Ballot i.e. April 11, 2025).

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Proposed Allottees, on or before the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI ICDR Regulations and the balance 75% of the Issue Price shall be payable by the Proposed Allottees (hereinafter also referred as "Warrant Holders") at the time of exercising the right to convert the Warrants into Equity Shares;
- b) the Warrant Holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant;
- c) the right attached to the Warrants may be exercised by the Warrant Holders, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months ("Warrant Exercise Period") from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted;
- d) the Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of the Warrants shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations;
- e) the Warrants so allotted under this resolution shall not be sold and transferred in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- f) the Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members of the Company. Provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission;
- g) the Warrants as may be offered, issued, and allotted in accordance with the terms of this resolution and Equity Shares proposed to be allotted pursuant to the conversion of the Warrants, shall be in dematerialised form only;
- h) the consideration for allotment of the Warrants and/or the Equity Shares arising out of exercise of the Warrants shall be paid to the Company from the bank account of the respective Proposed Allottees;
- i) in the event the Warrant Holders do not exercise the Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid shall stand forfeited by the Company;
- j) upon exercise of the option to convert the Warrants within the Warrant Exercise Period, the Company shall ensure that the allotment of the Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the Warrant Holders;

- k) the Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant Holders any rights with respect to that of an Equity Shareholder of the Company;
- l) the resulting Equity Shares will be listed and traded on BSE Limited, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Warrants shall not be listed;
- m) the Equity Shares to be allotted on exercise of the Warrants shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including dividend.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded in in Form No. PAS-5 for the issuance of invitation to subscribe to the Warrants and a Private Placement Offer cum Application Letter in Form No. PAS-4 be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, 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** for the purpose of giving effect to the above, any member of the Board or any committee thereof or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make applications to the Stock Exchange for obtaining in-principle approval for issuance of the subscription, listing and trading of Equity Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, SEBI, Stock Exchange and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Warrants (including Equity Shares upon exercise of option to convert), utilization of issue proceeds, as may be required.”

#### **Item No. 4: Increase of limits under Section 186 of the Companies Act, 2013**

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

**“RESOLVED THAT** in supersession of the resolutions passed by the members and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act approval of the Members of the Company be and is hereby accorded to the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate or person; as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantee(s) and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be)."

By order of the Board of Directors of  
**Capricorn Systems Global Solutions Limited**

Sd/-

**S. Man Mohan Rao**

Managing Director

DIN: 00109433

Place: Hyderabad

Date: March 12, 2025

**Notes:**

- 1) The Explanatory Statement, pursuant to Sections 102(1) of the Companies Act, 2013 ("Act"), and any other applicable provisions of the Act, the rules made thereunder, SEBI LODR Regulations and Secretarial Standards on General Meetings (SS-2), Setting out material facts and reasons thereof for the proposed resolutions, forming part of the notice, is annexed herewith.
- 2) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, March 07, 2025 ("Cut-off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3) This Postal Ballot Notice will also be available on the Company's website at [www.capricornsys-global.com](http://www.capricornsys-global.com), websites of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- 4) In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Registrar & Transfer Agent i.e. Venture Capital And Corporate Investment Private Limited, "Aurum", D.No.4-50/P-II/57/4F & 5F, 4th & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase - II, Gachibowli, Hyderabad - 500032, Ph : 040-23818475/76 e-mail: [investor.relations@vccipl.com](mailto:investor.relations@vccipl.com).
- 5) Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-off Date, should treat this Postal Ballot Notice for information purpose only.
- 6) Subject to the provisions of the Articles of Association of the Company, voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.
- 7) Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI LODR Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended, and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
- 8) The e-voting period commences at 9:00 a.m. (IST) on Thursday, March 13, 2025 and ends at 5:00 p.m. (IST) on Friday, April 11, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
- 9) The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Friday, April 11, 2025.
- 10) All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [complianceofficer@capricornsys-global.com](mailto:complianceofficer@capricornsys-global.com) mentioning his / her / its folio number / DP ID and Client ID.



