

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **MOURI Tech Limited (formerly MOURI Tech Private Limited)** will be held on Friday, April 4, 2025, at 5.30 p.m. (IST), at the Registered Office of the Company situated at 6-3-83, 3rd Floor, Loukya Towers, Mallampet Road, Bachupally, Hyderabad - 500090, Telangana, India at Shorter Notice to transact the following business.

SPECIAL BUSINESS

Item No.1 – To consider and approve the Issue of 59,999 Equity Shares of Face Value of Rs. 10/- each, at an Issue Price of Rs. 750/- per Equity Share on Private Placement basis

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62 (1) (c) of the Companies Act, 2013 (the “Act”) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable provisions if any, and the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made thereunder, including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules, notifications and circulars issued under the Act and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, Reserve Bank of India (RBI) and subject to such approvals, consents and permissions and sanctions as may be necessary or required from regulatory or competent authorities and subject to such conditions and modifications as might be prescribed while granting such approvals, the approval of the members of the Company be and is hereby accorded to the Board to issue, invite, offer and allot 59,999 (Fifty nine thousand nine hundred and ninety nine) Equity Shares of the Company of Face Value of Rs. 10/- (Rupees Ten only) per share at an Issue Price of Rs.750/- (Rupees Seven Hundred and Fifty only) including a Premium of Rs.740/- (Rupees Seven Hundred and Forty only) per share, amounting to Rs. 4,49,99,250/- (Rupees Four Crores forty nine lakhs ninety nine thousand two hundred and fifty only) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion on private placement basis to the following proposed allottees:

D. Chiranjeev Reddy





MOURI TECH

MOURI Tech Limited

(Formerly MOURI Tech Private Limited)

Vaishnavi's Iconic, SY No. 62,
Unit 1A, 1st Floor, and Unit 4A, 4th Floor,
Madhapur, Hyderabad 500 081, Telangana, India.
P: +91 40 67254106

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S.No	Name of Proposed Allottee	No. of Equity Shares	Issue Price	Value per Equity Share (in Rs.)
1.	Muralidhar Manickam	26,666	750	1,99,99,500
2.	Shyam Sundar Bugata	33,333	750	2,49,99,750
Total		59,999		4,49,99,250

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted on a private placement basis, shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company”.

By Order of the Board
For MOURI Tech Limited



D. Chiranjeevi Raju

Date: April 2, 2025
Place: Hyderabad

D. Chiranjeevi Raju
Company Secretary &
Compliance Officer
M.No: F7793



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NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the proposed Special Resolution setting out all the material facts and reasons are enclosed herewith and forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS GENERAL MEETING IS ENTITLED TO APPOINT A PROXY INSTEAD OF HIMSELF/HERSELF TO ATTEND AND VOTE THERE AT AND SUCH PROXY NEED NOT BE A MEMBER.
3. The instrument appointing the proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting.
4. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the company.
5. Pursuant to Section 101 of the Companies Act, 2013 consent of members to hold the General meeting at shorter notice is required and members are requested to give written consent on or before the date of EGM.



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

As required under Section 102 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, this explanatory statement contains relevant and material information, as detailed herein, to enable the members to consider for approval of the resolution as set forth in this notice.

Item No.1 - Issue of 59,999 Equity Shares of Face Value of Rs. 10/- each, at an Issue Price of Rs. 750/- per Equity Share on Private Placement basis

The Board of Directors at their meeting held on April 2, 2025, subject to the approval of the members of the Company and such other regulatory and statutory approvals as may be required, proposed to issue, and offer 59,999 (Fifty nine thousand nine hundred and ninety nine) Equity Shares of the Company of Face Value of Rs. 10/- (Rupees Ten only) per share at an Issue Price of Rs. 750/- (Rupees Seven Hundred and Fifty only) including a Premium of Rs.740/- (Rupees Seven Hundred and Forty only) per share, amounting to Rs.4,49,99,250/- (Rupees Four Crores forty nine lakhs ninety nine thousand two hundred and fifty only) on a Private Placement basis to the proposed allottees.

The provisions of the Section 42 and 62 (1) (c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and the applicable rules and regulation of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and circulars and notification issued by the Reserve Bank of India and the Government of India from time to time and as applicable, inter-alia requires a Company to obtain the prior approval of the members of the Company by way of a Special Resolution for issue of equity shares on private placement basis. Accordingly, the approval of the Members is being sought, by way of Special Resolution to issue and offer the aforesaid equity shares.

