



GOBLIN INDIA LIMITED

1st Floor, Carrex House, Stadium Commerce Road, Navrangpura, Ahmedabad - 380 002, Gujarat (INDIA)
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CIN : U51100GJ1989PLC012165

Date: 17/05/2024

The Manager (Listing Dept.),
BSE Limited
25th Floor, P. J. Towers,
Dalal Street Fort,
Mumbai - 400 001, Maharashtra.

SUB: NOTICE OF EXTRA-ORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, 8TH JUNE, 2024.

REF: GOBLIN INDIA LIMITED (BSE SCRIP CODE - 542850)

Dear Sir/Ma'am,

Pursuant to Regulation 30 of Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure) Regulations, 2015, as amended from time to time and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company to be held on Saturday, 8th June, 2024 at 04:00 p.m.

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

Commencement of Remote E-Voting	From Wednesday, 5 th June, 2024 (09:00 A.M. IST)
End of Remote E-Voting	Till Friday, 7 th June, 2024 (05:00 P.M. IST)

The Notice convening EGM of the Company has been sent to all the members of the Company whose email addresses are registered with the Depository Participants or with the Registrar & Share Transfer Agent of the Company ("R&T Agent") or with the Company. The information contained in this intimation is also available on the Company's website www.goblinindia.com and on the website of BSE Limited (www.bseindia.com).

You are requested to kindly take the same on record.

Thanking you,

Yours truly,
FOR, GOBLIN INDIA LIMITED

MANOJKUMAR J. CHOUKHANY
MANAGING DIRECTOR
DIN: 02313049

NOTICE IS HEREBY GIVEN TO THE MEMBERS OF GOBLIN INDIA LIMITED THAT AN EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY WILL BE HELD ON SATURDAY, 8TH JUNE, 2024 AT 4:00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO.1 - TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION 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 provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the authorized share capital of the company from Rs. 14,20,00,000/- (Rupees Fourteen Crore Twenty Lakh Only) divided into 1,42,00,000 (One Crore Forty-Two Lakh) equity shares of Rs. 10/- each to Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lakh Only) divided into 2,45,00,000 equity shares of Rs. 10/- each;

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

V. The Authorised Share Capital of the company is Rs. 24,50,00,000/- (Rupees Twenty-Four Crore Fifty Lakh Only) divided into 2,45,00,000 equity shares of Rs. 10/- each.

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

ITEM NO: 02 ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO NON-PROMOTERS

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

"RESOLVED THAT, pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force (Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ICDR Regulations) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the Takeover Regulations") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the LODR Regulations), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted or amended from time to time (hereinafter referred to as the "FEMA Regulations") and other implied rules,

regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities Exchange Board of India ("SEBI") or Ministry of Corporate Affairs or any other regulatory authority in the said matter and any other guidelines, circulars and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to Securities and Exchange Board of India ("SEBI") and Bombay Stock Exchange Limited ("BSE"), subject to such other conditions and modifications as may be prescribed or notified while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board's absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time and in one or more tranches upto 6,00,000 (Six Lakh) Convertible Equity Warrants ("Warrants") on preferential basis ("Preferential Offer") to the Non promoter allottees as mentioned below ("Equity Warrant Holders"/"Proposed Allottees") at a price of ₹ 68/- (Indian Rupees Six Eight Only) each (including the equity warrant subscription price and the equity warrant exercise price) aggregating upto ₹ 4,10,00,000 (Rupees Four Crore Ten Lakh Only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Proposed Allottees	Category	Maximum number of Warrants to be allotted
1	Yatin Hasmukhlal Doshi	Non-Promoter	Upto 3,00,000
2	Dhavni Doshi	Non-Promoter	Upto 1,50,000
3	Dhruvi Doshi	Non-Promoter	Upto 1,50,000
	Total		Upto 6,00,000

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the equity Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 164 of ICDR Regulations, the Relevant Date for the purpose of calculating the price for the issue of equity warrants is 9th May, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e., Saturday, 8th June, 2024;

RESOLVED FURTHER THAT the said equity Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval provided by the relevant authority.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

1) The Equity Shares to be so allotted on exercise of the equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and

shall rank pari - passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

II) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/reclassification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI(ICDR) Regulations and all other applicable regulations from time to time.

