

**XTGLOBAL INFOTECH LIMITED**  
(Formerly Frontier Informatics Limited)  
**CIN L72200TG1986PLC006644**

Regd. Office: Plot No 31P&32, 3<sup>rd</sup> Floor, Tower-A, Ramky Selenium, Financial District, Nanakramguda, Hyderabad,  
Telangana – 500 032. Tel No: 040-66353456

Website: www.xtglobal.com, Email Id: company.secretary@xtglobal.com

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that the Extraordinary General Meeting of the Members of XTGlobal Infotech Limited (Formerly Frontier Informatics Limited) will be held on Thursday, the 31<sup>st</sup> day of December 2020 at 10:30 AM through Video Conferencing(“VC”)/Other Audio-Visual Means(“OAVM”), to transact the following business:

**SPECIAL BUSINESS:**

**1. To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013**

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 Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 200 Crores;
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate provided that the total amount of such investments outstanding at any time shall not exceed Rs. 200 Crores;

**“RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.”

**2. Acquisition of 44.33% stake in Network Objects Inc by way of swap of Equity shares through Preferential Allotment**

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

**“RESOLVED THAT** pursuant to provisions of Section 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Non - Debt Instruments) Rules, 2019 and Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) as amended (SEBI (ICDR) Regulations”), 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), subject to the approval of the members of the Company through General meeting be and is hereby accorded to the Board to create, issue, offer and allot 1,30,00,828 (One Crore Thirty Lakhs Eight Hundred and Twenty Eight Only) Equity Shares of the Company of face value of Re. 1/- (Rupee One) per Equity Share at an issue price of Rs.25.20/- (Rupees Twenty Five and Paise Twenty Only) each including a premium of Rs.24.20/- (Rupees Twenty Four and Paise Twenty Only) per share, amounting to Rs. 32,76,20,865.60/- (Rupees Thirty Two Crore Seventy Six Lakh and Twenty Thousand Eight Hundred Sixty Five and Paise Sixty Only) at a swap ratio of 1 : 2932.7381 (i.e., for every one share in Network Objects Inc, 2932.7381 shares of XTGlobal Infotech Limited are to be issued ) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. swap of Equity shares to the below mentioned persons being the shareholders of the corporation - Network Objects Inc, USA, Target company having its Registered Office at 7709, San Jacinto Pl, Suite # 201, Plano, TX 75024, USA and these shares shall rank pari-passu with the existing equity shares of the Company based on the valuation report obtained

by the company in accordance with applicable laws, at such price determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 or other provisions of the law as may be prevailing at the time."

Sl No.	Name of Proposed Allottee	No. of Shares in Network Objects Inc offered for Acquisition	No. of shares proposed to be allotted for the Acquisition of Shares	Value in Rs. @ Rs.25.20/- per Share Allotted
1	Srinivasa Raju Kosuri	4092	1,20,00,764	30,24,19,252.80
2	Jagadesh Chandra Varma Sagi	341	10,00,064	2,52,01,612.80
	<b>Total</b>	<b>4433</b>	<b>1,30,00,828</b>	<b>32,76,20,865.60</b>

**"RESOLVED FURTHER THAT:**

- i. The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- ii. The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- iii. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- iv. The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for consideration other than cash; and
- v. The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove."

**"RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to create, offer, issue and allot up to 1,30,00,828 (One Crore Thirty Lakhs Eight Hundred and Twenty Eight Only) Equity Shares of the Company of face value of Re. 1/- (Rupee One) per Equity Share at an issue price of Rs. 25.20/- (Rupees Twenty Five and Paise Twenty Only) each including a premium of Rs. 24.20/- (Rupees Twenty Four and Paise Twenty Only) per share, amounting to Rs. **32,76,20,865.60/-** (Rupees Thirty Two Crore Seventy Six Lakh Twenty Thousand and Eight Hundred Sixty Five and Paise Sixty only) fully paid up on a preferential basis to the above mentioned persons and that upon receipt of such non-cash consideration by the Company from the shareholders of target company (i.e. swap of existing shares) based on the valuation report obtained by the Company in accordance with applicable laws including section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the full consideration payable in relation to the 1,30,00,828 (One Crore Thirty Lakhs Eight Hundred and Twenty Eight Only) Equity Shares of the Company of

