

Date: 04/01/2023

The Manager (Listing),
The Bombay Stock Exchange Limited
25th Floor, P.J. Tower
Dalal Street Fort,
Mumbai-400 001.

Dear Sir/Ma'am,

SUB: NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON FRIDAY, 27TH JANUARY, 2023.

REF: CASPIAN CORPORATE SERVICES LIMITED (BSE SCRIP CODE – 534732)

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable Regulations of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, as amended time to time, please find enclosed the Notice of the Extra - Ordinary General Meeting of the members of the CASPIAN CORPORATE SERVICES LIMITED (The Company) scheduled to be held on Friday, 27th January, 2023 at 03:30 P.M. through Video Conferencing / Other Audio Visual means.

The Notice Containing the business to be transacted at the Extra - Ordinary General meeting is enclosed herewith.

Please take the note of same in your record.

Thanking you,

Yours truly,

FOR, CASPIAN CORPORATE SERVICES LIMITED
(FORMERLY KNOWN AS INTELLIVATE CAPITAL ADVISORS LIMITED)

HEMA
LAKHMICHA
ND ADVANI
Digitally signed by
HEMA
LAKHMICHA
ADVANI
Date: 2023.01.04
17:51:56 +05'30'

HEMA ADVANI
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS: 40537



CASPIAN CORPORATE SERVICES LIMITED

CIN: L74110TG2011PLC162524

**REGD OFFICE: F - BLOCK, 105, FIRST FLOOR, SURYA TOWERS, SARDAR PATEL ROAD,
SECUNDERABAD HYDERABAD TG 500003**

Tel: +914023410031 Email: info@caspianservices.in

Website: www.caspianservices.in

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF CASPIAN CORPORATE SERVICES LIMITED (FORMERLY KNOWN AS INTELLIVATE CAPITAL ADVISORS LIMITED) WILL BE HELD ON FRIDAY JANUARY 27 2023 AT 03.30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS TO TRANSACT FOLLOWING BUSINESS:

SPECIAL BUSINESS:

Item No. 1

TO INCREASE AUTHORISED SHARE CAPITAL OF COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION 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 provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the Authorized Share Capital of the company from Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) equity shares of Rs. 1/- each to Rs. 4,51,00,000/- (Rupees Four Crore Fifty One Lakh Only) divided into 4,51,00,000 (Four Crore Fifty One Lakh) equity shares of Rs. 1/- each;

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

V. The Authorised Share Capital of the company is Rs 4,51,00,000/- (Rupees Four Crore Fifty One Lakh Only) divided into 4,51,00,000 equity shares of Rs. 1/- each.

"RESOLVED THAT pursuant to the provisions of Section 14, 61, 64 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Members do hereby approve the alteration of Articles of Association, by substituting the existing Article 3.1 with the following new Article 3.1:

The Authorised Share Capital of the Company shall be Rs. 4,51,00,000/- (Rupees Four Crore Fifty-One Lakh Only) divided into 4,51,00,000 (Four Crore Fifty-One Lakh only) Equity Shares of Rs. 1/- each, with power to increase or reduce or modify the Share Capital and to divide the Securities for the time being of the Company into several classes and attach thereto preferential, deferred, qualified or special rights or conditions, as may be determined by or in accordance with these Articles and subject to the applicable legislative provisions for the time being in force, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may from time to time being provided by these Articles and subject to applicable legislative provisions for the time being in force.

RESOLVED FURTHER THAT, the Board of directors of the company and the company secretary be and is hereby authorized to do all such acts, deed and things including delegating powers to officers and/ or employees of the company, as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