III) An equity warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants in one or more tranches as per discretion of the company.

IV) The issue of the equity Warrants as well as Equity Shares arising from the exercise of the equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

V) The respective equity Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

VI) In the event the Warrant holder(s) does not exercise the equity Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.

VIII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the equity Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to accept any modification(s) or modify the terms of issue of equity Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the equity Warrants in accordance with the provisions of the applicable Acts.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above-mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE for obtaining of in principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange (BSE Ltd.) as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

ITEM NO. 3: APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 23, Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder, as amended (including any statutory modifications or re-enactment thereof, for the time being in force) (**the "Companies Act"**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules and regulations made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (**Non-debt Instruments**) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**"GOI"**), the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (**"SEBI"**) and the Reserve Bank of India (**"RBI"**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (**collectively, the "Applicable Laws"**), and in accordance with the enabling

provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement(s) entered into between the Company, BSE Limited ("**BSE**") ("**the stock exchange**") in India where the equity shares of face value of Rs. 10/- of the Company ("**Equity Shares**") are listed, and subject to any approvals, consents, permissions and sanctions, as may be required from the GOI, the Registrar of Companies, Gujarat ("**ROC**"), SEBI, Stock Exchange, RBI, and all other appropriate governmental, statutory and regulatory authorities in India (**the "Regulatory Authorities"**) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the board of directors of the Company (**hereinafter referred to as the "Board"**), the consent and approval of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot / transfer such number of Equity Shares by way of a fresh issue of Equity Shares through a further public offer (including under the fast track route, subject to meeting the requisite prescribed criteria under the SEBI ICDR Regulations) (the "**Offer**"), for cash, either fully or partly paid, wherein calls are made in one or more tranches, either at par or premium or discount such that the amount being raised in one or more tranches including pursuant to the offer aggregates **upto Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only)** (with an option to the Company to retain an over-subscription to the extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment in consultation with the stock exchange i.e. BSE Ltd.), and to offer and allot in the Offer such number of Equity Shares, including the allotment of Equity Shares to the stabilising agent pursuant to a green shoe option and / or any other person pursuant to any placement of Equity Shares prior to the Offer, if any, in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the Merchant Banker appointed for the Offer ("**MB**"), through the book building/fixed price process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at par or at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the "**MB**" in accordance with the SEBI ICDR Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide, including anchor investors, if any, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors other than individuals, corporate bodies and family offices, registered alternative investment funds, foreign venture capital investors registered with SEBI, multilateral and bilateral development financial institutions, non-resident Indians, public financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, the National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, Indian mutual funds registered with the SEBI, systemically important nonbanking finance companies, trusts / societies registered under the Societies Registration Act, 1860, as amended, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons, including retail individual bidders eligible to invest in equity shares and / or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer, in one or more combinations thereof, whether through the Offer or otherwise in one or more modes or combinations thereof, through an offer document, offering circular, prospectus and/or an information memorandum, if any, in one or more tranches in consultation with the MB and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the MB through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in



consultation with the MB may finalise all matters incidental thereto as it may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees (the "Reservation") or to provide a discount to the offer price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT the Equity Shares allotted and / or transferred pursuant to the Offer shall be listed on the Stock Exchange (BSE Limited).