11) **Procedure for e-Voting:**

a) **Details of the process and manner for Remote e-voting for Individual shareholders holding securities in Demat mode are explained herein below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. To login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on 'Login' icon and then click 'My Easi New (Token)' Tab.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the Remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link available on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers..</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If a user is already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 evoting service provider website for casting your vote during the remote e-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of evoting 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 held 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 evoting service provider name and you will be redirected to evoting service provider</li> </ol>

	website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 evoting 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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000

**b) Login method for Remote e-voting for non-individual shareholders holding shares in Demat form, shareholders holding shares in physical form and shareholders whose e-mail IDs are not registered with the Company:**

- (a) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on 'Shareholders' module.
- (c) Now enter your User ID:
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and click on 'Login'.
- (e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<ul style="list-style-type: none"> <li>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>Members 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.</li> </ul>
Dividend	<ul style="list-style-type: none"> <li>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as</li> </ul>

Bank Details <b>OR</b> Date of Birth (DOB)	recorded in your demat account or in the company records in order to login. ● 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 (c).
---	---

- (g) After entering these details appropriately, click on 'SUBMIT' tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new 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 evoting 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.
- (i) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (j) Click on the EVSN of the Company – 'Capricorn Systems Global Solutions Limited' to vote.
- (k) 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.
- (l) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on 'Click here to print' option on the Voting page.
- (p) 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' and enter the details as prompted by the system.
- (q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (r) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that 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 mandatory 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@bssandassociates.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Members who have not registered their e-mail address are requested to register the same in the following manner:**

For shares held in the Physical form	By submitting their request with Venture Capital and Corporate Investment Private Limited through the e-mail to investor.relations@vccipl.com.
For shares held in Dematerialized form	By contacting the concerned Depository Participant

12) **General Instructions**

- (a) If you have any queries or issues regarding 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 21 09911.
- (b) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 34/35 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 toll free no. 1800 21 09911

## **The Explanatory Statement as required under Section 102 of the Companies Act, 2013**

### **Item No.1:**

The present Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crore only) comprising of 50,00,000 (Fifty Lakhs only) Equity Shares of Rs.10/- each and Paid-up Share Capital of the Company is Rs.3,99,60,000/- (Rupees Three Crore Ninety-Nine Lakhs Sixty Thousand only) comprising of 39,96,000 (Thirty-Nine Lakhs Ninety-Six Thousand only) Equity Shares of Rs.10/- each. The Board, has accorded its approval for increasing the Authorised Share Capital from Rs.5,00,00,000/- (Rupees Five Crore only) to Rs.25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of Rs.10/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

A draft copy of the altered Memorandum of Association is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested financially or otherwise, in the aforesaid resolution set out at Item No.1 of the Notice,

### **Item No. 2:**

Pursuant to Rule 13(2)(a) of the Companies (Share Capital and Debentures) Rules, 2014, issue of securities on preferential basis shall be authorized by the Articles of Association ("AOA") of the Company. Considering the proposed preferential issue, the existing Article the AOA of the Company require alteration by substituting a new article authorizing issue of securities on preferential basis. The Board at its meeting held on March 12, 2025, approved alteration of the AOA of the Company.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

A draft copy of the altered Articles of Association is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested financially or otherwise, in the aforesaid resolution set out at Item No. 2 of the Notice,

**Item No. 3:**

The Board of Directors of the Company ("Board") at their meeting held on March 12, 2025, approved raising of funds aggregating upto Rs.25,00,70,000 (Rupees Twenty-Five Crore and Seventy Thousand only) by way of issuance of upto 1,70,00,000 (One Crore Seventy Lakhs only) Warrants convertible into Equity Shares ("Warrants"), each convertible into 1 (one) fully paid-up Equity Share of the Company of face value of Rs.10/- each at a price of Rs.14.71 each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of eighteen (18) months, to the persons belong to Non-Promoter category ("Proposed Allottees"), as per the details disclosed in the resolution, by way of a preferential issue through private placement offer ("Preferential Issue").

The Board, at its meeting held on March 12, 2025, approved the issuance of Warrants on a preferential basis as per the Clause 2.3. of the Scheme of Amalgamation of M/s. Radical Bio-Organics Limited (Transferor Company) with and into M/s. Capricorn Systems Global Solutions Limited (Transferee Company) and their respective Shareholders and Creditors ("Scheme") under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 (*i.e. The Scheme is effective subject to fulfilment of the condition that the percentage of shareholding of Pre-Scheme public shareholders of the Transferee Company and the Qualified Institutional Buyers (QIBs) of the Transferor Company, in the Post-Scheme shareholding pattern of the Transferee Company on a fully diluted basis shall not be less than 25%*), approved by the Board in its meeting held on March 12, 2025 and the raised funds will be utilization for the requirements the Company. Subject to the approval of the members and other necessary regulatory approvals, the Board resolved to create, offer, issue, and allot 1,70,00,000 Warrants.