ITEM NO. 2

TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, in one or more tranches Upto 1,04,58,892 (One Crore Four Lakh Fifty Eight Thousand Eight Hundred Ninety Two only) Equity Shares of the Company having face value of Re. 1/- each, at a price of Rs. 12/- per equity share, which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (“Subscription Shares”) for consideration other than cash (being swap of shares of Sumathi Corporate Services Private Limited (SCSPL), a Group of the Company for

part payment of consideration of Rs. 12,55,06,704/- as against the total Purchase Consideration of Rs. 16,20,00,000/- (Rupees Sixteen Crores Twenty Lakhs Only), payable by the Company to SUKUMAR REDDY GARLAPATHI and SATYANARAYAN REDDY GARLAPATHI shareholders of SCSPL and the remaining consideration in cash for acquisition of 45,00,000 (Forty-Five Lakh) Equity shares of Rs. 10/- each, representing 100% paid-up capital of the Sumathi Corporate Services Private Limited held by Proposed Allottees ("Purchase Shares"), on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws, to the following persons (collectively referred to as "Proposed Allottees"):

Name and address of the proposed allottees		CATEGORY	No. of shares to be allotted
SUKUMAR GARLAPATHI	REDDY	PROMOTER	8471702
SATYANARAYAN GARLAPATHI	REDDY	PROMOTER	1987190

RESOLVED FURTHER THAT the "Relevant Date", as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price for the Equity Share is Wednesday, 28th December, 2022, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e., Friday, January 27, 2023;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange (BSE) subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of the SEBI ICDR Regulations, 2018.
- The Equity Shares so allotted to the Proposed Allottees 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;
- The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

RESOLVED FURTHER THAT the Board of directors and company secretary be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) 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 Exchange (BSE) as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange (BSE) for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board of directors and company secretary be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be necessary or appropriate in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange and statutory / regulatory authorities/ MCA and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid Resolutions.”

ITEM NO. 3 - TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “SEBI Listing Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution (“Committee”), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot upto 34,86,298 (Thirty Four Lakh Eighty Six Thousand Two Hundred Ninety Eight) Equity Shares at a price of ₹ 12/- per equity share, aggregating upto ₹ 4,18,35,576/- (Four Crore Eighteen Lakh Thirty Five Thousand Five Hundred Seventy Six), for cash consideration on a preferential basis (“Preferential Issue”) in one or more tranches, and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the following persons (collectively referred to as “Proposed Allottees”):

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1	SAMPATH RAO NEMMANI	NON PROMOTER	3,58,727
2	YADAV SANSKRITI	NON PROMOTER	5,00,000
3	PRADEEP KUMAR UDDARRAJU	NON PROMOTER	2,00,000
4	NADIMPALLI NEELIMA	NON PROMOTER	3,00,000
5	KANKIPATI JAYA VENKAT SURYAKUMARI	NON PROMOTER	1,50,000
6	MANTENA VENKATA SURYA RAMESH VARMA	NON PROMOTER	1,25,000
7	GADHI RAJU SUNEETA	NON PROMOTER	1,00,000
8	SRINIVASA RAO KARRA	NON PROMOTER	25,000
9	MADHUSUDAN RAO BIDURUKONTHAM	NON PROMOTER	3,00,000
10	MOTURI SATYA BABU	NON PROMOTER	1,00,000
11	CHEGURI SAI PRASAD	NON PROMOTER	2,00,000
12	ANUMULA SHARANYA REDDY	NON PROMOTER	2,00,000
13	GOLI MANASWINI REDDY	NON PROMOTER	4,27,571
14	MOTHE SUMALATHA	NON PROMOTER	2,00,000
15	PULGARI RAGHAVENDRA	NON PROMOTER	1,00,000
16	IRA HOMES LLP	NON PROMOTER	1,00,000
17	ANITA REDDY VINTA	NON PROMOTER	1,00,000
	TOTAL		34,86,298

RESOLVED FURTHER THAT, the “Relevant Date”, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price for the Equity Share is Wednesday, 28th December, 2022, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e., Friday, January 27, 2023;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange (BSE) subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of the SEBI ICDR Regulations, 2018.
- d) The Equity Shares so allotted to the Proposed Allottees 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;
- e) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

RESOLVED FURTHER THAT the Board of directors and company secretary be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) 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 Exchange (BSE) as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange (BSE) for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such

actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board of directors and company secretary be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be necessary or appropriate in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange and statutory / regulatory authorities/ MCA and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid Resolutions.”