RESOLVED FURTHER THAT the Equity Shares so allotted and/or transferred under the Offer (including any reservation or green shoe option) shall be subject to the provisions of the memorandum of association and the articles of association of the Company and rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend, however, in case of any partly paid-up Equity Shares issued pursuant to the Offer, such partly paid up Equity Shares, shall, upon being fully paid-up, rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board either by itself or a committee constituted by the Board namely the FPO Committee, in consultation with the MB, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allocated or allotted or transferred, the number of Equity Shares to be allotted and transferred in each tranche, issue period, offer price, manner, amount, and schedule of calls, premium amount, Reservation, Discount (as allowed under Applicable Laws), listing on Stock Exchange (BSE Ltd.) as the Board or such sub-committee (FPO Committee) in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Offer, including appointment of the intermediaries, opening escrow account, monitoring agency, finalising the basis of allotment of the Equity Shares and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with MB, underwriters, escrow agents, legal advisors, sponsor bank, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares and utilization of the Offer proceeds, if applicable, and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and / or additions as regards the terms and conditions as it may, in its discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers



conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee (FPO Committee) thereof as the Board may constitute on its behalf.

RESOLVED FURTHER THAT subject to compliance with applicable laws and the memorandum of association and articles of association of the Company such Equity Shares as are not subscribed may be disposed of by the Board, in consultation with the MB to such persons and in such manner and on such terms as the Board in its discretion thinks most beneficial to the Company including offering or placing them with banks / financial institutions / investment institutions / mutual funds / bodies corporate / such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT in relation to the Offer, the Board either by itself or a sub-committee constituted by the Board (namely the FPO Committee) be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee (namely the FPO Committee) in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- a. To make applications to the Government of India, Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), or to any other statutory, regulatory or governmental authorities in connection with the Offer as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, as may be required;
- b. To finalise, approve and file the red herring prospectus and prospectus with the Registrar of Companies, Gujarat (the "ROC"), and submit the same to the SEBI (if required), BSE Limited ("BSE") (the "Stock Exchange") and other regulatory authorities and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Offer as finalised by the Company, and take all such actions in consultation with the merchant banker appointed for the Offer (the "MB") as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations / corrections / modifications as may be required by the SEBI, the ROC, the Stock Exchange or any other relevant governmental and statutory authorities or otherwise under applicable laws;
- c. To decide in consultation with the MB the final offer size, issue period, the timing, discount, reservations, pricing, allocation, finalization of basis of allotment and all the terms and conditions of the Offer, including the price band (including issue price for anchor investors), offer price, offer size and to accept any amendments, modifications, variations or alterations thereto;

- d. To appoint and enter into and terminate arrangements with the MB, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, registrars, escrow collection bankers to the Offer, refund bankers to the Offer, public offer account bankers to the Offer, sponsor banks, legal advisors, auditor, advisors, advertising agency, monitoring agency (if any) and any other agencies or persons or intermediaries to the Offer, including any successors or replacements thereof, and to negotiate and finalise and amend the terms of their appointment;
- e. To adopt and approve the relevant financial statements (if required and as applicable) to be issued in connection with the Offer;
- f. To authorise the maintenance of the register of holders of the Equity Shares;
- g. To negotiate, finalise and settle and to execute where applicable and deliver or arrange the delivery of the red herring prospectus and prospectus, MB mandate or fee / engagement letter, Offer agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow and sponsor bank agreement, agreements with the registrar and the advertising agency and all other documents, deeds, agreements and instruments and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Offer, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents or any amendments thereto as may be required or desirable in relation to the Offer;
- h. To open with the bankers to the Offer such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened in terms of the cash escrow and sponsor bank agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Offer, and to authorise one or more officers of the Company to execute all documents / deeds as may be necessary in this regard;
- i. To open and operate bank accounts, share / securities accounts, escrow or custodian accounts in India or abroad, in Rupees or any other currency, in accordance with the terms of any agreement entered into in this respect and subject to applicable laws;
- j. To seek, if required, the consent and / or waivers of the lenders to the Company and / or lenders to the (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, and any other consents and / or waivers that may be required in relation to the Offer; to submit undertakings / certificates or provide clarifications to the ROC, SEBI (if any) and the Stock Exchange;
- l. To authorise and approve the incurring of expenditure and payment of fees, commission, remuneration and expenses in connection with the Offer;
- m. To accept and appropriate the proceeds of the Offer in accordance with the applicable law;
- n. To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price / price band for the Offer (including anchor investors offer price), total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation / allotment of the Equity Shares to various categories of persons as disclosed in the red herring prospectus and the prospectus, in consultation with the MB and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- o. To decide, in consultation with the MB all other terms and conditions of the Offer, including any amendments thereto as permitted under applicable law;

