



**Notice
of
30th AGM**

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Notice

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of Orchasp Limited will be held on 30th September 2024 at 10:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business

Item No 1 :

1. To Adopt Audited Financial Statements

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

RESOLVED THAT to receive, consider and adopt the Audited Balance Sheet (Standalone & Consolidated) as at 31st March 2024, the Profit and Loss Account (Standalone & Consolidated) as at 31st March 2024, respectively together with Schedules and Notes attached thereto, along with the Report of the Board and Auditors thereon.

Special Business

Item No. 2:

2. To Appoint M/s JMT & Associates as Statutory Auditors for a period of five (05) years from the conclusion of the 30th Annual General Meeting, until the conclusion of the 31st Annual General Meeting.

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

RESOLVED THAT - pursuant to the Provisions of Section 139, 141 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, pursuant to the recommendations of the Audit committee, M/s. JMT & Associates, Chartered Accountants (Firm Registration No. 104167W) be and are hereby appointed as Statutory Auditors of the Company for a period of One (1) year to fill the Casual Vacancy caused by Resignation of M/S. P C N & Associates., Chartered Accountants (Firm Registration No. 016016S) to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 31st Annual General Meeting to be held in the year 2025 at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such deeds & things including filing of requisite Documents/Forms with the Stock Exchange(s), Registrar of Companies, Hyderabad with such authorities as may be required in regard to the above Resolution.

Item No. 3:

3. To Approve and confirm the Loan Agreement cum Memorandum of understanding of Apptest Corporation, USA.

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

RESOLVED THAT pursuant to the provisions of Sections 42, Section 62, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the relevant Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2012, (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable regulations of Securities and Exchange Board of India (SEBI), if any, as may be applicable, other applicable rules, notifications, guidelines, regulations issued by various authorities, consent of the Members of the Company be and is hereby sought for the approval of the Loan Agreement cum Memorandum of understanding dated 23rd August 2024 for an amount of Rs. 10,07,11,523/- (Rupees Ten Crore Seven lakh Eleven Thousand Five Hundred and Twenty Three Only) with a right to convert the said dues of Apptest Corporation as on 31st March 2024, into equity shares of the Company.

RESOLVED FURTHER THAT Apptest Corporation USA, in lieu of its outstanding dues shall be entitled to exercise their right to convert its dues into equity shares in due compliance of the Companies Act 2013, SEBI (ICDR) Regulations 2012, SEBI (LODR) Regulations 2015, and other applicable laws if any.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modifications if any), entering into contracts, arrangements, agreements, documents 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate as and when Apptest Corporation,USA exercises its right to convert the dues of the company from time to time and take all other steps which may be incidental, thereto.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Item No. 4:

4. To Re-appoint Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director of the Company.

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

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule V to the Act, consent of the Members be and is hereby accorded to the appointment of Mr. Koteswara Rao Kanamarlapudi (DIN: 06401491) as Non-Executive Director on Board of the Company in respect of whom, the Company has received a notice in writing proposing his candidature for the office of Director, for a tenure of three years from the conclusion of the 30th Annual General Meeting of the Company, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

Item No. 5:

5. To Re-appoint Mr.B.V.B. Ravi Kishore (DIN: 03271596) as an Independent Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and any Rules made thereunder read with Schedule IV of the Act, Mr.B.V.B.Ravi Kishore (DIN : 03271596) who was appointed as an additional director of the company w.e.f 28th June 2021 and subsequently as a Non-Executive and Non Independent Director on the 24th September 2021 for a period of three years and further changed the designation to an independent director with effect from 14th December 2021, being eligible for appointment in respect of whom the company has received notice in writing from the member proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the company for a tenure of Five Years, pursuant to the provisions of Section 149(4), 149(6) and 152 of the Companies Act 2013 by the Board of Directors with effect from the conclusion of the 30th Annual General Meeting, in terms of section 161(1) of the companies act 2013 and the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 0164721

