

AISHWARYA TECHNOLOGIES AND TELECOM LIMITED

(formerly known as Aishwarya Telecom Limited)

CIN: L72200TG1995PLC020569

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that Sl.No 1/ 2023-24 Extraordinary General Meeting ("EGM") of the Members of M/s Aishwarya Technologies and Telecom Limited will be held on Monday 15th Day of May, 2023 at 04.00 PM through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS

ITEM NO.1

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 13, 61, 64 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND CONSEQUENT CHANGES IN THE MEMORANDUM OF ASSOCIATION.

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and any other applicable provisions of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 15,50,00,000/- (Rupees Fifteen Crores and Fifty Lakhs only) divided into 3,10,00,000 (Three Crore Ten Lakhs only) Equity Shares of Rs. 5/- (Rupees Five Only) each to Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 8,00,00,000 (Eight Crores Lakhs) Equity Shares of Rs. 5/- (Rupees five Only) each by creation of further 4,90,00,000 (Four Crores Ninety Five Lakhs Only) Equity Shares of Rs.5/- (Rupees Five Only) each ranking paripassu with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new clause V as under:

V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Thirty One Crores Seventy Five lakhs only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs. 5/ each, all of which share capital shall be capable of being increased or reduced in accordance with Company's regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby jointly and/or severally authorised to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such documents, instruments in writings may be deemed necessary and/or expedient to give effect to this resolution."

ITEM NO.2

INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Boards and its Powers) Rules, 2014 and other applicable

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Telangana, 500080

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Rules, if any, made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of anybody corporate or for giving loans, guarantees or providing securities to anybody corporate or other person/entity whether in India or outside India, either directly or through its one or more subsidiaries / step down subsidiaries, as may be considered appropriate for an amount not exceeding Rs.500 crores (Rupees Five Hundred Crores only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be 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 above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

ITEM NO 3

ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND CERTAIN IDENTIFIED NON PROMOTER PERSONS/ENTITIES

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 Section 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there under (including any statutory modifications) or the enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "ICDR Regulations") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited ("BSE"), subject to the approval of members of the Company and subject to such conditions and modifications as may be prescribed while granting 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 term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 5,00,00,000 (Five Crores Only) Convertible Warrants ("Warrants") at a price of Rs. 8/- per warrant with a right to the warrant holders to apply for and be allotted 1 (one) Equity share of the face value of Rs. 5/- each and premium of Rs. 3/- for each warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants at a price arrived based on the valuation report of valuer or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

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S.No	Name of the Shareholder	Category	Pre Issue Equity Shares Held	Percent age Pre Issue Equity Shares Held	No of Equity Warrants to be Allotted	Post Issue Equity Shares Holding (Assuming full conversion)	Percentage Post Issue Equity Shares Holding
1	Mandava Srinivasa Rao	Promoter & Promoter Group	*65,07,598	27.24	60,00,000	1,25,07,598	16.93
2	Logiclinx corporation	Non-Promoter /Public	0	0	1,00,00,000	1,00,00,000	13.53
3	Techmagix IT Solutions (india) private limited	Non-Promoter /Public	0	0	50,00,000	50,00,000	6.77
4	Sambasiva Rao Ancha	Non-Promoter /Public	0	0	5,00,000	5,00,000	0.68
5	Narender Reddy Sama	Non-Promoter /Public	0	0	15,00,000	15,00,000	2.03
6	Venkateswara Rao Devineni	Non-Promoter /Public	1,77,345	0.74	50,00,000	51,77,345	7.01
7	Hari Krishna reddy kallam	Non-Promoter /Public	13,20,045	5.52	50,00,000	63,20,045	8.55
8	Rajeev reddy yeduguru	Non-Promoter /Public	0	0	20,00,000	20,00,000	2.71
9	Srinivasa Rao Bodavula	Non-Promoter /Public	0	0	25,00,000	25,00,000	3.38
10	Venkata krishna purchuri	Non-Promoter /Public			25,00,000	25,00,000	3.38
11	Hanuman Nandanampati	Non-Promoter /Public	0	0	50,00,000	50,00,000	6.77
12	Vidwath Web Technologies Pvt Ltd	Non-Promoter /Public	0	0	50,00,000	50,00,000	6.77

*5,31,000 equity share are in the process of transferring it to Mr. MandavaSrinivasa Rao as per open offer.

