



STRATMONT INDUSTRIES LIMITED

Corporate Office: Unit No. 505, A wing, 5th Floor, VIP Plaza, Veera Industrial Estate,
Off New Link Road, Opp. Citi Mall, Andheri (West), Mumbai - 400053.
Tel.: 022-40022510.

January 6, 2024

To
The General Manager-Operations
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

SCRIPT CODE: 530495

Sub.: Notice of Extra-Ordinary General Meeting ("EGM").

Dear Sir/Ma'am,

In accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Notice convening the Extra Ordinary General Meeting scheduled to be held on **Monday, February 5, 2024 at 3.30 p.m. (IST) through Video Conferencing("VC")/Other Audio-Visual Means ("OAVM")** to transact the businesses that will be set forth in the Notice of EGM ("Notice").

The EGM be convened in compliance with the applicable provisions of Companies Act, 2013 and rules made thereunder read 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. 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") read with SEBI 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 without the physical presence of the Members at a common venue.

In compliance with above mentioned circulars, the Notice convening the Extra Ordinary General Meeting has been sent through electronic mode to Members whose Addresses are available with the Company or the Depository Participant[s].



REGD. OFFICE: Unit No. 505, A wing, 5th Floor, VIP Plaza, Veera Industrial Estate, Off New Link Road,
Opp. Citi Mall, Andheri (West), Mumbai - 400053.

Email Id: info@stratmontindustries.com | **Website:** www.stratmontindustries.com

CIN : L28100MH1984PLC339397



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In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting, for participation in the EGM and Voting during the EGM.

Key information:

| | |
|---|--|
| Cut-off Date | Monday, 29 th January, 2024 |
| Day, Date and time of commencement of remote e-Voting | Friday, 2 nd February, 2024, 9:00 A.M. |
| Day, Date and time of end of remote e-Voting | Sunday, 4 th February, 2024, 5:00 P.M. |
| Extra Ordinary General Meeting | Monday, 5 th February, 2024, AT 3:30 P.M. |

Company has appointed **Purva Sharegistry (India) Pvt. Ltd.**, for the VC facility at the EOGM and e-voting at the EOGM.

The copy of the Notice of EGM is also available on the Website of the Company at www.stratmontindustries.com and on the website of the Stock Exchange i.e., BSE limited at www.bseindia.com and on the CDSL website at www.evotingindia.com.

Kindly acknowledge and take on record the same.

Thanking you,

For STRATMONT INDUSTRIES LIMITED


Sheeth Kumar
Managing Director
DIN: 10179396



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF STRATMONT INDUSTRIES LIMITED (CIN L28100MH1984PLC339397) WILL BE HELD ON MONDAY, FEBRUARY 5, 2024 AT 3.30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESSES:

1. TO CONSIDER THE CONVERSION OF LOAN GIVEN BY THE PROMOTERS AND PAC'S TO THE COMPANY INTO EQUITY SHARES:

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

"RESOLVED THAT pursuant to section 39,42 and 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the shareholders be and is hereby accorded to utilize/convert the Loan(s)/Advances advanced given by the following Promoter and PAC to the Company on various dates and aggregating up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only), as on 30.11.2023 towards any future subscription of equity shares in one or multiple tranches, at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including chapter V of The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and rules framed thereunder:

| Sr. No. | Name of Person | Loan outstanding as on 30.11.2023 (Rs.) | Loan to be (up to) adjusted towards any future subscription of equity shares upto (Rs.) |
|---------|---|---|---|
| 1. | Mr. Vatsal Agarwal | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) (1,60,00,000 equity shares of face value of Rs.10/- each) |
| 2. | M/s. Novapro Global Resources Private Limited | Rs. 1,00,00,000/- (Rupees One Crore only) | Rs. 1,00,00,000/- (Rupees One Crore only) (10,00,000 equity shares of face value of Rs.10/- each) |



| | | |
|-------|--|--|
| Total | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) | 1,70,00,000 equity shares of face value of Rs.10/- each |
|-------|--|--|

"RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the promoter, in one or multiple tranches, towards future subscription of any securities including equity shares and convertible warrants into equity shares and the conversion of the shares for all accounting purpose treated as subscription of shares by cash."

"RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only), given by the Mr. Vatsal Aggarwal - Promoter & Director and PAC - M/s. Novapro Global Resources Private Limited to the company on various occasions as mentioned in the Explanatory statement to this notice be and hereby treated /considered as the utilization of funds towards the subscription proceeds in any issue of share capital of the company."

"AND RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/or any Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the redemption proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required."

2. PREFERENTIAL ISSUE OF 2,50,00,000 EQUITY SHARES TO PROMOTER AND DIRECTORS (INCLUDING PAC'S) AND PUBLIC AT AN ISSUE PRICE OF RS. 10 FOR EACH SHARE OF FACE VALUE OF RS. 10/- EACH:

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



"RESOLVED THAT pursuant to provisions of Section Sections 23(1)(b), 39,42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 as amended (The "SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and the Reserve Bank of India ("RBI") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the "Board", which term includes a duly constituted and authorized committee), approval of the members of the Company through this Annual General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 2,50,00,000 equity shares at an issue price of Rs. 10 each for issue of equity shares of face value of Rs. 10/- each to Mr. Vatsal Agarwal - Promoter and Director and PAC- M/s. Navapro Global Resources Private Limited acting with him and Public (Fund M/s. Nexpact Limited, M/s. Eminence Global Fund PCC and M/s. AG Dynamic Funds Limited) aggregating to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only):



| Sr. No. | Name | Category | No. of Proposed equity shares | At an issue Price of (Rs.) | Total Amount (Rs.) |
|--------------|---|--------------------------------|-------------------------------|----------------------------|---------------------------|
| 1. | Mr. Vatsal Agarwal | Promoter | 1,60,00,000 | 10 | Rs. 16,00,00,000/- |
| 2. | M/s. Novapro Global Resources Private Limited | Promoter (PAC) | 10,00,000 | 10 | Rs. 1,00,00,000/- |
| 3. | Nexapt Limited | Public (AIF) – Registered Fund | 25,00,000 | 10 | Rs. 2,50,00,000/- |
| 4. | Eminence Global Fund PCC | Public (AIF) – Registered Fund | 27,50,000 | 10 | Rs. 2,75,00,000/- |
| 5. | AG Dynamic Funds Limited | Public (AIF) – Registered Fund | 27,50,000 | 10 | Rs. 2,75,00,000/- |
| Total | | | 2,50,00,000 | | Rs. 25,00,00,000/- |

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018, the "Relevant Date" shall be **Saturday, January 6, 2024** being the date 30 days prior to date of this Extra-Ordinary General Meeting."

