

To,  
The Manger (Listing),  
BSE Limited  
1st Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street,  
Mumbai – 400 001.

Subject: Intimation of Extra Ordinary General Meeting.

This is to inform you that the Extra Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on Monday, 01<sup>st</sup> July, 2024 at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India time to time.

The attached Notice of the EGM of the Company is being sent to all those shareholders whose email addresses are registered with the company/ Depository participants and will also be available on the Company’s website at <https://www.comrade.net.in/>.

This is for your information and records please.

Thanking you

**For Comrade Appliances Ltd**

**Khursheed Alam**  
**Managing Director**  
**DIN: 07349338**

Encl: A/a

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the Members of **Comrade Appliances Limited** will be held on Monday, 1<sup>st</sup> July, 2024 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 to transact the following business as a **Special Business**:

**SPECIAL BUSINESS:**

**1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN 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, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 8,50,00,000/- (Rupees Eight Crores and Fifty Lakhs only) divided into 85,00,000 (Eighty Five Lakhs only) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) ranking *pari-pasu* in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting in its place and stead the following: -

“*V. (a) The Authorized Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each.*”

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection 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.”

**2. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS**

To consider and if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of 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 (the "SEBI LODR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2017 the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchange where the shares of the Company are listed ("Stock Exchange") having Face Value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") and subject to requisite approvals, consents, permissions and/ or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches not more than 2,00,000 (Two Lakhs only) number of equity shares of face value of Rs. 10/- each (Rupee Ten only) fully paid-up for cash at a price of Rs. 109/- (Rupees One Hundred and Nine only) per Equity Share, for an amount upto Rs. 2,18,00,000/- (Rupees Two Crores and Eighteen Lakhs only), ranking *pari-passu* in all respects with the then existing fully paid up equity shares of the Company, to the following proposed Allottee (hereinafter referred to as "Investor" or "Allottee") by way of preferential issue ("Preferential Issue") on a private placement basis on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws::

Sr. No.	Name of the Proposed Allottee	Maximum Number of Equity Shares to be allotted	Investment Amount (in Rs.)	Category
1.	Mehboob Alam	2,00,000	2,18,00,000/-	Promoter
<b>Total</b>		<b>2,00,000</b>	<b>2,18,00,000/-</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, 31<sup>st</sup> day of May, 2024 ("Relevant Date"), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.
- (b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- (c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (d) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (e) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and

voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- (f) The Equity Shares will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.

**RESOLVED FURTHER THAT** the Equity Shares, issued to the Proposed Allottee, be listed on BSE Limited ("BSE") and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited & Central Depository Services (India) Limited, and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottee.

**RESOLVED FURTHER THAT** the entire pre-issue shareholding of the allottee, if any, shall be under lock-in as may be applicable under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscriber inviting the Subscriber to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

**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 resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects."

### 3. ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

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

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62, 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 the Companies (Share Capital and Debentures) Rules, 2014 and the 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/(s)”) on which the Equity Shares of the Company having face value of Rs. 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 on a preferential basis, from time to time, in one or more tranches, up 9,50,000 (Nine Lakhs and Fifty Thousands only) Convertible Share Warrants (hereinafter referred to as “Warrants”) carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs. 10/- (Rupees Ten only) each to the proposed allottees as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No.	Name of Proposed Allottee(s)	No. of Warrants	Investment Amount (in Rs.)	Category
1.	Mehboob Alam	50,000	54,50,000/-	Promoter
2.	Khursheed Alam	1,00,000	1,09,00,000/-	Promoter
3.	Zyana Stocks and Commodities	4,00,000	4,36,00,000/-	Public
4.	Ritik Ganeriwala	4,00,000	4,36,00,000/-	Public
<b>Total</b>		<b>9,50,000</b>	<b>10,35,50,000/-</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, 31<sup>st</sup> day of May, 2024 (“Relevant Date”), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

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

- i) In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI ICDR Regulations on or before the allotment of warrants.
- ii) Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- iv) In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- vi) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.
- viii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- ix) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of SEBI ICDR Regulations;

- x) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;
- xi) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized 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 holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited ('BSE'), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

**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** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution.

**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 merchant bankers or 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.”

