



# eYantra Ventures Limited

(formerly know as Punit Commercials Limited)

**EVL/BSE/2024-25/41**

November 22, 2024

To

**The Corporate Relations Department**

**BSE LIMITED**

**Phiroz Jeejeebhoy Towers,**

**25th floor, Dalal Street,**

**Mumbai -400 001**

Dear Sir/Madam,

**Sub: Notice of 1/2024-25 Extraordinary General Meeting of the Members of the Company.**

**Ref: Company Security Code: 512099**

Further to our letter dated November 20, 2024 intimating the date of 1/2024-25 Extraordinary General Meeting ("EGM") of the Members of the Company, please find enclosed Notice of EGM of the Company to be held on Thursday, December 19, 2024 at 4:00 PM IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") which is being sent to the members of the Company through electronic mode.

The Notice is also being uploaded on the Company's website [www.eyantraventures.com](http://www.eyantraventures.com). Further, an e-voting facility for the EGM will be made available to all the Members of the Company. The date and time of remote e-voting facility are as under:

Date and time of commencement of remote e-voting	Monday, December 16, 2024 at 09.00 AM IST
Date and time of end of remote e-voting	Wednesday, December 18, 2024 at 05.00 PM IST
Cut-off date for determining the eligibility for e-voting by electronic means or in the EGM	Thursday, December 12, 2024

We request you to kindly take the same on records.

Thanking you,

Yours faithfully,

**For EYANTRA VENTURES LIMITED**

**Priyanka Gattani**

**Company Secretary and Compliance Officer**

**Encl: As above**



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that the 1/2024-25 Extraordinary General Meeting (“**EGM**”) of the Members of **eYantra Ventures Limited (“Company”)** will be held on Thursday, December 19, 2024 at 4:00 PM (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following special business(es): -

### **Item No. 1: Increase in the Authorised Share Capital of the Company.**

*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 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) divided into 25,00,000 (Twenty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating additional 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

### **Item No.2: Alteration of the Capital Clause of the Memorandum of Association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause;

**V** The share Capital of the Company is Rs. 2,50,00,000 (Rupees Two Crores Fifty Lakh Only) divided into 25,00,000 (Twenty Five Lakh) equity shares of Rs. 10/- (Rupee Ten Only) each.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents as may be required, and do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”



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## Item No.3: Issuance of equity shares on preferential basis.

*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 the Section 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the **“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“SEBI Listing Regulations”**), as amended, and the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**) and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each (**“Equity Shares”**) are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs(**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), stock exchanges, the Reserve Bank of India (**“RBI”**) and /or any other competent authorities, (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, by the Applicable Regulatory Authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 3,38,343 (Three Lacs Thirty Eight Thousand Three Hundred Forty Three) Equity Shares of Rs. 10/- (Rupee Ten Only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 800/- (Rupees Eight Hundred Only) per Equity Share (including a premium of Rs. 790/- (Rupees Seven Hundred Ninety Only) (**“Preferential Allotment Price”**), aggregating to Rs. 27,06,74,400 (Rupees Twenty Seven Crores Six Lacs Seventy Four Thousand Four Hundred Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the **“Floor Price”**) on a preferential issue basis (**“Preferential Allotment”**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.



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## Details of the Proposed Allottees

Sr. No.	Name of Proposed Allottees	Category	No. of equity shares to be allotted upto	Amount (Rs.) not exceeding
1	Vinita Raj Narayanam	Individual (Promoter)	47,000	3,76,00,000
2	RAN Ventures Private Limited*	Body Corporate (Promoter)	47,000	3,76,00,000
3	Abhay Deshpande	Individual (Non- Promoter)	50,188	4,01,50,400
4	Archana B N	Individual (Non- Promoter)	3,250	26,00,000
5	Chandrashekhar Venkata Sattiraju	Individual (Non- Promoter)	6250	50,00,000
6	Deepa Gupta	Individual (Non- Promoter)	3125	25,00,000
7	Dhruv Mukesh Chandan	Individual (Non- Promoter)	3125	25,00,000
8	Kartik Bathla	Individual (Non- Promoter)	3125	25,00,000
9	Kuldeep Malik	Individual (Non- Promoter)	25,000	2,00,00,000
10	Itha Navya	Individual (Non- Promoter)	2594	20,75,200
11	K Ram Kumar	Individual (Non- Promoter)	3125	25,00,000
12	Rasa Rahul	Individual (Non- Promoter)	62,500	5,00,00,000
13	Ratanben Rameshkumar Jain	Individual (Non- Promoter)	3125	25,00,000
14	Ritesh I Jain (HUF)	HUF (Non- Promoter)	2593	20,74,400
15	Ronit Sandeep Dugar	Individual (Non- Promoter)	3125	25,00,000
16	Sudha Nichena	Individual (Non- Promoter)	3,220	25,76,000
17	Sudhanshu Kanda	Individual (Non- Promoter)	3,125	25,00,000
18	Sushmita Gahlot	Individual (Non- Promoter)	6,250	50,00,000
19	Swapnil S Binayke	Individual (Non- Promoter)	19,998	1,59,98,400
20	Udit Aggarwal	Individual (Non- Promoter)	3,125	25,00,000
21	Ramesh Chandra Majithia	Individual (Non- Promoter)	37,500	3,00,00,000
	<b>Total</b>		<b>3,38,343</b>	<b>27,06,74,400</b>

