

January 04, 2025

To,

**Department of Corporate Relations
BSE Limited**

P. J. Towers, Dalal Street
Mumbai-400 001

Our Values



Innovation

Scrip Code: 541358

Subject: Submission of Notice of Extra Ordinary General Meeting of the Company



Trust

Dear Sir,



Growth

We are pleased to inform you that Extra Ordinary General Meeting (“EGM”) for FY 2024-25, of Unifinz Capital India Limited (“the Company”) is scheduled to be held on Wednesday, January 29, 2025 at 03:00 P.M(IST) through video conference / other audio-visual means (“VC”) at the registered office of the Company at Chawla House, 3rd Floor, 19, Nehru Place-110019.



Integrity

The Notice of EGM along with the explanatory statement as required under the law is attached herewith and the same is also available on the Company’s website <https://www.unifinz.in>

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means (“e-voting”).

We request you to kindly take the above information on record

Thanking You,

Yours Faithfully

For **UNIFINZ CAPITAL INDIA LIMITED**

RITU TOMAR

Digitally signed by RITU
TOMAR
Date: 2025.01.04 11:41:50
+05'30'

Ritu Tomar
Company Secretary & Compliance Officer

Unifinz Capital India Limited
Formerly Shree Worstex Limited

NOTICE

NOTICE is hereby given that the Extra- Ordinary General Meeting (“EGM”) of the Members of Unifinz Capital India Limited (formerly known as Shree Worstex Limited) (hereafter referred to as “UCIL” or “the Company”) will be held at 3.00 p.m. on Wednesday, January 29, 2025, through video conference / other audio-visual means (“VC”) to transact the following special business:

Item No. 1:

Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of 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 the provisions of Section 61(1)(a), 64 and all 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) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹8,50,00,000/- (Rupees Eight Crore Fifty Lakh Only) divided into 85,00,000 (Eighty Five Lakh) equity shares of ₹10/- (Rupees Ten only) each to **₹25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of face value ₹10.00/- each by the creation of additional 1,65,00,000 (One Crore Sixty Five Lakh) equity shares of ₹10/- (Rupees Ten only) each.**”

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

V. The Authorized Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty Five Crore Only) consisting of 2,50,00,000 (Two Crore Fifty Lakh) equity shares of ₹10.00/- (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board /Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to 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.”

Our Values



Item No. 2:

Issue of equity shares to the proposed allottees on a Preferential Basis through private placement offer letter

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

“RESOLVED THAT pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in 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, as amended (the **“SEBI Listing Regulations”**) the listing agreements entered into by the Company with the BSE Limited (**“BSE”**) (**“Stock Exchange”**) on which the Equity Shares of the Company having face value of ₹10/- (Ten) each (**“Equity Shares”**) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**) and/or any other competent authorities, (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(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 any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 9,51,640 (Nine Lakh Fifty One Thousand Six Hundred Forty) equity shares having face value of ₹10/- (Rupees Ten Only) each fully paid-up (**“Equity Shares”**) for cash, at an issue price of ₹420.50/- (Rupees Four Hundred Twenty and Fifty Paise Only) per share, aggregating up to ₹40,01,64,620/- (Rupees Forty Crore One Lakh Sixty Four Thousand Six Hundred Twenty Only) (**“Total Issue Size”**) each including a premium of ₹410.50/- (Rupees Four Hundred Ten and Fifty Paise Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis (**“Preferential Issue”**) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person belonging to the Non- Promoter category in the manner as follows:

Sr. No.	Name	Promoter/ Non-Promoter	No. of equity shares proposed to be issued
1.	Yourtemplatebox Web Services Private Limited	Non- Promoter	1,00,000
2.	Atika Goyal	Non- Promoter	1,00,000
3.	Kapil Garg	Non- Promoter	71,340
4.	Priyanka Gupta	Non- Promoter	28,540
5.	Chinkey Verma	Non- Promoter	23,780
6.	Anil Arora	Non- Promoter	23,780
7.	Satish Kumar Asthana	Non- Promoter	23,780
8.	Harneet Singh Oberai	Non- Promoter	23,780
9.	Manan Goel	Non- Promoter	23,780
10.	Abhinav Aggarwal	Non- Promoter	23,780
11.	Ruuchi Agarwala	Non- Promoter	23,780
12.	Alok Jain	Non- Promoter	23,780
13.	Anant Udyog LLP	Non- Promoter	23,780
14.	Sukh Anmol Singh	Non- Promoter	17,840
15.	Jasmeet Banga	Non- Promoter	17,840
16.	Reena Agarwal	Non- Promoter	15,460
17.	Pawan Jindal	Non- Promoter	11,890
18.	Uttam Padia	Non- Promoter	11,890
19.	Gulshan Kumar	Non- Promoter	11,890
20.	Bhanwar Lal Borana	Non- Promoter	11,890
21.	Salasar Investment Advisors	Non- Promoter	11,890
22.	EPS Fin-Vest Private Limited	Non- Promoter	11,890
23.	Rachna Goyal	Non- Promoter	9,510
24.	Krishna Kumar (HUF)	Non- Promoter	8,320
25.	Tusar Agarwal	Non- Promoter	7,130
26.	Mayank Pachuari	Non- Promoter	7,130
27.	Nishant Aggarwal	Non- Promoter	7,130
28.	Tushar Aggarwal	Non- Promoter	7,130
29.	Tanya Goel	Non- Promoter	7,130
30.	Uma Shanker Goel	Non- Promoter	7,130
31.	Shyam Ji Gupta	Non- Promoter	7,130
32.	Ram Kumar Gupta	Non- Promoter	5,950
33.	Ram Kumar Gupta (HUF)	Non- Promoter	5,950
34.	Sanyam Goel	Non- Promoter	5,950
35.	Samit Jain	Non- Promoter	5,950
36.	Sanjay Jain	Non- Promoter	5,950
37.	Vinita Garg	Non- Promoter	5,950
38.	Neena Pansari	Non- Promoter	5,950
39.	Sushil Kumar Bhageria	Non- Promoter	5,950
40.	Mukesh Kumar Jain	Non- Promoter	5,950