face value of Re. 1/- (Rupee One) per Equity Share at an issue price of Rs.25.20/- (Rupees Twenty Five and Paise Twenty Only) each including a premium of Rs. 24.20/- (Rupees Twenty Four and Paise Twenty Only) per share, amounting to Rs. 32,76,20,865.60/- (Rupees Thirty Two Crore Seventy Six Lakh Twenty Thousand Eight Hundred Sixty Five and Paise Sixty only) shall be deemed to be received by the Company in accordance with all the applicable laws.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorised on behalf of the Company to do all such acts deeds matters and things as the Board may in its absolute discretion deem necessary or desirable for such purpose including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorise for preparation execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

Board be and is hereby authorized to negotiate the terms and conditions of the above said investment as they deem fit and in the best interest of the Company as they may in their absolute discretion deem fit to give effect to the forgoing resolution.”

### **3. Regularisation of Appointment of Mr. Saibaba Karuturi (DIN: 08945305) from Additional Independent Director to Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mr. Saibaba Karuturi (DIN: 08945305) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 06<sup>th</sup> November 2020, In respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company to hold the office of Director for a term of three years commencing from the date of appointment.”

**4. Regularisation of Appointment of Mr. Srinivasa Raju Kosuri (DIN:05186948) from Additional Director to Non-Independent, Non-Executive Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with applicable regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Mr. Srinivasa Raju Kosuri who was appointed as an Additional (Non-Independent, Non-Executive) Director of the Company by the Board of Directors at its meeting held on 08<sup>th</sup> December 2020, in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of Director and be and is hereby appointed as Non-Independent, Non-Executive Director of the Company to hold the office of Director who is liable to retire by rotation and to hold the office for a term of three years.”

By order of the Board of Directors  
**For XTGlobal Infotech Limited**

Sd/-

**Shikha Gangrade**  
**Company Secretary & Compliance Officer**

Date: 08<sup>th</sup> December, 2020

Place: Hyderabad

**NOTES:**

1. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated 5<sup>th</sup> May, 2020 read with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Extraordinary General Meeting of the Company is being held through VC / OAVM, without the physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Act read with the MCA Circulars and the Listing Regulations, the EGM of the Company is being conducted through VC/OAVM. In accordance with the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15<sup>th</sup> April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.
5. The Member’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the EGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. In case of joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote.
8. Corporate members intending to authorise their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company authorizing their representative to attend and vote on their behalf at the meeting.

**9. EGM through VC/OAVM:**

Members will be provided with a facility to attend the EGM through video conferencing platform provided by KFinTech. Members can join the EGM, 15 minutes before and after the scheduled time of commencement of the EGM. As per the MCA Circular up to 1000 members will be able to join the e-EGM on a first-come first-served basis. However, this restriction shall not apply to 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.

10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ KFinTech/ Depositories. Members may note that the Notice will also be available on the Company's website at [www.xtglobal.com](http://www.xtglobal.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of KFinTech at <https://evoting.kfintech.com> For any communication, the Members may also send a request to the Company's investor email id: [company.secretary@xtglobal.com](mailto:company.secretary@xtglobal.com).
11. 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 the Listing Regulations, and the MCA Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the EGM will be provided by KFinTech.
12. Members may also note that the Notice of the EGM will be available on the Company's website i.e. [www.xtglobal.com](http://www.xtglobal.com). The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
13. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days i.e. Monday to Friday between 02:00 PM to 5:00 PM up to the day of Extra-Ordinary General Meeting.
14. Procedure for registering the email addresses and obtaining the e-EGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).
  - i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a)** Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
    - b)** Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving EGM Notice and the e-voting instructions.
  - ii. "Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, are requested to visit the website of KFin Technologies Private Limited [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for temporary registration of email id of shareholders for e-EGM and follow the process as mentioned on the landing page to receive the EGM Notice and Voting Instructions.
  - iii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.

