



# GOBLIN INDIA LIMITED



1st Floor, Camex House, Stadium-Commerce Road, Navrangpura, Ahmedabad-380 009, Gujarat, (INDIA)  
Phone : 079 - 26465080 / 40320366, E-mail : info@goblinindia.com Website : www.goblinindia.com  
CIN : U51100GJ1989PLC012165

Date: 22/03/2023

The Manager (Listing),  
**The Bombay Stock Exchange Limited**  
25<sup>th</sup> Floor, P.J. Tower  
Dalal Street Fort,  
Mumbai-400 001.

**Scrip Code: 542850**

Dear Sir/Ma'am,

**Sub: Notice of Extra-Ordinary General Meeting to be held on Friday, 14<sup>th</sup> April, 2023.**

In terms of Regulation 30 of Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure) Regulations, 2015, and other applicable provisions of Listing Regulations, please find enclosed herewith the Notice convening Extraordinary General Meeting ("EGM") of the Company.

In compliance with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021, 2022 and upto September 30, 2023, accordingly the Extraordinary General Meeting of the Members of the Company will be held on Friday, April 14, 2023 at 04.00 PM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The Notice convening EGM of the Company has been sent to all the members of the Company whose email addresses are registered with the Depository Participants or with the Registrar & Share Transfer Agent of the Company ("R&T Agent") or with the Company.



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The information contained in this intimation is also available on the Company's website [www.goblinindia.com](http://www.goblinindia.com) and on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

Please take note of the same.

Thanking you,

Yours truly,

**FOR, GOBLIN INDIA LIMITED**

**MANOJKUMAR JAGDISHPRASAD CHOUKHANY**  
**MANAGING DIRECTOR**  
**DIN: 02313049**



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CIN : U51100GJ1989PLC012165



**NOTICE IS HEREBY GIVEN TO THE MEMBERS OF GOBLIN INDIA LIMITED THAT AN EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE COMPANY WILL BE HELD ON FRIDAY, 14<sup>TH</sup> APRIL, 2023 AT 4:00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

**ITEM NO.1 - TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT**, pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the company be and is hereby accorded, to increase the authorized Share Capital of the company from Rs. 13,00,00,000/- (Rupees Thirteen Crore Only) divided into 1,30,00,000 (One Crore Thirty Lakh) equity shares of Rs. 10/- each to Rs. 14,20,00,000/- (Rupees Fourteen Crore Twenty Lakh Only) divided into 1,42,00,000 equity shares of Rs. 10/- each;

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

V. The Authorised Share Capital of the company is Rs. 14,20,00,000/- (Rupees Fourteen Crore Twenty Lakh Only) divided into 1,42,00,000 equity shares of Rs. 10/- each.

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

**ITEM NO. 2 - TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT**, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), as amended from time to time, 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 in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI (ICDR) Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from

time to time (the “SEBI Listing Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, consents and permissions as may be necessary or required in the matter and subject to such other conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution (“Committee”), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the board of directors to create, issue, offer and allot upto 12,00,000 (Twelve Lakh) Equity Shares of face value of Rs. 10/- each at premium of Rs. 68/- each at an issue price of Rs. 78/- per equity share, aggregating upto Rs. 9,36,00,000/- (Rupees Nine Crore Thirty-Six Lakh Only), for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board of directors in accordance with the SEBI (ICDR) Regulations and other applicable laws, to the following persons (collectively referred to as “Proposed Allottees”):

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1.	Patel Daxaben Asheshkumar	Non - Promoter	50,000
2.	Veer Impex	Non - Promoter	2,30,000
3.	NAV Capital VCC - NAV Capital Emerging Star Fund	Non - Promoter	2,00,000
4.	Namrata Natinkumar Shah	Non - Promoter	25,000
5.	Craft Emerging Market Fund PCC- Elite Capital Fund	Non - Promoter	2,00,000
6.	Shushilaben Atulbhai Gohil	Non - Promoter	25,000
7.	Saroj R. Savjani	Non - Promoter	25,000
8.	Komalay Investrade Private Limited	Non - Promoter	3,25,000
9.	Adheesh Kabra	Non - Promoter	1,00,000
10.	Abhinav Kaushik HUF	Non - Promoter	20,000
	<b>TOTAL</b>		<b>12,00,000</b>

**RESOLVED FURTHER THAT** the “Relevant Date”, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price for the Equity Share is Wednesday, 15<sup>th</sup> March, 2023, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e. Friday, 14<sup>th</sup> April, 2023;

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

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange (BSE) subject to receipt of necessary regulatory permissions and approvals.