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41.	Riya Tyagi	Non- Promoter	5,950
42.	Kusum	Non- Promoter	5,950
43.	Anil Charak	Non- Promoter	5,950
44.	Raghav Gupta	Non- Promoter	5,950
45.	Puneeta Jindal	Non- Promoter	5,950
46.	Sudhir Gupta	Non- Promoter	5,950
47.	Dharminder Garg	Non- Promoter	5,950
48.	Ankita Devi	Non- Promoter	5,950
49.	Prateek Jain	Non- Promoter	5,950
50.	Punit Bhatia	Non- Promoter	5,950
51.	Vishal Bhatia	Non- Promoter	5,950
52.	Vishal Goyal	Non- Promoter	5,950
53.	Simran Tondon	Non- Promoter	5,950
54.	Rajiv Bhatia	Non- Promoter	5,950
55.	Onkar Aggarwal	Non- Promoter	5,950
56.	Shweta Aggarwal	Non- Promoter	5,950
57.	Arjun Tayal	Non- Promoter	5,950
58.	Monish Dev Singh	Non- Promoter	4,760
59.	Sonal Ujlayan	Non- Promoter	4,760
60.	Abhay Jain	Non- Promoter	4,760
61.	Amit Goel	Non- Promoter	4,760
62.	Mahesh Agarwal (HUF)	Non- Promoter	4,760
63.	Kunal Gupta	Non- Promoter	4,760
64.	Pankhuri Garg	Non- Promoter	4,760
65.	Naresh Kumar	Non- Promoter	4,760
66.	Ankur Garg	Non- Promoter	4,760
67.	Sanjay Gupta (HUF)	Non- Promoter	4,760
68.	Shubham Agarwal	Non- Promoter	4,760
69.	Daks India Industries Private Limited	Non- Promoter	4,760
70.	Jinal Bhayani	Non- Promoter	3,570
71.	Gaurav Pant (HUF)	Non- Promoter	3,570
72.	Ankit Bansal (HUF)	Non- Promoter	2,380
73.	Veena Verma	Non- Promoter	2,380
74.	Prerna Bansal	Non- Promoter	2,380
75.	Pankaj Bhatia	Non- Promoter	2,380
76.	Himanshu Goel	Non- Promoter	2,380
77.	Karan Jindal	Non- Promoter	2,380
78.	Anshika Goel	Non- Promoter	2,380
79.	Shashi Gupta	Non- Promoter	2,380
80.	Geeta Gupta	Non- Promoter	2,380
81.	Rahul Sharma	Non- Promoter	2,380
82.	Ashish Jain	Non- Promoter	2,380
83.	Sidharth Jain HUF	Non- Promoter	2,380

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the ‘**Relevant Date**’ for determination of the issue price of Equity Shares, shall be, Monday, December 30, 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares 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 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, 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 any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the

issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 3:

Increase in the Borrowing Limits of the Company in terms of Section 180(1)(c) of the Act

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company’s Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the total borrowing shall not exceed ₹100,00,00,000/- (Rupees One Hundred Crore Only) excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board /Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to 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.”

By order of the Board
For Unifinz Capital India Limited

Place: New Delhi
Date: 01.01.2025

Sd/-
Ritu Tomar
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts on special business under Sl. No. 1, 2 and 3 are annexed hereto.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021,21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020,13th January 2021, 8th December 2021,14th December 2021 and 05th May,2022, respectively, (“MCA Circulars”) allowing, inter-alia, conduct of EGMs through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”) facility on or before 31st December,2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Since the EGM is being conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members, route map 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.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited’s (‘NSDL’) e-Voting website at www.evoting.nsdl.com.
5. 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 Act.
6. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the Meeting.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode (i.e., through e-mail) to those Members whose email addresses are registered with the Company/RTA/ Depositories. Members may note that the EGM Notice will also be available on the Company’s website at <https://www.unifinz.in/investor.php>, relevant section of the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com , and on the website of NSDL at www.evoting.nsdl.com.
8. The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which the Directors are interested, shall be available for inspection by the Members of the Company, without payment of fees up to and including the date of EGM. Members desirous of inspecting the same may send their requests at cs@lendingplate.com from their registered e-mail addresses mentioning their names and folio numbers / DP ID and Client ID.

