



BHATIA COLOUR CHEM LIMITED

CIN: L24290GJ2021PLC127878

Regd Office: Plot No.A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat
394210

Mob No.9104294564

Email Id: cs@bccindia.com

Weblink: www.bccl.info

Date: 05/12/2024

To,

BSE LIMITED

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai- 400 001.

Scrip ID/ Code/ISIN : BCCL/543497/ INE0KQ001017

Subject : Voting Results of Extraordinary General Meeting of the Company held on
04th December, 2024

Reference No. : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Voting Results of the businesses transacted at the Extraordinary General Meeting of the members of Bhatia Colour Chem Limited held on Wednesday, 04th December, 2024 at the Registered office of the company situated at Plot No. A/2/12, Road No. 1, Udhana Udyog Nagar Sangh Udhna Surat 394210 at 01:00 P.M. (IST).

Further, pursuant to the provisions of the Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, the report of the Scrutinizer dated 05th December, 2024 is also enclosed herewith.

We further wish to inform you that based on the Scrutinizer's Report, all the resolutions set out in the notice of the EGM have been duly approved by the shareholders with requisite majority.

You are requested to kindly take the same on record.

Yours Faithfully,

Thanking You.

For Bhatia Colour Chem Limited

Vishwa Ronak Patel

Company Secretary & Compliance Officer

M. No.: A67342

Place: Surat

Encl: Voting Result
Scrutinizer Report

Voting Results

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

BHATIA COLOUR CHEM LIMITED | Extraordinary General Meeting | 04th December, 2024

Date of EGM	04 th December, 2024
Book Closure Date	N.A.
Total Number of Shareholders as on cut off date: (27 th November, 2024, cut-off date for E-voting)	704
Number of shareholders present in meeting either in person or through proxy:	
Promoters & Promoter Group	7
Public	8
Number of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	No video conferencing facility was made available to the shareholders.
Public	

Agenda-wise

Given below is the agenda wise combined result of Remote E-voting and Voting at the meeting.

SPECIAL BUSINESS

Resolution No. 1:

TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY (Special Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3)={(2)/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={(4)/(2)} *100	% of votes against on votes polled (7)={(5)/(2)} *100
Promoter & Promoter Group	E-voting	5608750	5608750	100%	5608750	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		5608750	5608750	100%	5608750	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	6625000	1248100	18.84%	1248100	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6625000	1248100	18.84%	1248100	0	100%
Total		12233750	6856850	56.05%	6856850	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

This Resolution is passed as a Special Resolution.

Resolution No. 2:**TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION: (Ordinary Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	5608750	5608750	100%	5608750	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		5608750	5608750	100%	5608750	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	6625000	1248100	18.84%	1248100	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6625000	1248100	18.84%	1248100	0	100%
Total		12233750	6856850	56.05%	6856850	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

This Resolution is passed as an Ordinary Resolution.

Resolution No. 3:**TO ISSUE FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/ PROMOTER GROUP AND TO IDENTIFIED NON-PROMOTER PERSONS (Special Resolution)**

Whether promoter/ promoter group are interested in the agenda/resolution:								No
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3)={2}/(1)} *100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)={4}/(2)} *100	% of votes against on votes polled (7)={5}/(2)} *100
Promoter & Promoter Group	E-voting	5608750	5608750	100%	5608750	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		5608750	5608750	100%	5608750	0	100%
Public - Institution	E-voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institution	E-voting	6625000	1248100	18.84%	1248100	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		6625000	1248100	18.84%	1248100	0	100%
Total		12233750	6856850	56.05%	6856850	0	100%	0

Details of Invalid votes	
Category	No. of Votes
Promoter & Promoter Group	0
Public Institutions	0
Public non-institutions	0

This Resolution is passed as a Special Resolution.

For **Bhatia Colour Chem Limited**

Bharat Brijlal Bhatia
Managing Director
DIN: 09095082

Place: Surat



RANJIT KEJRIWAL

Company Secretaries & Registered Valuer (SFA)

SCRUTINIZER'S REPORT

To
The Chairman
Extraordinary General Meeting (EOGM) of the members of
BHATIA COLOUR CHEM LIMITED
CIN: L24290GJ2021PLC127878
held on 04th December, 2024
at Registered Office Plot No. A/2/12, Road No. 1,
Udhana Udyog Nagar Sangh Udhna Surat - 394210
At 01.00 P.M.