- b) 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, 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.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of the SEBI (ICDR) Regulations, 2018.
- d) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted thereunder;
- e) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (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 Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the members;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board of directors in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange (BSE) as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange (BSE) for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI (ICDR) Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Officer(s) of the Company and to generally do all

such acts, deeds, matters and things as may be necessary or appropriate in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange and statutory / regulatory authorities/ MCA and execution of any deeds and documents for and 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.”

**ITEM NO.3: TO CREATE, OFFER, ISSUE AND ALLOT SECURED, UNRATED, UNLISTED OPTIONALLY CONVERTIBLE DEBENTURES (OCDs) OF THE COMPANY ON PREFERENTIAL BASIS:**

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

**RESOLVED THAT**, pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), as amended from time to time, 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 in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “SEBI Listing Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution (“Committee”), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot up to 25,64,102 (Twenty Five Lakh Sixty Four Thousand One Hundred and Two) 6% secured, unrated, unlisted Optionally Convertible Debentures (hereinafter referred to as the “OCDs”) having a face value of Rs.78/- each (Rupees Seventy Eight Only) to be issued at an issue price of Rs. 78/- (Rupees Seventy Eight Only) (“OCD Issue Price”), aggregating to Rs. 19,99,99,956/- (Rupees Nineteen Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred and Fifty Six Only), for cash consideration on a preferential basis (“Preferential Issue”) convertible in the ratio of 1:1 into equity shares of the company i.e. 25,64,102 (Twenty Five Lakh Sixty Four Thousand One Hundred and Two) fully paid-up equity shares of the Company of face value of 10/- each, at a predetermined conversion price of Rs. 78/- per equity share (“OCD Conversion Price”) which may be exercised within a period of 18 (Eighteen) months from the date of allotment of such OCDs, to “**PRINCIPIA TRANSFORMATICA PRIVATE LIMITED (PTPL)**” (hereinafter referred to as “Proposed Allottee”), on such other terms and conditions as set out herein

and determined by the Board in accordance with the SEBI (ICDR) Regulations and other applicable laws;

**RESOLVED FURTHER THAT** the “Relevant Date”, as per the SEBI (ICDR) Regulations, as amended up to date, for the purpose of determining the price of equity shares to be allotted upon conversion of OCDs, is Wednesday, 15<sup>th</sup> March, 2023, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e. Friday, 14<sup>th</sup> April, 2023;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of secured, unrated, unlisted Optionally Convertible Debentures (“OCDs”) to the proposed allottee under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and as may be determined by the Board:

- a) The OCDs shall be convertible in the ratio of 1:1 into equity shares of the company i.e. 25,64,102 (Twenty-Five Lakh Sixty Four Thousand One Hundred and Two) at a predetermined conversion price of 78/- (Rupees Seventy Eight Only) against each OCD, in part or full, without payment of any additional consideration.
- b) The OCDs shall carry a coupon of 6% simple interest per annum, accrued annually and payable at the end of term of 18 (Eighteen) months. Thus, the said interest on the OCDs shall be accrued and accumulated every year till the maturity period for conversion of OCDs and shall be payable at the end of such period i.e. after 18 (Eighteen) months from the date of allotment of the OCDs.
- c) The proposed allottee shall be issued secured, unrated, unlisted OCDs by creating first and exclusive charge in favor of the proposed allottee in the current assets of the company along with investments if any as per discretion of the company which shall act as an underlying security towards payment of OCDs Subscription amount & interest thereon.
- d) After 18 (Eighteen) months from the date of allotment of the OCDs, the proposed allottee shall have the following option:
  - i. The right to either convert the secured OCDs into Company’s equity shares at a predetermined conversion price of Rs. 78/- per equity share.

**OR**

- ii. If after 18 (Eighteen) months, the proposed allottee, does not want to opt for conversion of secured OCDs into equity shares of the company, but, wants repayment of subscription amount along with accrued interest, thereon, in such a case; the repayment shall be made, as per mutually agreed terms.