ITEM NO. 4

TO MAKE LOAN(S) AND TO GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENT(S) IN TERMS OF SECTION 186 AND SECTION 185 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to give assent/ dissent to the following resolution as a special resolution:

“RESOLVED THAT, pursuant to Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s), the 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 of the Board constituted to exercise its powers, including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial, fit and in the interest of the Company, subject, however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body(ies) corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time, Rs. 100,00,00,000/- (Rupees One Hundred Crores only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT, pursuant to Section 185 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any

statutory modification, amendment or re-enactment thereof for the time being in force), the consent by way of special resolution of members of the Company be and is hereby accorded to the Board to give guarantees and/or provide securities, upto a limit not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores only), in one or more tranches, for the principal business activities of the said company, on such terms and conditions as the Board may consider fit and proper.

RESOLVED FURTHER THAT, the Board of directors and company secretary be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s) including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s), do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee or any other person as it may deem fit subject to the provision of the Act.

RESOLVED FURTHER THAT, all actions taken by the Board of directors in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved ratified and confirmed in all respect.”

**By Order of the Board of Directors
CASPIAN CORPORATE SERVICES LIMITED**

**SD/-
SUKUMAR REDDY GARLAPATHI
MANAGING DIRECTOR
DIN: 00966068**

**Place: HYDERABAD
Date: 03/01/2023**

**Registered Office: F - BLOCK, 105, FIRST FLOOR,
SURYA TOWERS, SARDAR PATEL ROAD,
SECUNDERABAD HYDERABAD TG 500003**

NOTES:

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed Resolutions is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at www.caspianservices.in. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
3. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM.
5. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
6. The Members can join the EGM 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 EGM through VC/OAVM will be made available for 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 EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January, 2021 and General Circular No. 02/2022.

THE INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- 1) The voting period begins on Tuesday 24th January, 2023 at 09.00 A.M. and ends on Thursday 26th January, 2023 at 05.00 P.M. 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) i.e. Friday 20th February, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- 4) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Members 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 (iv).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for 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.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant CASPIAN CORPORATE SERVICES LIMITED on which you choose to vote.

- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

HELPPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.
- 7) 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at csicaldept@gmail.com.
- 8) The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at csicaldept@gmail.com. These queries will be replied to by the company suitably by email. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the EGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORY 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 & 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.

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
CASPIAN CORPORATE SERVICES LIMITED**

**SD/-
SUKUMAR REDDY GARLAPATHI
MANAGING DIRECTOR
DIN: 00966068**

Place: HYDERABAD

Date: 03/01/2023

**Registered Office: F - BLOCK, 105, FIRST FLOOR,
SURYA TOWERS, SARDAR PATEL ROAD,
SECUNDERABAD HYDERABAD TG 500003**

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013.

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

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 1, 2 & 3:

ITEM NO: 01

At present the Authorized Share Capital of the Company is 3,50,00,000/- (Rupees Three Crore Fifty Lakh Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) equity shares of Rs. 1/- each out of which paid up share capital of the Company is Rs. 31054810/- (Rupees Three Crore Ten Lakh Fifty Four Thousand Eight Hundred Ten Only) divided into 3,10,54,810 (Three Crore Ten Lakh Fifty Four Thousand Eight Hundred Ten) equity shares of Rs. 1/- each.

The Company proposes to increase its authorized share capital to Rs. 4,51,00,000/- (Rupees Four Crore Fifty One Lakh only) consisting of 4,51,00,000 (Four Crore Fifty One Lakh) Equity Shares of Rs. 1/- (Rupees One only) each to facilitate fund raising in future via further issue of equity shares of the company.

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

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO: 02

In accordance with applicable provisions of the Companies Act, 2013 ("the Act") read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions as may be applicable from time to time, and as amended from time to time, the approval of Members of the Company by way of special resolution is hereby required to issue equity shares on a preferential basis to Sukumar Reddy Garlapathi and Satyanarayana Reddy Garlapati for a consideration other than cash being discharged by transfer of 100% paid-up share capital of Sumathi Corporate Services Private Limited, a Group Company.