15. Instructions for Members for attending the e-EGM through VC/OAVM are as under:

i. Attending the EGM: Members will be provided with the facility to attend the EGM through video conferencing platform provided by KFin Technologies Private Limited.

Members may access the same at <https://emeetings.kfintech.com/> by clicking 'Video Conference and Streaming' and login by using the remote e-voting credentials. The link for e-EGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.

ii. Please note that Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote E-voting instructions mentioned in this notice.

iii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.

iv. Members who need assistance before the EGM may contact KFin Technologies Private Limited at Tel: +91 40 6716 2222 or Toll Free No.: 1800-345-4001; or send an email request at the [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

16. Submission of Questions / Queries prior to e-EGM:

Members desiring any additional information or having any question or query pertaining to the business to be transacted at the e-EGM are requested to write to the Company Secretary on the Company's investor email-id i.e. [company.secretary@xtglobal.com](mailto:company.secretary@xtglobal.com) at least 48 hours before the date of the e-EGM so as to enable the Management to keep the information ready. Please note that, Members' questions will be answered only if they continue to hold the shares as on the cut-off date.

Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com/> and click on the tab "Post Your Queries" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID and mobile number. The window shall be activated during the remote e-voting period and shall be closed 48 hours before the time fixed for the e-EGM.

17. Speaker Registration before e-EGM:

In addition to above speaker registration may also be allowed during the remote e-voting period. Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on 'Speaker Registration' during this period. Shareholders shall be provided with a 'queue number' before the e-EGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-EGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as provided in note no. 12 above.

18. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to [company.secretary@xtglobal.com](mailto:company.secretary@xtglobal.com)

19. Instructions for members for remote e-Voting:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting'). Members attending the e-EGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting) when window for e-voting is activated upon instructions of the Chairman.

i. The remote e-voting facility will be available during the following period:

a. Day, date and time of commencement of remote e-voting: **December 27, 2020 (9:00 A.M. IST) and ends on December 30, 2020 (5:00 P.M. IST).**

b. Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: December 30, 2020 at 5:00 P.M.

ii. Details of Website: <https://evoting.kfintech.com>.

iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Wednesday, December 23, 2020. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purposes only.

iv. The Company is sending through email, the EGM Notice to the shareholders whose name is recorded as on December 4, 2020 in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company after December 4, 2020 being the date reckoned for sending through email, the EGM Notice and who holds shares as on the cut-off date i.e. Friday, December 4, 2020, may obtain the User Id and password in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:

MYEPWD<space>'e-Voting Event Number' +Folio number or DPID Client ID to +91-9212993399 Example for NSDL: MYEPWDIN12345612345678

Example for CDSL: MYEPWD1402345612345678

Example for Physical: MYEPWD XXXX1234567890

b. If e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

c. Member may call KFin Technologies Private Limited's Toll free number 1-800- 3454-001. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Private Limited upon expiry of aforesaid period.

**Details of persons to be contacted for issues relating to e-voting:**

**Mr. B. Srinivas, Manager**

Unit: XTGlobal Infotech Limited (Formerly Frontier Informatics Limited)

KFin Technologies Private Limited,  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032.

Contact No. 040 6716 2222, Toll Free No.: 18003454001.

or write to email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**Details of Scrutinizer:**

**Mr. Ch. Veeranjanyulu**, Partner of VCSR & Associates, practicing Company Secretaries has been appointed as the Scrutinizers to scrutinize the e-voting process in a fair and transparent manner.