- e) 100% of the OCD issue price shall be paid at the time of subscription of the OCDs. The proposed allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to subscribe to equity share(s).
- f) The OCDs and the equity shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.
- g) The Conversion Price and the number of equity shares to be allotted on conversion of the OCDs shall be subject to such appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time and may be agreed between the Company and the proposed allottee.
- h) The term of OCDs shall not exceed 18 (Eighteen) months from the date of allotment.
- i) The Company shall redeem the OCDs at the end of 18 (Eighteen) months from the date of allotment of OCDs at the option of proposed allottee.
- j) The conversion right attached to OCDs may be exercised by the Proposed Allottee, at the end of term of 18 (Eighteen) months as agreed at the option of proposed allottee. The Company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- k) The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- l) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- m) The equity shares allotted upon conversion of the OCDs shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorised to decide and approve the other terms and conditions for the issue of OCDs, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to compliance with the applicable laws.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the OCDs and a private placement offer letter in Form No. PAS-4 together with application form be issued to the Proposed Allottee inviting them to subscribe to the OCDs.



**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the OCDs, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of OCDs, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of OCDs/ equity shares without being required to seek any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

**ITEM NO.4: ENHANCE THE LIMITS FOR EXTENDING LOANS, MAKING INVESTMENT(S) AND PROVIDING GUARANTEE(S) OR SECURITY (IES) UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’ which term shall include any Committee authorized by the Board of directors to exercise its powers including powers conferred on the Board by this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with various financial and operational obligations / commitments / requirements of the Company and/or its subsidiaries / step down subsidiaries / associate companies / group companies for the ongoing or future projects and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 250

Crores (Rupees Two Hundred and Fifty Crores Only) which may, however, be over and above the limits as prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same.”

**ITEM NO.5: TO CONSIDER AND APPROVE THE PROPOSAL FOR INCREASING THE BORROWING POWER IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 180 (1) (C) OF COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money, as and when required, from bank(s), Financial Institution(s), Foreign Lender(s)/Institution(s), any Body Corporate entity(ies), Authority(ies), through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money/moneys so borrowed by the Board of Directors shall not at any time exceed the limit of 250 Crores (Rupees Two Hundred and Fifty Crores Only).

**RESOLVED FURTHER THAT** any Directors(s) of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

**By Order of the Board of Directors**  
**GOBLIN INDIA LIMITED**  
**SD/-**  
**MANOJKUMAR CHOUKHANY**  
**MANAGING DIRECTOR**  
**DIN: 02313049**

**Place: Ahmedabad**

**Date: 15/03/2023**

**Registered Office:**

**Camex House, 1<sup>st</sup> Floor, Commerce Road,  
Navrangpura, Ahmedabad - 380009, Gujarat.**

**NOTES:**

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Act and the other applicable provisions of the Act for the proposed Resolutions is annexed hereto. The approval of the Members of the Company is being sought through the remote e-voting facility only.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at [www.goblinindia.com](http://www.goblinindia.com). The Notice can also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021, 2022 and upto September 30, 2023, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM.
4. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.

8. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 3/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') have permitted the holding of EGM by companies through VC / OAVM during the Calendar Year 2021, 2022 and upto September 30, 2023.
9. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

**THE INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on Tuesday, 11<sup>th</sup> April, 2023 at 09:00 a.m. and ends on Thursday 13<sup>th</sup> April, 2023 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, 7<sup>th</sup> April, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will</li> </ol>

	<p>authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Participants  
(DP)



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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



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

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@goblinindia.com](mailto:cs@goblinindia.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days**

**prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@goblinindia.com](mailto:cs@goblinindia.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@goblinindia.com](mailto:cs@goblinindia.com) . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

**1. For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

**2. For Demat shareholders -**, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

**3. For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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



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

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

**OR**

send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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

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

**Place: Ahmedabad  
Date: 15/03/2023**

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

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

As required under section 102 of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the businesses mentioned under item Nos. 1 to 5:

### **ITEM NO: 01**

At present the Authorized Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores Only) divided into 1,30,00,000 (One Crore Thirty Lakh) equity shares of Rs. 10/- each out of which the paid up share capital of the Company is Rs. 12,94,38,760/- (Rupees Twelve Crore Ninety-Four Lakh Thirty-Eight Thousand Seventy Hundred Sixty Only) divided into 1,29,43,876 (One Crore Twenty-Nine Lakh Forty-Three Thousand Eight Hundred Seventy-Six) equity shares of Rs. 10/- each.

