



Notice to
31st Annual
General
Meeting

Notice

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of Orchasp Limited (CIN: L72200TG1994PLC017485) will be held on Tuesday, 30th September 2025 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 31st March 2025, the Profit and Loss Account (Standalone & Consolidated) as at 31st March 2025, respectively together with Schedules and Notes attached thereto, along with the Report of the Board and Auditors thereon.

Item No. 2:

2. To Appoint M/s JMT & Associates as Statutory Auditors for a period of four (04) years from the conclusion of the 31st Annual General Meeting, until the conclusion of the 35th 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 to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 35th Annual General Meeting to be held in the year 2029 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.”

Special Business

Item No. 3:

3. To re-appoint Mr. P. Chandra Sekhar (DIN: 01647212) as Managing Director and CFO 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 the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, subject to the approval of the members, the Central Government and such other regulatory authority as may be prescribed, to the re-appointment of Mr. P. Chandra Sekhar (DIN : 01647212) as Managing Director and CFO of the Company for a period of five (05) years with effect from the conclusion of the 31st Annual General Meeting of the company and to his receiving remuneration, benefits and amenities as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Mr. P. Chandra Sekhar, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to Mr. P. Chandra Sekhar, as remuneration for any financial year subject to the provisions prescribed under

Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

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. 4:

4. To appoint Mr. Krishna Shankar (DIN: 10946978) as Non-Executive and Non-Independent Director of the Company.

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

RESOLVED 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. Kanamarlapudi Krishna Shankar (DIN: 10946978) who was appointed as an additional director of the company w.e.f 7th February 2025 and being eligible for appointment as a director 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 a Non Executive – Non Independent Director of the company for a tenure of Five (05) from the conclusion of the 31st Annual General Meeting of the Company, pursuant to the provisions of Section 149(4), 149(6) , 152 and 161(1) of the Companies Act 2013 and the Articles of Association of the Company

Item No. 5:

5. To Allot Equity Shares on a preferential basis to Mrs. P. Rajeswari as a legal heir of Late Mr. P.C.Pantulu, Promoter & Ex-CEO of the company, upon conversion of his balance unsecured loan.

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

RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with BSE and NSE, where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations") and other applicable regulations of Securities and Exchange Board of India ("SEBI"), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to offer, issue, and allot in one or more tranches up to **2,68,75,000** Equity Shares (Two Crore Sixty Eight Lakh Seventy Five Thousand Only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of **Rs.3.20/-** (Rupees Three and Paise Twenty Only) including premium of **Rs 1.20/-** (Rupees One and Twenty Paise Only) per share aggregating to **Rs 8,60,00,000/-** (Rupees Eight Crore Sixty Lakh only) to Mrs. P. Rajeswari ("Proposed Allottee") , legal heir of late Mr. P.C.Pantulu, Promoter & Ex CEO of the Company on a preferential basis upon conversion of balance outstanding unsecured loan amounting to **Rs.8,60,00,000** (Rupees Eight Crore Sixty Lakhs Only) , in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under the SEBI ICDR Regulations.
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder.
- Allotment shall only be made in dematerialized form.

- The 'Relevant Date' for the purpose of determining the minimum price of the Equity Shares proposed to be allotted to the above mentioned allottee is Friday, August 29th, 2025, i.e. being the date which is 30 days prior to the date of this meeting.
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval from statutory authorities/BSE Ltd and NSE Ltd
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing and trading approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

Item No 6:

6. To Approve Allotment of Equity Shares on a preferential basis to Global Focus Fund towards interest accrued on 1 % Unsecured Foreign Currency Convertible Bonds (FCCB's)

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

RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with BSE and NSE, where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDR Regulations") and other applicable regulations of Securities and Exchange Board of India ("SEBI"), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India ("RBI") and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to accept the request of M/Global Focus Fund for conversion of Interest accrued on FCCBS and offer, issue, and allot such number of equity shares in one or more tranches up to an amount of Rs. 4,17,40,650/- (Rupees Four Crore Seventeen Lakh Forty Thousand Six Hundred and Fifty Only) in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations or any other provisions of law as may be prevailing as on date.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing and trading approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers 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.