General instructions for accessing and participating in the EGM through VC/OAVM Facility and voting through electronic means including remote E-Voting:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated

May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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.

3. The Members can join the EGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4. 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.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. 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.

3. 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.

4. 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.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at lendingplate.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, January 26, 2025 at 09: 00 A.M. and ends on Tuesday, January 28, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, January 22, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, January 22, 2025.

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

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="687 322 1449 853">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="687 891 1449 1039">2. If you are 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 <li data-bbox="687 1077 1449 1648">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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="687 1686 1449 1794">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

	EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@lendingplate.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@lendingplate.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@lendingplate.com. The same will be replied by the company suitably.
6. The speaker shareholder are required to register themselves with the company by writing e-mail to the company secretary at cs@lendingplate.com. on or before 22nd January, 2025. The speaker shareholder should note that the questions at the Extra Ordinary General Meeting are limit to two questions only due to continuing the further proceeding of the EGM. For any further questions/queries the shareholder can write to the company at cs@lendingplate.com.

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 1, 2 and 3 of the accompanying Notice dated Wednesday, January 01, 2025:

Item no. 1

To meet the requirements of growing business, the Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. Presently, the Authorized Share Capital of the Company is ₹8,50,00,000/- (Rupees Eight Crore Fifty Lakhs Only) consisting of 85,00,000 (Eighty Five Lakh) equity shares of face value ₹10.00/- each, it is proposed to increase the Authorized Share Capital to ₹25,00,00,000/- (Rupees Twenty Five Crore Only) consisting of 2,50,00,000 (Two Crore Fifty Lakh) equity shares of face value ₹10.00/- each by the creation of additional 1,65,00,000 (One Crore Sixty Five Lakh) equity shares of ₹10.00/- (Rupees Ten Only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members’ approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.1 of this Notice.

Item no. 2:

The Company has come up with most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise funds through Preferential Offer for up to ₹40,01,64,620/- (Rupees Forty Crore One Lakh Sixty Four Thousand Six Hundred Twenty Only) through issue of equity shares on preferential basis. The Board approved the matter in Meeting held on Wednesday, January 01, 2025. The Company needs to raise additional funds to meet the working capital requirement, business expansion, and other general corporate purposes of the Company.

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be

necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

a) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors of the Company, in its meeting held on Wednesday, January 01, 2025 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 9,51,640 (Nine Lakh Fifty One Thousand Six Hundred Forty) equity shares having face value of ₹10/- (Rupees Ten Only) per Equity Share, at a price of ₹420.50/- (Rupees Four Hundred Twenty and Fifty Paise Only) per equity share including a premium of ₹410.50/- (Rupees Four Hundred Ten and Fifty Paise Only) per Equity Share, aggregating up to ₹40,01,64,620/- (Rupees Forty Crore One Lakh Sixty Four Thousand Six Hundred Twenty Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 2.

b) Kinds of securities offered and the price at which security is being offered, and the total maximum number of securities to be issued

The Board of Directors in its meeting held on Wednesday, January 01, 2025 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to 9,51,640 (Nine Lakh Fifty One Thousand Six Hundred Forty) Equity Shares of the face value of ₹10/- (Rupees Ten Only) each (“the Equity Shares”) at a price of ₹420.50/- (Rupees Four Hundred Twenty and Fifty Paise Only) per equity share including a premium of ₹410.50/- (Rupees Four Hundred Ten and Fifty Paise Only) per Equity Share, aggregating up to ₹40,01,64,620/- (Rupees Forty Crore One Lakh Sixty Four Thousand Six Hundred Twenty Only) (being not less than the price calculated in terms of ICDR Regulations) to Non-Promoter Investors on a preferential basis.

c) Purpose/Object of the preferential issue

The Company needs to raise additional funds to meet the working capital requirement, business expansion and other general corporate purposes of the Company. 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 up to ₹40,01,64,620/- (Rupees Forty Crore One Lakh Sixty Four Thousand Six Hundred Twenty Only) through issue of equity shares on preferential basis to the person/Entity belong to non-promoter group of Company. The Company shall utilize the proceeds from the preferential issue of equity shares to meet the working capital requirement, business expansion and other general corporate purposes of the Company which shall enhance the business of the Company.

d) Maximum number of securities to be issued and price at which securities being offered

It is proposed to issue and allot in aggregate up to 9,51,640 (Nine Lakh Fifty One Thousand Six Hundred Forty) fully paid-up equity shares having face value of ₹10/- (Rupees Ten Only) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹420.31/- (Rupees Four Hundred Twenty and Thirty One Paise Only).

e) Basis on which the price has been arrived at along with report of the registered valuer:

The Equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. Further, in terms of Regulation 166A of SEBI (ICDR) Regulations, the said preferential issue, will not result in allotment of more than five per cent of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, hence valuation report from an independent registered valuer for determining the price is not applicable.