The Company proposes to increase its authorized share capital to Rs. 14,20,00,000 /- (Rupees Fourteen Crores Twenty Lakh Only) consisting of 1,42,00,000 (One Crore Forty Two Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to facilitate fund raising in future via further issue of equity shares of the company.

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

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

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

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

### **ITEM NO.2:**

In order to meet the long term fund requirement of the company and to support the future growth of their businesses and to further augment the long-term financial resources of the Company and such other purposes, as may be determined by the Board of Directors of the Company (“Board”) from time to time, the Board in its meeting held on Wednesday, 15<sup>th</sup> March, 2023 has proposed to raise funds by way of issue of up to 12,00,000 equity shares of the company having face value of Rs. 10/- each (“Equity Shares”) at premium of Rs. 68/- each on a preferential basis at an issue price of Rs. 78/- per Equity Share. The Issue price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 78/- per Equity Share.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time, 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 in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

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

**1. a) Objects of the Preferential Issue and aggregate amount proposed to be raised:**

The Company proposes to raise an amount aggregating upto Rs. 9,36,00,000/- (Rupees Nine Crore Thirty-Six Lakh Only), through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for augmenting long term business requirements of the Company and other general corporate purposes.

**b) Maximum number of specified securities to be issued**

Upto 12,00,000 equity shares of face value of Rs. 10/- each of the Company, at premium of Rs. 68/- each at an issue price of Rs. 78/- per equity share aggregating upto Rs. 9,36,00,000/- (Nine Crore Thirty Six Lakh Only), such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations.

**c) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects:**

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**d) Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Category	Pre issue Shareholding Structure		Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
<b>A</b>	<b>Promoter’s Holding</b>				
1	Indian				
	Individual	55,17,616	42.63%	55,17,616	39.01%
	Bodies corporate	-	-	-	-
	Sub-total	55,17,616	42.63%	55,17,616	39.01%

2	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	55,17,616	42.63%	55,17,616	39.01%
<b>B</b>	<b>Non-Promoter's Holding</b>				
1	Institutional investors	8,60,000	6.64%	12,60,000	8.91%
2	Non-institution				
	Private corporate bodies	15,32,000	11.84%	18,57,000	13.13%
	Individuals	36,57,020	28.25%	38,82,020	27.45%
	Others (Including HUF, LLP & NRI)	13,77,240	10.64%	16,27,240	11.50%
C)	Non Promoter - Non Public	-	-	-	-
	<b>Sub-total (B)</b>	74,26,260	57.37%	86,26,260	60.98%
	<b>GRAND TOTAL</b>	<b>1,29,43,876</b>	<b>100.00%</b>	<b>1,41,43,876</b>	<b>100.00%</b>

**e) Proposed time frame within which the Preferential Issue shall be completed:**

As required under Chapter V of the SEBI (ICDR) Regulations, the Equity Shares to be allotted to each of the Proposed Allottees pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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

SR NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	NUMBER OF EQUITY SHARES
1	PATEL DAXABEN ASHESHKUMAR	NOT APPLICABLE	50,000
2	VEER IMPEX	Sonal Sumit Mehta	2,30,000
3	NAV CAPITAL VCC – NAV CAPITAL EMERGING STAR FUND	Vineet Arora	200,000
4	NAMRATA NATINKUMAR SHAH	NOT APPLICABLE	25,000
5	CRAFT EMERGING MARKET FUND PCC – ELITE CAPITAL FUND	Yuveena Mundra	200,000
6	SHUSHILABEN ATULBHAI GOHIL	NOT APPLICABLE	25,000
7	SAROJ R SAVJANI	NOT APPLICABLE	25,000



8	KOMALAY INVESTRADE PRIVATE LIMITED	Malay Bhow	3,25,000
9	ADHEESH KABRA	NOT APPLICABLE	1,00,000
10	ABHINAV KAUSHIK HUF	Abhinav Kaushik	20,000
	<b>TOTAL</b>		<b>12,00,000</b>