A company can undertake a preferential issue of securities only after obtaining prior approval of the members of the Company through a Special Resolution, as required under Sections 42 and 62(1)(c) of the Companies Act, 2013. Accordingly, the approval of the members is being sought through a Special Resolution. Furthermore, the proposed issue must need to adhere to and comply with the formalities specified under Sections 23(1)(b), 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013, along with the rules framed thereunder, and in accordance with regulations under Chapter V and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The details of the proposed preferential issue of Warrants are hereby disclosed in accordance with the provisions of the Companies Act, 2013 and SEBI ICDR are provided below:

**1) Particulars of the Offer including date of passing of Board resolution:**

The Board of Directors, at its meeting held on March 12, 2025, subject to the approval of the members and such other approvals as may be required, approved the issuance and allotment of up to 1,70,00,000 (One Crore Seventy Lakhs only) Warrants (fully convertible into Equity Shares) at an issue price of Rs.14.71 (Rupees Fourteen and Paise Seventy-One only) for an aggregate amount of up to Rs.25,00,70,000 (Rupees Twenty-Five Crore and Seventy Thousand only) for cash, by way of a preferential issue to the Proposed Allottees ("Preferential Issue").

**2) The Objects of the Issue:**

The Company proposes to utilize the proceeds received from the Preferential Issue towards business expansion requirements and/or such other purposes as the Board of the Company may decide, subject to all applicable laws and necessary disclosures required in this regard. The utilization plans are narrated below.

**Utilization of proceeds of the Preferential Issue:**

The proceeds of the Preferential Issue will be utilized in the following manner:

S.	Particulars	Estimated utilization amount
1.	Capital expenditure & strategic restructuring	Rs.20,00,70,000

2.	General Corporate Purposes	Rs.5,00,00,000
	<b>Total</b>	<b>Rs.25,00,70,000</b>

*\* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*

*In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances subject to utilization of proceeds for General Corporate Purposes only up to 25% of the proceeds, given that the Objects are based on the management estimates and other commercial and technical factors.*

The estimated amount for each of the above-mentioned objects of the issue will be utilized over a period of 2 financial years commencing from the financial year 2025-26, which in any case shall not exceed 3 financial years.

Interim Use of Issue Proceeds: The Board is currently exploring strategic initiatives to position the Company for high profitability, which may delay the initial utilization of issue proceeds. Until the funds are fully deployed for the stated Objects, the Company plans to temporarily utilize the issue proceeds by depositing funds in scheduled commercial banks or providing loans to other entities with suitable repayment terms or making other investments permitted under applicable laws.

If the issue proceeds are not fully utilized for the stated Objects within the specified period due to unforeseen factors, the remaining funds will be allocated in subsequent periods as determined by the Board, in compliance with applicable laws. This may involve revising expenditure plans, funding requirements, and rescheduling, including any deviations from planned spending for specific purposes, subject to Board approval and legal compliance.

**3) Maximum number of Securities to be issued and amount which the company intends to raise by way of such Securities:**

Up to 1,70,00,000 (One Crore Seventy Lakhs only) Warrants (fully convertible into Equity Shares) at an issue price of Rs.14.71 (Rupees Fourteen and paisa Seventy-one only) for an aggregate amount of up to Rs.25,00,70,000 (Rupees Twenty-Five Crore and Seventy Thousand only).

**4) Pricing of the Preferential Issue; and basis for price determination (including premium) and Registered Valuer Details:**

In terms of the provisions of Section 62(1)(c) of the Act read with Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price for the securities proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer. However, second proviso of Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of securities to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations. Further, Regulation 166A(1) of SEBI ICDR Regulations, *inter-alia*, states:

*“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”.*

Since, the proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company (on allotment of Equity Shares against Warrants issued) and also resulting in a loss of control by the Promoters over the Company, the Company is required to obtain a

valuation report from an independent registered valuer and consider the same for determining the price, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

In view of the aforesaid, the Company has engaged Mr. Vollala Pradeep Kumar, Registered Valuer (Securities or Financial Assets) Reg. No.: IBB/RV/07/2021/14469, as the registered valuer ("**Registered Valuer**"). The price determined through Valuation Report is less than the face value of the equity share. The valuation report dated March 12, 2025, is also available at the website of the Company at [www.capricornsys-global.com](http://www.capricornsys-global.com).

Issue Price of Rs.14.71 per Warrant is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

1. the 90-trading days' volume weighted average price (i.e. Rs.13.04/-) of the equity shares quoted on the stock exchange (*BSE Limited*) preceding the "Relevant Date";  
or
2. the 10-trading days' volume weighted average price (i.e. Rs.14.71/-) of the equity shares quoted on the stock exchange (*BSE Limited*) preceding the "Relevant Date";  
or
3. the price determined under the Valuation Report obtained by the Company from an Registered Valuer in terms of Regulation 166A of the SEBI ICDR Regulations.