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity shares to be issued shall be a price, being higher of the following:

- a) The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹391.26/- (Rupees Three Hundred Ninety One and Twenty Six Paise only) per Equity Shares; or
- b) The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹420.31/- (Rupees Four Hundred Twenty and Thirty One Paise Only) per Equity Shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹420.31/- per Equity Share. The Board has fixed the issue price as ₹420.50/- per equity share and the said issue price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

f) Relevant Date

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, December 30, 2024, being the date 30 (Thirty) days prior to the meeting of members of the Company to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

g) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity shares to be issued	Post- Issue Shareholding#	
				No. of Shares	% of holding *		No. of Shares	% of holding* *
1.	Yourtemplatebox Web Services Private Limited	Non-Promoter	Vaasu Bansal	-	0.00%	1,00,000	1,00,000	1.08%
2.	Atika Goyal	Non-Promoter	Not Applicable	7,07,050	10.81%	1,00,000	8,07,050	8.70%
3.	Kapil Garg	Non-Promoter	Not Applicable	-	0.00%	71,340	71,340	0.77%
4.	Priyanka Gupta	Non-Promoter	Not Applicable	-	0.00%	28,540	28,540	0.31%
5.	Chinkey Verma	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
6.	Anil Arora	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
7.	Satish Kumar Asthana	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
8.	Harneet Singh Oberai	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
9.	Manan Goel	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
10.	Abhinav Aggarwal	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
11.	Ruuchi Agarwala	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
12.	Alok Jain	Non-Promoter	Not Applicable	-	0.00%	23,780	23,780	0.26%
13.	Anant Udyog LLP	Non-Promoter	Biswanath Choudhary, Dilip Kumar Choudhary, Bimal Kumar Choudhary and Gobind Ram Choudhary	-	0.00%	23,780	23,780	0.26%
14.	Sukh Anmol Singh	Non-Promoter	Not Applicable	-	0.00%	17,840	17,840	0.19%
15.	Jasmeet Banga	Non-Promoter	Not Applicable	-	0.00%	17,840	17,840	0.19%
16.	Reena Agarwal	Non-Promoter	Not Applicable	-	0.00%	15,460	15,460	0.17%
17.	Pawan Jindal	Non-	Not	-	0.00%	11,890	11,890	0.13%

		Promoter	Applicable					
18.	Uttam Padia	Non-Promoter	Not Applicable	-	0.00%	11,890	11,890	0.13%
19.	Gulshan Kumar	Non-Promoter	Not Applicable	-	0.00%	11,890	11,890	0.13%
20.	Bhanwar Lal Borana	Non-Promoter	Not Applicable	-	0.00%	11,890	11,890	0.13%
21.	Salasar Investment Advisors	Non-Promoter	Nitesh, Bansal, Seema Bansal, Nitansha Bansal and Sunita Bansal		0.00%	11,890	11,890	0.13%
22.	EPS Fin-Vest Private Limited	Non-Promoter	Madhu Sudan Goyal and Anjana Goyal	-	0.00%	11,890	11,890	0.13%
23.	Rachna Goyal	Non-Promoter	Not Applicable	-	0.00%	9,510	9,510	0.10%
24.	Krishna Kumar (HUF)	Non-Promoter	Krishna Kumar	-	0.00%	8,320	8,320	0.09%
25.	Tusar Agarwal	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
26.	Mayank Pachuari	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
27.	Nishant Aggarwal	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
28.	Tushar Aggarwal	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
29.	Tanya Goel	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
30.	Uma Shanker Goel	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
31.	Shyam Ji Gupta	Non-Promoter	Not Applicable	-	0.00%	7,130	7,130	0.08%
32.	Ram Kumar Gupta	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
33.	Ram Kumar Gupta (HUF)	Non-Promoter	Ram Kumar Gupta	-	0.00%	5,950	5,950	0.06%
34.	Sanyam Goel	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
35.	Samit Jain	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
36.	Sanjay Jain	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
37.	Vinita Garg	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
38.	Neena Pansari	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
39.	Sushil Kumar	Non-	Not	-	0.00%	5,950	5,950	0.06%

	Bhageria	Promoter	Applicable					
40.	Mukesh Kumar Jain	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
41.	Riya Tyagi	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
42.	Kusum	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
43.	Anil Charak	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
44.	Raghav Gupta	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
45.	Puneeta Jindal	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
46.	Sudhir Gupta	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
47.	Dharminder Garg	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
48.	Ankita Devi	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
49.	Prateek Jain	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
50.	Punit Bhatia	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
51.	Vishal Bhatia	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
52.	Vishal Goyal	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
53.	Simran Tondon	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
54.	Rajiv Bhatia	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
55.	Onkar Aggarwal	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
56.	Shweta Aggarwal	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
57.	Arjun Tayal	Non-Promoter	Not Applicable	-	0.00%	5,950	5,950	0.06%
58.	Monish Dev Singh	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
59.	Sonal Ujlayan	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
60.	Abhay Jain	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
61.	Amit Goel	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
62.	Mahesh Agarwal (HUF)	Non-Promoter	Mahesh Agarwal	-	0.00%	4,760	4,760	0.05%
63.	Kunal Gupta	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
64.	Pankhuri Garg	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%