Dear Sir,


Sub.: Scrutinizer's report on E voting

1. I, Ranjit Binod Kejriwal, a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of Bhatia Colour Chem Limited for the purpose of scrutinizing the remote e-voting process along with Polling Paper at the EOGM and ascertaining the requisite majority on remote e-voting / Ballot process at the EOGM carried out as per the provisions of section 108 and 109 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice to the Extraordinary General Meeting (EOGM) of the members of the company, held at Registered Office of the company on Wednesday, 04th December, 2024 at 01.00 PM
2. At the EOGM of the Company held on Wednesday, 04th December, 2024, the Company has also provided facility for Polling Paper during the EOGM to the members attending the meeting, who have not already cast their vote by remote e-voting. The chairman of the EOGM has appointed me as the Scrutinizer for the same.
3. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through polling paper during the EOGM conducted for the resolutions contained in the Notice to the Extraordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for voting process at the EOGM is restricted to make a consolidated Scrutinizer's Report of the votes cast "in Favour" or "Against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the company to provide remote e-voting facility.
4. Further to the above, I submit my reports as under:
 - i. The e-voting period remained open from Sunday, 01st December, 2024 at 9.00 a.m. to Tuesday, 03rd December, 2024 at 5.00 p.m.
 - ii. The members of the Company as on the "cut-off" date i.e. Wednesday, 27th November, 2024 were entitled to vote on the resolution (item No. 01 to 03 as set out in the notice of the EOGM of the Company).



Page 1 of 6

- iii. The votes cast were unblocked on 05th December, 2024 at 10.55 a.m. in the presence of 2 (Two) witnesses namely **Mr. Krishnavtar Gupta** and **Ms. Het Palsanawala** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



Name: **Mr. Krishnavtar Gupta**



Name: **Ms. Het Palsanawala**

- iv. Thereafter the details containing inter alia, list of Equity Share Holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (NSDL) i.e. <https://www.evoting.nsdl.com/>.
- v. The combined result of remote e-voting and voting through polling paper during EOGM is as under:

RESOLUTION NO. 1:

TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY: (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and applicable laws, the consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by addition to the existing article no. III under the heading Share Capital and Variation of Rights of the Articles of Association of the Company, the following new Article no. 8 (A):

8 (A). "Subject to the provisions of the Act, the Board shall have the power to issue or re-issue bonds, debentures, debenture-stock, warrants or other securities of one or more classes which are liable to be redeemed or converted into equity shares or any other class on such terms and conditions and in such manner as determined by the Board in accordance with the Act."

Provided that bonds, debentures, debenture-stock, warrants or other securities so issued or to be issued by the Company with the right to allotment of or conversion into equity shares shall not be issued except with the sanction of the Company in general meeting.

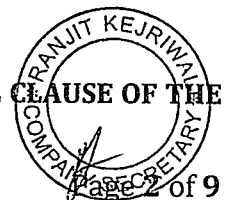
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority in respect of any matter(s) arising from or incidental to the said amendment."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	16	6856850	16	6856850	0	0	0	0
At EGM	0	0	0	0	0	0	0	0
Total	16	6856850	16	6856850	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.

RESOLUTION NO. 2:

TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION: (ORDINARY RESOLUTION)



"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 12,50,00,000 (Rupees Twelve Crores and Fifty Lacs Only) divided into 1,25,00,000 (One Crores and Twenty Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each to ₹20,00,00,000 (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten Only) each.

"RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of ₹10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	16	6856850	16	6856850	0	0	0	0
At EGM	0	0	0	0	0	0	0	0
Total	16	6856850	16	6856850	0	0	0	0

This resolution is passed with requisite majority as an Ordinary Resolution.

RESOLUTION NO. 3:

TO ISSUE FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER/ PROMOTER GROUP AND TO IDENTIFIED NON-PROMOTER PERSONS: (SPECIAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") to the extent applicable, as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("Equity Shares") are listed (hereinafter collectively referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is

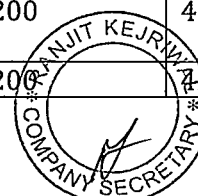
Page 3 of 9
 COMPANY SECRETARY

hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 44,00,000 (Forty four Lakhs) warrants, each convertible into, or exchangeable at an option of Warrant Holder(s)/ Proposed Allottee(s), within a maximum period of 18 (eighteen) months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- each ("Warrants") at a price of Rs. 134/- (Rupees One Hundred and Thirty Four only) each or price which is determine in accordance with Chapter V of the SEBI ICDR Regulations, 2018 whichever is higher, payable in cash ("Warrants Issue Price"), aggregating up to Rs. 58,96,00,000/- (Rupees Fifty Eight Crores Ninety Six lakhs Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to; (i) certain members of promoter and promoter group; and (ii) Public (hereinafter referred to as "Proposed Allottees"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "Preferential Issue").