"RESOLVED FURTHER THAT the issue price for the 2,50,00,000 equity shares as on the relevant date to the promoter group and Public is of Rs. 10/- for each equity shares of face value of Rs. 10/- each and the Board in its absolute discretion modify the price of issue of 2,50,00,000 equity shares of face value of Rs.10/- each to comply with Chapter V of Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018."

"RESOLVED FURTHER THAT pursuant to section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Companies Act") read Companies (Share Capital and Debentures) Rules, 2014 read with Chapter V of the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 and all other applicable provisions and subsequent amendments thereto, consent of the shareholders be and is hereby accorded to utilize/convert the Loan(s)/Advances given to the Company earlier on various dates given by the Promoter and Director -



Mr. Vatsal Agarwal and PAC - M/s. Novapro Global Resources Private Limited acting with him aggregating Rs. 17,00,00,000/- (Rupees Seventeen Crore only) as on 30.11.2023 towards the subscription amount [initial/final]:

| Sr. No | Name of Person | Loan outstanding as on 30.11.2023 (Rs.) | No. of Proposed subscription of Shares | Loan to be (up to) adjusted towards the subscription of equity shares upto (Rs.) |
|--------|---|--|---|---|
| 1. | Mr. Vatsal Agarwal | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) | 1,60,00,000 equity shares of face value of Rs.10/- each | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) (1,60,00,000 equity shares of face value of Rs.10/- each) |
| 2. | M/s. Novapro Global Resources Private Limited | Rs. 1,00,00,000/- (Rupees One Crore only) | 10,00,000 equity shares of face value of Rs.10/- each | Rs. 1,00,00,000/- (Rupees One Crore only) (10,00,000 equity shares of face value of Rs.10/- each) |
| TOTAL | | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) | 1,70,00,000 equity shares of face value of Rs.10/- each | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) (1,70,00,000 equity shares of face value of Rs.10/- each) |

"RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, in connection with the conversion of the above loan of the promoter and PAC's, towards the above subscription of equity shares for all accounting purpose shall be treated as subscription of the above shares by cash."



"RESOLVED FURTHER THAT the Promoter Mr. Vatsal Agarwal and PAC's will bring after adjustment of the above Loan, the Balance subscription amounts on or before the date of allotment of Shares."

"RESOLVED FURTHER THAT the Board be and hereby authorised to recompute the issue price of the shares in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and any balance subscription amount of 2,50,00,000 equity shares of face value of Rs 10/- each be called from the allottees before the allotment of shares."

"RESOLVED FURTHER THAT in case the preferential issue and allotment of 2,50,00,000 Equity Shares to promoter and Public, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Loan of the promoter and PAC's of Rs. 17,00,00,000/- (Rupees Seventeen Crore only) - shall be adjusted towards the subscription of 1,70,00,000 equity shares and for all accounting purpose shall be treated as contribution towards subscription of the above shares by cash and the balance subscription amount will be paid to the Company on or before the allotment of shares;
- b. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- c. The 2,50,00,000 Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- d. The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- e. The Equity Shares shall be allotted by the Company to the Proposed Allottee in de-materialized form within the time prescribed under the applicable laws;
- f. The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- g. The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- h. The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals of the SE, as the case may be.

"RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance 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 Proposed Allottees inviting them to subscribe the 2,50,00,000 equity shares of face value of Rs 10/- each, as the case may be."



"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally 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 including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Equity Shares to be allotted to the proposed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorised for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorised all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental ,SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."



"AND RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement, appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies."

Date: December 21, 2023

Place: Mumbai



By Order of the Board of Directors
For Stratmont Industries Limited

Sd/-

Vineet Kumar
Managing Director
DIN:10179396

Regd. Office: Unit No.505, 5th Floor, VIP Plaza COPSI, Veera Industrial Estate,
New Link Road, Andheri (W), Mumbai City, MH 400053, India.

CIN: L28100MH1984PLC339397

Email id: stratmontindustriesltd@gmail.com

Website: www.stratmontindustries.com

Notes:

- 1) Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Item Nos. 1 and 2 is annexed hereto.
- 2) In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of general meeting [EOGM] through video conferencing [VC] or other audio visual means [OAVM] read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by



companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EOGM through VC or OAVM, without the physical presence of the Members at a common

venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the Extra-ordinary General Meeting (EOGM) of the Company is being held through VC/OAVM on **Monday, February 5, 2024 at 3.30 P.M. (IST)**. The deemed venue for the EOGM will be at Unit No. 505, 5th Floor, VIP Plaza COPSL, Veera Industrial Estate, New Link Road, Andheri (W), Mumbai City, MH 400053, India.

- 3) Since the Extra-ordinary General Meeting (EOGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EOGM.
- 4) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 5) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on **Friday, 2nd February, 2024 at 9:00 a.m. (IST)** and end on **Sunday, 4th February, 2024 at 5:00 p.m. IST**. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., **Monday, 29th January, 2024**.
- 6) Any person who is not a member post cut-off date should treat this notice for information purposes only.
- 7) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM.