Item No 7:

7. To Ratify the Loan Agreement cum MOU of M/s WAHA AI Mesela for Contracting,(C.R.No 105596),

To consider and if thought fit, to pass with or without modification(s), the following resolutions 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 replacing the Loan Agreement cum Momorandum of Understading dated 18th August 2023 entered erroneously with M/s WAHA AI Mesela for Contracting,(C.R.No 105596) with a new agreement with M/s Wahtulmsylh Llmqawlat, (C.R.No 105596) on the same terms and conditions viz for an amount of Rs. 7,12,05,508/-(Rupees Seven Crores Twelve Lakh Five Thousand Five Hundred and Eight Only) with a right to convert the said assigned dues into equity shares of the Company etc.

RESOLVED FURTHER THAT M/s Wahtulmsylh Llmqawlat 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.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing and trading approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/ Key Managerial Personnel/ Officers of the Company."

By Order of the Board of Directors of
Orchasp Limited



P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 01647212

Place: Hyderabad
Date: 30-08-2025

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 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on 30-08-2025. Members may note that the **Notice** and **Annual Report 2024-25** will also be available on the Company's website www.orchasp.com, websites of the Stock Exchanges i.e., BSE Ltd., at www.bseindia.com, NSE Ltd., at www.nseindia.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 2025 to 30th September 2025** (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@aarthiconsultants.com**

Members may also note that the aforesaid documents are available for download from the company's **www.orchasp.com**

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

(i) The voting period begins on **27-09-2025 at 10.00 am** and ends on **29-09-2025 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 **23rd September 2025** 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) 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. 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, 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-16digit beneficiary ID or NSDL-16digit 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.
- 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: 01647212

Place: Hyderabad
Date: 30-08-2025

SEPTEMBER - 2025

SUN	MON	TUE	WED	THU	FRI	SAT
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	22	23	24	24	25
26	27	28	29	30		

23rd September 2025 - Record Date

27th September - 10.00 AM to 29th September - 5.00 PM - Evoting

24th September to 30th September 2025 - Book closure

30th September 2025 @ 10.30 AM - AGM



ORCHASP

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 3:

Re-appointment of Mr. P. Chandra Sekhar (DIN : 01647212) as Managing Director & CFO.

Mr. P. Chandra Sekhar (DIN ; 01647212) was appointed as a Managing Director and Chief Financial Officer of the Company on the 30th March 2021.

Mr. Chandra Sekhar has demonstrated exceptional skills in corporate strategy and crisis management during the years. He has been instrumental in getting the shares of the company listed on National Stock Exchange through Direct Listing, Complete Conversion of FCCBs into Equity Shares of the Company and handling working capital challenges from time to time etc. The remuneration proposed to be paid to Mr. P. Chandra Sekhar and the perquisites proposed to be provided to him are set out below:

- i. Salary-Rs.2,50,000/-per Month
- ii. Increments - Such increments as may be fixed by the Board of Directors from time to time
- iii. Performance Bonus as may be determined by the Board of Directors.
- iv. Provident Fund - Company's contribution not to exceed 12% of salary.
- v. Housing - The Company to provide rent free partially furnished, air-conditioned, residential accommodation with telephone, gas and electricity, the monetary value of which may be evaluated as per the Income-tax Rules, 1962.
- vi. Medical Aid - Medical aid benefits for self and family as applicable to the Officers of the Company, subject to the condition that the cost of medical benefits to the Company be within the limits as prescribed by Income Tax Act.
- vii. Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- viii. Reimbursement of salary of driver as per rules of the Company.
- ix. The Company to pay fees for one Club (including admission or entrance fees and monthly or annual subscriptions).
- x. Leave on full pay and allowances as per rules of the Company such number of days of leave as may be granted to other employees of the Company in the Head Office.
- xi. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time
- xii. Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company. (All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated actual cost.)