\* RAN Ventures Private Limited is promoter group of the Company.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, and 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** the “**Relevant Date**” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is November 19, 2024, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of provisions of Chapter V of the SEBI ICDR Regulations.



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**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** any one of the Directors and Company Secretary & Compliance officer of the Company (“**Authorized Signatories**”) be and are hereby severally authorized to take necessary steps for listing the equity shares, issued and allotted to the Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board is 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** the members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, aforesaid authorized signatories be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

**RESOLVED FURTHER THAT** the aforesaid authorized signatories of the Company be and are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s), any officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done be and are hereby approved and ratified in all respect.”

**By order of the Board of Directors  
For Eyantra Ventures Limited**

**Place: Hyderabad  
Date: November 20, 2024**

**Sd/-  
Priyanka Gattani  
Company Secretary and Compliance Officer  
A33047**





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## NOTES:

1. Pursuant to the applicable provisions of the, Companies Act, 2013 (the “Act”) and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, Circular No. 3/ 2022 dated May 5, 2022, 11/2022 dated December 28, 2022, Circular No: 09/2023 dated September 25, 2023 and Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circulars”) have permitted the holding of EGM by companies through VC / OAVM upto September 30, 2025, without the physical presence of the Members at a common venue. Hence in compliance with the provisions of the Act, SEBI Listing Regulation and MCA Circulars / SEBI Circulars, as applicable, the EGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars/SEBI Circulars the Company is providing facility of remote e-voting to its Members, form as on the **cut-off date, i.e. Thursday, December 12, 2024**, in respect of the Special business(es) to be transacted at the EGM. For this purpose, the Company has entered into arrangement with Link Intime India Pvt Ltd for providing the E-voting Facility for the members before the EGM and during the EGM. This facility shall be kept open for a minimum period of three days. The remote e-voting period commences on **Monday, December 16, 2024 at 09.00 A.M (IST) and ends on Wednesday, December 18, 2024 at 05.00 P.M. (IST)** (both days inclusive) and Thursday, December 19, 2024 (on the day of EGM).
3. The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the EGM through VC/OAVM but will not be entitled to cast their vote once again on resolutions.
4. The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
5. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). However, if he/she is already registered with NSDL/CDSL for remote e-voting then he/she can use his/her existing User ID and Password for casting the vote.



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6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of the Companies Act, 2013, generally a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars/SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. In line with the MCA Circulars/SEBI Circulars, the Notice calling the EGM is being sent only through electronic mode to all those Members whose names appear on the Register of Members / List of Beneficial Owners as on November 15, 2024, i.e. cut-off date to send notice of EGM, received from the Depositories and whose email addresses are registered with the Company/Depository Participants/RTA. The notice has been uploaded on the website of the Company at [www.eyantraventures.com](http://www.eyantraventures.com), the same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Company's RTA Link Intime India Private Limited (Link Intime) at <https://instavote.linkintime.co.in>
10. In compliance with applicable provisions of the Act read with the MCA Circulars/SEBI Circulars and the SEBI 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"), 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.
11. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and reasons in respect of the Special Business(es) to be transacted at the EGM as set out in the Notice is annexed hereto.
12. The Company has appointed Mr. Vivek Surana (ACS: A24531, COP No.: 12901) from M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner. The result declared along with the Scrutinizer's Report will be submitted to Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and shall be uploaded on the Company's website [www.eyantraventures.com](http://www.eyantraventures.com) and on the website of RTA <https://instavote.linkintime.co.in>.
13. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants.





