



AGS TRANSACT TECHNOLOGIES LIMITED

Corporate Identity Number: L72200MH2002PLC138213

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Website: www.agsindia.com **Email ID:** companysecretary@agsindia.com

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT DATED JUNE 17, 2024

To,
The Members,

AGS Transact Technologies Limited ("Company") has circulated Postal Ballot Notice dated June 17, 2024 together with Explanatory Statement to the members of the Company, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of Companies Act, 2013 (the "Companies Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the members of the Company, through postal ballot only by way of remote e-voting ("e-voting") process.

The Company through this corrigendum ("Corrigendum") wishes to bring to the notice of the Shareholders, certain changes/additional information in the explanatory statement relating to Item No. 1 of the said Postal Ballot Notice.

Accordingly, this Corrigendum is being issued in continuation to the Postal Ballot Notice dated June 17, 2024, together with the explanatory statement thereof and this Corrigendum shall be deemed to be an integral part of the original Notice dated June 17, 2024. Pursuant to this Corrigendum, the members of the Company are hereby informed and requested to note that:

In the explanatory statement relating to Item No. 1 of the Postal Ballot Notice (Issue of Convertible Warrants on Preferential Basis)

- Point 1 (Object of the preferential issue);
- Point 4 (Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the offer); and
- Point 11 (Basis on which the price has been arrived at and justification for the price (including premium, if any)),

of the said explanatory statement shall be replaced and read in the manner set out below.

Revised Point 1 of the Explanatory Statement Relating to Item No.1:

1. OBJECTS OF THE PREFERENTIAL ISSUE:

The Company intends to utilize the proceeds raised through the preferential issue towards the following Objects:

- a. **Working Capital for business purposes** - Issue Proceeds will be utilized in the working capital for business purposes.
- b. **Repayment of Secured/Unsecured Loans/Creditors** - Repayment or pre-payment in full or part, of certain secured loans and/or unsecured loans availed and/or creditors of the Company.
- c. **General Corporate Purposes** - Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies and/or any other general purposes as may be permissible under applicable laws.

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs.)*	Tentative Timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Working Capital for business purposes	125,00,00,000	Within 24 months from the date of receipt of funds
2.	Repayment of Secured/Unsecured Loans/Creditors	25,00,00,000	
3.	General Corporate Purposes	49,99,92,625	
Total		199,99,92,625	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Till such time issue proceeds are fully utilized, the Company intends to keep the same in bank deposits and /or Fixed Deposit with scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

Monitoring Agency Details

In terms of Regulation 162A of the SEBI ICDR Regulations, as the size of this preferential issue is above Rs. 100 Crore, our Company has appointed CRISIL Ratings Limited (SEBI Registration Number: IN/CRA/001/1999) as monitoring agency to monitor the use of the proceeds of the Preferential Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

Revised Point 4 of the Explanatory Statement Relating to Item No.1:

4. INTENT OF THE PROMOTERS, DIRECTORS, KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT OF THE COMPANY TO SUBSCRIBE TO THE OFFER:

None of the Promoter/Promoter Group, Directors, Key Management Personnel or Senior Management of the Company are subscribing to the proposed preferential offer, except the following, who have conveyed to the Company in writing to subscribe to the Warrants carrying an entitlement to subscribe to an equivalent number of equity shares of face value of Rs. 10/- each of the Company on preferential basis as proposed under Special Resolution at Item No. 1 above.

Sr. No	Name of Applicant (Proposed Allottees)	Category	Maximum No. of warrants proposed to be allotted
1.	Ravi Goyal Family Trust (Represented by its Trustees - Mr. Ravi B. Goyal and Mrs. Anupama R. Goyal)	Promoter/ Promoter Group	94,63,700
2.	Anupama Goyal Family Trust (Represented by its Trustees - Mr. Ravi B. Goyal and Mrs. Anupama R. Goyal)	Promoter/ Promoter Group	94,63,700

Note: Mr. Ravi B. Goyal (Chairman and Managing Director of the Company) is one of the ultimate beneficial owners of Ravi Goyal Family Trust and Mr. Vinayak R. Goyal (Executive Director of the Company) is one of the ultimate beneficial owners of Ravi Goyal Family Trust and Anupama Goyal Family Trust.

Revised Point 11 of the Explanatory Statement Relating to Item No.1:

11. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The Equity Shares of the company are listed on BSE Limited and National Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e Tuesday, June 18, 2024 and are frequently traded in accordance with Regulation 164 of SEBI (ICDR) Regulations.

- a. In terms of the provisions of Regulation 164(1) of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:
 - i. the 90 Trading Days volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited preceding the Relevant Date, i.e., Rs. 79.21/- per warrant/equity share.

- ii. the 10 Trading Days volume weighted average price of the Equity Shares of the Company quoted on National Stock Exchange of India Limited preceding the Relevant Date, i.e., Rs. 77.19/- per warrant/equity share.

Accordingly, the minimum issue price in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, is Rs. 79.21/- per Warrant/Equity Share, being higher of the above two prices.

- b. As per the existing Articles of Association of the Company and pursuant to Regulation 166A of the SEBI (ICDR) Regulations, the Company is required to obtain a valuation report from an independent registered valuer, for determining the floor price for the Preferential Issue. In compliance thereof, the Company has obtained a revised valuation report dated Wednesday, July 03, 2024, from CA Rahul Drolia, an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/15175) (hereinafter referred as the “Valuation Report”) and as per the Valuation Report the price arrived is Rs. 70.05/- per Equity Share (“Valuation Report”). A copy of the Revised Valuation Report shall be available for inspection by the members electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to companysecretary@agsindia.com. This Valuation Report is available on the website of the company at www.agsindia.com.

The Board proposes to issue the warrants convertible into equal number of equity share of face value of Rs. 10/- each at a price of Rs. 79.25/- each [Rupees Seventy Nine and Twenty Five Paisa Only] (including premium of Rs. 69.25/- each [Rupees Sixty Nine and Twenty Five Paisa Only]) each, being a price that is not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

All other contents of the Postal Ballot Notice together with the Explanatory Statement, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

This Corrigendum to the Postal Ballot Notice shall form an integral part of the Postal Ballot Notice, which has been circulated to the Shareholders of the Company, and on and from the date hereof, the Postal Ballot Notice together with the explanatory statement thereto shall always be read in conjunction with this Corrigendum.

This corrigendum is being available on the website of the Company at www.agsindia.com, website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

Please Note: Upon receipt of the additional information in this Corrigendum, any shareholder of the Company who has already voted in respect of the Item No. 1 of the Postal Ballot Notice dated June 17, 2024 before the issue of this Corrigendum, shall have the option to give their assent or dissent by sending an email to the Scrutinizer i.e. Ms. Manisha Maheshwari (Membership No.: A30224), Partner of M/s. Bhandari & Associates, Practising Company Secretaries (Scrutinizer), at email: bhandariandassociates@gmail.com on or before the last date specified for e-voting i.e. July 18, 2024 (5:00 p.m. (IST)). The Scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration.

**By Order of the Board
For AGS Transact Technologies Limited**

**Sneha Kadam
Company Secretary and Compliance Officer
(Mem No: ACS31215)**

**Date: July 4, 2024
Place: Mumbai**