The total purchase consideration to be paid for purchase of shares of Sumathi Corporate Services Private Limited, an existing Group Company shall be Rs. 16,20,00,000/- (Rupees Sixteen Crores Twenty Lakhs Only).

The proposed value is derived from the valuation report issued by M/s VSA Valuers LLP, Registered Valuers, Mumbai, Maharashtra in accordance with the applicable laws.

The Company is currently offering integrated service delivery model includes a wide range of services such as FMS, Housekeeping Services, Security Services, Property Management Services, Office Support Services, M&E Services, Pest Control Services, Disinfection Services and Customer Support. The Company is exploring the various option for re-organization of the business and legal entities in India with an objective of simplification of the legal structure.

The Company is focusing on acquisition of 100% ownership in Sumathi Corporate Services Private Limited. With an objective to acquire 100% ownership of the said Company the Board of Directors of the Company at its meeting held on January 03, 2023, have approved the purchase of 45,00,000 Equity Shares of Rs. 10/- each, representing 100% paid-up capital for a consideration to be discharged partially by issuance & allotment of 1,04,58,892 equity shares of Re. 1/- each of the Company at a price of Rs. 12/- (including premium of Rs. 11/-) per share ("Subscription Shares"), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations ("Floor Price") and in terms of the agreement entered into between the Company and Sumathi Corporate Services Private Limited in relation to the same. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is Rs. 12/- per equity share.

The consideration payable shall be discharged by way of issue and allotment of Upto 1,04,58,892 (One Crore Four Lakh Fifty-Eight Thousand Eight Hundred Ninety-Two only) Equity Shares of the Company having face value of Re. 1/- each, at a price of Rs. 12/- per equity share ("Subscription Shares"), on a preferential basis and the balance consideration amounting to INR 3,64,93,296/- payable in cash.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1. a) Objects of the Preferential Issue and aggregate amount proposed to be raised:

The object of the proposed preferential issue is to issue and allot Subscription Shares (as define above) to discharge the partially consideration of Rs. 12,55,06,704/- (Twelve Crore Fifty Five Lakh Six Thousand Seven Hundred Four) payable by the Company for the acquisition of Purchase Shares (as defined above), held by SUKUMAR REDDY GARLAPATHI and SATYANARAYANA REDDY GARLAPATI.

b) Maximum number of specified securities to be issued

Up to 10458892 Equity Shares of the face value of Rs. 1 per Equity Share of the Company, at an issue price of Rs. 12/- per Equity Share aggregating up to 12,55,06,704/- (Twelve Crore Fifty Five Lakh Six Thousand Seven Hundred Four), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects:

Mr. SUKUMAR REDDY GARLAPATHI and SATYANARAYANA REDDY GARLAPATI, Promoters of the Company will be subscribing the issue of 10458892 Equity Shares. Except for the said proposed allottees none of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

d) Shareholding pattern of the Company before and after the Preferential Issue:

The details of the Shareholding pattern of the Company before and after the preferential issue are mentioned in the Annexure - A to this Notice for details.

e) Proposed time frame within which the Preferential Issue shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottees pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

f) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s).

SR NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	NUMBER OF EQUITY SHARES
1	SUKUMAR REDDY GARLAPATHI	Not Applicable, as the allottee is a natural person	84,71,702
2	SATYANARAYANA REDDY GARLAPATI	Not Applicable, as the allottee is a natural person	19,87,190

f (a) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

Particulars	Pre - Preferential Allotment shareholding		Post - Preferential Allotment shareholding	
	No.	%	No.	%
SUKUMAR REDDY GARLAPATHI	-	-	84,71,702	18.83%
SATYANARAYANA REDDY GARLAPATI	-	-	19,87,190	4.42%

g) h) & i) Undertakings

i) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

ii) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iii) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

iv) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

v) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

vi) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

j) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.]