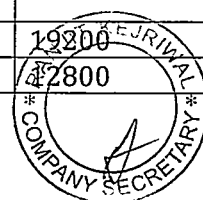
Sr. no.	Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Maximum Consideration (Rupees)
1	BHARAT BRIJLAL BHATIA	PROMOTER	752000	100768000
2	RAMESHCHAND CHANDURAM BHATIA	PROMOTER	955200	127996800
3	SONAL BHARAT BHATIA	PROMOTER GROUP	123200	16508800
4	MADHU BRIJLAL BHATIA	PROMOTER GROUP	123200	16508800
5	REENA RAMESHCHAND BHATIA	PROMOTER GROUP	123200	16508800
6	DHAWAL RAMESHCHANDRA BHATIA	PROMOTER GROUP	123200	16508800
7	VINOD KUMAR KANODIA	PUBLIC INDIVIDUAL	19200	2572800
8	KESHAV SHAILESH SARRAF	PUBLIC INDIVIDUAL	19200	2572800
9	SURESH CHANDRA SHANKERLAL BAPNA	PUBLIC INDIVIDUAL	19200	2572800
10	DINESH GOKULBHAI BHIMANI	PUBLIC INDIVIDUAL	19200	2572800
11	SHAUNAK ATULBHAI JOSHI	PUBLIC INDIVIDUAL	8000	1072000
12	PARTH YOGESHKUMAR KHAMBHOLIYA	PUBLIC INDIVIDUAL	8000	1072000
13	VIRENDRA KUMAR TADI	PUBLIC INDIVIDUAL	11200	1500800
14	AKUL ARORA	PUBLIC INDIVIDUAL	11200	1500800
15	PRADEEP KUMAR KABRA	PUBLIC INDIVIDUAL	11200	1500800
16	KANCHAN DEVI BAHETI	PUBLIC INDIVIDUAL	49600	6646400
17	KASHYAP RANJITSINH JADAV	PUBLIC INDIVIDUAL	8000	1072000
18	VISHALKUMAR HARJIBHAI GHORI	PUBLIC INDIVIDUAL	14400	1929600
19	VIRESHBHAI C KASLIWAL HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
20	HALCYON ENTERPRISE	PUBLIC PARTNERSHIP FIRM	8000	1072000
21	SUFIYAN GULAMRASUL DADABHAI	PUBLIC INDIVIDUAL	8000	1072000
22	MOHAMMED JAVED MOHAMMED HAYAT KHAN	PUBLIC INDIVIDUAL	8000	1072000
23	NILESH M BELADIA	PUBLIC INDIVIDUAL	6400	857600
24	NITINBHAI RAVJIBHAI PATEL	PUBLIC INDIVIDUAL	4800	643200