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank paripassu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 161 of ICDR Regulations, read with SEBI circular dated 1st July, 2020, the Relevant Date for the purpose of calculating the price for the issue of Warrants is 14.04.2023

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RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval

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

I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

III) The issue of the Warrants arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

VI) The Warrants allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts,

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arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Telangana, Hyderabad (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

ITEM NO 4

RECLASSIFICATION OF THE 'PROMOTERS AND PROMOTER GROUP' SHAREHOLDERS OF THE COMPANY TO 'PUBLIC CATEGORY SHAREHOLDERS':

To consider and if thought, to pass the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of open offer by Mr. Srinivasa Rao Mandava (“Acquirers”/ “New Promoters”) under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to designate the Acquirer(s) to be Promoter and Promoter Group of the Company and re-classify “Existing Promoter” which are as follows to “Public category”:

SL NO	NAME OF THE OUTGOING PROMOTER	No. of equity shares held as on the date of this Notice
1	VEERA BABA REDDY PENDRU	45117
2	BINU BHANSALI	4800
3	YEMULA PAVANI	1000
4	K V RAMANA REDDY	6738
5	PIDUGU GANGA REDDY	6000
6	VENKATRAMI REDDI GORLA	39636
7	VENKATA SUNDARA RAMAGOPAL ACHANTA	6000
8	NAYANSUKH REDDY BADDAM	17369
9	*RAMA MANOHAR REDDY GANGAVARAM	1000
10	CHILAKAPATI PEDA BAPULU	224329
11	*AMULYA REDDY GANGAVARAM	530000
12	RAHUL KATPALLY	12457
13	SHAILAJA GANGAVARAM	150167
14	KATPALLY PRASHANTI REDDY	54668

*5,31,000 equity share are in the process of transferring it to Mr. MandavaSrinivasa Rao as per open offer.

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RESOLVED FURTHER THAT upon receipt of necessary approval(s) for reclassification for the aforementioned Outgoing Promoters, the Company shall effect such re-classification in the statement of Shareholding pattern of the Company from the immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

RESOLVED FURTHER THAT the Managing Director/Executive Directors/ Company Secretary of the Company, be and are hereby severally authorised to intimate Stock Exchanges post members approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and thereby execute all such documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time and to do all such acts and deeds as may be necessary to give effect to this resolution and to settle any questions or difficulties or doubt that may arise in this regard."

**By Order of the Board
FOR AISHWARYA TECHNOLOGIES AND TELECOM LIMITED**

Date :22.04.2023
Place: Hyderabad

Sd/-
K HARIKRISHNA REDDY
Chairman & Whole Time Director
DIN :01302713

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NOTES:

a) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.

c) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working till the date of the meeting.

c) The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.

d) The Board of Directors has appointed Mr. Vivek Surana, Company Secretary in Practice, as the Scrutinizer for conducting this E-voting process in a fair and transparent manner, the Company is also required to conduct the voting process electronically. The business to be transacted at the EGM may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means

Bigsharei-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 12.05.2023 at 09.00 AM and ends on 14.05.2023 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 (record date) of 09.05.2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- 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.

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- 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.

1. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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. BIGSHARE, 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 link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
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 BIGSHARE and you will be re-directed to i-Vote 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

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	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.

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-
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'

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- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the /EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.

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- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO. 1.

The present Authorised Share Capital of the Company is Rs. 15,50,00,000 (Rupees Fifteen Crores Fifty Lakhs Only) comprising of 3,10,00,000 (Three crore ten lakhs only) equity shares of Rs. 5/- (Rupees Five Only) , Considering the increased fund requirements of the Company, the Board at its Meeting held on 22th, April, 2023, had accorded its approval for increasing the Authorised Share Capital from Rs.15,00,00,000 (Rupees Fifteen Crores Fifty Lakhs only) to Rs. 40,00,00,000 (Rupees Forty Crores only) by creation of 8,00,00,000 (Eight Crores) additional equity share of Rs.5/- each, subject to shareholders approval.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members. None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO.2

As per the provisions of section 186 of the Companies Act,2013 the Board of Directors of the company can give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscription , purchase or otherwise from any person or body corporate to the extent of sixty percent of Paid Up Share Capital ,free reserve and securities premium or one hundred percent of its free reserve and securities premium account whichever is more and for giving any loan or providing guarantee and security in excess of limit specified above, the approval of members of the company in General Meeting by way of Special resolution has to be obtained.