65.	Naresh Kumar	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
66.	Ankur Garg	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
67.	Sanjay Gupta (HUF)	Non-Promoter	Sanjay Gupta	-	0.00%	4,760	4,760	0.05%
68.	Shubham Agarwal	Non-Promoter	Not Applicable	-	0.00%	4,760	4,760	0.05%
69.	Daks India Industries Private Limited	Non-Promoter	Daya Nand Khurana and Kamlesh Khurana	-	0.00%	4,760	4,760	0.05%
70.	Jinal Bhayani	Non-Promoter	Not Applicable	-	0.00%	3,570	3,570	0.04%
71.	Gaurav Pant (HUF)	Non-Promoter	Gaurav Pant	-	0.00%	3,570	3,570	0.04%
72.	Ankit Bansal (HUF)	Non-Promoter	Ankit Bansal	-	0.00%	2,380	2,380	0.03%
73.	Veena Verma	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
74.	Purna Bansal	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
75.	Pankaj Bhatia	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
76.	Himanshu Goel	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
77.	Karan Jindal	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
78.	Anshika Goel	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
79.	Shashi Gupta	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
80.	Geeta Gupta	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
81.	Rahul Sharma	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
82.	Ashish Jain	Non-Promoter	Not Applicable	-	0.00%	2,380	2,380	0.03%
83.	Sidharth Jain HUF	Non-Promoter	Sidharth Jain	-	0.00%	2,380	2,380	0.03%

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹6,53,90,000 (Six Crore Fifty-Three Lakh Ninety Thousand only) divided into 65,39,000 (Sixty-Five Lakh Thirty-Nine Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each.*

***These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹9,27,36,400 (Rupees Nine Crore Twenty-Seven Lakh Thirty-Six Thousand Four Hundred Only) divided into 92,73,640 (Ninety-Two Lakh Seventy-Three Thousand Six Hundred Forty) Equity Shares of ₹10/- (Rupees Ten Only) each.*

#This holding has been mentioned taking into consideration 17,83,000 unexercised warrants (out of total 50,00,000 warrants allotted in previous preferential issue) and 9,51,640 equity shares to be allotted in the current preferential issue.

Note: The post holding may vary depending upon any other corporate action in between.

i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer.

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares 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.

j) Time frame within which the Preferential Issue shall be completed.

As required under the SEBI ICDR Regulations, the preferential issue/allotment of equity shares 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.

k) Shareholding pattern pre and post preferential issue would be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Post Issue Shareholding#	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares*
A	Promoter & Promoter Group Shareholding				
A1	Indian Promoter	22,11,900	33.83%	22,11,900	23.85%
A2	Foreign Promoter	-	-	-	-
	Sub Total (A)	22,11,900	33.83%	22,11,900	23.85%
B	Public Shareholding				
B1	Institutions	0	0.00%	0	0.00%
B2	Institutions (Domestic)				
	Mutual Funds	0	0.00%	0	0.00%
B3	Institutions (Foreign)	0	0.00%	0	0.000.00 %
B4	Central Government/ State Government(s)/ President of India	0	0.00%	0	0.00%
B5	Non-Institutions				
	Key Managerial Personnel	50,000	0.76%	50,000	0.54 %
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	2,37,189	3.63%	6,14,269	6.62%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	31,54,640	48.24%	38,27,760	41.28%
	Non-Resident Indians (NRIs)	1	0.00%	1	0.00%

	Foreign Companies	0	0.00%	10,00,000	10.78%
	Bodies Corporate	8,67,544	13.27%	15,07,974	16.26%
	Any Other (specify)	17,726	0.27%	61,736	0.67%
	Sub Total B= B1+B2+B3+B4+B5	43,27,100	66.17%	70,61,740	76.15%
	Total Shareholding (A+B)	65,39,000	100.00%	92,73,640	100.00%

**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹9,27,36,400 (Rupees Nine Crore Twenty-Seven Lakh Thirty-Six Thousand Four Hundred Only) divided into 92,73,640 (Ninety-Two Lakh Seventy-Three Thousand Six Hundred Forty) Equity Shares of ₹10/- (Rupees Ten Only) each.*

#This holding has been mentioned taking into consideration 17,83,000 unexercised warrants (out of total 50,00,000 warrants allotted in previous preferential issue) and 9,51,640 equity shares to be allotted in the current preferential issue.

l) Change in Control, if any, in the Company consequent to the preferential issue

There will not be any change in the composition of the Board, the existing Promoters and Promoter Groups of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, the Company has made two preferential allotments:

- a. Preferential allotment of 50,00,000 convertible warrants at an issue price of ₹56.20/- (Rupees Fifty-Six and Twenty Paise Only) to Non-Promoter category. The details of person to whom allotment have already been made during the year is mentioned as follows:

