



# BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwarnpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,  
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

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Website: [www.brijlaxmi.com](http://www.brijlaxmi.com)

No. 212/fy22-23

06<sup>th</sup> February, 2023

The Corporate Relationship Department  
BSE Limited  
1st Floor, New Trading Ring,  
Rotunda Bldg., P.J. Towers, Dalal Street,  
Fort, Mumbai-400 001

SCRIP CODE: 532113

SYMBOL: BRIJLEAS

**Sub: Notice of Extra Ordinary General Meeting.**

Dear Sir/Ma'am,

We would like to inform you that the Extra Ordinary General Meeting (EGM) of the Shareholders of the Company will be held on Thursday, 02<sup>nd</sup> March, 2023 at 03:00 pm through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

We are enclosing herewith a copy of the notice convening the Extra Ordinary General Meeting.

This is for your information and records.

Thanking you,

Yours Faithfully,

**For Brijlaxmi Leasing and Finance Limited**

**Manshi Gandhi**  
Company Secretary cum Compliance Officer

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Former Registered Office: 102A, Sterling Centre, R C Dutt Road, Alkapuri, Vadodara-390007

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,

**Members of Brijlaxmi leasing and Finance Limited**

**NOTICE is hereby given that an Extra-ordinary General Meeting of the Brijlaxmi Leasing and Finance Limited will be held on Thursday, 02<sup>nd</sup> March, 2023 at 03:00 P.M. (IST) through Video Conferencing (VC) and Other Audio Visual Means ("OAVM") to transact the following business:**

**Special Business:**

**Issue of Equity Shares on Preferential basis to World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited, Promoter Group of the Company on conversion of existing unsecured loans**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) where the Equity Shares of the Company are listed ("Stock Exchange(s)"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the approval of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 8,15,000 (Eight Lakhs Fifteen Thousand Only) equity shares of face value of Rs.10/- (Rupees Ten only) each fully paid up, at an issue price of Rs. 10/- (Rupees Ten Only) per equity share, aggregating to Rs. 81,50,000 (Rupees Eighty-one Lakhs Fifty Thousand Only), to World Tradimpex Private Limited , Raj Petroproducts Limited and JKE Polymers Private Limited, Promoter Group of the Company , on preferential basis, by way of conversion of outstanding unsecured loan (as on 31<sup>st</sup> January, 2023). Outstanding Unsecured Loan amount received from the aforesaid Allottees is Rs. 1,22,76,029 (Rupees One Crore Twenty Two Lakhs Seventy Six Thousand Twenty-nine only) and on such terms and conditions as

may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws and in accordance with Chapter V of the SEBI ICDR Regulations or any other applicable provisions of law as may be prevailing as on date to the below-mentioned proposed Allottees in the manner given below

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>No. of equity shares</b>
<b>1.</b>	<b>World Tradimpex Private Limited</b>	<b>Promoter Group</b>	<b>310000</b>
<b>2.</b>	<b>Raj Petroproducts Limited</b>		<b>255000</b>
<b>3.</b>	<b>JKE Polymers Private Limited</b>		<b>250000</b>
	<b>Total</b>		<b>815000</b>

**RESOLVED FURTHER THAT** the Relevant Date pursuant to the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, being the date 30 days prior to the date on which the meeting of shareholders is held to consider the preferential issue, shall be 31.01.2023.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a)** 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 except to the extent and in the manner permitted there under;
- b)** Allotment of equity shares shall only be made in dematerialized form;
- c)** The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and
- d)** The Equity Shares proposed to be issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- e)** The issue and allotment of Equity Shares 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.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**RESOLVED FURTHER THAT** the Board 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 the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorise any person including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned

allottees upon conversion of their outstanding unsecured loan amount and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit,

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 as appropriate and utilization of proceeds of the Preferential Issue, 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 be and is hereby authorised to delegate all or any of the powers herein conferred, to any one or more Directors/ Key Managerial Personnel/ Officers of the Company.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Date: 01<sup>st</sup> February, 2023**

**For and on behalf of the Board**

**Place: Vadodara**

**SD/-**  
**Manshi Gandhi**  
**Company Secretary cum Compliance Officer**  
**Membership No: A60088**

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022 and dated 08<sup>th</sup> December, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Extra Ordinary General Meeting ('EGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars.