- p. To issue allotment letters / confirmation of allotment notes, with such features and attributes as may be required, with power to authorise one or more officers of the Company to sign all or any of the afore stated documents;
- q. To decide and make calls on Equity Shares issued in the Offer including terms and conditions of the Offer, in accordance with the terms and conditions of the Memorandum of Association and Articles of Association of the Company and applicable law;
- r. To authorise and approve notices, advertisements in relation to the Offer in accordance with applicable law and in consultation with the relevant intermediaries appointed for the Offer;
- s. To do all such acts, deeds, matters and things and execute all such other documents, instructions etc., as deemed necessary or desirable for such purpose, including without limitation, finalise the basis of allocation and to allot / transfer the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;
- t. To withdraw the red herring prospectus and the Offer at any stage, if deemed necessary, in accordance with applicable laws and in consultation with the MB;
- u. To do all such deeds and acts as may be required to sign and / or modify, as the case may be, agreements and / or such other documents as may be required with BSE Ltd., Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the afore-said documents;
- v. To negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) as the case may be, in relation to the Offer;
- w. To make applications for listing of the Equity Shares on the Stock Exchange (BSE Ltd.) and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchange (BSE Ltd.);
- x. To give directions or instructions and take action in relation to handling and managing investor grievances in relation to the Offer pursuant to allotment in the Offer;
- y. To authorise any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorised person in his / her / their absolute discretion may deem necessary or desirable in connection with the issue, offer and allotment / transfer of the Equity Shares;
- z. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;
- aa. To take all other actions as may be necessary in connection with the Offer; and
- bb. To negotiate, finalise, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the board may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the board shall be conclusive evidence of the authority of the board in so doing.

RESOLVED FURTHER THAT the Board or FPO Committee be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any one or more Director(s) or Company Secretary or CFO or any Officer(s) of the Company to give effect to the aforesaid resolution.



RESOLVED FURTHER THAT all actions taken by the Board or FPO committee (if any constituted) duly constituted for this purpose 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.

**By Order of the Board of Directors
GOBLIN INDIA LIMITED**

**SD/-
MANOJKUMAR CHOUKHANY
MANAGING DIRECTOR
DIN: 02313049**

**Place: Ahmedabad
Date: 10/05/2024**

**Registered Office:
Camex House 1st Floor, Commerce Road,
Navrangpura, Ahmedabad-380009, Gujarat.**

NOTES:

- 1) An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed resolutions is annexed hereto. The approval of the members of the Company is being sought through the remote e-voting facility only.
- 2) Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at www.goblinindia.com The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com
- 3) Further, in continuation to the Ministry of Corporate Affairs General Circular No. 14 /2020 dated 08.04.2020, General Circular No. 03/ 2022 dated 05.05.2022 and General Circular No. 11/ 2022 dated 28.12.2022 and after due examination, it has also been decided to allow companies to conduct their EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to 30th September, 2024. All other requirements provided in the said Circulars shall remain unchanged. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
- 4) However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 5) 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.
- 6) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
- 8) EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 3) Further, in continuation to the Ministry of Corporate Affairs General Circular No. 14 /2020 dated 08.04.2020, General Circular No. 03/ 2022 dated 05.05.2022 and General Circular No. 11/ 2022 dated 28.12.2022 and after due examination, it has also been

decided to allow companies to conduct their EGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) or transact items through postal ballot in accordance with framework provided in the aforesaid Circulars up to 30th September, 2024. All other requirements provided in the said Circulars shall remain unchanged (collectively referred to as 'MCA Circulars').