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

Sr. No.	Particulars	Pre - Preferential Allotment shareholding		Post - Preferential Allotment shareholding	
		No.	%	No.	%
1	PATEL DAXABEN ASHESHKUMAR	-	-	50,000	0.35%
2	VEER IMPEX	-	-	2,30,000	1.63%
3	NAV CAPITAL VCC – NAV CAPITAL EMERGING STAR FUND	2,50,000	1.93%	4,50,000	3.18%
4	NAMRATA NATINKUMAR SHAH	-	-	25,000	0.18%
5	CRAFT EMERGING MARKET FUND PCC – ELITE CAPITAL FUND	-	-	200,000	1.41%
6	SUSHILABEN ATULBHAI GOHIL	-	-	25,000	0.18%
7	SAROJ R SAVJANI	-	-	25,000	0.18%
8	KOMALAY INVESTRADE PRIVATE LIMITED	-	-	3,25,000	2.30%
9	ADHEESH KABRA	-	-	1,00,000	0.71%
10	ABHINAV KAUSHIK HUF	-	-	20,000	0.14%

**g) h) & i) Undertakings**

i) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

ii) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI (ICDR) Regulations.

iii) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.

iv) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.

v) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

vi) The company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder.

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

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF EQUITY SHARES
1.	PATEL DAXABEN ASHESHKUMAR	NON PROMOTER	50,000
2.	VEER IMPEX	NON PROMOTER	2,30,000
3.	NAV CAPITAL VCC – NAV CAPITAL EMERGING STAR FUND	NON PROMOTER	200,000
4.	NAMRATA NATINKUMAR SHAH	NON PROMOTER	25,000
5.	CRAFT EMERGING MARKET FUND PCC – ELITE CAPITAL FUND	NON PROMOTER	200,000
6.	SUSHILABEN ATULBHAI GOHIL	NON PROMOTER	25,000
7.	SAROJ R SAVJANI	NON PROMOTER	25,000
8.	KOMALAY INVESTRADE PRIVATE LIMITED	NON PROMOTER	3,25,000
9.	ADHEESH KABRA	NON PROMOTER	1,00,000
10.	ABHINAV KAUSHIK HUF	NON PROMOTER	20,000
	<b>TOTAL</b>		<b>12,00,000</b>

**2) Practicing Company Secretary's Certificate**

The certificate from Mukesh J. & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the members during the meeting and will also be made available on the Company's website till the date of the EGM, and will be accessible at link: [www.goblinindia.com](http://www.goblinindia.com).

**3) Relevant Date:**

In terms of provisions of Chapter V of the SEBI (ICDR) Regulations and in accordance with the explanation to Regulation 161 of the SEBI (ICDR) Regulations, the relevant date for determining the Preferential Issue of the equity shares is 15<sup>th</sup> March, 2023, being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue ("Relevant Date").

**4) Lock-in Period:**

The equity shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI (ICDR) Regulations.

**5) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

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

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

During the Financial Year 2022-23, the Company has made allotment of 25,00,000 equity shares having face value of Rs. 10/- each at an issue price of Rs. 22/- each to total 20 (Twenty) Investors being, non-promoters; on preferential basis.

**7) Basis on which the Issue price has been arrived at and justification for the price:**

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

In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price at which Equity Shares shall be allotted shall not be less than higher of the following:

**a. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 75.31/- per Equity Share; or**

**b. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 70.62 /- per Equity Share.**

The Equity Shares of the Company are listed on the stock exchange and the Preferential Issue is more than 5% of the post issue fully diluted share capital of the Company, report of the registered Valuer **MR. SAGAR SHAH having Reg. No. IBBI/RV/06/2020/13744** is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI (ICDR) Regulations.

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

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.

**The issue price of the Equity Shares to be allotted on preferential basis is Rs. 78/- each to the proposed Allottees, which is higher than the price as computed above.**

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

The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.

**9) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and

allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The board of directors believes that the proposed preferential issue is in the best interest of the company and its members and, therefore, recommends the resolution at Item No.2 of the accompanying notice for approval by the members of the company as a special resolution.