20. The procedure and instructions for remote e-Voting facility are as follows:
- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - b. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your vote.
  - c. After entering these details appropriately, click on “LOGIN”.
  - d. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the EVENT for **XTGlobal Infotech Limited**.
  - g. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Wednesday, December 23, 2020 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date. Pursuant to Clause 16.5.3(e) of Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, in case a Member abstains from voting on a Resolution i.e., the Member neither assents nor dissents to the Resolution, then his/her/its vote will be treated as an invalid vote with respect to that Resolution.
  - h. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
  - i. Voting has to be done for each item of the Notice separately.
  - j. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - k. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - l. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its

representative to attend the e-EGM on its behalf and to vote either through remote e-voting or during the e-EGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at [chveeru@gmail.com](mailto:chveeru@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and company's email id at [company.secretary@xtglobal.com](mailto:company.secretary@xtglobal.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO"

**21. Instructions for Members for Voting during the e-EGM:**

- i. The procedure for remote e-voting during the EGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the EGM.
- iii. E-voting during the EGM is integrated with the VC platform and no separate login is required for the same. The Members shall be guided on the process during the EGM.
- iv. Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 in the EGM.

**22. General Instructions/Information for Members for voting on the Resolutions at the e-EGM:**

- a. Members seeking any information/documents referred to in the Notice and the Explanatory statement with regard any other matter are available for inspection upto the date of EGM and members are also requested to write to the Company before the date of e-EGM through email to [company.secretary@xtglobal.com](mailto:company.secretary@xtglobal.com) for seeking information, if any. The same will be replied by the Company suitably.
- b. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited for assistance in this regard.
- c. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-EGM.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- e. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.xtglobal.com](http://www.xtglobal.com). The results shall also be immediately forwarded to the BSE Limited, Mumbai.

23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form or transferees of Physical Shares must furnish their self-attested copy of the PAN card to the Company/ Registrar and Share Transfer Agents.

By order of the Board of Directors  
**For XTGlobal Infotech Limited**

Date: 08<sup>th</sup> December, 2020

Place: Hyderabad

Sd/-

Shikha Gangrade  
Company Secretary and Compliance Officer

## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 to 4 mentioned in the accompanying Notice

### Item no 1

#### **To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013**

As a part of its business strategy, the company may be required to invest the funds of the Company or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines. The said investment/ Loan/ securities and/or guarantee taken together may at time exceed the limits defined under Section 186 of the Companies Act, 2013.

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s) give guarantee(s) provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e.

- i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or
- ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to make loan, investment or give guarantee or provide any security upto a maximum limit of Rs. 200 Crores not with standing such loan investment etc. exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

Mr. Srinivasa Raju Kosuri, Director is interested in this resolution and None of the Promoters, other Directors or Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions except as mentioned above.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as Special resolution.

### Item no 2

#### **Acquisition of 44.33 % stake in Network Objects Inc by way of swap of shares through Preferential Allotment**

##### **a. Objects of the issue: Preferential allotment for consideration other than cash**

To acquire business and management control of Network Objects INC. and to make synergy and expand the Business operations of the Company as both the Corporates are having same line of IT related business activities.