Sr. No.	Name of Allottee	Category (Promoter/ Non - Promoter)	Number of warrants allotted	Issue Price
1.	Atika Goyal	Non-Promoter	7,07,000	₹56.20/- each
2.	Pammi Singh	Non-Promoter	65,000	₹56.20/- each
3.	Vikram Gupta	Non-Promoter	65,000	₹56.20/- each
4.	Sarita Gupta	Non-Promoter	65,000	₹56.20/- each
5.	Shubh Charn Bansal	Non-Promoter	65,000	₹56.20/- each
6.	Paaven Bansal	Non-Promoter	17,83,000	₹56.20/- each
7.	Kotia Enterprises Limited	Non-Promoter	5,00,000	₹56.20/- each
8.	Ayaan Finserve India Private Limited	Non-Promoter	7,50,000	₹56.20/- each
9.	Amicorp Capital (Mauritius) Limited	Non-Promoter	10,00,000	₹56.20/- each

Out of total 50,00,000 convertible warrants, 32,17,000 equity shares have been allotted upon conversion of warrants to non-promoter. The details of person to whom allotment is made pursuant to conversion of warrants is mentioned as follows:

Sr. No.	Name of Allottee	Category (Promoter/ Non - Promoter)	Number of equity shares allotted upon conversion	Issue Price
1	Atika Goyal	Non-Promoter	7,07,000	₹56.20/- each
2	Pammi Singh	Non-Promoter	65,000	₹56.20/- each
3	Vikram Gupta	Non-Promoter	65,000	₹56.20/- each
4	Sarita Gupta	Non-Promoter	65,000	₹56.20/- each
5	Shubh Charn Bansal	Non-Promoter	65,000	₹56.20/- each
6	Paaven Bansal	Non-Promoter	15,00,000	₹56.20/- each
7	Ayaan Finserve India Private Limited	Non-Promoter	7,50,000	₹56.20/- each

- b. Preferential allotment of 1,82,000 Equity Shares at an issue price of ₹211.05/- (Rupees Two Hundred Eleven and Five Paise only) to non-promoter category. The details of person to whom allotment have already been made during the year is mentioned as follows:

Sr. No.	Name of Allottee	Category (Promoter/ Non - Promoter)	Number of equity shares allotted	Issue Price
1.	Kaushik Chatterjee	Non-Promoter	50,000	₹211.05/- each
2.	Rajiv Goel	Non-Promoter	40,000	₹211.05/- each
3.	Raj Kumar Wadhwa	Non-Promoter	30,000	₹211.05/- each
4.	Govind Gupta	Non-Promoter	30,000	₹211.05/- each
5.	Sadhu Garg	Non-Promoter	10,000	₹211.05/- each
6.	Vikash Sethi & Sons (HUF)	Non-Promoter	5,000	₹211.05/- each
7.	Ankit Bansal	Non-Promoter	5,000	₹211.05/- each
8.	Amit Kumar	Non-Promoter	5,000	₹211.05/- each
9.	Amit Puri HUF	Non-Promoter	4,000	₹211.05/- each
10.	Pramod Singh Negi	Non-Promoter	3,000	₹211.05/- each

n) Principle terms of assets charged as securities.

Not applicable.

o) Material terms of raising such securities

The Equity shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

p) Lock-In Period & Transferability

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

q) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

Sr. No.	Name of Allottee	Current Status	Post Status
1.	Yourtemplatebox Web Services Private Limited	Non- Promoter	Non- Promoter
2.	Atika Goyal	Non- Promoter	Non- Promoter
3.	Kapil Garg	Non- Promoter	Non- Promoter
4.	Priyanka Gupta	Non- Promoter	Non- Promoter
5.	Chinkey Verma	Non- Promoter	Non- Promoter
6.	Anil Arora	Non- Promoter	Non- Promoter
7.	Satish Kumar Asthana	Non- Promoter	Non- Promoter
8.	Harneet Singh Oberai	Non- Promoter	Non- Promoter
9.	Manan Goel	Non- Promoter	Non- Promoter
10.	Abhinav Aggarwal	Non- Promoter	Non- Promoter
11.	Ruuchi Agarwala	Non- Promoter	Non- Promoter
12.	Alok Jain	Non- Promoter	Non- Promoter
13.	Anant Udyog LLP	Non- Promoter	Non- Promoter
14.	Sukh Anmol Singh	Non- Promoter	Non- Promoter
15.	Jasmeet Banga	Non- Promoter	Non- Promoter
16.	Reena Agarwal	Non- Promoter	Non- Promoter
17.	Pawan Jindal	Non- Promoter	Non- Promoter
18.	Uttam Padia	Non- Promoter	Non- Promoter
19.	Gulshan Kumar	Non- Promoter	Non- Promoter
20.	Bhanwar Lal Borana	Non- Promoter	Non- Promoter
21.	Salasar Investment Advisors	Non- Promoter	Non- Promoter
22.	EPS Fin-Vest Private Limited	Non- Promoter	Non- Promoter
23.	Rachna Goyal	Non- Promoter	Non- Promoter
24.	Krishna Kumar (HUF)	Non- Promoter	Non- Promoter
25.	Tusar Agarwal	Non- Promoter	Non- Promoter
26.	Mayank Pachuari	Non- Promoter	Non- Promoter
27.	Nishant Aggarwal	Non- Promoter	Non- Promoter
28.	Tushar Aggarwal	Non- Promoter	Non- Promoter
29.	Tanya Goel	Non- Promoter	Non- Promoter
30.	Uma Shanker Goel	Non- Promoter	Non- Promoter
31.	Shyam Ji Gupta	Non- Promoter	Non- Promoter
32.	Ram Kumar Gupta	Non- Promoter	Non- Promoter
33.	Ram Kumar Gupta (HUF)	Non- Promoter	Non- Promoter
34.	Sanyam Goel	Non- Promoter	Non- Promoter
35.	Samit Jain	Non- Promoter	Non- Promoter
36.	Sanjay Jain	Non- Promoter	Non- Promoter
37.	Vinita Garg	Non- Promoter	Non- Promoter
38.	Neena Pansari	Non- Promoter	Non- Promoter
39.	Sushil Kumar Bhageria	Non- Promoter	Non- Promoter
40.	Mukesh Kumar Jain	Non- Promoter	Non- Promoter
41.	Riya Tyagi	Non- Promoter	Non- Promoter