In the interest of the Company and all the Stakeholders, Company may give loan, guarantee or provide security in connection with the loan to any other body corporate or person and acquire securities by way of subscription , purchase or otherwise from any person or body corporate from time to time .So, it is proposed to increase the limit of giving any loan or guarantee or providing security to body corporate or any other person and to invest

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funds by acquiring securities by way of purchase or subscription or otherwise from time to time. up to Rs. 500 Crore and recommend passing of this resolution by way of a Special resolution.

None of the directors, key managerial personnel and relatives of the directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of the business and extent of their shareholding.

ITEM NO. 3:

The Special Resolutions contained in Item No. 3 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, for preferential issue of upto:

1. Upto 5,00,00,000 (Five crores only) Warrants convertible to Equity Shares at a price of ₹ 8/- (Rupees Eight Only) per Warrant with the right to warrant holder to apply for and be allotted 1 (one) Equity Share for each Equity warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants, aggregating upto ₹ 40,00,00,000 (Rupees Fourty Crores only).

2. Upto 5,00,00,000 Equity Shares at a price of ₹ 8/- (Rupees Eight only) per Equity Share of face value of ₹ 5 each at a premium of ₹ 3/- each aggregating upto ₹ 40,00,00,000 (Rupees Fourty Crores only).

The Preferential Issue (warrants) is proposed to be issued to the Promoter(s) / Promoter Group and Non-Promoter Persons / Public/ QIPs/Employees/Directors/KMPs as specified in the resolutions above, in terms of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on 16th February, 2023.

The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made there under, and Regulation 160 of the SEBI (ICDR) Regulations, 2018.

The Valuation arrived is Rs. 5.50/- (Rs. Five and Fifty paise only) as required under Reg. 165 and 166A of SEBI ICDR Reg, 2018 has been issued by Mr. Vikash Goel, Director of Omnifin Valuation Services (OPC) Pvt Ltd dated 18.04.2023 has been placed on the website of the Company at <https://www.aishwaryatechtele.com/investors> This report is considered for determining the Issue price for the proposed Preferential Issue.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018, are set forth below:

1. Objects of the Preferential Issue:

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

2. Maximum number of specified securities to be issued:

Up to 5,00,00,000 (Three crores Forty Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of ₹ 5/- (Rupee Ten Only) each ("Warrants") and a premium of ₹ 3/- (Rupees Three Only) each to be payable.

3. Relevant Date and Issue Price:

In accordance with the provisions of Regulation 161 of Chapter V of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the Issue Price of the Warrants be and is hereby fixed as 14-04-2023, the day preceding the 30 days prior to the date on which this special resolution shall be deemed passed, i.e. 15-05-2023.

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The minimum issue price for issue of Warrants as determined in accordance with Regulation 165 and 166A of Chapter V of the ICDR Regulations is Rs. 5.50/- (Rs. Five and Fifty paise only) and the Board has approved an Issue Price of ₹ 8/- (Rupees Eight Only) per Warrant.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of Company are listed at BSE Limited and are infrequently traded in accordance with SEBI (ICDR) Regulations. The Valuation as per regulation 165 /166A of the ICDR Regulation, 2018 is considered. The Board intends to issue at Rs. 8 /- (Rupees Eight) including a premium of Rs. 3/- (Rupees Three only) each.

5) Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:

Of the proposed allottees above S.No 1 to promoters / members of the promoter group of the Company. The proposed allottees are intending to participate / subscribe to the proposed issue of warrants. No other Promoter /Director(s) or Key Managerial Personnel(s) or their respective relatives are subscribing to this offer.