Other Terms and Conditions :

- a) He shall not be paid any sitting fees for attending Board/ Committee Meetings.
- b) He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.
- c. The appointment may be terminated by the Company or by Mr. P. Chandra Sekhar by giving not less than three months' prior notice in writing. The Directors are of the opinion that Mr. P. Chandra Sekhar's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends the acceptance of the Resolution set out at **Item No. 3** of the Notice convening the Meeting.

The said draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

The Special resolution proposed to be passed is an enabling resolution in compliance with Section 197 read with Schedule V to the Companies Act, 2013, permitting the Company to appoint and pay remuneration to Mr. P. Chandra Sekhar.

Mr. P. Chandra Sekhar is an interested party in this resolution.

Item No 4: Details of the Director seeking re-appointment at the 31st Annual General Meeting

Details of the Director seeking re-appointment at the 31st Annual General Meeting

Name of the Director	Mr. Krishna Shankar Kanamarlapudi
Director Identification Number	10946978
Educational Qualification	Bachelor in Computer Science from USA.
Expertise in specific functional area	Presently engaged in IT Services, Construction and Trading Activities in Qatar and Republic of Saudi Arabia
Date of Birth	07-10-1980
Number of Companies in which Directorship is held as of 31st March 2025.	1
Chairman/Member of the Committees of the Board of other Companies in which is a director as of 31st March 2025.	Stakeholders Relationship Committee

The resolution as set out in **item No. 4** of this Notice is accordingly recommended for your approval. Other than Mr. Krishna Shankar, none of the directors are an interested party to this resolution.

Item No 5: To Allot Equity Shares on a preferential basis to Mrs. P. Rajeswari , legal heir of Late Mr. P.C.Pantulu, Ex-CEO of the Company.

The following disclosure for the preferential issue of Equity Shares is made in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations 2018 ("the Regulations").

The Company has a balance outstanding loan of Rs.8,60,00,000/- (Rupees Eight Crores Sixty Lakhs Only) payable to Mrs. P. Rajeswari (Proposed allottee) , the legal heir of Mr. P.C. Pantulu the Promoter of the Company. The Company requested Mr. P.C. Pantulu to convert outstanding loan into equity to reduce the cash outflow from the Company and to improve financial position. Mr. P.C. Pantulu has agreed to convert an amount of Rs 15,00,00,000/- (Rupees Fifteen Crores only) into equity. In the interim after approval of the loan agreement and MOU, by its Board of Directors on 30th May 2022 and shareholders in the Annual General Meeting held on 19th September 2022, Mr. P.C. Pantulu died on 27th November 2022. His wife Mrs. P. Rajeswari has submitted a request along with a No Objection from their children, seeking allotment of shares. Based on the said request, the Board has allotted 2,00,00,000 Equity Shares (Two Crore only) Equity Shares of the face value of Rs.2/- (Rupees Two only) each fully paid up at an issue price of Rs.3.20 /- (Rupees Three and Paise Twenty only) including premium of Rs 1.20/- (Rupees One and Paise Twenty Only) per share to Mrs. P. Rajeswari, promoter of the Company by way of partial conversion of unsecured loan i.e upto Rs. 6,40,00,000 (Rupees Six Crore Forty Lakhs Only), on a preferential basis on 20th October 2023.

The Special Resolution as mentioned under **Item No. 5** proposes to authorize the Board to issue and allot equity these shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

S.No	Name of the Proposed Allottee	Amount of Balance Outstanding Loan as on 31-03-2025 (in Rs.)	Number of Equity Shares to be allotted	Balance of loan outstanding after conversion (in Rs.)
1	Mrs. P. Rajeswari	8,60,00,000	2,68,75,000	0.00

It may be noted that:

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
2. All equity shares of the Company held by the Proposed Allottee, if any, are in dematerialised form.
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder.
4. The Company has obtained the Permanent Account Numbers of the Proposed Allottee.
5. The Proposed Allottee has represented and declared to the Company that she has not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender.
7. The Company does not have any outstanding dues to the Stock Exchange or the Depositories.
8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Annual General Meeting seeking shareholders' approval by way of Special Resolution. In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Chapter V of the SEBI ICDR Regulations, necessary information, or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to **2,68,75,000** Equity Shares (Two Crores Sixty Eight Lakhs and Seventy Five Thousand Only) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up at an issue price of **Rs.3.20/-** (Rupees Three and Paise Twenty Only) including premium of **Rs 1.20/-** (Rupees One and Paise Twenty Only) per Equity share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved afore mentioned Preferential Issue in their meeting held on Saturday the 30th August 2025.