42.	Kusum	Non- Promoter	Non- Promoter
43.	Anil Charak	Non- Promoter	Non- Promoter
44.	Raghav Gupta	Non- Promoter	Non- Promoter
45.	Puneeta Jindal	Non- Promoter	Non- Promoter
46.	Sudhir Gupta	Non- Promoter	Non- Promoter
47.	Dharminder Garg	Non- Promoter	Non- Promoter
48.	Ankita Devi	Non- Promoter	Non- Promoter
49.	Prateek Jain	Non- Promoter	Non- Promoter
50.	Punit Bhatia	Non- Promoter	Non- Promoter
51.	Vishal Bhatia	Non- Promoter	Non- Promoter
52.	Vishal Goyal	Non- Promoter	Non- Promoter
53.	Simran Tondon	Non- Promoter	Non- Promoter
54.	Rajiv Bhatia	Non- Promoter	Non- Promoter
55.	Onkar Aggarwal	Non- Promoter	Non- Promoter
56.	Shweta Aggarwal	Non- Promoter	Non- Promoter
57.	Arjun Tayal	Non- Promoter	Non- Promoter
58.	Monish Dev Singh	Non- Promoter	Non- Promoter
59.	Sonal Ujlayan	Non- Promoter	Non- Promoter
60.	Abhay Jain	Non- Promoter	Non- Promoter
61.	Amit Goel	Non- Promoter	Non- Promoter
62.	Mahesh Agarwal (HUF)	Non- Promoter	Non- Promoter
63.	Kunal Gupta	Non- Promoter	Non- Promoter
64.	Pankhuri Garg	Non- Promoter	Non- Promoter
65.	Naresh Kumar	Non- Promoter	Non- Promoter
66.	Ankur Garg	Non- Promoter	Non- Promoter
67.	Sanjay Gupta (HUF)	Non- Promoter	Non- Promoter
68.	Shubham Agarwal	Non- Promoter	Non- Promoter
69.	Daks India Industries Private Limited	Non- Promoter	Non- Promoter
70.	Jinal Bhayani	Non- Promoter	Non- Promoter
71.	Gaurav Pant (HUF)	Non- Promoter	Non- Promoter
72.	Ankit Bansal (HUF)	Non- Promoter	Non- Promoter
73.	Veena Verma	Non- Promoter	Non- Promoter
74.	Prerna Bansal	Non- Promoter	Non- Promoter
75.	Pankaj Bhatia	Non- Promoter	Non- Promoter
76.	Himanshu Goel	Non- Promoter	Non- Promoter
77.	Karan Jindal	Non- Promoter	Non- Promoter
78.	Anshika Goel	Non- Promoter	Non- Promoter
79.	Shashi Gupta	Non- Promoter	Non- Promoter
80.	Geeta Gupta	Non- Promoter	Non- Promoter
81.	Rahul Sharma	Non- Promoter	Non- Promoter
82.	Ashish Jain	Non- Promoter	Non- Promoter
83.	Sidharth Jain HUF	Non- Promoter	Non- Promoter