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

**ITEM NO.3:**

In order to meet the long term fund requirement and strategic business needs of the company and to support the future growth of the business and to further augment the long-term financial resources of the Company and such other purposes, as may be determined by the Board of Directors of the Company (“Board”) from time to time, the Board in its meeting held on Wednesday, 15<sup>th</sup> March, 2023 has approved and proposed to raise funds by way of issue of upto 25,64,102 (Twenty Five Lakh Sixty Four Thousand One Hundred and Two) secured, unrated and unlisted Optionally-Convertible Debentures (“OCD”) of the Company of face value of Rs. 78/- (Rupees Seventy Eight Only) each at an issue price of Rs. 78/- (Rupees Seventy Eight Only) each (“Issue Price”) for an aggregate amount of upto Rs. 19,99,99,956/- (Rupees Nineteen Crores Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Six Only) to PRINCIPIA TRANSFORMATICA PRIVATE LIMITED (“Proposed Allottee”), for cash consideration, by way of a preferential issue through private placement offer. The Issue price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is Rs. 78/- per OCD.

In accordance with Sections 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions of the Companies Act, 2013 (the “Act”), as amended from time to time, 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 in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

The details in relation to the Preferential Issue as required under Chapter V of the SEBI (ICDR) Regulations, the provisions of Section 23(1)(b), 42 and 62(1)(c) & 71 of the Companies Act, 2013; Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

**1. i) Objects of the Preferential Issue and aggregate amount proposed to be raised:**

The Company proposes to raise an amount aggregating upto Rs. 19,99,99,956/- (Rupees Nineteen Crores Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Six Only) convertible in the ratio of 1:1 into equity shares of company at a predetermined conversion price of Rs. 78/- per equity share,

through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for augmenting long term and strategic business requirements of the Company and other general corporate purposes.

**ii) The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of upto 25,64,102 (Twenty Five Lakh Sixty Four Thousand One Hundred and Two) secured, unrated, unlisted OCDs of face value of 78/- (Rupees Seventy Eight Only) each at an issue price of 78/- (Rupees Seventy Eight Only) each, for an aggregate amount of Rs. 19,99,99,956/- (Rupees Nineteen Crores Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Six) to Principia Transformatica Private Limited (Proposed Allottee) on preferential basis.

**iii) Maximum number of securities to be issued:**

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto 19,99,99,956/- (Rupees Nineteen Crores Ninety-Nine Lakh Ninety Nine Thousand Nine Hundred Fifty Six) unsecured, unrated and unlisted optionally-convertible debentures of face value of Rs. 78/- (Rupees Seventy Eight Only) each at an issue price of Rs. 78 /- (Rupees Seventy Eight only) per OCD, for a cash consideration.

The entire Issue Price of Rs. 78/- (Rupees Seventy Eight Only) per OCD shall be payable upfront on application by the Proposed Allottee.

**iv) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects:**

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the securities to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**v) Material terms of raising such securities:**

(i) The OCDs shall carry a coupon of 6% simple interest per annum, accrued annually and payable at the end of term of three years. Thus, the said interest on the OCDs shall be accrued and accumulated every year till the maturity period for conversion of OCDs and shall be payable at the end of such period i.e. after 18 (Eighteen) months from the date of allotment of the OCDs.

(ii) The proposed allottee shall be issued secured, unrated, unlisted OCDs by creating first and exclusive charge in favor of the proposed allottee in the current assets of the company along with investments if any as per discretion of the company which shall act as an underlying security towards payment of OCDs Subscription amount & interest thereon.

iii) After 18 (Eighteen) months from the date of allotment of the OCDs, the proposed allottee shall have the following option:

- a. The right to either convert the secured, unrated, unlisted OCDs into Company's equity shares at a predetermined conversion price of Rs. 78/- per equity share.