6. Undertaking as to re-computation of price and lock-in of specified securities

Since the Equity shares of the company have been listed on BSE for a period of more than 26 (Twenty-Six) weeks prior to the relevant date, the company is not required to recompute the price per equity share.

7. Amount which the Company intends to raise by way of such securities:

a) Upto 5,00,00,000 Warrants convertible to Equity Shares at a price of ₹ 8/- (Rupees Eight Only) per Warrant with the right to warrant holder to apply for and be allotted 1 (one) Equity Share for each Equity warrant with in a period of 18 (Eighteen) months from the date of allotment of the warrants, aggregating upto ₹ 40,00,00,000/- (Rupees Fourty Crores only).

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

The Warrants convertible into Equity Shares, shall be issued and allotted to the Investors as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

S.No	Name of the Shareholder	Category	Natural person who is the UBO/ who control the proposed allottee	Pre Issue Equity Shares Held	Percentage Pre Issue Equity Shares Held	No of Equity Warrants to be Allotted	Post Issue Equity Shares Holding (Assuming full conversion)	Percentage Post Issue Equity Shares Holding	PAN
1	Mandava Srinivasa Rao	Promoter & Promoter Group	NA	*65,07,598	27.24	60,00,000	1,25,07,598	16.93	AJCPM8917 F
2	Logiclinx corporation	Non-Promoter /Public	Sudheer Chintamani PAN: BKJPS0300K	0	0	1,00,00,000	1,00,00,000	13.53	In the process of applying PAN
3	Techmagix IT Solutions (india) private limited	Non-Promoter /Public	1. Padma Raju Nayani AGEPR2188L	0	0	50,00,000	50,00,000	6.77	AACCT3804 A

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			2. SamaNar ender Reddy ACLP9 974M						
4	Sambasiva Rao Ancha	Non-Promoter /Public	NA	0	0	5,00,000	5,00,000	0.68	AJKPA0351 K
5	Narender Reddy Sama	Non-Promoter /Public	NA	0	0	15,00,000	15,00,000	2.03	ACLP9974 M
6	Venkateswara Rao Devineni	Non-Promoter /Public	NA	1,77,345	0.74	50,00,000	51,77,345	7.01	AKRPD3215 D
7	Hari Krishna reddy kallam	Non-Promoter /Public	NA	13,20,045	5.52	50,00,000	63,20,045	8.55	AGLPK9247 L
8	Rajeev reddy yeduguru	Non-Promoter /Public	NA	0	0	20,00,000	20,00,000	2.71	ABCPY1475 C
9	Srinivasa Rao Bodavula	Non-Promoter /Public	NA	0	0	25,00,000	25,00,000	3.38	AFBPA4078F
10	Venkata krishna purchuri	Non-Promoter /Public	NA	0	0	25,00,000	25,00,000	3.38	ATCPP6919J
11	Hanuman Nandanampati	Non-Promoter /Public	NA	0	0	50,00,000	50,00,000	6.77	AGSPH0996 A
12	Vidwath Web Technologies Pvt Ltd	Non-Promoter /Public	NA	0	0	50,00,000	50,00,000	6.77	AAFCV7249 C

*5,31,000 equity share are in the process transfer to Mr. MandavaSrinivasa Rao as per open offer

9. Shareholding Pattern of the Company – Pre Issue and Post Issue:

I. PRE & POST SHAREHOLDING

Particulars	Pre issue Shareholding		No of Equity Shares to be allotted in the Preferential Issue which triggered the Open Offer	Post Issue Shareholding	
	No. of Shares	Percentage%		No. of Shares	Percentage%
(A) Promoter & Promoter Group					
A1) Indian					
(a) Individuals	568281	2.37	Nil	568281	0.76
(b) Bodies Corporates	Nil	Nil	Nil	Nil	Nil
A2) *Foreign (Individuals)					
Srinivasa Rao Mandava	65,07,598	27.24	60,00,000	1,25,07,598	16.93
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	70,75,879	29.61	60,00,000	1,30,75,879	17.69
(B) Public					
B1) Institutions	Nil	Nil	Nil	Nil	Nil
B2) Central Government/ State Government(s)/ President of India	Nil	Nil	Nil	Nil	Nil
B3) Non-Institutions	Nil	Nil	Nil	Nil	Nil
Individual Shareholding	1,44,95,160	60.67	1,60,00,000	3,04,95,160	41.27
Body Corporate	23,22,903	9.72	50,00,000	73,22,903	9.92
QIBs	NIL	NIL	NIL	NIL	NIL
HUF	NIL	NIL	NIL	-	-
Any Other (Including NRI and Body Corporates)	Nil	Nil	2,30,00,000	2,30,00,000	31.12
Total Public Shareholding	16818063	70.39	4,40,00,000	6,08,18,063	82.31