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1	SUKUMAR REDDY GARLAPATHI	PROMOTER	84,71,702
2	SATYANARAYANA REDDY GARLAPATI	PROMOTER	19,87,190
	TOTAL		1,04,58,892

2) Practicing Company Secretary's Certificate

The certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.caspianservices.in.

3) Relevant Date:

In terms of provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is 28th December, 2022, being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue ("Relevant Date").

4) Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

5) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

The Company intends to acquire 100% control of Sumathi Corporate Services Private Limited (SCSPL). Pursuant to the agreement executed between the Company and SCSPL, the Company proposes to discharge the purchase consideration payable to the shareholders of SCSPL for acquisition of 100% of the paid-up Equity share capital of SCSPL, by issue of Subscription Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash. The value of the Purchase Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated December 28, 2022 issued by M/s VSA Valuers LLP, Registered Valuer (IBBI Registered Valuer Number IBBI/RV-E/06/2022/161), having address 61, 6th Floor, Sakhar Bhavan, Plot No. 230, Nariman Point, Mumbai-400021, Maharashtra.

6.) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.

7) Basis on which the Issue price has been arrived at and justification for the price:

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on BSE, the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

a. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

b. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

Report of the registered Valuer **VSA VALUERS LLP having Reg. No. IBBI/RV/06/2022/161** is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

The Report will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.caspianservices.in.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 9.34/- per Equity Share. The issue price of the Equity Shares to be allotted on preferential basis is Rs. 12/- each to the proposed Allottees, which is higher than the minimum price.

8) The change in control, if any, in the company that would occur consequent to the offer

The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.

9) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Mr. SUKUMAR REDDY GARLAPATHI and SATYANARAYANA REDDY GARLAPATI, Promoters of the Company will be subscribing the issue of 10458892 Equity Shares. Except for the said proposed allottees none of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

ITEM NO.3:

In order to meet the fund requirement of the company and to support the future growth of their businesses and to further augment the long-term financial resources of the Company and such other purposes, as may be determined by the Board of Directors of the Company ("Board") from time to time, the Board in its meeting held on Tuesday, 03rd January, 2023 has proposed to raise funds by way of issue of up to 3486298 equity shares of the Company having face value of ₹ 1 each ("Equity Shares") on a preferential basis at an issue price of ₹ 12/- per Equity Share. The Issue price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is ₹ 12/- per Equity Share.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act"), as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the "Listing Regulations"), approval of members of the Company ("Members") by way of a special resolution ("Special Resolution") is required for the Preferential Issue.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1. a) Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company proposes to raise an amount aggregating to Rs. 4,18,35,576/- (Four Crore Eighteen Lakh Thirty Five Thousand Five Hundred Seventy Six), through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for payment of acquisition of the said Company SUMATHI CORPORATE SERVICES PRIVATE LIMITED and other general corporate purposes.

b) Maximum number of specified securities to be issued

Up to 34,86,298 Equity Shares of the face value of Rs. 1/- per Equity Share of the Company, at an issue price of Rs. 12/- per Equity Share aggregating up to 4,18,35,576/- (Four Crore Eighteen Lakh Thirty Five Thousand Five Hundred Seventy Six), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects:

Mr. SAMPATH RAO NEMMANI, Director of the Company will be subscribing 3,58,727 Equity Shares on preferential basis. Except for the said proposed allottee none of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

d) Shareholding pattern of the Company before and after the Preferential Issue:

The details of the Shareholding pattern of the Company before and after the preferential issue are mentioned in the Annexure - A to this Notice for details.

e) Proposed time frame within which the Preferential Issue shall be completed:

As required under Chapter V of the SEBI ICDR Regulations, the Equity Shares to be allotted to each of the Proposed Allottees pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

f) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s).