- b. Maximum number of specified securities to be issued and price of the equity share:** The resolution set out in the accompanying notice authorizes the Board to issue up to 1,30,00,828 (One Crore Thirty Lakhs Eight Hundred and Twenty-Eight Only) Equity Shares of the Company of face value of Re. 1/- (Rupee One) per Equity Share at an issue price of Rs. 25.20/- (Rupees Twenty-Five and Paise Twenty Only) each including a premium of Rs. 24.20/- (Rupees Twenty Four and Paise Twenty Only) per share on preferential basis for consideration other than cash i.e., swap of Equity shares of both the companies at swap ratio of 1 : 2932.7381 (i.e., For every one share of Network Objects Inc., 2932.7381 shares of XTGlobal Infotech Limited are issued.)
- c. Basis on which the price has been arrived at along with report of the Registered valuer:**  
 According to the Valuation Report issued by the Registered Valuer Mr. V Gangadhara Rao N (IBBI/RV/06/2019/10709) having office at Flat No 103, Swarna Arcade, Road No.18, Near Mana Studio, Panchavati Colony, Manikonda, Hyderabad- 500089, The Fair Value of Equity Share of XTGlobal Infotech Limited is Rs 20.92/- (Rupees Twenty and Ninety Two Paise only)  
 As per the valuation report issued by the Merchant Banker, Saffron Capital Advisors Private Limited (SEBI Registration No: INM000011211) having office at 605, Center Point, Sixth Floor, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai - 400 059, the value of the target company Network Objects Inc, USA is USD 10,198,024/-.  
 Based on the Valuation reports provided by the above said valuers, the Board has decided the issue price of equity shares to be at Rs. 25.20/- (Rupees Twenty-Five and Paise Twenty Only) including a premium of Rs. 24.20/- (Rupees Twenty-Four and Paise Twenty Only) per equity share of Face Value of Re.1/- each which is higher than the Fair value determined by the Registered Valuer in accordance with provisions of the SEBI(ICDR) Regulations, 2018. The Board also has decided the enterprise value of Network Objects Inc at USD 10,000,000 (which is less than the value determined by the Merchant Banker) and accordingly arrived at the total consideration for acquiring 44.33% Stake in Network Objects Inc as USD 4,433,000. to acquire 44.33% stake in Network objects Inc.  
 The members are hereby informed that the Board has taken note of the decision taken by XTGlobal Inc., a step-down subsidiary of XTGlobal Infotech Limited for acquisition of remaining 55.67% stake of Network objects Inc by way of issue of debt note by XTGlobal Inc to the shareholders of Network Objects Inc.
- d. Relevant date with reference to which the price has been arrived at:** The relevant date in terms of Regulation 161(a) of SEBI (ICDR) Regulations, 2018 for determining the price of Equity share with reference to the proposed allotment is 01<sup>st</sup> December 2020,
- e. the class or classes of persons to whom the allotment is proposed to be made:** The Company is offering existing class of Equity Shares of face value Re. 1/- each to subscribe through preferential allotment to specified public category.
- f. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:**  
 Mr. Srinivasa Raju Kosuri, Director is interested in this resolution and None of the Promoters, other Directors or Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions except as mentioned above.

**g. Shareholding pattern before and after preferential issue would be as follows:**

S. No	Category	Pre issue holding details		Post issue holding details*	
		Total Number of shares	% of shares	Total Number of shares	% of Shares
A	Shareholding of Promoters & Promoter Group:				
1	Indian Promoters	7,48,426	0.62%	7,48,426	0.56%
2	Foreign Promoters	8,25,47,378	68.81%	8,25,47,378	62.08%
	<b>Sub-Total (A)</b>	<b>8,32,95,804</b>	<b>69.43%</b>	<b>8,32,95,804</b>	<b>62.64%</b>
B	Public Share holding				
3	Institutions				
A	Financial Institutions/Banks	600	0.00%	600	0.00%
B	Mutual Funds & UTI	5,900	0.00%	5,900	0.00%
C	Venture Capital Funds	0	0.00%	0	0.00%
D	FIs	0	0.00%	0	0.00%
E	Foreign Venture Capital Investors/ Foreign Portfolio Investors	2,800	0.00%	2,800	0.00%
4	Non-Institutions				
(i)	Individuals Holding up to 2.00 lakhs nominal value	69,42,722	5.79%	69,42,722	5.22%
(ii)	Individuals Holding above 2.00 lakhs nominal value	49,09,845	4.09%	49,09,845	3.69%
(iii)	Clearing Members	56,894	0.05%	56,894	0.04%
(iv)	Others including Trusts, NRI's and companies	2,47,53,062	20.63%	3,77,53,890**	28.39%
	<b>Sub-Total (B)</b>	<b>3,66,71,823</b>	<b>30.57%</b>	<b>4,96,72,651</b>	<b>37.36%</b>
C	Any Others:				
	Shares held by Custodians. against Depository Receipts	0	0.00%	0	0.00%
	FCCBs etc.	0	0.00%	0	0.00%
	Sub-Total (c)	0	0.00%	0	0.00%
	<b>Grand Total (A+B)</b>	<b>11,99,67,627</b>	<b>100.00%</b>	<b>13,29,68,455</b>	<b>100.00%</b>