- r) **The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Sr. No.	Name of proposed allottees	Percentage of post preferential issue **
1.	Yourtemplatebox Web Services Private Limited	1.08%
2.	Atika Goyal	8.70%
3.	Kapil Garg	0.77%
4.	Priyanka Gupta	0.31%
5.	Chinkey Verma	0.26%
6.	Anil Arora	0.26%
7.	Satish Kumar Asthana	0.26%
8.	Harneet Singh Oberai	0.26%
9.	Manan Goel	0.26%
10.	Abhinav Aggarwal	0.26%
11.	Ruuchi Agarwala	0.26%
12.	Alok Jain	0.26%
13.	Anant Udyog LLP	0.26%
14.	Sukh Anmol Singh	0.19%
15.	Jasmeet Banga	0.19%
16.	Reena Agarwal	0.17%
17.	Pawan Jindal	0.13%
18.	Uttam Padia	0.13%
19.	Gulshan Kumar	0.13%
20.	Bhanwar Lal Borana	0.13%
21.	Salasar Investment Advisors	0.13%
22.	EPS Fin-Vest Private Limited	0.13%
23.	Rachna Goyal	0.10%
24.	Krishna Kumar (HUF)	0.09%
25.	Tusar Agarwal	0.08%
26.	Mayank Pachuari	0.08%
27.	Nishant Aggarwal	0.08%
28.	Tushar Aggarwal	0.08%
29.	Tanya Goel	0.08%
30.	Uma Shanker Goel	0.08%
31.	Shyam Ji Gupta	0.08%
32.	Ram Kumar Gupta	0.06%
33.	Ram Kumar Gupta (HUF)	0.06%
34.	Sanyam Goel	0.06%
35.	Samit Jain	0.06%
36.	Sanjay Jain	0.06%
37.	Vinita Garg	0.06%
38.	Neena Pansari	0.06%
39.	Sushil Kumar Bhageria	0.06%
40.	Mukesh Kumar Jain	0.06%
41.	Riya Tyagi	0.06%
42.	Kusum	0.06%
43.	Anil Charak	0.06%
44.	Raghav Gupta	0.06%
45.	Puneeta Jindal	0.06%
46.	Sudhir Gupta	0.06%
47.	Dharminder Garg	0.06%
48.	Ankita Devi	0.06%

49.	Prateek Jain	0.06%
50.	Punit Bhatia	0.06%
51.	Vishal Bhatia	0.06%
52.	Vishal Goyal	0.06%
53.	Simran Tondon	0.06%
54.	Rajiv Bhatia	0.06%
55.	Onkar Aggarwal	0.06%
56.	Shweta Aggarwal	0.06%
57.	Arjun Tayal	0.06%
58.	Monish Dev Singh	0.05%
59.	Sonal Ujlayan	0.05%
60.	Abhay Jain	0.05%
61.	Amit Goel	0.05%
62.	Mahesh Agarwal (HUF)	0.05%
63.	Kunal Gupta	0.05%
64.	Pankhuri Garg	0.05%
65.	Naresh Kumar	0.05%
66.	Ankur Garg	0.05%
67.	Sanjay Gupta (HUF)	0.05%
68.	Shubham Agarwal	0.05%
69.	Daks India Industries Private Limited	0.05%
70.	Jinal Bhayani	0.04%
71.	Gaurav Pant (HUF)	0.04%
72.	Ankit Bansal (HUF)	0.03%
73.	Veena Verma	0.03%
74.	Prerna Bansal	0.03%
75.	Pankaj Bhatia	0.03%
76.	Himanshu Goel	0.03%
77.	Karan Jindal	0.03%
78.	Anshika Goel	0.03%
79.	Shashi Gupta	0.03%
80.	Geeta Gupta	0.03%
81.	Rahul Sharma	0.03%
82.	Ashish Jain	0.03%
83.	Sidharth Jain HUF	0.03%

**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹9,27,36,400 (Rupees Nine Crore Twenty-Seven Lakh Thirty-Six Thousand Four Hundred Only) divided into 92,73,640 (Ninety-Two Lakh Seventy-Three Thousand Six Hundred Forty) Equity Shares of ₹10/- (Rupees Ten Only) each.*

#This holding has been mentioned taking into consideration 17,83,000 unexercised warrants (out of total 50,00,000 warrants allotted in previous preferential issue) and 9,51,640 equity shares to be allotted in the current preferential issue.

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

Not applicable. Since, the allotment of equity shares is made for consideration payable in cash.

- t) **Amount which the company intends to raise by way of such securities.**

Aggregating up to ₹40,01,64,620/- (Rupees Forty Crore One Lakh Sixty Four Thousand Six Hundred Twenty Only).

u) Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.unifinz.in.

v) Other disclosures/Undertaking

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges 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(s) where its equity shares are listed.
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI 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.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 2 as Special Resolution for your approval.

None of the persons/entities, belonging to Promoter and Promoter Group of the Company, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this Notice except and to the extent of their shareholding in the Company.

Item no. 3:

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to maximum ₹100,00,00,000/- (Rupees One Hundred Crore Only).

It is recommended that the resolution be passed as a special resolution. None of the person specified in the Section 102 of the Companies Act, 2013 namely the promoter, Director, Key Managerial Persons, Relative of Promoter, Directors and Managerial Persons or entities comprising the interest of promoter, Director and Key Managerial Persons, are connected or interest financially or otherwise in the above resolution set out in the Item No. 3.

By order of the Board
For Unifinz Capital India Limited

Place: New Delhi
Date: 01.01.2025

Sd/-
Ritu Tomar
Company Secretary & Compliance Officer