SR NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF	NUMBER OF EQUITY SHARES

		THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	
1	SAMPATH RAO NEMMANI	Not Applicable, as the allottee is a natural person	3,58,727
2	YADAV SANSKRITI	Not Applicable, as the allottee is a natural person	5,00,000
3	PRADEEP KUMAR UDDARRAJU	Not Applicable, as the allottee is a natural person	2,00,000
4	NADIMPALLI NEELIMA	Not Applicable, as the allottee is a natural person	3,00,000
5	KANKIPATI JAYA VENKAT SURYAKUMARI	Not Applicable, as the allottee is a natural person	1,50,000
6	MANTENA VENKATA SURYA RAMESH VARMA	Not Applicable, as the allottee is a natural person	1,25,000
7	GADHI RAJU SUNEETA	Not Applicable, as the allottee is a natural person	1,00,000
8	SRINIVASA RAO KARRA	Not Applicable, as the allottee is a natural person	25,000
9	MADHUSUDAN RAO BIDURUKONTHAM	Not Applicable, as the allottee is a natural person	3,00,000
10	MOTURI SATYA BABU	Not Applicable, as the allottee is a natural person	1,00,000
11	CHEGURI SAI PRASAD	Not Applicable, as the allottee is a natural person	2,00,000
12	ANUMULA SHARANYA REDDY	Not Applicable, as the allottee is a natural person	2,00,000
13	GOLI MANASWINI REDDY	Not Applicable, as the allottee is a natural person	4,27,571
14	MOTHE SUMALATHA	Not Applicable, as the allottee is a natural person	2,00,000
15	PULGARI RAGHAVENDRA	Not Applicable, as the allottee is a natural person	1,00,000
16	IRA HOMES LLP	Mr. SRINIVAS KARNEY (Managing Partner of IRA HOMES LLP)	1,00,000
17	ANITA REDDY VINTA	Not Applicable, as the allottee is a natural person	1,00,000
	TOTAL		34,86,298

f (a) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

Particulars	Pre - Preferential Allotment shareholding		Post - Preferential Allotment shareholding	
	No.	%	No.	%
SAMPATH RAO NEMMANI	-	-	358727	0.80
YADAV SANSKRITI	-	-	500000	1.11
PRADEEP KUMAR UDDARRAJU	-	-	200000	0.44
NADIMPALLI NEELIMA	-	-	300000	0.67
KANKIPATI JAYA VENKAT SURYAKUMARI	-	-	150000	0.33

MANTENA VENKATA SURYA RAMESH VARMA	-	-	125000	0.28
GADHI RAJU SUNEETA	-	-	100000	0.22
SRINIVASA RAO KARRA	-	-	25000	0.06
MADHUSUDAN RAO BIDURUKONTHAM	-	-	300000	0.67
MOTURI SATYA BABU	154792	0.50	254792	0.57
CHEGURI SAI PRASAD	-	-	200000	0.44
ANUMULA SHARANYA REDDY	-	-	200000	0.44
GOLI MANASWINI REDDY	996863	3.21	1424434	3.17
MOTHE SUMALATHA	811742	2.61	1011742	2.25
PULGARI RAGHAVENDRA	-	-	100000	0.22
IRA HOMES LLP	-	-	100000	0.22
ANITA REDDY VINTA	-	-	100000	0.22

g) h) & i) Undertakings

i) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

ii) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iii) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

iv) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

v) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

vi) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

j) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.]

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1	SAMPATH RAO NEMMANI	NON PROMOTER	358727
2	YADAV SANSKRITI	NON PROMOTER	500000
3	PRADEEP KUMAR UDDARRAJU	NON PROMOTER	200000
4	NADIMPALLI NEELIMA	NON PROMOTER	300000
5	KANKIPATI JAYA VENKAT SURYAKUMARI	NON PROMOTER	150000

6	MANTENA VENKATA SURYA RAMESH VARMA	NON PROMOTER	125000
7	GADHI RAJU SUNEETA	NON PROMOTER	100000
8	SRINIVASA RAO KARRA	NON PROMOTER	25000
9	MADHUSUDAN RAO BIDURUKONTHAM	NON PROMOTER	300000
10	MOTURI SATYA BABU	NON PROMOTER	100000
11	CHEGURI SAI PRASAD	NON PROMOTER	200000
12	ANUMULA SHARANYA REDDY	NON PROMOTER	200000
13	GOLI MANASWINI REDDY	NON PROMOTER	427571
14	MOTHE SUMALATHA	NON PROMOTER	200000
15	PULGARI RAGHAVENDRA	NON PROMOTER	100000
16	IRA HOMES LLP	NON PROMOTER	100000
17	ANITA REDDY VINTA	NON PROMOTER	100000
	TOTAL		3486298

2) Practicing Company Secretary's Certificate

The certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.caspianservices.in.