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14. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
15. The ISIN of the Equity Shares of Rs. 10/- each is INE750G01019
16. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the company's registered office on all working days of the company, up to the date of the EGM.
17. The route map giving directions to the venue is not annexed to this notice as meeting will be held through VC/OAVM.
18. The Company has appointed Company's RTA to provide Video Conferencing facility for the EGM and the attendant enablers for conducting of the EGM.
19. Institutional/Corporate Members (i.e. other than individuals/HUFs, NRIs, etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and cast its votes through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at [viveksurana24@gmail.com](mailto:viveksurana24@gmail.com) with a copy marked to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
20. For receiving all communication from the Company electronically the members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants as per the process advised by the Depository Participants.
21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at [cs@eyantraventures.com](mailto:cs@eyantraventures.com) mentioning their name, demat account number/folio number, email id, mobile number during the period from Saturday, December 14, 2024 from 9:00 A.M. to Sunday, December 15, 2024 upto 5:00 P.M. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## **PROCEDURE FOR REMOTE EVOTING**

### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

### **Individual Shareholders holding securities in demat mode with NSDL:**

#### **METHOD 1 - If registered with NSDL IDeAS facility**



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## Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

## User not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders holding securities in demat mode with CDSL:

### METHOD 1 – From Easi/Easiest

#### Users who have registered/ opted for Easi/Easiest

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- Click on New System Myeasi
- Login with user id and password
- After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



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OR

## Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

## Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

### A. User ID:



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Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

## Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

## Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).



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- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

## STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

## STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.



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- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

## Helpdesk:

### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

## Forgot Password:

### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company





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User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

## **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

## **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## **Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company



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**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

## **Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## **Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.



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Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.



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

### **Item No. 1:**

The present Authorised Share Capital of the Company is Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, the Board of Directors at its Meeting held on November 20, 2024 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 2,00,00,000 (Rupees Two Crores Only) divided into 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 2,50,00,000/- (Rupees Two Crores Fifty Lacs Only) divided into 25,00,000 (Twenty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating additional 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- each.

The new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for the aforesaid increase in the authorized share capital of the Company.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item No. 1 of this Notice, for the approval of the members.

None of the directors, key managerial personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholdings, if any, in the Company and/or to the extent of subscription by a company / body corporate in which the director / key managerial personnel, or his / her relative may be directly or indirectly interested.

### **Item No. 2:**

In view of the increase in Authorized Share Capital of the Company, as detailed in Item No. 1, the existing Clause V of the Memorandum of Association would also require alteration/substitution so as to reflect the changed Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

Pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, approval of the members by way of Special Resolution is required for the alteration in clause V Memorandum of Association of the Company.

The Board of directors, accordingly, recommends the passing of Special Resolution as set out at Item No. 2 of this Notice, for the approval of the members.

None of the directors, key managerial personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their



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shareholdings, if any, in the Company and/or to the extent of subscription by a company / body corporate in which the director / key managerial personnel, or his / her relative may be directly or indirectly interested.

## Item No.3:

The Board of Directors of the Company (“**Board**”) in its meeting held on November 20, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue allot and in one or more tranches upto 3,38,343 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 800/- (Rupees Eight Hundred Only) per Equity Share (including a premium of Rs. 790/- (Rupees Seven Hundred Ninety Only) (“**Preferential Allotment Price**”), to Promoters and Non – Promoters of the Company being Proposed Allottee as mentioned the item no. 3 of the Notice, in such form and manner and in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”).

As per Companies Act, 2013 and Rules made thereunder (the “**Act**”), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, seeks approval of the Members as set out in the item no.3 of the Notice, by way of a special resolution to issue up to 3,38,343 Equity shares of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 800/- (Rupees Eight Hundred Only) per Equity Share , (including a premium of Rs. 790/- (Rupees Seven Hundred Ninety Only), aggregating up to Rs. 27,06,74,400/- (Rupees Twenty Seven Crores Six Lacs Seventy Four Thousand Four Hundred Only).

**Information required in respect of the proposed issue of equity shares, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.**

## 1. Purpose(s) and Object(s) of the Issue and particulars of the offer

### (a) Purpose(s) and Object(s) of the Issue:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (i) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (ii) Pursuing strategic investments, alliances, mergers, acquisitions and inorganic growth opportunities;
- (iii) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (iv) Financing / investing of business opportunities;



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- (v) General corporate purpose; and
- (vi) Issue related expenses.