By Order of the Board  
For **Comrade Appliances Limited**

Sd/-  
**Khursheed Alam**  
**Managing Director**  
**DIN: 07349338**

Date: 08/06/2024  
Place: Mumbai



## **NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 ('the Act') which sets out details relating to Special Business at the meeting is annexed hereto.
2. Pursuant to MCA General Circular No. 20/2020, 14/2020, 17/2020, 20/2021, 03/2022, 11/2022 and 09/2023 dated May 5, 2020, April 8, 2020, April 13, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. The facility for appointment of proxies will not be available for the EGM and hence the Proxy form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes.
3. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company located at Shop No. 39, Ground Level I, Dewan Centre, 183-186, S. V. Road, Jogeshwari West, Mumbai, Maharashtra, India, 400102, which shall be the deemed venue of EGM.
4. The instructions for participation by Members are given in the subsequent paragraphs.
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 to at least 500 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 presence 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.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020, 17/2020, 20/2021, 03/2022, 11/2022 and 09/2023 dated May 5, 2020, April 8, 2020, April 13, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023.
8. Relevant documents and registers will be available for inspection by the members at the Registered Office of the Company on the date of EGM.
9. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
10. The Corporate Members intending to send their authorized representative(s) to attend the EGM are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the EGM.
11. In compliance with Section 108 of the companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulation, the company is not providing e-voting facility as SME listed company is not required to provide e-voting facility to its Shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS 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 Company.

Members are requested to click on the following link:

**Topic:** Comrade Appliances Limited – Extra Ordinary General Meeting

**Link:**

<https://us05web.zoom.us/j/87064596655?pwd=FV9XPeNh2YxWfSfDIQ3C2CEJLNnH8g.1>

**Meeting ID:** 870 6459 6655

**Passcode:** 4h8yna

After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.

2. Members may access the platform to attend the EGM through VC by using the credentials attached with the Notice.
3. The facility for joining the EGM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.
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 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the EGM.

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

**ITEM NO. 1:**

Presently, the Authorised Share Capital of the Company Rs. 8,50,00,000/- (Rupees Eight Crores and Fifty Thousand only) divided into 85,00,000 (Eighty Five Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each

In order to facilitate the future requirements and expansion of the Company, it is proposed to increase the Authorized Share Capital to Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crores and Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only). 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' approval 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 & 3:**

The Company proposes to raise funds by way of issuance of the Equity Shares and convertible warrants ("Warrants") to the proposed allottees specified here-in below. The Proposed Equity Shares Allottee and Proposed Warrant Allottee(s) hereinafter together collectively referred to as the "Proposed Allottee(s)".

Pursuant to the provisions of Section(s) 23, 42 and 62 of the Companies Act, 2013 read with the rules framed thereunder ("Act") further read with provisions of Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and on the terms and conditions as stipulated in the Act and the SEBI ICDR Regulations, a company is eligible to undertake preferential allotment/private placement of such Equity Shares and convertible warrants only after obtaining prior approval of the Members of the Company by way of special resolution.