- 8) Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the **cut-off date, i.e., Monday, 29th January, 2024**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) at support@purvashare.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- 9) Mr. Shraavan A. Gupta, Practicing Company Secretary (Membership No. ACS. 27484 & CP No. 9990) of M/s. Shraavan A. Gupta & Associates, vide Board Resolution dated December 21, 2023, has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
- 10) The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
- 11) The Results shall be declared after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.stratmontindustries.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
- 12) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- 13) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.stratmontindustries.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EOGM i.e. the conduct of EOGM through VC/ OAVM, date and time of EOGM, availability of notice of EOGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.



- 14) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Notice of the EOGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EOGM are also available on the Company's website www.stratmontindustries.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL [agency for providing the Remote e-Voting facility] <https://helpdesk.evoting@cdslindia.com>. (RTA is the provider of VC and e-voting at EOGM).
- 15) The Members can join the EOGM 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 EOGM through VC / OAVM will be made available for 1000 members on first come first served basis.
- 16) Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17) The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.
- 18) The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EOGM by the members based on the request being sent on stratmontindustriestld@gmail.com.
- 19) Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
- 20) As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
- 21) In case of joint holders, the Member whose name appears as the first holder in the order of names



as per the Register of Members of the Company will be entitled to vote at the EDGM.

- 22) Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
- 23) Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records

of the Shareholders holding shares in electronic/demat form.

- 24) All communications/ queries in this respect should be addressed to our RTA, at support@purvashare.com.
- 25) Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

THE INSTRUCTIONS FOR MEMBERS (SHAREHOLDERS) FOR REMOTE E-VOTING THROUGH VC/OAVM AND JOINING GENERAL MEETING ARE AS UNDER BY CDSL:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

- i. The remote e-voting period begins on **Friday, 2nd February, 2024, at 9:00 a.m. (IST) and ends on Sunday, 4th February, 2024, at 5.00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial



Owners as on the record date (**cut-off date**) i.e., **Monday, 29th January, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date, being, Monday, 29th January, 2024**.

- 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.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 an 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 above said SEBI Circular, Login method for remote e-Voting for Individual shareholders holding securities in Demat mode is given below:

| Type of shareholders | Login Method |
|----------------------|--------------|
|----------------------|--------------|



Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Via: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider** i.e. **NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period if you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider** i.e. **NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



NSDL Mobile App is available on



5.

Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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
3. e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
4. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
5. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in



| | |
|---|--|
| | progress and also able to directly access the system of all e-Voting Service Providers. |
| | 6. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

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

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number: 240103005 followed by Folio Number registered with the company |



| | |
|--|---|
| | For example, if folio number is 001*** and EVEN is 240103005 then user ID is 101456001*** |
|--|---|

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

Step 2: Cast your vote electronically on NSDL e-Voting system.



How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to stratmontindustriesLtd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to



stratmontindustriestd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to helpdesk.evoting@cdsindia.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

PURVA SHAREREGISTRY (INDIA) PVT. LTD.
UNIT NO. 9 SHIV SHAKTI IND. ESTATE.
J.R. BORICHAMARG,
OPP. KASTURBA HOSPITAL LANE,
LOWER PAREL (E) MUMBAI- 400011

Phone: 022-23012518

Fax: 022-23012518

Email: support@purvashare.com

Date: December 21, 2023

Place: Mumbai

By Order of the Board of Directors
For Stratmont Industries Limited



Sd/-
Vineet Kumar
Managing Director
DIN:10179396

Regd. Office: Unit No.505, 5th Floor, VIP Plaza COPSI, Veera Industrial Estate,
New Link Road, Andheri (W), Mumbai City, MH 400053, India.



CIN: L28100MH1984PLC339397

Email Id: stratmontindustriesltd@gmail.com

Website: www.stratmontindustries.com



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018"), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 01 and 02 (Special Business) of the accompanying Notice dated December 21, 2023.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

A. The Company based on the declaration of the proposed subscribers belongs to the Promoter and Promoter Group and funds belongs to public category and the available documents confirm that none of the proposed allottees:

1. has sold or transferred any equity shares of the company during the 90 trading days preceding the relevant date;
2. the promoter(s) or the promoter group has previously subscribed to any warrants of the company and has failed to exercise the warrants; and
3. the promoters or directors of the company is/ are a fugitive economic offender.

Further the Issuer Company confirms that:

4. the company as per the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Bombay Stock Exchange.
5. the company has obtained the Permanent Account Numbers of the proposed allottees, except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board before an application seeking in-principle approval is made by the issuer to the stock exchange(s) where its equity shares are listed.
6. all proposed equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
7. all equity shares held by the proposed allottees in the Company are in dematerialized form.



8. The Proposed resolution to be considered by the shareholders/ members at their forth coming meeting is a special resolution and the company has made an application seeking in-principle approval to the stock exchange(s), **on the same day i.e. on Saturday, January 6, 2024**, when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

B. the purpose of this issue, the "relevant date" means **Saturday, January 6, 2024**, the date thirty days prior to the date on which the meeting of shareholders is held (**EGM dated Monday, February 5, 2024**) to consider the proposed preferential issue:

Accordingly, in terms of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating upto Rs. 2,50,000,000/- (Rupees Twenty five Crore Only) by way of issue and allotment of 2,50,00,000 equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 10/- to:

a) objects of the preferential issue:

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, tax obligations and/or general corporate purposes;
2. Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
3. Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
4. To Invest in the New Projects and trading with Coal and Finished products Coke;
5. conversion of Loan into equity to improve the debt: equity ratio. Convert the existing Loan of the Promoter and Promoter Group of Rs 17,00,00,000/- (Rupees Seventeen Crore only);
6. For settlement of dues, working capital, Bank Guarantee, performance guarantee;
7. To return of Loan and advances to the lenders and
8. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

b) maximum number of specified securities to be issued:



The Company propose to issue 2,50,00,000 (Two Crore Fifty Lakh) equity shares of face value of Rs 10/- each at an issue price of Rs. 10/- each as fully paid-up shares.