B. The Objects of the Issue:

The object of this issue is to convert the outstanding unsecured loan received from Late Mr. P. C. Pantulu into Equity Shares to Mrs. P. Rajeswari ("Proposed Allottee"), legal heir of late Mr. P.C.Pantulu, Promoter & Ex CEO of the Company on a preferential basis upon conversion of total outstanding unsecured loan, as specified in the resolution and thereby to close the amount of outstanding liabilities of the Company.

C. Number of securities, kinds of securities offered and the price at which security is being offered:

To create, issue, offer and allot up to **2,68,75,000** Equity Shares (Two Crores Sixty Eight Lakhs and Seventy Five Thousand Only) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid up at an issue price of **Rs.3.20/-** (Rupees Three and Paise Twenty Only) including premium of **Rs 1.20/-** (Rupees One and Paise Twenty Only) per Equity share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations or other applicable laws in this regard.

D. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made & Pricing of the preferential issue:

The Company is listed on BSE Limited & NSE Limited, and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

The price of the Equity Shares to be allotted to the Proposed Allottee of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of frequently traded shares (Regulation 164(1) of the SEBI (ICDR) Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

If the Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI (ICDR) Regulations,

a) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI (ICDR) Regulations):

Any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Though the present preferential issue does not result in any change on control, however the allotment is more than 05% of post issue capital. Therefore, valuation report from an independent registered valuer is required. The Valuation report is placed before the board of directors at its meeting held on 30-8-2025 for considerations. The Valuation report is placed on the website of the company at www.orchasp.com/investors/ under the tab disclosures & codes.

The issue Price of **Rs.3.20/-** (Rupees Three and Paise Twenty Only) is determined as higher of the floor price mentioned in (a) above or the value determined by the independent valuer.

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

The price per Equity Share to be issued is fixed at **Rs.3.20/-** (Rupees Three and Paise Twenty Only) which consists of Rs.2/- (Rupees Two only) as Face Value and **Rs.1.20/-** (Rupees One and Paise Twenty Only) as premium per Equity Share. Kindly refer to the abovementioned point no. D for the basis of determination of the price.

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

The "Relevant Date" as per Chapter V of the SEBI (ICDR) Regulations for the determination of the floor price for Equity Shares to be issued is Friday 29th August 2025 being the date 30 days prior to the date of Annual General Meeting.

G. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on 29th August 2025 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned at **Point L**.

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

The allotment is proposed to be made to an Individual i.e., Mrs. P. Rajeswari, Promoter of the Company and legal heir of Late Mr. P.C.Pantulu, Promoter & Ex-CEO of the Company.

I. Proposal/Intention of Promoters, Directors, or Key Managerial Personnel to subscribe the offer:

The preferential issue is being made to Mrs. P. Rajeswari, Promoter of the Company, and who intends to subscribe to the Equity Shares. No shares are being offered to any other Directors or Key Managerial Personnel. This issue/offer is limited to the Promoter Mrs. P. Rajeswari on a preferential basis through acceptance of Loan agreement and MOU.

J. The proposed time within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

K. The identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner
Mrs. P. Rajeswari PAN: ABKPP2273K Address: 10, Classic Enclave, Sainikpuri Secunderabad.500094. Telangana	Promoter of the Company	Mrs. P. Rajeswari.

The Proposed Allottee has not been allotted any securities of the Company during the year.

L. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

S.NO.	Name of the proposed allottee	Category	Pre-preferential holding		Post preferential Holding	
			No of Equity shares	% of Pre issue Capital	No of Equity shares	% of Post issue Capital*
01	Mrs. P. Rajeswari	Promoter	2,90,99,237	9.11	5,59,74,237	16.16

Note: The Present paid up share capital of Rs.31,95,50,366 as on 29th August 2025 is considered for the purpose of shareholding percentage calculation.