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

## **(b) Particulars of the offer:**

To issue and allot up to 3,38,343 Equity shares of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 800/- (Rupees Eight Hundred Only) per Equity Share [including a premium of Rs. 790/- (Rupees Seven Hundred Ninety Only)], aggregating up to Rs. 27,06,74,400 (Rupees Twenty Seven Crores Six Lacs Seventy Four Thousand Four Hundred Only).

### **2. Kind of Securities: Equity Shares.**

### **3. Maximum number of specified securities to be issued, and the price at which security is being offered:**

It is proposed to issue and allot up to 3,38,343 (Three Lacs Thirty Eight Thousand Three Hundred Forty Three) of Rs. 10/- (Rupees Ten Only) each of the Company at an issue price of Rs. 800/- (Rupees Eight Hundred Only) per Equity Share (including premium of Rs. 790/- (Rupees Seven Hundred Ninety Only) ('Preferential Allotment Price'), aggregating to Rs. 27,06,74,400/- (Rupees Twenty Seven Crores Six Lacs Seventy Four Thousand Four Hundred Only), on a preferential basis to the proposed allottee(s).

Further the Preferential Allotment Price is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

### **4. Date of passing Board Resolution: November 20, 2024.**

### **5. Amount which the Company intends to raise by way of such issue of securities:**

Up to 27,06,74,400/- (Rupees Twenty Seven Crores Six Lacs Seventy Four Thousand Four Hundred Only).

### **6. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Shares proposed to be issued under the preferential issue except below mentioned:





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Sr. No.	Name	Category	Designation	Equity shares to be allotted
1	Vinita Raj Narayanam	Promoter	Managing Director	47,000
2	RAN Ventures* Private Limited	Promoter	-	47,000

\* RAN Ventures Private Limited is promoter group of the Company.

**7. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

Since the Company is a listed entity, price is in accordance with the provisions SEBI ICDR Regulations. The issue price of Rs. 800/- (Rupees Eight Hundred Only) per equity share the price which is not less than the price determined in accordance with Regulation 165 of SEBI ICDR Regulations.

The above is determined pursuant to valuation report from Mr. Bhavesh M Rathod, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer'), in accordance with Regulation 165 of the SEBI (ICDR) Regulations, 2018 as amended. Report of Mr. Bhavesh M Rathod, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') is available on website of the Company i.e. [www.eyantraventures.com](http://www.eyantraventures.com)

**Name and Address of Registered Valuer:**

Mr. Bhavesh M Rathod,  
Office No. 515, 5<sup>th</sup> Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra – 400101

**8. Pricing of Preferential Issue:**

The Equity Shares of the Company are listed on the BSE Limited. There is infrequent trading of Shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI ICDR Regulations where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value and such other parameters as are customary for valuation of shares of such Company.

The above is determined pursuant to valuation report from Mr. Bhavesh M Rathod, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer'), in accordance with Regulation 165 of the SEBI (ICDR) Regulations, 2018 as amended. Report of Mr. Bhavesh M Rathod, Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/10708 ('Independent Valuer') is available on website of the Company i.e. [www.eyantraventures.com](http://www.eyantraventures.com). The present issue price is fixed at Rs. 800/- (Rupees Eight Hundred Only) per Equity Share.

**9. Method of determination of price as per the Articles of Association of the Company:** Not applicable as the Articles of Association of the Company is silent on the determination of a floor price/ minimum price of the shares proposed to be issued on preferential basis.



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Accordingly, each equity share of the face value of Rs. 10/- is issued at a price of Rs. 800/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

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

The Relevant Date, in accordance with SEBI ICDR Regulations is fixed, as November 19, 2024.

## 11. 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:

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue
1.	Ritesh I Jain HUF	Ritesh Jain	0	2593	No	0.12
2.	RAN Ventures Private Limited*	Raj P Narayanam	0	47,000	Promoter	2.18

\* RAN Ventures Private Limited is promoter group of the Company

## 12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities and as well as price:

The Company has not made any preferential allotment during the year.