Place: Hyderabad
Date: 05-09-2024

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 January 13, 2021, December 8, 2021, December 14, 2021 and 02/2022 dated May 5, 2022 respectively (“MCA Circulars”), allowed companies whose AGMs were due to be held in the year 2022 to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided inter-alia in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Accordingly, the AGM of the Company is being held through VC/OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 19 & 20 Moti Valley, Trimulgherry, Secunderabad.
2. In compliance with the aforesaid Circulars, Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on **30-08-2024**. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website www.orchasp.com.com, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com, and on the website of CDSL i.e., www.evotingindia.com.
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (“Listing Regulations”) (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL.
5. Pursuant to aforesaid MCA Circulars, the facility for appointment of proxies by the Members will not be available. Since the AGM will be held through VC/OAVM, route map, proxy form and attendance slip are not annexed to the Notice.
6. The Explanatory Statement as required under Section 102 of the Act, is annexed hereto. Further, additional information, inter-alia, pursuant to Regulation 26(4) and 36 of the Listing Regulations, in respect of Directors seeking appointment/re-appointment at the AGM, forms part of the Notice and/or Annual Report
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. The register of beneficial owners’ registers of members and share transfer books of the Company will remain closed from **24th September 2024 to 30th September 2024** (both days inclusive).
10. Members are requested to notify immediately, of any change in their address, to the Company in case their shares are held in dematerialized form; this information should be passed on so that the updated information as required can be made available at the meeting.
11. Members holding shares in physical form are requested to de-materialize the shares in electronic form to facilitate faster transfer and avoid rejections for bad deliveries. The Original Share Certificates be sent to Aarthi Consultants (P) Ltd, 1-2-285, Domalguda, Hyderabad-500029.
12. Members seeking any information or clarifications on the Annual Report are requested to send in their written queries to the company at least one week before the meeting to enable the company to compile the information and provide replies at the meeting.
13. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants.

Members who hold shares in physical form are requested to send their e-mail address to the following:

1. secretarial@orchasp.com

2. info@arthiconsultants.com

Members may also note that the aforesaid documents are available for download from the company's website:

www.orchasp.com

1. Voting through electronic means - instructions for shareholders for remote e-voting are as under:

i. The voting period begins on **27-09-2024 at 10.00 am** and ends on **29-09-2024 at 5.00 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 **20th September 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on "Shareholders" module.

v. Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://web.cdslindia.com/myeasi/home/login> using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

vi. Next enter the Image Verification as displayed and Click on Login

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

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

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xiii. 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.

xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xv. 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,

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- click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience

Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the GM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

xx. Note for Non - Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

secretarial@orchasp.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors of
Orchasp Limited



P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 0164721

Place: Hyderabad
Date: 05-09-2024

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SEPTEMBER**2024**

SUN	MON	TUE	WED	THU	FRI	SAT
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8	9	10	11	12	13	14
15	16	17	18	19	20	21
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29	30					

20th September 2024 - Record Date**27th September - 10.00 AM to 29th September - 5.00 PM - Evoting****24th September to 30th September 2024 - Book closure****30th September 2024 @ 10.30 AM - AGM**

Registered & Corporate Office:
ORCHASP LIMITED

CIN: L72200TG1994PLC017485

Regd. & Corp. Office: Plot No. 19 & 20, Moti Valley, Tirumalghery,
Secunderabad - 500 015, Telangana State, India.

Tel :+91 40 47766123 / 24, Fax: +91 40 47766143

Email: info@orchasp.com Website: www.orchasp.com

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013.

Item No 2: To Appoint M/s JMT & Associates as Statutory Auditors for a period of five (05) years from the conclusion of the 30th Annual General Meeting, until the conclusion of the 35th Annual General Meeting.

The Members of the Company at the Annual General Meeting (“AGM”) held on 24th September, 2021, had approved the appointment of M/s PCN and Associates, Chartered Accountants, (Firm Registration Number: 016016S), as the Statutory Auditors of the Company to hold office from the conclusion of the 27th AGM till the conclusion of the 32nd AGM. M/s PCN and Associates., vide their letter dated 21st May 2024 have tendered their resignation as the Statutory Auditors of the Company due to regulatory action taken on them-, in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, resulting into a casual vacancy in the office of the Statutory Auditors of the Company. Pursuant to Section 139(8) of the Companies Act, 2013 (“the Act”), the Board of Directors of the Company, on the recommendation of the Audit Committee at its meeting held on 10th June, 2024 accepted resignation of M/s PCN and Associates., and after obtaining the consent under Section 139(1) of the Act, appointed M/s. JMT & Associates, Chartered Accountants, (Firm Registration Number: 104167W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s PCN and Associates with effect from 21st May, 2024 till the conclusion of this 30th AGM, subject to the approval and ratification by the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. M/s JMT and Associates, Chartered Accountants is a well-known firm of Chartered Accountants office situated at Mumbai.