M. The change in control, if any, in the Company that would occur consequent to the preferential offer:

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

N. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The current and proposed status of the Proposed Allottee post the preferential issue is "Promoter".

O. 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:

During the year, no preferential allotment of any securities has been made to any person prior to this allotment.

P. Principle terms of assets charged as securities:

Not Applicable

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not Applicable

R. Certificate of Practicing Company Secretary/Chartered Accountant:

The Certificate from M/s. JMT & Associates, Chartered Accountants in accordance with the requirements of Chapter V of the SEBI ICDR Regulations is obtained and the same is disclosed at www.orchasp.com/investors/ under the tab disclosures & codes.

S. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per Chapter V of the SEBI (ICDR) Regulations. Further, the entire pre-preferential allotment shareholding of the allottee, if any, shall be locked-in from the relevant date up to a period of 18 months from the date of trading approval.

T. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

U. Listing:

The Company will make an application to BSE Limited and NSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

V. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

W. Other disclosures/undertaking:

1. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI (ICDR) Regulations;

8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.

(X) Monitoring Agency:

Since the issue size is less than One hundred Crores Rupees, the Company will not be required to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

(Y) Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice.

Except Mr. P. Chandra Sekhar, Managing Director and CFO of the Company, Mrs. P. Rajeswari, Proposed allottee, none of the other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

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

Item No 6: To Approve Allotment of Equity Shares on a preferential basis to Global Focus Fund towards interest accrued on 1 % Unsecured Foreign Currency Convertible Bonds (FCCB's)

M/s Global Focus Fund having its registered and corporate office at AA, Capital International Limited, 3rd Floor, Manor House , 30, St Georges Street, Port Louis, Republic of Mauritius, had subscribed to the 1 % Unsecured Foreign Currency Convertible Bonds issued by the company in 2018.

Global Focus Fund has opted for conversion of the FCCB's into equity along with interest accrued as at the date of maturity or/ conversion of FCCB's into such number of equity shares as per as per SEBI (ICDR) regulations. However, the company and the Bond holders, did not mention the allotment of equity shares for the interest of 1% of the FCCB's at the time of seeking approval from shareholders at the AGM/EGM dated , application to BSE for inprincipal approval for FCCBs or in the offering circular dated 09th July 2018 to the subscribers. Thus, at the time of conversion of FCCB's into equity shares of the company along with accrued interest on FCCBs, the BSE advised the company to seek shareholders' approval for allotment of equity shares towards interest accrued.

The interest accrued and unpaid on the FCCB amounting to USD 5,00,000, i.e. Rs. 4,17,40,650/- as at the time of conversion of the FCCBs by allotment of equity shares of the company. The Bond holders M/s Global Focus Fund, have requested to convert the interest accrued into equity shares vide letter dated 08th July 2024. The company proposes to allot such number of equity shares to the bondholders subject to the approval of the shareholders in ensuing period. Hence the company is seeking approval from the shareholders.

The resolution as set out in **item No.6** of this Notice is accordingly recommended for your approval. None of the directors are interested parties to this resolution.

Item No 7: To Allot Equity Shares on a preferential basis to M/s WAHA AI Mesela for Contracting,(C.R.No 105596), upon conversion of his existing unsecured loan.

In continuation of the Resolution No 4 at the 29th Annual General Meeting approving and onfirming the Loan Agreement cum Memorandum of understanding of M/s WAHA AI Mesela for Contracting, held on 25th September 2023 which carried an incorrect name which has to be rectified as M/s Wahtulmsylh Llmqawlat. The company proposes to rectify the said error and thus, a revised agreement is entered by the company for the purpose. Hence this resolution.

The resolution as set out in **item No.7** of this Notice is accordingly recommended for your approval. Mr. Krishna Shankar, Additional Director is an interested party to this resolution.

By Order of the Board of Directors of
Orchasp Limited



P. Chandra Sekhar
Chairman, Managing Director & CFO
DIN: 01647212

Place: Hyderabad
Date: 30-08-2025