Accordingly, the Board of Directors of the Company ("Board") in their meeting held on May 30, 2024, subject to necessary approval(s), have approved the proposal for raising of funds by issue of the following securities at an issue price determined in accordance with the SEBI ICDR Regulations and applicable laws:

**(i) The Company proposes to make a preferential allotment of equity shares to:**

Sr. No.	Name of the Allottee	Maximum Number of equity shares to be allotted	Investment Amount (in Rs.)	Category
1.	Mehboob Alam	2,00,000	2,18,00,000/-	Promoter
<b>Total</b>		<b>2,00,000</b>	<b>2,18,00,000/-</b>	

(ii) Convertible Warrants to following Proposed Warrant Allottee(s) on preferential basis

Sr. No.	Name of Proposed Allottee(s)	No. of Convertible shares warrants	Investment Amount (in Rs.)	Category
1.	Mehboob Alam	50,000	54,50,000/-	Promoter
2.	Khursheed Alam	1,00,000	1,09,00,000/-	Promoter
3.	Zyana Stocks and Commodities	4,00,000	4,36,00,000/-	Public
4.	Ritik Ganeriwala	4,00,000	4,36,00,000/-	Public
Total		9,50,000	10,35,50,000/-	

The Equity Shares and Warrants are collectively referred to as “Securities”.

The Proposed Allottee(s) for Equity Shares and Warrants have expressed their intent to subscribe to the Securities.

In this regard, the following details of the proposed preferential issue of the Securities are disclosed in accordance with the provisions of the Act and the SEBI ICDR Regulations:

a. **Objects of the Issue:**

To meet general business requirements addressing working capital needs, expansion of Business activities and for general corporate purpose. Therefore, the Company has proposed the Issue of Equity Shares and Warrants on Preferential Basis to selected person to meet its capital requirements in due course.

b. **Maximum number of specified securities to be issued/the total number of Securities, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:**

The Board intends to offer, issue and allot up to

(i) 2,00,000 (Two Lakhs only) number of equity shares of face value of Rs. 10/- (Rupees Ten only) per Equity shares at an issue price of Rs. 109/- (Rupees One Hundred and Nine only) per equity share, determined as on the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations and applicable laws, aggregating but not exceeding Rs. 2,18,00,000/- (Rupees Two Crores and Eighteen Lakhs only) and

(ii) 9,50,000 (Nine Lakhs and Fifty Thousands only) Convertible Share Warrants (hereinafter referred to as “warrants”) having face value of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 109/- (Rupees One Hundred and Nine only) per warrant, determined as on the Relevant Date in accordance with the provisions of the SEBI ICDR Regulations and applicable laws, aggregating but not exceeding Rs. 10,35,50,000/- (Rupees Ten Crores and Thirty Five Lakhs Fifty Thousand only), which shall be convertible into equity shares of the Company in the ratio of 1:1 (i.e. one equity share for every one Warrant held).

Therefore, a total amount not exceeding Rs. 12,53,50,000/- (Rupees Twelve Crores Fifty Three Lakhs Fifty Thousand only) will be raised by the Company by way of issue of the Securities.

c. **Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the Offer:**

The Equity Shares and Warrants are being offered to Mr. Mehboob Alam and Mr. Khursheed Alam, who belong to the category of Promoter/Promoter Group, intend to participate/subscribe to the Equity Shares and Convertible Warrants.

Apart from above, no other Promoters, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants.

**d. The pre issue and post issue shareholding pattern of the Company (if fully subscribed by the respective subscribers):**