\*\* The sum includes 1,30,00,828 Equity Shares to be issued to the proposed allottees as mentioned in Resolution No-2 above for which members approval is sought.

- h. The change in control if any in the company that would occur consequent to the preferential offer;** There shall be no change in the board of directors except Appointment of Mr. Srinivasa Raju Kosuri as Non-Executive, Non-Independent Director and there shall be no change in the control of the company pursuant to these preferential allotments. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to these preferential allotments

- i. **The Proposed time within which the allotment shall be completed :** As required under the SEBI (ICDR) Regulations 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of shares or in the event of Allotment of Equity Shares would require any approval(s) from any regulatory authority including Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI Stock Exchanges or other concerned authorities as the case may be.
- j. 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 allottees the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues

**Preferential allotment for consideration other than cash**

Proposed allottee	Ultimate beneficial owner	Category	% of pre-issue capital held	% of post - issue capital that may be held	Change in %
Srinivasa Raju Kosuri	Self	Public	0.00	9.02	9.02
Sagi Jagadesh Chandra Varma	Self	Public	0.00	0.75	0.75

- k. **The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:** The Company has not made any allotment through preferential basis or through any other mode during the Financial Year 2020-21.
- l. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:** The Company is issuing Equity shares to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018. Considering the valuation reports, Board of directors of the Company has approved and passed the resolution for issue of 1,30,00,828 (One Crore Thirty Lakhs Eight Hundred and Twenty Eight Only) Equity Shares valued at Rs. 25.20 (Rupees Twenty Five and Paise Twenty Only) against Equity shares of Network Objects Inc. to the respective individual shareholders of Network Objects Inc.
- m. **Undertaking :** The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations 2018 where it is required to do so.
- n. **Undertaking :** The company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- o. **Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018** Disclosure is not applicable in the present case as neither the company nor its promoters / directors are willful defaulters.
- p. **Pricing :** As the shares of the company are in frequently traded the price of Rs.25.20 (Rupees Twenty Five and Paise Twenty only) per share was determined by the company considering the valuation parameters prescribed under Regulation 165 of SEBI (ICDR) Regulations 2018.

- q. Auditors' Certificate:** The Certificate being issued by M/s. Niranjana & Narayan, Chartered Accountants Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations will be placed before the Members at the EGM and will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week up to the date of this EGM.
- r. Terms of Issue of the Equity Shares if any:** The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
- s. Lock-in period and restrictions on transferability**  
 The Equity shares allotted on a preferential basis to Public category proposed allottees shall be locked-in for a period of one year from the date of trading approval.  
 The entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of six months from the date of trading approval.
- t. Particulars of the offer including date of passing of Board resolution:**  
**Preferential allotment for consideration other than cash**
- u. Issue of 1,30,00,828 (One Crore Thirty Lakhs Eight Hundred and Twenty Eight Only) Equity shares of Re. 1/- (Rupee One) each at a price of Rs. 25.20/- (Rupees Twenty Five and Paise Twenty Only) each including a premium of Rs. 24.20/- (Rupees Twenty Four and Paise Twenty Only) per share on preferential basis for consideration other than cash i.e. swap of Equity shares of both the companies at swap ratio of 1:2932.7381 (i.e. For every one share of Network Objects Inc, 2932.7381 shares of XTGlobal Infotech Limited are issued.)**  
 Date of passing board resolution is 08<sup>th</sup> December 2020.
- v. Kinds of securities offered and the price at which security is being offered:** Equity shares at Rs. 25.20/- (Rupees Twenty Five and Paise Twenty Only) per Equity share of face value Re.1/- (including a premium of Rs. 24.20/- each)

Mr. Srinivasa Raju Kosuri, Director is interested in this resolution and None of the other Directors or Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions except as mentioned above.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as Special resolutions.