Out of this issue 2,50,00,000 (Two Crore Fifty Lakh) equity shares of face value of Rs 10/- each at an issue price of Rs. 10/- each: (a) the Promoter and Promoter Group will subscribe 1,70,00,000 (one Crore Seventy Lakh) equity shares of face value of Rs 10/- each and (b) the said subscription will be made from the existing Loan and Advances of Rs 1,70,00,000/- (Rupees Seventeen Crore Only) of the Promoter and Promoter Group and as per the T&C of the Loan agreement dated 13th August, 2022 and ratified agreement dated 21st December, 2023. Both these Loan agreements are available for inspection of any members between 11:00 a.m. to 1:00 p.m. from **Monday to Friday till the date of EOGM dated Monday, February 5, 2024.**

This issue can be made in one or more tranches, on preferential basis to the allottees as mentioned in the resolution within 15-days from the date approval of the resolution by the shareholders or any statutory permissions of in-principle approval from BSE whichever is later. The price can be modified as per Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018, if required. Hence the issue of 250,00,000 equity shares of face value of Rs 10/- each to be issued on a preferential basis for consideration by cash (this includes the Conversion of Loan and Advances of Rs. 17,00,00,000/- (Rupees Seventeen Crore only) into Equity shares).

c) Intent of the promoters, directors, key managerial personnel or senior management] of the issuer to subscribe to the offer:

There will be no change of management and the Board or KMP on account of this preferential issue. The promoters are subscribing in this issue to the extent of 1,70,00,000 (One Crore Seventy Lakh) equity shares of face value of Rs 10/- each.

The Promoter - Mr. Vatsal Agarwal also a director of the company and holding 22,57,652(64.54%) equity shares of face value of Rs 10/- each of the issued and paid-up capital of the Company.

The PAC - M/s. Novapro Global Resources Private Limited is not holding any shares in the company. And the beneficial owner and promoter of this Body Corporate M/s. Novapro Global Resources Private Limited is Mr. Vatsal Agarwal and he is the promoter of the Target Company.

The valuation report has been obtained from the independent registered valuer i.e., from Jay A Shah (M/s. Jay A Shah & Associates) - IBBI Registered Valuer having Registration No. (IBBI/RV/07/2022/14720), dated December 21, 2023 and there is no change management control and the shareholding of Mr. Vatsal Agarwal - promoter also not increasing by more than 5% of the enhanced capital.

Same certificate is available at the website of the company at www.stratmontindustries.com – investors – Preferential Issue 2023-24.

ITEM NO. 1: TO CONSIDER THE CONVERSION OF LOAN GIVEN BY THE PROMOTERS AND PAC'S TO THE COMPANY INTO EQUITY SHARES:



The Company, from time to time has obtained loans and advances from Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited of the Company. As on 30.11.2023 up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only) is outstanding and the company deployed the loans received from Mr. Vatsal Agarwal - promoter and director and PAC - M/s. Novapro Global Resources Private Limited towards Bank Loan obligations, working capital, general corporate purpose and other creditors requirements, without any interest.

The Board assured him that when there will be any expansion of capital, that time he will be given an option to subscribe the capital of the company and his outstanding's will be adjusted against the subscription amount.

The Board at their meeting held on December 21, 2023 decided to consider conversion of Loan of Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited of the Company approved the same.

None of the Directors/KMP or their relatives are concerned or interested in the said resolution, save and except for the Promoters.

The Statutory Auditor, **M/s SARP & ASSOCIATES (FRN: 007375C) - Chartered Accountants** confirmed that as on 30.11.2023, the Company has accepted Loans from Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only). A certificate from the Statutory Auditor about the Loans from Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only) of the Company is available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

Extracts of the Board Resolution dated December 21, 2023 which includes the Term & Conditions of the Conversion of the Loan of Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited into equity shares will be available for inspection at the registered office of the company during the business hours till the date of the meeting between 11.00 a.m. to 01.00 p.m. and the copy of the same made available to any member free of cost.

- i. The salient features of the Loans and Advances of Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only), promoter director of the Company now liable to be used for the purpose of this issues as under:
1. Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited at the request of the Target Company jointly and severally will lend Loan and advances upto of Rs 25,00,000/- (Rupees Twenty Five Crore) in one or multiple Tranches.
 2. The Loans and advances from Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only),



promoter director of the Company shall be used as subscription money in any future capital dilution of any fresh issue of capital which includes equity shares or convertible warrants into equity shares.

3. As per the T&C of the Loan Agreement dated 13th August, 2022 and subsequent Loan Agreement dated 21st December 2023, the Loan and advances from Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited jointly and severally up to Rs. 17,00,00,000/- (Rupees Seventeen Crore only), may be used for future allotment of any equity shares/Convertible warrants into equity shares with in a period of 24- Months from 13th August, 2022 in one or multiple tranches and towards any proposed subscription of shares/ Convertible Warrants into any future issue equity shares of the Company by private placement or by way of issue of shares by way of preferential allotment of shares as per the Applicable provisions of the SEBI Act, 1992 and rules and regulations framed there under.

4. The Loan and advances from Mr. Vatsal Agarwal - promoter director of the Target Company and PAC - M/s. Novapro Global Resources Private Limited jointly and severally will give up to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) as Loan and Advances at an interest of 12% p.a. on an accrual basis and the said interest will be accrued on yearly basis and accumulated upto 2nd April, 2025 and will be payable thereafter, if not utilized for the purposes as stated hereinabove.

There will be no interest calculated or payable on the Loan and advances upto Rs 17,00,00,000/- (Rupees Seventeen crore) in case of conversion of the same into equity shares on or before 2nd April, 2025.