Sr. No.	Category	Pre-issue shareholding i.e. Existing shareholding as on 31 <sup>st</sup> May, 2024		Post-issue shareholding i.e. after allotment of equity shares but prior to conversion of Warrants into equity shares		Post-issue shareholding on fully diluted basis i.e. after allotment of equity shares and upon conversion of Warrants into equity shares*	
		No. of shares held	%	No. of shares held	%	No. of shares held	%
<b>A.</b>	<b>Promoters' holding :</b>						
1	Indian:						
	Individual	13,68,047	18.17%	13,68,047	17.70	14,68,047	16.92%
	Bodies Corporate	18,49,033	24.56%	18,49,033	23.92	18,49,033	21.31%
	<b>Sub Total</b>	<b>32,17,080</b>	<b>42.73%</b>	<b>32,17,080</b>	<b>41.62%</b>	<b>33,17,080</b>	<b>38.22%</b>
2	Foreign Promoters	20,33,705	27.01	22,33,705	28.90%	22,83,705	26.31%
	<b>Sub Total (A)</b>	<b>52,50,785</b>	<b>69.74%</b>	<b>54,50,785</b>	<b>70.53%</b>	<b>56,00,785</b>	<b>64.53%</b>
<b>B</b>	<b>Non Promoters holding:</b>						
1	Institutional Investors	412000	5.47%	412000	5.33%	412000	4.75%
2	Non Institutional Investors	4,42,000	19.40%	4,42,000	5.72%	4,42,000	5.10%
	Others (Public Including NRIs)	14,24,010	18.91%	14,24,010	18.42%	22,24,010	25.63%
	<b>Sub Total (B)</b>	<b>22,78,010</b>	<b>30.26%</b>	<b>22,78,010</b>	<b>29.47%</b>	<b>30,78,010</b>	<b>35.46</b>
	<b>Grand Total (A) + (B)</b>	<b>75,28,795</b>	<b>100%</b>	<b>77,28,795</b>	<b>100%</b>	<b>86,78,795</b>	<b>100%</b>

\*Post Issue shareholding is computed after considering allotment of Equity Shares and the proposed convertible warrants into equity shares respectively

**Note:**

(a) The above post issue pattern is based on the assumption of full subscription of the proposed issue of Equity Shares and Convertible Warrants.

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

The allotment of Securities shall be completed within a period of 15 days from the date of passing of the Special Resolution(s) by the Members of the Company, provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approval.

**f. Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the Preferential Offer:**

Promoter intends to subscribe to the proposed issue.

**g. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:**

Sr. No.	Details of Shareholders	Category/Class of Subscribers	Pre-issue shareholding i.e. Existing shareholding as on May 31, 2024		Security proposed to be allotted		Post issue shareholding on fully diluted basis i.e. post allotment of equity shares and conversion of convertible warrants into equity shares*		Beneficial Ownership
			No. of shares held	%	Equity Shares	Warrants	No. of shares	% of holding	
1.	Mehboob Alam	Promoter	20,33,705	27.01	2,00,000	50,000	22,83,705	26.31	NA
2.	Khursheed Alam	Promoter	7,99,895	10.63	NIL	1,00,000	8,99,895	10.37	NA

3.	Zvana Stocks and Commodities	Public	30,000	0.40	NIL	4,00,000	4,30,000	4.97	Rahul Jhunjhunwala
4.	Ritik Ganeriwala	Public	0	NIL	NIL	4,00,000	4,00,000	4.61	NA
<b>TOTAL</b>						<b>2,00,000</b>	<b>9,50,000</b>		

\*Post Issue shareholding is computed after considering allotment of equity shares and convertible warrants into equity shares.

Note: The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

**h. The change in control, if any, in the Company that would occur consequent to the preferential offer:**

The existing Promoters 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, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**i. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees:**

As the equity shares have been listed for a period of more than 90 trading day(s) as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, ("SCRR") and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

**j. Disclosure specified in Schedule VI of the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent Borrower:**

Neither the Company nor any of its Promoters or Directors is willful defaulter or fraudulent Borrower and hence disclosures as specified in Schedule VI of the SEBI ICDR Regulations are not applicable. In compliance with Regulation 159(3) of the SEBI ICDR Regulations, the Company confirms that none of the promoters and directors of the Company are fugitive economic offender. Further, in compliance with Regulation 159(4) of the SEBI ICDR Regulations, the Company confirms that there are no outstanding dues to the SEBI, the stock exchange(s) or the depositories.

**k. Terms of Issue of the Warrants**

- i) In accordance with Regulation 169(2) of the SEBI ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI ICDR Regulations on or before the allotment of warrants;
- ii) Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant Holder at the time of exercising the Warrants;

- iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- iv) In the event, the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- vi) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in;
- viii) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum and Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof;
- ix) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations;
- x) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant Holder thereof any rights with respect to that of a Shareholder of the Company;
- xi) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

**1. Relevant Date:**

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is Friday, 31<sup>st</sup> day of May, 2024\* (“Relevant Date”) (i.e. 30 days prior to the date of proposed EGM which is 1<sup>st</sup> July, 2024 to approve the proposed preferential issue).