2. Pursuant to provisions of Section 102(1) of the Companies Act, 2013; the statement setting out material facts with respect to the special business to be transacted at the EGM is annexed hereto.

3. VC / OAVM facility: The Members are requested to follow detailed instructions provided below in the section "Instructions for e-voting and procedure for attending the EGM through VC / OAVM facility". A Member attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under provisions of Section 103 of the Companies Act, 2013.

4. 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.

5. 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 08<sup>th</sup> December, 2022, 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 National Securities Depository Limited (NSDL) 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 NSDL.

6. The Notice calling the EGM has been uploaded on the website of the Company at [www.brijlaxmi.com](http://www.brijlaxmi.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 3
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [maildeveshpathak@rediffmail.com](mailto:maildeveshpathak@rediffmail.com) Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## Explanatory Statement

**Item No. 1:** In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and the Rules made thereunder and provisions of Chapter V of the SEBI ICDR Regulations as amended, the Preferential Issue requires approval of the members by way of a special resolution.

The following disclosures for the issue of equity shares to be issued on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI ICDR Regulations, 2018:

**1. Objects of the Preferential Issue:**

The object of this issue is to convert the outstanding unsecured loans from World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited as specified in the Resolution and thereby reduce the amount of outstanding liabilities of the Company and improve the debt/equity ratio accordingly.

**2. Maximum number of equity shares to be issued:**

The proposed resolution authorises the Board to offer, issue and allot 8, 15,000 fully paid-up equity shares of face value of Rs. 10/- each.

**3. Issue Price and Relevant Date:**

The Equity Shares in the Preferential Allotment shall be allotted at a price of Rs. 10/- (Rupees Ten Only) per equity Share, which is higher than the price of Rs. 5.54/- determined in compliance with the relevant provisions of Chapter V of the SEBI ICDR Regulations considering the Relevant Date as 31<sup>st</sup> January, 2023.

**4. Amount which the Company intends to raise by way of such securities/ size of the issue:**

The issue of Shares is towards conversion of unsecured loans into equity.

**5. Name of the proposed Allottees and their percentage of shareholding Pre and post allotment:**

Name of the proposed Allottees	Category	Shareholding Pre allotment		Shareholding post allotment	
		Equity Shares	%	Equity Shares	%
World Tradimpex Private Limited	Promoter Group	NIL		310000	4.80
Raj Petroproducts Limited				255000	3.95
JKE Polymers Private Limited				250000	3.87

The proposed Allottees and the other promoters have not sold or transferred any equity shares of the Company during the six months preceding the Relevant Date.

**6. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

The proposed allottees, i.e., World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited belonging to the promoter group category intend to subscribe equity shares offered by way of Preferential Issue. Except aforementioned, none of the other promoters, Director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.

\* As per the definition of promoter group given in regulation 2(pp)(iv) of the extant SEBI (ICDR) Regulations, 2018, World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited are the deemed Promoter Group of the Company. However, they don't hold any equity shares in the Company as on the date of this Notice. Post allotment of equity shares, name of World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited shall be disclosed under the category of Promoter and Promoter Group in the shareholding pattern of the Company.

#### 7. Shareholding Pattern before and after the proposed preferential issue:

The shareholding pattern of the Company before the proposed Preferential Issue and after the proposed Preferential Issue, assuming full acceptances, is as follows:

Sr. No.	Category of Shareholders	Pre-Preferential Allotment shareholding (as on 31.12.2022)		Post-Preferential Allotment probable shareholding	
		No. of Shares	% holding	No. of Shares	% holding
<b>A.</b>	<b>PROMOTERS</b>				
1.	INDIAN				
a.	Individual / HUF	773850	13.70	1588850	24.58
b.	Central Government	-	-	-	-
c.	State Government(s)	-	-	-	-
d.	Bodies Corporate	-	-	-	-
e.	Banks / Financial Institutions	-	-	-	-
f.	Any Other	-	-	-	-
	<b>Sub-Total (A)(1)</b>	<b>773850</b>	<b>13.70</b>	<b>1588850</b>	<b>24.58</b>
2.	FOREIGN	-	-	-	-
a.	Individuals	-	-	-	-
b.	Bodies Corporate	-	-	-	-
c.	Banks / Financial Institutions	-	-	-	-
d.	Any Other	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-
	<b>TOTAL SHAREHOLDING OF PROMOTERS (A) = (A)(1) + (A)(2)</b>	<b>773850</b>	<b>13.70</b>	<b>1588850</b>	<b>24.58</b>
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>				
1.	Institutions	-	-	-	-
a.	Mutual Funds	-	-	-	-
b.	Banks / Financial Institutions	-	-	-	-
c.	Central Government	-	-	-	-
d.	State Government(s)	-	-	-	-
e.	Venture Capital Funds	-	-	-	-
f.	Insurance Companies	-	-	-	-
g.	FIs	-	-	-	-
h.	Foreign Venture Capital Funds	-	-	-	-
i.	Others	-	-	-	-
	<b>Sub-Total (B)(1)</b>				
2.	Non-Institutions				
a.	Bodies Corporate (Indian)	472817	8.37	472817	7.31
b.	Individuals	4082195	72.2	4082195	63.157
c.	Others	251997	4.46	251997	3.898
i.	Non-Resident Indians	67641	1.197	67641	1.046
ii.	Clearing Members	-	-	-	-
iii.	Trusts	-	-	-	-

iv.	NBFC	-	-	-	-
v.	Investor Education and Protection Fund	-	-	-	-
	<b>Sub-Total (B)(2)</b>				
	<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>4874650</b>	<b>86.30</b>	<b>4874650</b>	<b>75.42</b>
<b>C.</b>	<b>SHARES HELD BY CUSTODIAN FOR GDRs AND ADRs</b>	-	-	-	-
	<b>GRAND TOTAL (A+B+C)</b>	<b>5648500</b>	<b>100</b>	<b>6548500</b>	<b>100</b>

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the 31.12.2022
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

**8. The name of the proposed allottees and the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees:**

Name of the Proposed Allottees	Category	Pre-Preferential Allotment shareholding		* Post-Preferential Allotment shareholding		Ultimate Beneficial Owner
		No. of Shares	% holding	No. of Shares	% holding	
World Tradimpex Private limited (PAN: AAACW2072K)	Promoter Group	# NIL		310000	4.80	refer note 1 below
Raj Petroproducts limited (PAN:AABCR1017L)				255000	3.95	refer note 2 below
JKE Polymers Private Limited (PAN: AABCJ0329H)				250000	3.87	refer note 3 below

*# As per the definition of promoter group given in regulation 2(pp)(iv) of the extant SEBI (ICDR)Regulations, 2018, World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited are the deemed Promoter Group of the Company. However, they don't hold any equity shares in the Company as on the date of this Notice. Post allotment of equity shares, name of World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited shall be disclosed under the category of Promoter and Promoter Group in the shareholding pattern of the company.*

*Details of Ultimate Beneficial Owner 1:*

Name of the Ultimate Beneficial Owner (Given name and last Name)	Address	Date of Birth/Age/ Date of Incorporation	Father's/ Mother's/Spouse's name	PAN	Occupation	Nationality	Direct holding in the issuer Company (Pre Preferential Allotment)
Jaykishor Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	05/09/1949	Late Chaitanyakishor Chaturvedi	ABKPC6672R	Business	Indian	8.92

Jaykishor C. Chaturvedi (HUF)(Refer Note * below)	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	05/12/1994	NA	AAAHJ8198J	Business	Indian	1.45
Siddharth Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	10/11/1978	Mr. Jaykishor Chaturvedi	ABFPC1082Q	Business	Indian	2.24
Ankur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	14/05/1977	Mr. Jaykishor Chaturvedi	ABFPC1081P	Business	Indian	2.54
Mansa Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	23/09/1981	Mr. Jaykishor Chaturvedi	ADYPC2983R	Professional	Indian	0.00
Rajkishor Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	13/08/1952	Late Chaitanyakis hor Chaturvedi	AEZPC2624K	Business	Indian	0.00
Rajkishor Chaturvedi( HUF) (Refer Note ** below)	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	13/08/1952	NA	AEZPC2624K	Business	Indian	0.00
Darshana Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	06/06/1981	Mr. Rajkishor Chaturvedi	FLOS0855R	Professional	Indian	0.00
Prachi Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	25/06/1984	Alok Chaturvedi	AHPPC4870N	Professional	Indian	0.03
Nupur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	24/11/1980	Krishna kumar Tiwari	AJTPC8302M	Professional	Indian	0.00
Paresh Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	15/05/1960	Late Chaitanyakis hor Chaturvedi	ABKPC6545K	Business	Indian	0.00