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B=B1+B2+B3					
C) Non Promoter - Non Public	Nil	Nil	Nil	Nil	Nil
TOTAL (A+B+C)	2,38,93,942	100	5,00,00,000	7,38,93,942	100

10. Time frame within which the Preferential Allotment shall be completed:

In line with the provisions of SEBI (ICDR) Regulations, 2018, the warrants shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members. However, in case receipt of any approval or permission from stock exchanges or any regulatory authority is pending, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

11. 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:

None.

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

13. Lock In period:

The Warrants issued pursuant to the exercise of the Warrants shall be locked in as prescribed under the ICDR Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

14. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank paripassu with the then existing Equity Shares of the Company, including voting rights and dividend.

15. Practicing Company Secretary's Certificate:

A copy of the certificate certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available for inspection by the members on the website of the Company.

16. Disclosure pertaining to willful defaulters/ fraudulent borrower:

The details pertaining to willful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same.

17. Other Disclosures/Undertaking:

- The Investors has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- The Warrants by itself does not give to the Warrant holder(s) any rights of the members of the Company.
- The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity shares of the Company are listed.
- The Company is eligible to make a preferential issue under ICDR Regulations as it has no outstanding dues to the SEBI, the stock exchanges or the depositories.
- This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.

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The Board believes that the proposed Preferential Issue of Warrant is in the best interest of the Company and its shareholders and therefore recommends the special resolution as set out in item No. 2 & 3 in the accompanying notice for your approval.

ITEM NO 4

The Company have received requests from “Acquirer(s) to classify them as Promoter & Promoter Group” and to reclassify “Existing Promoter and Promoter Group” to Public category as required under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations, 2015’). Detail of shareholding of the Company is as follows:

Name of the old Promoter(s)	Shareholding (Prior Open Offer)		Shareholding (After Open Offer)	
	No of Equity Shares	%	No of Equity Shares	%
VEERA BABA REDDY PENDRU	45117	0.19	45117	0.19
BINU BHANSALI	4800	0.02	4800	0.02
YEMULA PAVANI	1000	0.00	1000	0.00
K V RAMANA REDDY	6738	0.03	6738	0.03
PIDUGU GANGA REDDY	6000	0.03	6000	0.03
VENKATRAMI REDDI GORLA	39636	0.17	39636	0.17
VENKATA SUNDARA RAMAGOPAL ACHANTA	6000	0.03	6000	0.03
NAYANSUKH REDDY BADDAM	17369	0.07	17369	0.07
*RAMA MANOHAR REDDY GANGAVARAM	59,01,990	24.70	1000	0.00
CHILAKAPATI PEDA BAPULU	224329	0.94	224329	0.94
*AMULYA REDDY GANGAVARAM	6,05,608	2.53	530000	2.24
RAHUL KATPALLY	12457	0.05	12457	0.05
SHAILAJA GANGAVARAM	150167	0.63	150167	0.63
KATPALLY PRASHANTI REDDY	54668	0.23	54668	0.23

The Promoters seeking re-classification along with their personal promoter group entities do / will not:

- A. have any special rights through formal or informal agreements
- B. hold more than 10% of the paid-up capital of the Company.
- C. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

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Any of the Directors of the Company or the Company Secretary & Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

BY ORDER OF THE BOARD

For AISHWARYA TECHNOLOGIES AND TELECOM LTD

Sd/-

HARIKRISHNA REDDY KALLAM

Director

DIN: 01302713

Place: Hyderabad

Date: 22.04.2023

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