## 13. Shareholding Pattern of the issuer before and after the preferential issue:

Sr. No.	Category	Pre-issue No. of shares held	% of Shareholding	Post Issue No. of shares held	% of Shareholding
<b>A</b>	<b>Promoters Holding</b>				
1	<b>Indian</b>				
	Individuals	12,21,850	67.16	12,68,850	58.81
	Bodies Corporate	0	0.00	47,000	2.18
	<b>Sub Total</b>	<b>12,21,850</b>	<b>67.16</b>	<b>13,15,850</b>	<b>60.98</b>
2	<b>Foreign Promoters</b>	0	0.00	0	0.00
	<b>Sub Total (A)</b>	<b>12,21,850</b>	<b>67.16</b>	<b>13,15,850</b>	<b>60.98</b>
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional investors	0	0.00	0	0.00
2	<b>Non-institution</b>				



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Private Bodies Corporate	2124	0.12	2124	0.10
Directors and relatives	4301	0.24	7426	0.34
Indian public	5,84,315	32.12	7,85,440	36.40
others (including NRIs)	6,785	0.37	46,878	2.17
<b>Sub Total (B)</b>	<b>5,97,525</b>	<b>32.84</b>	<b>8,41,868</b>	<b>39.02</b>
<b>Grand Total</b>	<b>18,19,375</b>	<b>100.00</b>	<b>21,57,718</b>	<b>100.00</b>

Note: The pre preferential Issue shareholding pattern as on the September 30, 2024.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

#### 14. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 days (fifteen) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

#### 15. Lock-in period:

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI ICDR Regulations.

#### 16. Listing of the proposed shares:

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the proposed shares. The proposed shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

#### 17. Certificate of Practicing Company Secretary:

The certificate from, Nikunj Kanabar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is hosted on the Company's website i.e [www.eyantraventures.com](http://www.eyantraventures.com)

#### 18. The names of the proposed allottees and the percentage (%) of Post Preferential Issue Capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below:



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Sl. No.	Name of the proposed allottees	Category	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue	
			No of share	% of the pre Capital		No of share	% of the post Capital
1.	Vinita Raj Narayanam	Individual (Promoter)	12,21,850	67.16	47,000	12,68,850	58.81
2.	RAN Ventures Private Limited*	Body Corporate (Promoter)	0	0.00	47,000	47,000	2.18
3.	Abhay Deshpande	Individual (Non-Promoter)	0	0.00	50,188	50,188	2.33
4.	Archana B N	Individual (Non-Promoter)	31	0.00	3,250	3,281	0.15
5.	Chandrashekhar Venkata Sattiraju	Individual (Non-Promoter)	4,314	0.24	6,250	10,564	0.49
6.	Deepa Gupta	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
7.	Dhruv Mukesh Chandan	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
8.	Kartik Bathla	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
9.	Kuldeep Malik	Individual (Non-Promoter)	0	0.00	25,000	25,000	1.16
10	Itha Navya	Individual (Non-Promoter)	0	0.00	2,594	2,594	0.12
11	K Ram Kumar	Individual (Non-Promoter)	1,151	0.06	3,125	4,276	0.20
12	Rasa Rahul	Individual (Non-Promoter)	0	0.00	62,500	62,500	2.90
13	Ratanben Rameshkumar Jain	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
14	Ritesh I Jain (HUF)	HUF (Non-Promoter)	0	0.00	2,593	2,593	0.12



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15	Ronit Sandeep Dugar	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
16	Sudha Nichena	Individual (Non-Promoter)	0	0.00	3,220	3,220	0.15
17	Sudhanshu Kanda	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
18	Sushmita Gahlot	Individual (Non-Promoter)	0	0.00	6,250	6,250	0.29
19	Swapnil S Binayke	Individual (Non-Promoter)	0	0.00	19,998	19,998	0.93
20	Udit Aggarwal	Individual (Non-Promoter)	0	0.00	3,125	3,125	0.14
21	Ramesh Chandra Majithia	Individual (Non-Promoter)	0	0.00	37,500	37,500	1.74
<b>Total</b>			<b>12,27,346</b>	<b>67.46</b>	<b>3,38,343</b>	<b>15,65,689</b>	<b>72.56</b>

\* RAN Ventures Private Limited is promoter group of the Company.

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

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

The price per equity share, to be issued, is fixed at Rs. 800/- (Rupees Eight Hundred Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 790/- (Rupees Seven Hundred Ninety Only) as premium per equity share.