\* Jaykishor Chaturvedi is the karta of Jaykishor C. Chaturvedi (HUF)

\*\* Rajkishor Chaturvedi is the karta of Rajkishor Chaturvedi (HUF)

*Details of Ultimate Beneficial Owner 2:*

Name of the Ultimate Beneficial Owner (Given name and last Name)	Address	Date of Birth/Age/ Date of Incorporation	Father's/ Mother's /Spouse's name	PAN	Occupation	Nationality	Direct holding in the issuer Company (Preferential Allotment)
Jaykishor Chaturvedi	24, Suvernapuri Society,	05/09/1949	Late Chaitanyakis hor	ABKPC6672R	Business	Indian	8.92

	Chikuwadi, Alkapuri, Vadodara 390007		Chaturvedi				
Jaykishor C. Chaturvedi(HUF) (Refer note * below)	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/12/1994	NA	AAAHJ8198J	Business	Indian	1.45
JK Enterprises (Refer note ** below)	204, Sterling Center,, R C Dutt Road, Alkapuri, Vadodara- 390007	05/07/1992	NA	ABKPC6672R	Business	Indian	0.00
Siddharth Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	10/11/1978	Mr. Jaykishor Chaturvedi	ABFPC1082Q	Business	Indian	2.24
Ankur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	14/05/1977	Mr. Jaykishor Chaturvedi	ABFPC1081P	Business	Indian	2.54
Mansa Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	23/09/1981	Mr. Jaykishor Chaturvedi	ADYPC2983R	Professional	Indian	0.00
Prachi Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	25/06/1984	Alok Chaturvedi	AHPPC4870N	Professional	Indian	0.03
Nupur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara	24/11/1980	Krishna Kumar Tiwari	AJTPC8302M	Professional	Indian	0.00



	390007						
Paresh Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	15/05/1960	Late Chaitanyakishor Chaturvedi	ABKPC6545K	Business	Indian	0.00
Yogesh Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	16/11/1962	Late Chaitanyakishor Chaturvedi	AGFPC7884F	Business	Indian	0.00
Rajkishor Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	13/08/1952	Late Chaitanyakishor Chaturvedi	AEZPC2624K	Business	Indian	0.00

\* Jaykishor Chaturvedi is the karta of Jaykishor C. Chaturvedi (HUF)

\*\* Jaykishor Chaturvedi is the proprietor of JK Enterprises

*Details of Ultimate Beneficial Owner 3:*

<b>Name of the Ultimate Beneficial Owner (Given name and last Name)</b>	<b>Address</b>	<b>Date of Birth/Age/ Date of Incorporation</b>	<b>Father's/ Mother's /Spouse's name</b>	<b>PAN</b>	<b>Occupation</b>	<b>Nationality</b>	<b>Direct holding in the issuer Company (Preferential Allotment)</b>
Jaykishor Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/09/1949	Late Chaitanyakishor Chaturvedi	ABKPC6672R	Business	Indian	8.92
Jaykishor C. Chaturvedi (HUF) (Refer note * below)	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/12/1994	NA	AAAHJ8198J	Business	Indian	1.45
Siddharth Chaturvedi	24, Suvernapuri Society,	10/11/1978	Mr. Jaykishor Chaturvedi	ABFPC1082Q	Business	Indian	2.24

	Chikuwadi, Alkapuri, Vadodara 390007						
Ankur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	14/05/1977	Mr. Jaykishor Chaturvedi	ABFPC1081 P	Business	Indian	2.54
Mansa Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	23/09/1981	Mr. Jaykishor Chaturvedi	ADYPC2983 R	Professi onal	Indian	0.00
Nupur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	24/11/1980	Krishna Kumar Tiwari	AJTPC8302 M	Professi onal	Indian	0.00

\* Jaykishor Chaturvedi is the karta of Jaykishor C. Chaturvedi (HUF)

**9. The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL**

**10. Basis on which price has been arrived at:**

The Equity Shares of the Company are listed only on BSE Limited (BSE) and are frequently traded on BSE as per the provisions of regulation 164 of Chapter V of the SEBI ICDR Regulations.