- 9) In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday 5th June, 2024 at 09:00 a.m. and ends on Friday 7th June, 2024 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Saturday 1st June, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the

	<p>remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000</p>

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@goblinindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@goblinindia.com . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **Seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@goblinindia.com . These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. FOR PHYSICAL SHAREHOLDERS- please provide necessary details like 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/RTA email id**.

2. FOR DEMAT SHAREHOLDERS -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. FOR INDIVIDUAL DEMAT SHAREHOLDERS – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to

Mr. Rakesh Dalvi, Sr. Manager,
Central Depository Services (India) Limited (CDSL),
A Wing, 25th Floor, Marathon Futurex,
Mafatlal Mill Compound, N M Joshi Marg,
Lower Parel (East), Mumbai - 400013

OR

send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

CONTACT DETAILS	
COMPANY	GOBLIN INDIA LIMITED Camex House, 1 st Floor, Commerce Road, Navrangpura, Ahmedabad-380009, Gujarat 079-26465080 info@goblinindia.com
REGISTRAR AND TRANSFER AGENT	BIGSHARE SERVICES PRIVATE LIMITED 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059. 022- 62638200
E-VOTING AGENCY	CENTRAL DEPOSITORY SERVICES [INDIA] LIMITED E-mail: - helpdesk.evoting@cdslindia.com
SCRUTINIZER	Mukesh J. & Associates, Company Secretaries 503, Suyojan Complex, Swastik Cross Road, Navranpura, Ahmedabad - 380009, Gujarat Email: mjassociates.pcs@gmail.com

OTHER INSTRUCTIONS:

a) The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson or any Whole-time Director or Company Secretary authorized by the Board in this regard, who shall counter sign the same.

b) The Results declared along with the Scrutinizer's Report shall be hosted on the Company's website as well as on the website of CDSL after the same is declared by the Chairperson or a person authorized by him/her shall declare the results of the voting forthwith. The Results shall also be simultaneously communicated to the BSE Limited.

**By Order of the Board of Directors
GOBLIN INDIA LIMITED**

Place: Ahmedabad
Date: 10/05/2024

SD/-
MANOJKUMAR CHOUKHANY
MANAGING DIRECTOR
DIN: 02313049

Registered Office:
Camex House 1st Floor, Commerce Road,
Navrangpura, Ahmedabad-380009, Gujarat.

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

As required under section 102 of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item Nos. 1 to 3:

ITEM NO. 01: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

At present the Authorized Share Capital of the Company is Rs. 14,20,00,000/- (Rupees Fourteen Crores Twenty Lakh Only) divided into 1,42,00,000 (One Crore Forty-Two Lakh) equity shares of Rs. 10/- each out of which the paid-up share capital of the Company is Rs. 13,81,88,760/- (Rupees Thirteen Crore Eighty-One Lakh Eighty-Eight Thousand Seventy Hundred Sixty Only) divided into 1,38,18,876 (One Crore Thirty-Eight Lakh Eighteen Thousand Eight Hundred Seventy-Six) equity shares of Rs. 10/- each. The Company proposes to increase its authorized share capital to Rs. 24,50,00,000 /- (Rupees Twenty-Four Crores Fifty Lakh Only) consisting of 2,45,00,000 (Two Crore Forty-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to facilitate fund raising in future via further issue of equity shares of the company.

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

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

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

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

ITEM NO. 2: ISSUE OF CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO NON-PROMOTERS

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

i) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 10th May, 2024, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants upto 6,00,000 (Six Lakh) Convertible Equity Warrants ("Warrants") at a price of Rs. 68/- (Rupees Sixty-Eight Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto Rs. 4,10,00,000/- (Rupees Four Crore Ten Lakh Only) to non-promoter, for cash, on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered

The Board of Directors had approved the proposal of making preferential allotment of upto 6,00,000 (Six Lakh) Convertible Equity Warrants to non-promoter at a price of 68/- (Rupees Sixty-Eight Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto Rs. 4,10,00,000/- (Rupees Four Crore Ten Lakh Only).