\*Note: Where the Relevant Date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

**m. Pricing of Preferential Issue:**

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to Rs. 108.58.

**n. Basis on which the price would be arrived at**

The equity shares of Company are listed and are frequently traded on Stock Exchanges, viz., BSE Limited ("BSE") in accordance with SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Convertible Warrants in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

The Articles of Association of the Company does not contain any restrictive provision for preferential allotment and does not contain any article which provides for particular method for determination of price in case of preferential issue, further the said preferential issue does not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert.

The Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottee at Rs. 109/- (Rupees One Hundred and Nine only) per security being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

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

The proposed allotment shall be made to the promoter and non-promoter category and the class of persons are mentioned in point g.

**p. The status of the allottee(s) post the preferential issues:**

There will be no change in the status of the allottees post the preferential issue. They shall remain to be the same i.e. Promoters and Non-Promoter/ Public Shareholders

**q. 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, no preferential allotment has been made to any person as of the date of this Notice.

However, effective from June 13, 2023, the equity shares of Comrade Appliances Limited (Scrip Code: 543921) are listed and admitted to dealings on BSE Limited.

**r. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

The equity shares to be issued under Resolutions 3 on conversion of Warrants, shall be listed on BSE Limited where the shares of the Company are listed or such other exchanges where the equity shares of the Company are listed at the time of conversion.



- s. **No. 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 year, no preferential allotment has been made to any person.

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

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

- u. **Principle terms of assets charged as securities:**

Not Applicable.

- v. **Certificate of Practicing Company Secretary:**

Pursuant to the SEBI ICDR Regulations and amendment thereon, a copy of the certificate issued by M/s. Mayank Arora & Co, Practicing Company Secretaries, (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India) certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection in electronic mode at the registered office of the Company between 10:00 A.M. to 05:00 P.M. on all working days (except Saturdays, Sundays and Holidays) up to the date of EGM and is also uploaded on the website of the Company on [www.ricl.in](http://www.ricl.in)

- w. **Lock in period:**

The equity shares and the resultant equity shares shall be subject to 'lock-in' for such period as the case may be prescribed from the date of trading approval from BSE Limited where the securities of the Company are listed as per Regulation 167 of the SEBI ICDR Regulations

The Warrants and their resultant equity shares, to be allotted to the Proposed Allottee(s) shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations. The Warrants will be locked-in for a period of one year from the date of allotment. Further, the equity shares allotted pursuant to conversion of Warrants will be locked-in for a period of six months from the date of trading approval.

- x. **Holding of shares in demat form, non-disposal of shares by the proposed allottee(s) and lock-in period of shares:**

The entire shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval from BSE where the equity shares of the Company are listed/date of allotment, where applicable. The shareholder who has sold their shares during the 90 trading days period prior to the Relevant Date shall not be eligible for allotment of Securities on preferential basis. The Proposed Allottee(s) have Permanent Account Number.

- y. **Inspection of documents:**

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

- z. **Other disclosures**

In accordance with SEBI ICDR Regulations,

- i. The Company has not allotted Equity Shares on preferential basis in the financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The pre- preferential allotment of the person holding the shares are in dematerialized form.
- iv. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.

The Proposed allottee have not sold/transferred any equity shares during the six months preceding the Relevant Date.

Neither the Company's name nor any of its promoters or directors name is appearing in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof.

During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

By Order of the Board

**For Comrade Appliances Limited**

Sd/-

**Khursheed Alam**  
**Managing Director**  
**DIN: 07349338**

Date: 08/06/2024

Place: Mumbai