3) Relevant Date

In terms of provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is 28th December, 2022 being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue ("Relevant Date").

4) Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

5) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Justification is not required as the consideration for issue of equity shares and fully convertible warrants shall be paid in cash and not in consideration other than cash.

6.) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.

7) Basis on which the Issue price has been arrived at and justification for the price:

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on BSE, the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant

Date, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

a. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

b. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

Report of the registered Valuer **VSA VALUERS LLP having Reg. No. IBBI/RV/06/2022/161** is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

The Report will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.caspianservices.in.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 9.34/- per Equity Share. The issue price of the Equity Shares to be allotted on preferential basis is Rs. 12/- each to the proposed Allottees, which is higher than the minimum price.

8) The change in control, if any, in the company that would occur consequent to the offer

The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.

9) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

ITEM NO: 04

Pursuant to the provisions of Section 186(2) read with sub-section(3) of section 186 of the Companies Act, 2013 (the "Act"), the Company shall not directly or indirectly(a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher unless previously authorised by a special resolution passed in general meeting of the Company.

In future, whenever requirements arise, based on decisions of the Board of directors of the Company taken in the interest of the Company, to enable the Board of Directors to make such loans /give guarantee or provide security or make investments without violating section 186(2) of the Act, it is proposed to obtain the prior consent of the members by special resolution. Hence, the Board of Directors seeks the consent of the members under section 186(2) of the Act.

Pursuant to Section 185(2) of the Act, consent of the members of the Company by way of a special resolution is required for providing the said guarantee or securities. Accordingly, the Board of Directors of your Company seeks consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act. The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. None of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

**By Order of the Board of Directors
CASPIAN CORPORATE SERVICES LIMITED**

**SD/-
SUKUMAR REDDY GARLAPATHI
MANAGING DIRECTOR
DIN: 00966068**

Place: HYDERABAD

Date: 03/01/2023

**Registered Office: F - BLOCK, 105, FIRST FLOOR,
SURYA TOWERS, SARDAR PATEL ROAD,
SECUNDERABAD HYDERABAD TG 500003**

Annexure A

Sr. No.	Category	Pre issue Shareholding Structure		Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				
1	Indian				
	Individual	-	-	1,04,58,892	23.25%
	Bodies corporate	2,32,76,221	74.95%	2,32,76,221	51.72%
	Sub-total	2,32,76,221	74.95%	3,37,35,113	74.97%
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	2,32,76,221	74.95%	3,37,35,113	74.97%
B	Non-Promoter's Holding				
1	Institutional investors	-	-		
2	Non-institution	-	-	-	-
	Private corporate bodies	11297	0.036%	11297	0.0251%
	Individuals	6855955	22.09%	10242253	22.76%
	Others (Including HUF, LLP & NRI)	911337	2.93%	1011337	2.25%
	Sub-total (B)	7778589	25.05%	11264887	25.033%
C)	Non Promoter - Non Public	-	-	-	-
	GRAND TOTAL	3,10,54,810	100.00%	4,50,00,000	100.00%

**By Order of the Board of Directors
CASPIAN CORPORATE SERVICES LIMITED**

**SD/-
SUKUMAR REDDY GARLAPATHI
MANAGING DIRECTOR
DIN: 00966068**

**Place: HYDERABAD
Date: 03/01/2023**

**Registered Office: F - BLOCK, 105, FIRST FLOOR,
SURYA TOWERS, SARDAR PATEL ROAD,
SECUNDERABAD HYDERABAD TG 500003**