### Item no 3

#### **Regularisation of Appointment of Mr. Saibaba Karuturi (DIN: 08945305) from Additional Independent Director to Independent Director**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board. In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mr. Saibaba Karuturi (DIN: 08945305) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Saibaba Karuturi (DIN: 08945305) (i) consents in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014

(ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and (iii) a

declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting. Since Mr. Saibaba Karuturi (DIN: 08945305) was appointed as an Additional Director on the board on 06<sup>th</sup> November, 2020 and his term of office will expire on the day of AGM. However, he can be regularized as a Director with the approval of members of the Company at any general meeting.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Saibaba Karuturi an Independent Director for a period of three years. In the opinion of the Board Mr. Saibaba Karuturi fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Saibaba Karuturi (DIN: 08945305) as an Independent non- executive Director is now being placed before the Members for their approval.

Mr. Saibaba Karuturi (DIN: 08945305) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item Nos. 3 for approval of the members as an Ordinary Resolution.

#### **Item no 4**

##### **Regularisation of Appointment of Mr. Srinivasa Raju Kosuri (DIN:05186948) from Additional Director to Non-Independent, Non-Executive Director**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations. In order to comply with the provisions of Companies Act 2013 it is proposed to regularise appointment of Mr. Srinivasa Raju Kosuri (DIN:05186948) from Additional Director to Non – Independent, Non- Executive Director of the Company.

The Company has received from Mr. Srinivasa Raju Kosuri (DIN:05186948) (i) consents in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing General Meeting. Since Mr. Srinivasa Raju Kosuri (DIN:05186948) was appointed as an Additional Director on the board on 08<sup>th</sup> December, 2020 and his term of office will expire on the day of AGM. However, he can be regularized as a Director with the approval of members of the Company at any general meeting.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Srinivasa Raju Kosuri as Non-Independent, Non-Executive Director for a period of three years. In the opinion of the Board Mr. Srinivasa Raju Kosuri fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment.

Mr. Srinivasa Raju Kosuri (DIN:05186948) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item Nos. 4 for approval of the members as an Ordinary Resolution.

**Brief Profile of Mr. Saibaba Karuturi and Mr. Srinivasa Raju Kosuri**

{Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Name of Director	Mr. Saibaba Karuturi	Mr. Srinivasa Raju Kosuri
DIN	08945305	05186948
Age	56 years	52 years
Qualification	Graduation in Science	M.S in Chemical Engineering (IIT Kharagpur)
Date of Appointment	06-11-2020	08-12-2020
Expertise	A competent Professional with 33 years of experience in Management, Administration & Manufacturing. Having vast experience in Management	Promoter and CEO of Network Objects Inc a us based IT/ITES Corporation 15+ years of experience in IT/ITES Industry prior to establishment of Network Objects Inc
Directorships in Other Listed Companies	Nil	Vedaspac Agronomics Private Limited
Chairmanship/Membership of the Committees of other Companies	Nil	Nil
Shareholding in the Company	Nil	Nil
Disclosure of relationships between directors inter-se:	He is not related to any Director or KMP of the Company	He is not related to any Director or KMP of the Company

By order of the Board of Directors

For XTGlobal Infotech Limited

Sd/-

**Shikha Gangrade**

**Company Secretary and Compliance Officer**

**Date : 08<sup>th</sup> December, 2020**

**Place : Hyderabad**