5. The Loan and advances from Mr. Vatsal Agarwal - promoter director and PAC - M/s. Novapro Global Resources Private Limited jointly and severally up to Rs. 25,00,00,000/- (Rupees Twenty Five Crore only) and out of this upto Rs 17,00,00,000/- (Rupees Seventeen Crore) will be used for the purpose of any future allotment of any equity shares/Convertible warrants into equity shares with in a period of 24- Months from 13th August, 2022, in one or multiple tranches and the said Rs 17Cr shall be used towards any proposed subscription money of shares/ Convertible Warrants into equity shares of the Company and till such time Interest on the above Loan and advances shall be payable @ 12% p.a. on an accrual basis and the said interest will be accrued on yearly basis and accumulated upto 2nd April, 2025 and will be payable thereafter, if not utilized for the purposes as stated hereinabove.

6. Utilization of the Loan and Advances: the Loan and advances that will be taken by the company on various occasions shall only be utilised to meet with the financial obligations (of all the descriptions), working capital and for trading purpose of the target company including refund of any Loan and payment of interest of the Bank Loan and for the purpose of any future issue of shares and convertible warrants into equity shares issue and the same shall be considered as part of the use of

the funds for the object of the issue.



- ii. In this proposed issue of shares on a preferential basis: Mr. Vatsal Agarwal - promoter director along with PAC - M/s. Novapro Global Resources Private Limited have given Rs. Rs. 17,00,00,000/- (Rupees Seventeen Crore) - as Loan of Advances as on 30.11.2023.

Out of the said Loan and advances of Rs. 16,00,00,000/- (Rupees Sixteen Crore only) of Mr. Vatsal Agarwal - promoter of the target company along with his PAC - M/s. Novapro Global Resources Private Limited, Rs. 1,00,00,000/- (Rupees One Crore only) shall be utilised towards the subscription money for subscription of 1,70,00,000 equity shares of face value of Rs.10/- each at an issue price of Rs. 10/- each per share of face value of Rs.10/- each and the details utilisation of Loan and Advances are as under:

| Sr. No. | Name | Loan outstanding as on 30.11.2023 (Rs.) | No. of proposed equity shares to be issued | Issue Price (Rs.) | Loan to be (up to) adjusted towards the subscription of equity shares (Rs.) |
|---------|---|---|--|-------------------|---|
| 1. | Mr. Vatsal Agarwal - promoter & Director | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) | 1,60,00,000 equity shares of face value of Rs.10/- each | Rs. 10 /- each | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) (1,60,00,000 equity shares of face value of Rs.10/- each) |
| 2. | M/s. Novapro Global Resources Private Limited - PAC | Rs. 1,00,00,000/- (Rupees One Crore only) | 10,00,000 equity shares of face value of Rs.10/- each | Rs. 10 /- each | Rs. 1,00,00,000/- (Rupees One Crore only) (10,00,000 equity shares of face value of Rs.10/- each) |
| | Total | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) | 1,70,00,000 equity shares of face value of Rs.10/- each | | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) (1,70,00,000 equity shares of face value of Rs.10/- each) |



None of the Directors or Key Managerial Person(s) or their respective relatives are deemed to be concerned or interested in any way in this resolution except Promoter is interested to the extent of their shareholding in the Company

The Board commends the passing of the resolution set out at Item No. 1 for the approval of members of the company by a Special Resolution.

The Loan agreement dated 13th August, 2022 and the ratification loan agreement dated 21st December, 2023 available for inspection of any members between 11:00 a.m. to 1:00 p.m. on Monday to Friday till the date of EOGM.

ITEM NO. 2: PREFERENTIAL ISSUE AND ALLOTMENT OF 2,50,00,000 EQUITY SHARES TO PROMOTER AND DIRECTORS (INCLUDING PAC'S) AND PUBLIC AT AN ISSUE PRICE OF RS. 10 FOR EACH SHARE OF FACE VALUE OF RS. 10/- EACH:

Your company is proposing to offer and issue up to 2,50,00,000 equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 10/- each per shares of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the following proposed allottees.

| Sr. No. | Name | Proposed Shares | At Price (Rs.) per share | Total Amount (Rs.) |
|---------|---|--------------------|--------------------------|---------------------------|
| 1) | Mr. Vatsal Agarwal | 1,60,00,000 | Rs. 10/- | Rs. 16,00,00,000/- |
| 2) | M/s. Novapro Global Resources Private Limited | 10,00,000 | Rs. 10/- | Rs. 1,00,00,000/- |
| 3) | Nexpact Limited | 25,00,000 | Rs. 10/- | Rs. 2,50,00,000/- |
| 4) | Eminence Global Fund PCC | 27,50,000 | Rs. 10/- | Rs. 2,75,00,000/- |
| 5) | AG Dynamic Funds Limited | 27,50,000 | Rs. 10/- | Rs. 2,75,00,000/- |
| | Total | 2,50,00,000 | | Rs. 25,00,00,000/- |

M/s. Stratmont Industries Limited is into the business of Trading and Distribution of commodities of Coke, hard coke and other coal / coke related products.

Coke - a derivative of metallurgical coking coal is particularly a raw material used by various industries. Being a vital component in the process of conversion of metallurgical ores into metal, coke plays an important role in the metal industry. The coke industry is dominated by large integrated steel plants (ISPs). Traditionally, coke production has been captive, thus ISPs leaving a measure surplus for merchant trading. But during the past years, a number of pig iron plants have been built in India without captive coke making facilities. Also, most coke oven batteries are located in the eastern region of the country in proximity to steel units. As a result, coke consumers in the western and southern regions have to rely primarily on imported coke.



Major Coke consuming industries - Pig Iron producers and Steel Industry, Foundry industry, Ferro- alloys industry, Blast Furnaces, Zinc and lead producers & Cement Industry.