The Equity Shares of the Company are listed on the BSE Limited ("BSE") only and are frequently traded in accordance with the SEBI ICDR Regulations.

Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided the issue price of Warrants shall be at Rs.14.71 per each Warrant, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

**5) Relevant Date:**

In accordance with the provisions of Regulation 161 of SEBI ICDR Regulations, the 'Relevant Date' for determining the floor price for the preferential issue is March 12, 2025, which is 30 days prior to the last date for remote e-voting for Postal Ballot i.e. April 11, 2025.

**6) The class or classes of Persons to whom the allotment is proposed to be made:**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who belongs to the Non-Promoter category.

**7) The proposal/intention of the Promoters, Directors and Key Managerial Personnel or Senior Management to subscribe to the proposed Issue:**

None of the Promoter/Directors/Key Managerial Personnel or Senior Management intends to subscribe to the preferential issue of Warrants.

**8) Proposed time limit within which the allotment shall be complete:**

The Company will issue and allot such Warrants, on preferential basis, within the time limit specified under the SEBI ICDR Regulations or any extended time limit permitted under the Regulations or any other applicable law. If the allotment to any Proposed Allottees is pending due to the requirement for approval or permission from any regulatory authority, the allotment will be completed within 15 days from the date of receipt of such approval, or within such further period as may be prescribed or allowed by SEBI, Stock Exchange, or other concerned authorities. In any case, the allotment of such Warrants to the Proposed Allottees on a preferential basis,



following the special resolution, will be completed within 15 (fifteen) days from the date of passing the special resolution or within 15 (fifteen) days from the date of receipt of such approval / permission including the approval of Stock Exchange, whichever is later.

**9) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and / or who ultimately control the proposed allottees) and the percentage of post preferential issue capital that may be held by them:**

The Company proposes to issue Warrants by way of preferential issue to a person under Non-Promoter category, for cash as per the details given herein below:

S.	Name of the proposed allottee	Pre-issue Shareholding		No. of Warrants to be Issued/ Allotted	Post issue Shareholding*		Name of the natural persons who are the ultimate beneficiaries	Ultimate Beneficial Interest in the proposed allottee (%)
		No. of Equity Shares	%		No. of Equity Shares	%		
1.	Advit Enterprises and Traders	Nil	Nil	49,35,500	49,35,500	23.51	NA**	NA**
2.	Vibha Enterprises and Traders	Nil	Nil	46,61,500	46,61,500	22.20	NA**	NA**
3.	Yieldcapitals Finserv and Investments	Nil	Nil	41,12,500	41,12,500	19.59	NA**	NA**
4.	VV Enterprises and Traders	Nil	Nil	32,90,500	32,90,500	15.67	NA**	NA**

\* Assuming that the Proposed Allottees fully subscribe to the offer and conversion of Warrants into Equity Shares within the stipulated time.

\*\* There is no natural person who has ultimate beneficial ownership of the proposed allottees.

**10) Change in control, if any, in the Company that would occur consequent to the preferential offer:**

Following the completion of the proposed Preferential Issue, the Promoters' shareholding will decrease from 24.91% to 4.74%, which seems in a loss of control over policy decisions by the Promoters by virtue of their shareholding and voting rights. As all the Proposed Allottees are independent from each other and not a PAC (Person Acting in Concert) to any other, none of the Proposed Allottees will acquire a controlling stake in the Company, as their individual shareholdings will not exceed the threshold for control.

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

**11) Details of the current and proposed status of the allottee(s) post the preferential issue:**

S.	Name of the Proposed Allottees	Current Status of Proposed Allottees (Promoter or Non-Promoter)	Proposed Status of Allottees - Post the Preferential Issue (Promoter or Non-Promoter)
1.	Advit Enterprises and Traders	Non-Promoter	Non-Promoter
2.	Vibha Enterprises and Traders	Non-Promoter	Non-Promoter
3.	Yieldcapitals Finserv and Investments	Non-Promoter	Non-Promoter
4.	VV Enterprises and Traders	Non-Promoter	Non-Promoter

**12) The Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Sr No	Category	Pre-issue*		Post-issue**	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	9,95,223	24.91	9,95,223	4.74
	Bodies corporate	0	0	0	0
	Sub-total	9,95,223	24.91	9,95,223	4.74
2	Foreign promoters	0	0	0	0
	sub-total (A)	9,95,223	24.91	9,95,223	4.74
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0
2	Non-institution				
	Private corporate bodies	1,40,571	3.52	1,40,571	0.67
	Directors and relatives	0	0	0	0
	Indian public	28,47,550	71.26	28,47,550	13.56
	others (including NRIs)	12,656	0.32	1,70,12,656	81.03
	Sub-total (B)	30,00,777	75.09	2,00,00,777	95.26
	Grand Total	39,96,000	100.00	2,09,96,000	100.00

\* The pre-issue shareholding pattern is as on March 07, 2025.