The above said price is arrived at in accordance with the Chapter V of ICDR Regulations ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid-up Equity Shares of the Company of Rs. 68/- (Rupees Sixty-Eight) each.

iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company needs to raise additional funds to manage the manufacturing and business expansion and meet out working capital requirements and to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto Rs. 4,10,00,000/- (Rupees Four Crore Ten Lakh Only) through issue of Convertible Equity Warrants on preferential basis.

The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of meeting working capital requirements, capital expenditures and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

iv) Relevant Date

The Relevant date as per the ICDR Regulations for the determination of the price for the issue of Convertible Warrants is 9th May, 2024, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 8th June, 2024), to approve the proposed preferential issue.

v) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

Except Mr. Yatin Hashmukhlal Doshi, Director of the company; none of the other Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

vi) Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Category	(*) Pre issue Shareholding Structure		(#) Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				

1	Indian				
	Individual	54,73,616	39.61	54,73,616	37.96
	Body corporates	-	-	-	-
	Sub- Total	54,73,616	39.61	54,73,616	37.96
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	54,73,616	39.61	54,73,616	37.96
B	Non-Promoter's Holding				
	Institutions	-	-	-	-
	Banks	-	-	-	-
	Other Financial Institutions	-	-	-	-
	Non- Institutional	-	-	-	
	Body corporates	1,30,2000	9.42	1,30,2000	9.03
	Individuals	50,84,319	36.79	56,84,319	39.42
	Others (Including HUF)	12,60,941	9.12	12,60,941	8.75
	Foreign Companies	6,98,000	5.05	6,98,000	4.84
C	Non - Promoter - Non Public	-	-	-	-
	Sub-total (B)	83,45,260	60.39	89,45,260	62.04
	GRAND TOTAL	1,38,18,876	100.00	1,44,18,876	100.00

(*) The pre-issue share holding pattern is as per the share holding pattern as on 31st March, 2024.

(#) The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

vii) Time frame within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of equity Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

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

SR. NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL	NO. OF WARRANTS TO BE ALLOTTED

		OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	
1	Yatin Hasmukhlal Doshi	Not Applicable	Upto 3,00,000
2	Dhavni Doshi		Upto 1,50,000
3	Dhruvi Doshi		Upto 1,50,000

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

Particulars	Pre-Preferential Allotment shareholding		No. of warrants To be allotted	# Post issue Equity Holding after exercise of Warrants (assuming full Conversion of Warrants)	
	Name	No.	%	No.	No.
Yatin Hasmukhlal Doshi	NIL		3,00,000	3,00,000	2.08
Dhavni Doshi			1,50,000	1,50,000	1.04
Dhruvi Doshi			1,50,000	1,50,000	1.04

(Note: #) The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. The pre-issue shareholding pattern is as on 9th May, 2024.)

x) Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

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

SR NO.	NAME OF PROPOSED INVESTORS	CATEGORY	MAXIMUM NUMBER OF WARRANTS TO BE OFFERED (NO.)
1	Yatin Hasmukhlal Doshi	Non-promoter	Upto 3,00,000
2	Dhavni Doshi	Non-promoter	Upto 1,50,000
3	Dhruvi Doshi	Non-promoter	Upto 1,50,000

xii) Basis on which the price has been arrived at and justification for the price (including premium, if any)

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

In terms of the provisions of Regulation 164 of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a. The 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;
- b. The 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

Report of the registered Valuer MR. SAGAR SHAH having Reg. No. IBBI/RV/06/2020/13744 is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

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

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum issue price for the Preferential Issue is Rs. 66.86/- per Equity Share. The Warrant Issue price to be allotted on preferential basis is Rs. 68/- each to the proposed Allottees, which is higher than the minimum price.