The Present paid up capital of the Company consist of 34,97,880 Equity shares of face value of Rs 10/- each aggregating Rs.3,49,78,800/-. The Board has appointed M/r. Jay A Shah - IBBI registered valuer having registration No. (IBBI/RV/07/2022/14720) and as per his valuation report as on December 21, 2023, the valuation of each share is Rs. 10/- of face value of Rs 10/- each.

As members are aware that the company needs fund for expanding the business and to meet its day-to-day requirement in the normal course of business, the Board of Directors in their meeting held on December 21, 2023 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (Promoter and Directors (Including PAC'S) And Public).

This proposed allotment will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form;
- d. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
- e. the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and



- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not willful defaulters or their any prohibition to subscribe the shares.

The Board of Directors of the Company in their meeting held on December 21, 2023, approved raising of funds aggregating up to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) by way of issuance of up to 2,50,00,000 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 10/- per Equity Share to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) by way of issue and allotment of 2,50,00,000 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 10/- per Equity Share, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

(i) **Capital of the Company:**

The Authorized capital of the Company consists of 3,00,00,000 equity shares of face value of Rs.10/- each aggregating to Rs. 30,00,00,000/-.

At present the paid-up capital of the company consist of 34,97,880 equity shares of face value of Rs.10/- each aggregating to Rs. 3,49,78,800/-.



The Present issue consists of 2,50,00,000 equity shares of Rs. 10/- each. **Post allotment of this preferential issue of 2,50,00,000 equity shares of Rs. 10/- each the paid-up capital of the company will be 2,84,97,880 equity shares of face value of Rs. 10/- each aggregating Rs- 28,49,78,800/- (Rupees Twenty-eight Crore Forty-Nine Lakh Seventy-Eight Thousand Eight Hundred Only).** The Company will increase the Authorized share capital to meet the requirements of present preferential issue with approval of members in the ensuing general meeting. The proposed allottee's consist of 1 Body Corporates, 3 Fund, and 1 Individual.

(ii) **Date of Board Resolution:**

December 21, 2023

(iii) **Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is **Saturday, January 6, 2024**, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) **The Objects of the issue through preferential issue:**

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, tax obligations;
2. For settlement of dues, working capital, Bank Guarantee, performance guarantee;
3. To return of Loan and advances to the lenders and/or general corporate purposes;
4. Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company;
5. Purchase of machineries, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
6. To Invest in the New Projects;
7. conversion of Loan into equity to improve the debt: equity ratio; and
8. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

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

Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) by way of issuance of up to 2,50,00,000 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 10/-

Issuance of up to 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of face value of 10/- (Rupees Ten only) each at an issue price of 10/- (Rupees ten only) per equity share each, in one or more tranches, for an aggregate amount of Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) on preferential basis.



Mr. Vatsal Agarwal - promoter director along with PAC - M/s. Novapro Global Resources Private Limited have given Rs. 17,00,00,000/- (Rupees Seventeen Crore) - as Loan of Advances as on 30.11.2023.

Out of the said Loan and advances of Rs. 16,00,00,000/- (Rupees Sixteen Crore only) of Mr. Vatsal Agarwal - promoter of the target company along with his PAC - M/s. Novapro Global Resources Private Limited, Rs. 1,00,00,000/- (Rupees One Crore only) shall be utilised towards the subscription money for subscription of 1,70,00,000 equity shares of face value of Rs 10/- each at an issue price of Rs. 10/- each per share of face value of Rs.10/- each and the details utilisation of Loan and Advances are as under:

| Sr. No. | Name | Loan outstanding as on 30.11.2023 [Rs.] | No. of proposed equity shares to be issued | Issue Price [Rs.] | Loan to be (up to) adjusted towards the subscription of equity shares (Rs.) |
|--------------|---|---|--|-------------------|---|
| 1. | Mr. Vatsal Agarwal – promoter & Director | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) | 1,60,00,000 equity shares of face value of Rs.10/- each | Rs. 10 /- each | Rs. 16,00,00,000/- (Rupees Sixteen Crore only) (1,60,00,000 equity shares of face value of Rs.10/- each) |
| 2. | M/s. Novapro Global Resources Private Limited - PAC | Rs. 1,00,00,000/- (Rupees One Crore only) | 10,00,000 equity shares of face value of Rs.10/- each | Rs. 10 /- each | Rs. 1,00,00,000/- (Rupees One Crore only) (10,00,000 equity shares of face value of Rs.10/- each) |
| Total | | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) | 1,70,00,000 equity shares of face value of Rs.10/- each | | Rs. 17,00,00,000/- (Rupees Seventeen Crore only) (1,70,00,000 equity shares of face value of Rs.10/- each) |

(vi)

Basis or justification for the price (including the premium, if any) has been arrived at:



As per Regulation 165* of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named **Mr. Jay A Shah – IBBI registered valuer (IBBI/RV/07/2022/14720)** dated December 21, 2023 and same is available at the website of the company at www.stratmontindustries.com – investors – Preferential issue 2023-24 and also available at the registered office of the company.

(*As the shares of the company it is infrequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the last 240 trading days).

(vii)

Pricing:

The issue price of Rs. 10/- Per share of face value of Rs.10/- each and is in accordance with regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the Relevant Date is Saturday, January 6, 2024.

The Valuation is Rs. 10/- per equity share as per regulation 165 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: Not Applicable

Regulation 166A (1): Other conditions for pricing: Not Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price: **Not Applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.



Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

However, the post % of the allotment considering the fully allotted shares capital, none of the allottees is subscribing more than 5% and as a group their diluted shareholding post allotment is not exceeding 5% of the enhanced capital. Hence, valuation report from an independent registered valuer is not required.

We hereby confirm and certify that the valuation Report prepare as per Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 should be treated as valuation Report prepared under Regulation 166A (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable**

(viii) **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 the price: Not Applicable**

(ix) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of face value of Re. 10/- each.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The Acquirer/ proposed allottee is also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

(x) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The preferential issue of shares is being made to the Specified Allottees who is the Promoters/Director of the Company and form part of the Promoter Group of the Company or



connected with Key Managerial Person or Director who are the proposed subscriber to the present preferential issue.