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

Sl. No.	Name of the proposed allottees	Category
1.	Vinita Raj Narayanam	Promoter
2.	RAN Ventures Private Limited	Promoter
3.	Abhay Deshpande	Non -Promoter
4.	Archana B N	Non -Promoter
5.	Chandrashekhara Venkata Sattiraju	Non -Promoter



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Sl. No.	Name of the proposed allottees	Category
6.	Deepa Gupta	Non -Promoter
7.	Dhruv Mukesh Chandan	Non -Promoter
8.	Kartik Bathla	Non -Promoter
9.	Kuldeep Malik	Non -Promoter
10.	Itha Navya	Non -Promoter
11.	K Ram Kumar	Non -Promoter
12.	Rasa Rahul	Non -Promoter
13.	Ratanben Rameshkumar Jain	Non -Promoter
14.	Ritesh I Jain (HUF)	Non -Promoter
15.	Ronit Sandeep Dugar	Non -Promoter
16.	Sudha Nichena	Non -Promoter
17.	Sudhanshu Kanda	Non -Promoter
18.	Sushmita Gahlot	Non -Promoter
19.	Swapnil S Binayke	Non -Promoter
20.	Udit Aggarwal	Non -Promoter
21.	Ramesh Chandra Majithia	Non -Promoter

\* RAN Ventures Private Limited is promoter group of the Company.

**21. Material terms of raising such securities:**

The Equity Shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 800/- each [including a premium of Rs. 790/- (Rupees Seven Hundred Ninety Only)] in accordance with provisions of SEBI ICDR Regulations to the Proposed Allottee(s).

The proposed shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects.

**22. Principle terms of assets charged as securities:**

Not Applicable

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

Not Applicable





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

The current and proposed status of the allottee, are as below:

Sl. No.	Name of proposed allottees	Current Status	Proposed Status
1.	Vinita Raj Narayanam	Promoter	Promoter
2.	RAN Ventures Private Limited*	Promoter	Promoter
3.	Abhay Deshpande	Non -Promoter	Non -Promoter
4.	Archana B N	Non -Promoter	Non -Promoter
5.	Chandrashekhar Venkata Sattiraju	Non -Promoter	Non -Promoter
6.	Deepa Gupta	Non -Promoter	Non -Promoter
7.	Dhruv Mukesh Chandan	Non -Promoter	Non -Promoter
8.	Kartik Bathla	Non -Promoter	Non -Promoter
9.	Kuldeep Malik	Non -Promoter	Non -Promoter
10.	Itha Navya	Non -Promoter	Non -Promoter
11.	K Ram Kumar	Non -Promoter	Non -Promoter
12.	Rasa	Non -Promoter	Non -Promoter
13.	Ratanben Rameshkumar Jain	Non -Promoter	Non -Promoter
14.	Ritesh I Jain (HUF)	Non -Promoter	Non -Promoter
15.	Ronit Sandeep Dugar	Non -Promoter	Non -Promoter
16.	Sudha Nichena	Non -Promoter	Non -Promoter
17.	Sudhanshu Kanda	Non -Promoter	Non -Promoter
18.	Sushmita Gahlot	Non -Promoter	Non -Promoter
19.	Swapnil S Binayke	Non -Promoter	Non -Promoter
20.	Udit Aggarwal	Non -Promoter	Non -Promoter
21.	Ramesh Chandra Majithia	Non -Promoter	Non -Promoter

\* RAN Ventures Private Limited is promoter group of the Company.

## 25. Other Disclosures/ Undertakings:

- The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.
- The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.



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- (e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- (f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- (g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date. Proposed allottees do not hold any equity share in the Company except Mrs. Vinita Raj Narayanam, Mrs. Archana B N Mr. Chandrashekar Venkata Sattiraju and Mr. K Ram Kasetty.
- (h) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- (i) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- (j) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (k) The Company has obtained Permanent Account Numbers of the proposed allottees;
- (l) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- (m) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

If the Company was required to re-compute the price then it would have undertaken such re-computation, and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares proposed to be issued under this resolution would have been continued to be locked-in till the time such amount would have been paid by the proposed allottees.

The Board of Directors recommend passing of **Special Resolution** as set out in **Item No. 3** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

Except Mrs. Vinita Raj Narayanam (Managing Director), M/s. RAN Ventures Private Limited (Promoter Group), Mr. Ravi Kumar Kasetty (Independent Director), Mr. K Ram Kumar (Brother of Mr. Ravi Kumar



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Kasetty), none of the directors, key managerial personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholdings, if any, in the Company and/or to the extent of subscription by a company / body corporate in which the director / key managerial personnel, or his / her relative may be directly or indirectly interested.

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**By order of the Board of Directors  
For eYantra Ventures Limited**

**Place: Hyderabad  
Date: November 20, 2024**

**Sd/-  
Priyanka Gattani  
Company Secretary and Compliance Officer  
A33047**