**OR**

- b. If after 18 (Eighteen) months, the proposed allottee, does not want to opt for conversion of secured OCDs into equity shares of the company, but, wants repayment of subscription amount along with accrued interest, thereon, in such a case; the repayment shall be made. As per mutually agreed terms.
- iv) 100% of the OCD issue price shall be paid at the time of subscription of the OCDs. The proposed allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to subscribe to equity share(s).
- v) The OCDs and the equity shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.
- vi) The Conversion Price and the number of equity shares to be allotted on conversion of the OCDs shall be subject to such appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time and may be agreed between the Company and the proposed allottee.
- vii) The term of OCDs shall not exceed 18 (Eighteen) months from the date of allotment.
- viii) The Company shall redeem the OCDs at the end of 18 (Eighteen) months from the date of allotment of OCDs at the option of proposed allottee.
- ix) The conversion right attached to OCDs may be exercised by the Proposed Allottee, at the end of term of 18 (Eighteen) months as agreed at the option of proposed allottee. The Company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- x) The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- xi) The OCDs by themselves, until exercised and converted into equity shares, shall not give the Proposed Allottee any rights with respect to that of an equity shareholder of the Company.
- xii) The equity shares allotted upon conversion of the OCDs shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**v) Shareholding pattern of the Company before and after the Preferential Issue:**

Sr. No.	Category	Pre issue Shareholding Structure		Post-issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
<b>A</b>	<b>Promoter's Holding</b>				
1	Indian				
	Individual	55,17,616	42.63%	55,17,616	35.58%
	Bodies corporate	-	-	-	-
	Sub-total	55,17,616	42.63%	55,17,616	35.58%
2	Foreign Promoters	-	-	-	-
	<b>Sub-total (A)</b>	55,17,616	42.63%	55,17,616	35.58%
<b>B</b>	<b>Non-Promoter's Holding</b>				
1	Institutional investors	860000	6.64%	860000	5.54%
2	Non-institution				
	Private corporate bodies	1532000	11.84%	4096102	26.41%
	Individuals	3657020	28.25%	3657020	23.58%
	Others (Including HUF, LLP & NRI)	1377240	10.64%	1377240	8.88%
C)	Non Promoter - Non Public	-	-	-	-
	<b>Sub-total (B)</b>	7426260	57.37%	9990362	64.42%
	<b>GRAND TOTAL</b>	<b>12943876</b>	<b>100.00%</b>	<b>15507978</b>	<b>100.00%</b>

**(Note: Includes 25,64,102 equity shares that would be allotted to Principia Transformativa Private Limited upon conversion of OCDs (assuming full conversion))**

**vi) Proposed time frame within which the Preferential Issue shall be completed:**

As required under Chapter V of the SEBI (ICDR) Regulations, the Equity Shares to be allotted to each of the Proposed Allottees pursuant to the Preferential Issue shall be allotted by the Company within a period of 15 days from the date of passing of the Special Resolution at the extraordinary general meeting, provided that where the allotment of the proposed Equity Shares to any of the Proposed Allottee is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.



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

SR NO.	NAME OF PROPOSED ALLOTTEE	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE OCDs PROPOSED TO BE ISSUED, IF APPLICABLE	NUMBER OF OCDs
1	Principia Transformatica Private Limited ("PTPL" or "Proposed Allottee")	PTPL is a private limited company incorporated and registered under Companies Act, 2013 managed and owned by Mr. Nimit Jha and Mrs. Avni Nimit Jha; being the promoters and directors of the company.  Mr. Nimit jha, Director of the company shall be the ultimate Beneficial owner of the OCDs proposed to be issued.	Upto 25,64,102

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

Particulars	Pre - Preferential Allotment shareholding		Post - Preferential shareholding (assuming full conversion of OCDs)	
	No.	%	No.	%
Principia Transformatica Private Limited	NIL		25,64,102	15.34%

**ix, x) xi) Undertakings**

a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

b) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI (ICDR) Regulations.

c) The price at which the OCDs are proposed to be allotted is not lower than the minimum price calculated as per the SEBI (ICDR) Regulations. The company would re-compute the price of the OCDs specified above, in terms of the provisions of the SEBI (ICDR) Regulations, if and where it is required to do so.

d) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above OCDs, shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.

f) The company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder.

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

As mentioned above, the proposed allottee is a non-promoter of the Company and the status will continue post the preferential issue and post conversion of OCDs.