Part of the preferential issue of shares is being made to the Specified Allottees who are not belongs to the Promoters of the Company and form part of the Promoter Group of the Company but connected with any Key Managerial Person and connected to Directors of the Company.

(xi) **Proposed Allottee's:**

The name, Category and PAN No. of the proposed allottees are under:

| Sr. No. | Name | Category | PAN |
|---------|---|----------------|------------|
| 1) | Mr. Vatsal Agarwaal | Promoter | APDPA5772J |
| 2) | M/s. Novapro Global Resources Private Limited | Promoter (PAC) | AAICN0792K |
| 3) | Nexpact Limited | Fund | AAFCN0208F |
| 4) | Eminence Global Fund PCC | Fund | N.A. |
| 5) | AG Dynamic Funds Limited | Fund | AASCAB490R |

(xii) **(i) Pre-Holdings of proposed allottee's:**

As on date the following allottee's have pre-holdings:

| Sr. No. | Name | No. of shares | % | Pre-holding Lock In release date |
|---------|---------------------------|---------------|--------|----------------------------------|
| 1. | Vatsal Agarwal - Promoter | 22,57,652 | 64.54% | 30-09-2024 |

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(ii) The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:

| Sr. No. | Name of Proposed Allottee | Category | Pre-issue holding | % | No. of equity shares proposed to be allotted | Post issue holding | % | Change in Holding (%) |
|---------|---------------------------|----------|-------------------|---|--|--------------------|---|-----------------------|
| | | | | | | | | |



| | | | | | | | | |
|----|--|----------------|-----------|--------|-------------|-------------|--------|-------|
| 1. | Vatsal Agarwal | Promoter | 22,57,652 | 64.54% | 1,60,00,000 | 1,82,57,652 | 64.07% | 0.47% |
| 2. | Novapro Global Resources Private Limited | Promoter (PAC) | Nil | Nil | 10,00,000 | 10,00,000 | 3.50% | N.A. |
| 3. | Nexpact Limited | Fund | Nil | Nil | 25,00,000 | 25,00,000 | 8.77% | N.A. |
| 4. | Eminence Global Fund PCC | Fund | Nil | Nil | 27,50,000 | 27,50,000 | 9.65% | N.A. |
| 5. | AG Dynamic Funds Limited | Fund | Nil | Nil | 27,50,000 | 27,50,000 | 9.65% | N.A. |

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

The pre-shareholdings of promoter is 22,57,652 (64.54%) and non-promoter (public) is 12,40,228 (35.46%) and the post subscription of shares, the post shareholdings will be consisting of 2,84,97,880 equity shares of face value of Rs.10/- each, respectively.

| Sr. No. | Category | Pre - Holding | | Post - Holding | |
|---------|--|---------------|--------|----------------|--------|
| | | No. of Shares | % | No. of Shares | % |
| (A) | PROMOTERS | | | | |
| 1.1 | (a) Individuals/Hindu undivided Family | 22,57,652 | 64.54% | 1,82,57,652 | 64.07% |
| 1.2 | (b) Body Corporates | 0 | 0 | 10,00,000 | 3.51% |
| | TOTAL = (A) | 22,57,652 | 64.54% | 1,92,57,652 | 67.58% |
| (B) | PUBLIC | | | | |
| 2.1 | Banks | 0 | 0 | 0 | 0 |
| 2.2 | Individuals | 9,23,324 | 26.4% | 9,23,324 | 3.24% |
| 2.3 | HUF | 53,837 | 1.54% | 53,837 | 0.19% |
| 2.4 | Clearing Members | 6,945 | 0.20% | 6,945 | 0.02% |



| | | | | | |
|-----|----------------------------|------------------|---------------|--------------------|---------------|
| 2.5 | Trust | 0 | 0 | 0 | 0 |
| 2.6 | NRI | 13,136 | 0.38% | 13,136 | 0.05% |
| 2.7 | FUND | 8,740 | 0.25% | 80,08,740 | 28.10% |
| 2.8 | Body Corporates | 2,34,246 | 6.70% | 2,34,246 | 0.82% |
| 2.9 | Others | 0 | 0 | 0 | 0 |
| | TOTAL = (B) | 12,40,228 | 35.46% | 92,40,228 | 32.42% |
| | TOTAL (A)+ (B)- (C) | 34,97,880 | 100% | 2,84,97,880 | 100% |

(xiv) **Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xv) **Identity of the natural persons who are the ultimate beneficial owners (UBO) of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

| Sr. No. | Name of the Allottees | Ultimate Beneficial Owners (UBO) | Pan / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners |
|---------|---|--------------------------------------|--|
| 1. | Novapro Global Resources Private Limited - Promoter (PAC) | Mr. Vatsal Agarwal | APOPA5772J |
| 2. | Nexpact Limited - Fund | Mr. Ashwanee Ramsurrun | 1597998 |
| 3. | Eminence Global Fund PCC - Fund | Infinity Investments Manager Limited | N.A. |
| 4. | AG Dynamic Funds Limited - Fund | Ms. Dixit Srishti | U0830628 |



(xvi) **Undertaking:**

The Company hereby undertakes that:

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

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xvii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer. None of the Allottees are connected with each other.

(xviii) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

| Sr. No. | Details of Proposed Allottee | Pre status of the proposed allottee | Post status of the proposed allottee |
|---------|---|-------------------------------------|--------------------------------------|
| 1. | Mr. Vatsal Agarwal | Promoter | Promoter |
| 2. | M/s. Novapro Global Resources Private Limited | PAC (Promoter) | PAC (Promoter) |
| 3. | Nexpect Limited | Public (Non-Promoter) | Public (Non-Promoter) |
| 4. | Eminence Global Fund PCC | Public (Non-Promoter) | Public (Non-Promoter) |
| 5. | AG Dynamic Funds Limited | Public (Non-Promoter) | Public (Non-Promoter) |



[xix]

Lock-in period:

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity shares of the company allotted on a preferential basis to promoters and promoters' group and non-promoters group shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s).