However, present offer of the shares is being made to allottees, which acting in concert with other allottees will hold more than 5% of the post issue fully diluted share capital due to their relation. Accordingly, in terms of the Regulation 166A of SEBI ICDR Regulations, the Company has obtained a certificate from, an Independent Valuer Mr. Nitish Chaturvedi (Registration No. IBBI/RV/02/2020/12916) certifying the price to be Rs. 5.54/- (Rupee Five and paisa fifty four only) per equity share.

**11. Time frame within which the preferential issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares are 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.

**12. Lock-in Requirements:**

The lock in requirement for the pre-preferential allotment shareholding of the proposed allottees is not applicable as Proposed allottees does not have shares as on date of Notice and the equity shares

to be allotted on preferential basis to the proposed allottees shall be subject to 'lock-in' in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations, 2018.

### **13.Undertakings:**

The Company hereby undertakes that:

The Company shall re-compute the price of the Equity Shares being issued on preferential basis in terms of the provisions of ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares /underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the Investors.

As the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 90 days 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.

### **14.Auditor's Certificate:**

Statutory Auditors of the Company, M/s. DBS & Associates, Mumbai have issued a certificate confirming that the issue of the equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations.

### **15. The current and proposed status of the allottees post preferential issues:**

The allotment is proposed to be made to the Promoter group as mentioned below:

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
1	World Tradimpex Private limited (PAN: AAACW2072K)	# Refer note below	Promoter Group
2	Raj Petroproducts limited (PAN:AABCR1017L)		
3	JKE Polymers Private Limited (PAN: AABCJ0329H)		

# As per the definition of promoter group given in regulation 2(pp)(iv) of the extant SEBI (ICDR) Regulations, 2018, World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited are the deemed Promoter Group of the Company. However, they don't hold any equity shares in the Company as on the date of this Notice. Post allotment of equity shares, name of World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited shall be disclosed under the category of Promoter and Promoter Group in the shareholding pattern of the company.

### **16.Principal terms of assets charged as securities**

Company is not offering any asset as securities and hence not applicable.

### **17. Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board of Directors at its meeting held on 01<sup>st</sup> February, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 8, 15,000 (Eight Lakhs Fifteen Thousand Only) Equity Shares of face value of Rs. 10 each to allottees for consideration other than cash on preferential basis, which is higher than the price of Rs. 5.54/- determined in compliance with the relevant provisions of Chapter V of the SEBI ICDR Regulations by Independent Valuer Mr. Nitish Chaturvedi from Mumbai and having Registration No. IBBI/RV/02/2020/12916.

**18.Change in control, if any, in the Company consequent to the preferential issue:**

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

**19.Relevant Date:**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the price for this Preferential Allotment of equity shares is 31<sup>st</sup> January, 2023 being the 30 days prior to the date of Extra Ordinary General Meeting.

**20.Other Disclosures:**

- None of the Company, its Directors or Promoters has been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2022-2023.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The issuer is in compliance with the conditions for continuous listing as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Proposed allottees do not hold any share prior to the date of Notice of this EGM, hence lock-in of pre-allotment holding is not applicable.

**21.The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The proposed allotment will made against the conversation of unsecured Loans received from the allottees. The intention of the company to allot share against the unsecured loan is to reduce the burden of debt of the company and to improve debt equity ratio of the company. The issue price for the same has been determined as per the valuation report received from the registered valuer as on 01<sup>st</sup> February, 2023.

**22.Kinds of securities offered and the price at which security is being offered**

Under the proposed preferential allotment the proposed allottees are being offered 8, 15,000 (Eight Lakhs Fifteen Thousand Only) Equity Shares of Rs. 10 each such price being higher than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, except Mr. Jaykishor Chaturvedi, Mr. Siddharth Chaturvedi and Mr. Ankur Chaturvedi are interested or concerned in the resolution.

**Date: 01<sup>st</sup> February, 2023**

**Place: Vadodara**

**For and on behalf of the Board**

**SD/-**

**Manshi Gandhi**

**Company Secretary cum Compliance Officer**

**Membership No: A60088**