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

Upon the issuance and allotment of the equity Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

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

During the financial year 2024-25, the Company has not allotted any securities on preferential basis.

xv) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

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

xvi) Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the equity Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

xvii) Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

xviii) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

As on the date of the Notice, none of the Proposed Allottees are holding any shares in the Company. Further, Mr. Yatin Hasmukhlal Doshi, is a director of the company and none of the other allottees are related to KMP or Promoters of the Company.

Upon the issuance and allotment of the Warrants, all the Allottees will be categorized as a public shareholder of the Company.

xix) Practicing Company Secretary Certificate

A certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: www.goblinindia.com

XX) Other disclosures/undertaking

- i) None of the Company, its directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- ii) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii) The Company does not have any outstanding dues to SEBI, Stock Exchange (BSE Ltd.) or the depositories;
- iv) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange (BSE Ltd.) where its equity shares are listed;
- v) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- vi) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii) The Company is in compliance with the conditions for continuous listing.
- viii) The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- x) The Company has complied with the applicable provisions of the Companies Act, 2013 and provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further



shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

Except, Mr. Yatin Hasmukhlal Doshi, being Director of the company; none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution. The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned to be approved by Special Resolution of the Members.

ITEM NO. 3: APPROVAL OF FURTHER PUBLIC OFFERING OF EQUITY SHARES OF THE COMPANY

Subject to receipt of regulatory approvals and other approvals to the extent necessary, the Company proposes to undertake a further public offer of its equity shares of face value of Rs. 10/- each of the Company (the "Equity Shares") by way of a fresh issue of Equity Shares (the "Offer") and listing of the Equity Shares on BSE Limited in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Companies Act, 2013, and the rules made thereunder, as amended.

The Company intends to undertake the Offer and list its Equity Shares at an opportune time in consultation the Merchant Banker appointed for the Offer (the "MB") and other advisors to be appointed for the Offer and subject to applicable regulatory and other approvals, to the extent necessary.

The Company proposes to create, offer, issue and allot in the Offer such number of Equity Shares, for cash either at par or premium, partly or fully paid, such that the amount being raised pursuant to the Offer aggregates up to Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) on such terms and at such price and at such time as may be considered appropriate by the board of directors of the Company (**the "Board"**), or a duly authorised committee thereof (**The FPO Committee**), to the various categories of permitted investors, who may or may not be the shareholder(s) of the Company, in the further public offer by way of book building/fixed price method under the SEBI Regulations. The Equity Shares, if any, allotted pursuant to the Offer shall rank in all respects pari passu with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for purpose and objects, as may be decided by the Board (including the FPO committee thereof) at a later date, including, among others, capital expenditure, business expansion, repayment / pre-payment of borrowings, strategic acquisitions and working capital and general corporate purpose.

The Company, in accordance with applicable laws, may consider to make available for allocation a portion of the Offer or to provide a discount to the offer price to any category(ies) of persons permitted under applicable laws.

Further, the Company shall be entitled to take all decisions in relation to the Offer in accordance with applicable laws. The Company reserves the right, at its sole discretion, to modify or vary the terms and conditions of the participation of such shareholder(s) in the offer for sale, including where any relevant approvals are not obtained in a timely manner or at all. The Equity Shares to be issued pursuant to the Offer are proposed to be listed on BSE Limited (the "Stock Exchange").



In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is sought through a special resolution.

Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolution in Item No. 3 of the Notice for your approval as a special resolution.

**By Order of the Board of Directors
GOBLIN INDIA LIMITED**

**SD/-
MANOJKUMAR CHOUKHANY
MANAGING DIRECTOR
DIN: 02313049**

**Place: Ahmedabad
Date: 10/05/2024**

**Registered Office:
Camex House 1st Floor, Commerce Road,
Navrangpura, Ahmedabad-380009, Gujarat.**