A statement of disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 is as under:

S.No.	Particulars	Details
1	Particulars of the offer including date of passing of Board resolution	The Board of Directors at their meeting held on April 2, 2025, had, subject to approval of the members of the Company and such other approvals as may be required, approved to issue and offer 59,999 (Fifty nine thousand nine hundred and ninety nine) Equity Shares of the



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S.No.	Particulars	Details
		Company of Face Value of Rs. 10/- (Rupees Ten only) per share at an Issue Price of Rs. 750/- (Rupees Seven Hundred and Fifty only) including a Premium of Rs.740/- (Rupees Seven Hundred and Forty only) per share, amounting to Rs.4,49,99,250/- (Rupees Four Crores forty nine lakhs ninety nine thousand two hundred and fifty only) on a Private Placement basis.
2	Kinds of securities offered and the price at which security is being offered	Equity Shares At a price of Rs. 750/- (Rupees Seven Hundred and Fifty only) per equity share.
3	Relevant date with reference to which the price has been arrived at	The relevant date for deriving the price of the equity shares with reference to the proposed allotment is December 31, 2024
4	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made and the justification for the allotment proposed to be made for consideration other than cash	As per Valuation Report
5	Name and address of valuer who performed valuation	Mr. V Gangadhar Rao N, Registered Valuer (IBBI No: IBBI/RV/06/2019/10709), Address: Flat No. 103, Swarna Arcade, Road No. 18, Panchavati Colony, Near Mana Studio, Manikonda, Hyderabad – 500089, Telangana, India.
6	Amount which the Company intends to raise by way of such securities	Rs. 4,49,99,250/- (Rupees Four Crores Forty-Nine Lakhs Ninety-Nine Thousand Two Hundred and Fifty only).
7	Material terms of raising such Securities	Issue of Equity Shares on private placement basis

Reg. Office: 6-3-83, 3rd floor, Loukya Towers, Mallampet Road, Bachupally, Hyderabad 500 090, Telangana, India CIN:

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S.No.	Particulars	Details
8	Proposed time schedule	To be allotted within 60 days from the date of approval of allotment by the Board of Directors.
9	Purposes or objects of offer/issue	The proceeds of the proposed issue will be utilized for enhancing the liquidity and the working capital resources of the Company.
10	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None of the Promoters or Directors intend to contribute to the Private Placement or intend to contribute a part of the offer separately in furtherance of the objects specified herein.
11	Principle terms of assets charged as securities	Not Applicable
12	Intentions of the promoters, directors and key managerial personnel to subscribe to the offer/issue	None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued/offered.
13	The change in control, if any, in the company that would occur consequent to the preferential offer.	There shall be no change in the Board of Directors and there shall be no change in the control of the Company pursuant to the proposed allotment. However, there will be a corresponding change in the shareholding pattern as well as voting rights.
14	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 allotments during the year. However, during the previous financial year i.e. 2024-2025, the Company had on May 31, 2024 allotted 3,57,597 equity shares of face value of Rs. 10/- each, at an issue price of Rs. 548.10/- per equity share on private placement basis to 9 (nine) individuals.
15	Terms of Issue of the Equity Shares, if any	The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

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S.No.	Particulars	Details			
16	Class or class of persons to whom the allotment is proposed to be made	Private Investors			
17	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:				
S. No	Name of Proposed Allottee	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
1	Muralidhar Manickam	-	-	26,666	0.02
2	Shyam Sundar Bugata	-	-	33,333	0.03

18.Pre and Post Issue Shareholding Pattern of the Company:

S.No	Name of the Shareholder	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
1	Muralidhar Manickam	-	-	26,666	0.02
2	Shyam Sundar Bugata	-	-	33,333	0.03
TOTAL		-	-	59,999	0.05

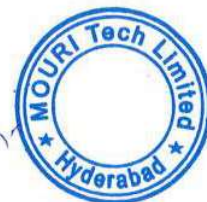
The issue of these shares is in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company.

The Board recommends the Special Resolution at item No. 1 of this Notice, for approval of the Members.

Memorandum of Interest:

None of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of equity shares held by them in the Company.

D. Chiranjeev





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Date: April 2, 2025
Place: Hyderabad

By Order of the Board
For MOURI Tech Limited

D. Chiranjeevi Raju
Company Secretary &
Compliance Officer

M.No: F7793

E-mail Id:

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