The firm also holds a valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board of Directors of the Company on the recommendation of the Audit Committee also recommend the appointment of M/s JMT and Associates as the Statutory Auditors of the Company to hold office for a period of 1 year, from the conclusion of this 30th AGM, till the conclusion of the 31st AGM of the Company, subject to the approval of the Members at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors. The Company has received the consent letter and eligibility certificate from M/s JMT and Associates, to act as the Statutory Auditors of the Company in place of M/s PCN and Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act.

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

The Board accordingly recommends the ordinary resolutions set out at Item No.2 of this notice for approval of the Members.

Item No 3: To Approve and confirm the Loan Agreement cum Memorandum of understanding with Apptest Corporation, USA

Apptest Corporation having its registered and corporate office at 12, Caleb Lane, Princeton, New Jersey, USA. has provided manpower Services to Orchasp during the period 2022-23 and 2023-24 . Orchasp has utilised these services to meet requirements of its customers.

An amount of Rs.10,07,11,523/- (Rupees Ten Crore Seven lakh Eleven Thousand Five Hundred and Twenty Three Only) is due from Orchasp to Apptest Corporation, USA.

In order to mitigate cash flow deficiencies, Orchasp has approached Apptest with an option to convert their dues into equity.

Apptest Corporation, USA has entered into a Loan Agreement cum Memorandum of understanding dated 23rd August 2024 and the board of directors in their meeting held on 05-09-2024 have considered and approved the said transaction as a related party transaction and informed to the stock exchange accordingly.

In due performance of the Loan Agreement cum Memorandum of understanding, Apptest Corporation, have got a right to convert the said liability into equity share capital of the company as per the provision of SEBI (LODR) Regulations 2015 and SEBI (ICDR) Regulations and Companies Act 2013, as one of the terms of the Loan Agreement cum Memorandum of understanding and hence the approval of the members is sought in this regard.

The approval of Loan Agreement cum Memorandum of understanding is in pursuit of the provisions of Sections 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder and SEBI (ICDR) Regulations, by way of a Special Resolution. The Board, therefore, recommends the above-mentioned resolution to be passed as a Special Resolution.

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The Loan Agreement cum Memorandum of understanding is made available for inspection to the members of the company on any working day during office hours between 10.00 am to 3.00 pm.

Mr. P.Chandra Sekhar, MD & CFO is interested directly or indirectly in the above company as a director of a company owned by the promoter of Apptest Corporation. Except Mr. P Chandra Sekhar, none of the other Directors and/or Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are not in any way concerned or interested financially or otherwise in the proposed Resolution.

The resolution as set out in item No. 3 of this Notice is accordingly recommended for your approval.

Item No 4: Details of the Director seeking re-appointment at the 30th Annual General Meeting

Details of the Director seeking re-appointment at the 30th Annual General Meeting

Mr. Kanamarlapudi Koteswara Rao, Non-Executive Non-Independent Director, was appointed on the Board of the Company on September 30, 1996 in terms of Companies Act, 2013. Mr. Kanamarlapudi Koteswara Rao, belongs to promoter group of the Company. The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018, which requires continuance of any Non-Executive Director who has attained the age of 75 years after seeking the prior approval of shareholders by way of a Special Resolution. Mr. Kanamarlapudi Koteswara Rao has attained the age of 75 years on 01-11-2021, hence approval by way of Special Resolution is placed before the shareholders in order to comply with the aforesaid circular. Apart from being a Director on the Board, Mr. Kanamarlapudi Koteswara Rao is also member of Stakeholders Relationship Committee and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time. Mr. Kanamarlapudi Koteswara Rao is Chartered Accountant by profession and has invaluable expertise, his association with the Company is from 1996 and he is one of the Pillars of the Company. His reappointment adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company. His presence will enable the company to succeed in some of the projects which are in pipeline, due to his relationships. None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Kanamarlapudi Koteswara Rao, is in any way concerned or interested financially or otherwise, in the said resolution. The Board recommends the special resolution as set out at Item No.4 of the Notice for approval by the shareholders

Item No 5: Details of the Director seeking re-appointment at the 30th Annual General Meeting

Name of the Director	Mr.B.V.B.Ravi Kishore
Director Identification Number	03271596
Educational Qualification	B.Sc, P.G.D.C.A
Expertise in specific functional area	Information Technology
Date of Birth	29-04-1968
Number of Companies in which Directorship is held as of 31st March 2024.	1
Chairman/Member of the Committees of the Board of other Companies in which is a director as of 31st March 2024.	NIL

The resolution as set out in item No. 5 of this Notice is accordingly recommended for your approval

By Order of the Board of Directors of
Orchasp Limited

P. Chandra Sekhar

P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 0164721

Place: Hyderabad
Date: 05-09-2024