\*\* Assuming that the Proposed Allottees fully subscribe to the offer and conversion of Warrants into Equity Shares within the stipulated time.

**13) Lock-in Period:**

a) The Warrants to be allotted and Equity Shares allotted upon conversion of Warrants shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.

b) The entire Pre-Preferential Issue shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**14) Re-computation of Issue Price:**

The Company shall re-compute the Issue Price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so, and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under Preferential Issue shall continue to be locked- in till the time such amount is paid by the allottee.

**15) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as Price:**

The Company has not made any preferential allotment during the current financial year 2024-25.

**16) Practicing Company Secretary's Certificate:**

The certificate from M/s. B S S Associates, issued by Mr. S.Srikanth (C.P. No. 7999), Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in compliance with the requirements of SEBI ICDR Regulations, has been obtained for the said Preferential Issue. A copy of the certificate is available on the Company's website at <https://www.capricornsys-global.com/CorporateActions.asp>.

**17) Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of Equity Shares allotted upon conversion of Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, including dividends.

**18) Name and address of Valuer who performed valuation:**

The valuation was performed by Mr. Vollala Pradeep Kumar, Registered Valuer (Reg. No. IBBI/RV/07/2021/14469) having office at H. No. 7-3-176, Ganesh Nagar, Janagam, Godavarikhani, Ramagundam, Near Auto Stand, Peddapalli, Telangana - 505209.

**19) Recommendation and Voting Pattern of the Committee of Independent Director of the Company:**

The Committee of Independent Directors in their meeting held on March 12, 2025, has considered the proposal to make the Preferential Issue of 1,70,00,000 Warrants to the Proposed Allottees. The Committee considered that the Issue Price of Rs.14.71 has been determined taking in the Independent Registered Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI ICDR Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. Thus, the Committee is of the view that the Issue Price and the proposed Preferential Issue is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

S. No.	Name of Independent Director	Assent	Dissent	Abstain
1.	K V Srinivasa Rao	√	-	-
2.	G Lakshmi	√	-	-
3.	V Triveni	√	-	-

**20) Principal terms of Assets charged as securities:**

Not Applicable.

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

The material terms of the proposed Preferential Issue of Warrants are detailed in the Special Resolution outlined under Item No. 2 of this Notice, along with the terms specified in this Explanatory Statement.

**22) Other Disclosures/Undertaking:**

- The Company is eligible to make the preferential Issue of Warrants under the Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date, i.e., March 12, 2025, and further confirmed their eligibility under the SEBI ICDR Regulations to subscribe to the Preferential Issue. Additionally, the Proposed Allottees have confirmed that they are not debarred from accessing the capital market and have not been restrained by any regulatory authority from, directly or indirectly, acquiring the said Warrants / Equity Shares.
- Since the requirement to appoint a Monitoring Agency is not mandatory for an issue size of up to Rs.100 Crores, and as such this issue size is below Rs.100 Crores, the Company has not appointed any Monitoring Agency for this issue.
- The justification for allotment made for 'Consideration other than Cash', along with the Valuation Report of the Registered Valuer, is not applicable as the allotment of Warrants under the Preferential Issue is being made for cash consideration.
- Neither the Company, its directors, nor its promoters are categorized as wilful defaulters or fraudulent borrowers. Hence, the disclosure as required under Regulation 163(1)(i) is not applicable.
- Currently, no other Preferential Issue is pending or in process, apart from the one proposed in this notice.
- The Company doesn't have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange or the depositories.
- The Company has duly obtained the PAN number of the Proposed Allottees.
- The Company will apply for in-principle approval from the Stock Exchange, where its Equity Shares are listed, on the same day this notice is sent regarding the Postal Ballot, seeking shareholders' approval by way of Special Resolution.
- The Company is in compliance with the conditions for continuous listing.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its members, and therefore recommends the Special Resolution as set out at Item No. 3 in the accompanying Notice for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested financially or otherwise, in the aforesaid resolution set out at Item No.3 of the Notice,

**Item No. 4:**

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: - (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed by the members of the Company is necessary. In terms of Rule 11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'. Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs.500 crores (Rupees Five Hundred crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested financially or otherwise, in the aforesaid resolution set out at Item No.4 of the Notice,

By order of the Board of Directors of  
**Capricorn Systems Global Solutions Limited**

Sd/-

**S. Man Mohan Rao**

Managing Director

DIN: 00109433

Place: Hyderabad

Date: March 12, 2025