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

[xx]

Practicing Company Secretary's Certificate:

A certificate from M/s. Shrawan A. Gupta & Associates, Company Secretaries dated December 21, 2023 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at www.stratmontindustries.com – Investors – Preferential issue 2023-24 and shall be placed before the Extra-ordinary general meeting of the shareholders and also attached to this notice.

None of the Directors/KMP or their relatives except stated above proposed allottees in present preferential issue are concerned or interested in the said resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.



Date: December 21, 2023

Place: Mumbai



By Order of the Board of Directors
For Stratmont Industries Limited

A handwritten signature in blue ink, appearing to read "Vineet Kumar".

Sd/-
Vineet Kumar
Managing Director
DIN:10179396

Regd. Office: Unit No.505, 5th Floor, VIP Plaza COPSL, Veera Industrial Estate,
New Link Road, Andheri (W), Mumbai City, MH 400053, India.

CIN: L28100MH1984PLC339397

Email id: stratmontindustriesltd@gmail.com

Website: www.stratmontindustries.com



COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To,

**The Board of Directors,
STRATMONT INDUSTRIES LIMITED,
(CIN: L28100MH1984PLC339397)**

Address:

Unit No.505, 5th Floor, VIP Plaza COPSL,
Veera Industrial Estate, New Link Road,
Andheri (W), Mumbai City, MH 400053, India.

Dear Sir,

We, M/s. Shravan A. Gupta & Associates having Membership No. ACS. 27484 & CP No. 9990, Practicing Company Secretary, have been appointed by the Stratmont Industries Ltd. (hereinafter referred to as 'Company') having CIN: L28100MH1984PLC339397 and having its Registered Office at Unit No.505, 5th Floor, VIP Plaza COPSL, Veera Industrial Estate, New Link Road, Andheri (W), Mumbai City, MH 400053, India., to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed issuance of 2,50,00,000 (Two Crore Fifty Lakh) equity shares at an issue price of Rs. 10/- each (Face Value Rs. 10/- each) for issue of equity shares of face value of Rs. 10/- each to the promoter and directors (including PAC'S) and public subscribers aggregating to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) (Preferential Issue), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

List of Proposed Allottees:

| Sr. No. | Name | Category | No of Proposed equity shares | At an issue Price of (Rs.) | Total Amount (Rs.) |
|---------|---------------------------------------|----------------|------------------------------|----------------------------|--------------------|
| 1. | Mr. Vatsal Agarwaal | Promoter | 1,60,00,000 | 10 | Rs. 16,00,00,000/- |
| 2. | M/s. Novapro Global Resources Private | Promoter (PAC) | 10,00,000 | 10 | Rs. 1,00,00,000/- |

| | Limited | | | | |
|----|-----------------------------|--------------------------------------|--------------------|----|---------------------------|
| 3. | Nexpact Limited | Public (AIF) - Registered Fund | 25,00,000 | 10 | Rs. 2,50,00,000/- |
| 4. | Eminence Global Fund PCC | Public (AIF) - Registered Fund | 27,50,000 | 10 | Rs. 2,75,00,000/- |
| 5. | AG Dynamic Funds Limited | Public (AIF) - Registered Fund | 27,50,000 | 10 | Rs. 2,75,00,000/- |
| | Total | | 2,50,00,000 | | Rs. 25,00,00,000/- |

MANAGEMENT'S RESPONSIBILITY:

The Management of the Company is responsible for ensuring the compliance of the requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. Compliance with the conditions/ requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

a. **Certified copy of Board Resolution dated December 21, 2023**, approving Preferential Issue of 2,50,00,000 (Two Crore Fifty Lakh) equity shares at an issue price of Rs. 10/- each (Face Value Rs. 10/- each) for issue of equity shares of face value of Rs. 10/- each to the persons belongs to the Promoter and Directors (including PAC'S) and public subscribers aggregating to Rs. 25,00,00,000/- (Rupees Twenty-five Crore Only) (Preferential Issue);

b. Confirmation from the Company that:

- i. The Board of Directors of the Company have decided **January 6, 2024, as the "Relevant Date"** being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., **Monday, February 5, 2024 at 3.30 p.m. (IST)**, to consider and approve the Preferential Issue;
- ii. The Company has determined the minimum price of equity shares in terms of Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;

- iii. The Board of Directors of the Company at its meeting held on December 21, 2023 approved Notice convening the General Meeting of the Company and approved the Preferential Issue respectively;
- iv. The proposed Preferential Issue is being made to Promoter and Directors (including PAC'S) and public subscribers of the Company;
- v. None of the Proposed Allottee are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;
- vi. The equity shares held by the Proposed Allottee are already in dematerialized form;
- vii. the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.
- viii. The Proposed Allottees have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;
- ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;
- x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the proposed Preferential Issue;
- xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

Pre-preferential holding details:

| Sr. No. | Name of Allottees | No. of Shares | % | Pre-holding Lock-in Release Date |
|---------|---------------------------|---------------|--------|----------------------------------|
| 1. | Vatsal Agarwal - Promoter | 22,57,652 | 64.54% | 30-09-2024 |

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Our scope of work did not include verification of compliance with other requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

Same certificate is available at the website of the company at www.stratmontindustries.com - investors - Preferential issue 2023-24.

For Shravan A. Gupta & Associates

Practicing Company Secretary



Shravan A. Gupta

Membership No.: ACS. 27484

CP No.: 9990

UDIN: A027484E003138724

Peer Review Certificate No.:2140/2022

Date: December 21, 2023

Place: Mumbai