SR NO.	NAME OF PROPOSED ALLOTTEES	CATEGORY	NUMBER OF OCDS
1	PRINCIPIA TRANSFORMATICA PRIVATE LIMITED	NON PROMOTER	25,64,102
	<b>TOTAL</b>		<b>25,64,102</b>

**2) Practicing Company Secretary's Certificate**

The certificate from Mukesh J. & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be made available for inspection by the members during the meeting and will also be made available on the Company's website till the date of the EGM, and will be accessible at link: [www.goblinindia.com](http://www.goblinindia.com).

**3) Relevant Date:**

In terms of provisions of Chapter V of the SEBI (ICDR) Regulations and in accordance with the explanation to Regulation 161 of the SEBI (ICDR) Regulations, the relevant date for determining the Preferential Issue of the equity shares is 15<sup>th</sup> March, 2023, being the date 30 days prior to the date of the extra ordinary general meeting to consider the Preferential Issue ("Relevant Date").

**4) Lock-in Period:**

The OCDs shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI (ICDR) Regulations.

**5) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable.

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

During the Financial Year 2022-23, the Company has made allotment of 25,00,000 equity shares having face value of Rs. 10/- each at an issue price of Rs. 22/- each to total 20 (Twenty) Investors being, non-promoters; on preferential basis.

**7) Basis on which the Issue price has been arrived at and justification for the price:**

The issue price of the Equity Shares to be allotted on preferential basis is Rs. 78/- per OCDs to the proposed Allottees, which is higher than the price as computed above.

The Conversion Price of OCDs into equity shares of the Company has been determined in accordance with the provisions of SEBI (ICDR) Regulations.

Each OCD shall be convertible in the ratio of 1:1 into equity shares of company at a predetermined conversion price of Rs. 78/- per equity share. The equity shares to be issued on conversion of the OCDs, whether at the option of the proposed allottee or by the Company, shall happen at a Conversion Price of Rs. 78/- per equity share. This Conversion Price is higher than the minimum price prescribed in accordance with Regulation 164 and Regulation 165 of Chapter V of SEBI (ICDR) Regulations with the relevant date for the computation of the aforesaid price being 15<sup>th</sup> March, 2023 (viz. 30 days prior to the date of the extra-ordinary general meeting of the shareholders).

Further, the company has arrived at the above mentioned conversion price on the basis of report obtained from the registered Valuer **Mr. Sagar Shah having Reg. No. IBBI/RV/06/2020/13744** as required under the provisions of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI (ICDR) Regulations.

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

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.

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

The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.

**9) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the directors, key managerial personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested, in the said resolution, except to the extent of their respective shareholding and directorships, if any, in the Company.

**ITEM NO. 4**

It is informed to the members that the company, in order to support & supplement ongoing and/or future financial and operational commitments / requirements / exigencies of the Company and/or its subsidiaries / step down subsidiaries / associate companies / group companies, has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

However, the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty (60) percent of its paid-up share capital, free reserves and securities premium account or one hundred (100) per cent of its free reserves and securities premium account, whichever is more.

Further, the said section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of shareholders by means of a special resolution is required to be passed at a general meeting. Since the aggregate amount of the loans and investments so far made, along with the loans, investments and guarantees to be made / provided by the Company in the near future, may exceed the limits prescribed under the provision of section 186 (2) of the Companies Act, 2013, so, it is feasible for the Company to get the prior approval from the shareholders of the Company by way of special resolution for enhancing the limits specified under section 186 of the Act.

Accordingly, the board of directors at its meeting held on Wednesday, 15<sup>th</sup> March, 2023 has approved increasing the aforesaid threshold upto Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only) over and above the limits specified under section 186 of the Companies Act, 2013, subject to approval of the Shareholders of the Company. Therefore, it is proposed to seek approval of members by way of a special resolution under section 186 of the Companies Act, 2013 to authorize the Board of Directors of the Company to make investments, give loans, inter corporate deposits and provide guarantees to various persons and bodies corporate from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 4 of the Notice except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 5:**

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

Accordingly, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors in their meeting held on Wednesday, 15<sup>th</sup> March, 2023 has proposed and approved for seeking the members' approval for enhancing borrowing limit for upto Rs. 250 Crores (Rupees Two Hundred and Fifty Crores Only), subject to the approval of members of the company by means of special resolution.

Therefore, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

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

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

**Place: Ahmedabad  
Date: 15/03/2023**

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