25	MANJU JAIN	PUBLIC INDIVIDUAL	8000	1072000
26	AAKASH ASHOK BAREJA	PUBLIC INDIVIDUAL	112000	15008000
27	RAJIV LEKHRAJ CHUGH	PUBLIC INDIVIDUAL	11200	1500800
28	NISHA DAYANAND NARANG	PUBLIC INDIVIDUAL	11200	1500800
29	RISHAB SANJAY JAIN	PUBLIC INDIVIDUAL	11200	1500800
30	VANDANA VIJAY ARORA	PUBLIC INDIVIDUAL	11200	1500800
31	AANSHIJITENDRA BAHADUR SINGH	PUBLIC INDIVIDUAL	8000	1072000
32	SATISHKUMAR HARGOPAL NANDWANI	PUBLIC INDIVIDUAL	8000	1072000
33	RAJUBHAI PREMJBHAI VANANI	PUBLIC INDIVIDUAL	11200	1500800
34	SAINI RAJVINDER ABHISHEK	PUBLIC INDIVIDUAL	8000	1072000
35	SANJAY KUMAR JAIN HUF	PUBLIC INDIVIDUAL HUF	8000	1072000
36	MANOJ U PALGOTA	PUBLIC INDIVIDUAL	19200	2572800
37	DIMPLE JAIN	PUBLIC INDIVIDUAL	9600	1286400
38	ROHIT SURANA	PUBLIC INDIVIDUAL	19200	2572800
39	HARSHAD RASIKLAL SHETH	PUBLIC INDIVIDUAL	76800	10291200
40	CHETAN KUMAR AGGARWAL	PUBLIC INDIVIDUAL	19200	2572800
41	VAIBHAV KOTHARI	PUBLIC INDIVIDUAL	19200	2572800
42	KHUSHALI BOCHIWAL	PUBLIC INDIVIDUAL	19200	2572800
43	VIKAS JAIN	PUBLIC INDIVIDUAL	19200	2572800
44	DAGA CAPITAL	PUBLIC PARTNERSHIP FIRM	100800	13507200
45	AGARWAL SABITA	PUBLIC INDIVIDUAL	70400	9433600
46	KIRAN DEVI	PUBLIC INDIVIDUAL	25600	3430400
47	PINKY	PUBLIC INDIVIDUAL	25600	3430400
48	NORATAN KUMAR DUGAR	PUBLIC INDIVIDUAL	11200	1500800
49	PRADEEP BOTHRA	PUBLIC INDIVIDUAL	11200	1500800
50	MANJULA NAHATA	PUBLIC INDIVIDUAL	38400	5145600
51	BRIJWASI VINIMAY PVT LTD	PUBLIC BODY CORPORATE	51200	6860800
52	GAUTAM MAKHARIA	PUBLIC INDIVIDUAL	11200	1500800
53	BALDEV TEXTILE MILLS PVT LTD	PUBLIC BODY CORPORATE	11200	1500800
54	MADHURI JAIN BHANSALI	PUBLIC INDIVIDUAL	8000	1072000
55	JAYA MAROTHI	PUBLIC INDIVIDUAL	8000	1072000
56	NEHA MITTAL	PUBLIC INDIVIDUAL	11200	1500800
57	KIMI GUPTA	PUBLIC INDIVIDUAL	11200	1500800
58	GOGAD KRUTIKA DILIP	PUBLIC INDIVIDUAL	8000	1072000
59	ARVIND KUMAR BENGANI & SONS HUF	PUBLIC INDIVIDUAL HUF	12800	1715200
60	NAVRATAN MAL SANCHETI	PUBLIC INDIVIDUAL	11200	1500800
61	KARISHMA KOCHAR	PUBLIC INDIVIDUAL	11200	1500800
62	ANKIT JAIN	PUBLIC INDIVIDUAL	3200	428800
63	SHRIYANSH KUMAR PUGALIA	PUBLIC INDIVIDUAL	8000	1072000
64	SIDDHATH BOTHRA HUF	PUBLIC INDIVIDUAL HUF	4800	643200
65	LOKESH PATAWARI	PUBLIC INDIVIDUAL	3200	428800
66	VIDHI JINENDRA BOTHRA	PUBLIC INDIVIDUAL	3200	428800
67	KHUSHAAL BOTHRA	PUBLIC INDIVIDUAL	3200	428800
68	NISHITA JINENDRA BOTHRA	PUBLIC INDIVIDUAL	3200	428800
69	BHAVISHYA JAIN	PUBLIC INDIVIDUAL	3200	428800



70	SONAM BHARGAVA	PUBLIC INDIVIDUAL	3200	428800
71	RUPAL JAYESH MADHANI	PUBLIC INDIVIDUAL	19200	2572800
72	TANISHA FATESAIRA	PUBLIC INDIVIDUAL	19200	2572800
73	GEETADEVI GHANSHYAMDAS ASAWA	PUBLIC INDIVIDUAL	19200	2572800
74	VIJETA PAWAN DAGA	PUBLIC INDIVIDUAL	19200	2572800
75	JIGNESH RAMESHCHANDRA SUBA HUF	PUBLIC INDIVIDUAL HUF	19200	2572800
76	NISHIT JAIN	PUBLIC INDIVIDUAL	25600	3430400
77	ANIKET MEHTA	PUBLIC INDIVIDUAL	19200	2572800
78	SAROJBEN MANOJBHAI PATEL	PUBLIC INDIVIDUAL	19200	2572800
79	MANOJKUMAR JAGDISHBHAI PATEL	PUBLIC INDIVIDUAL	38400	5145600
80	KEYABEN YASHKUMAR PATEL	PUBLIC INDIVIDUAL	19200	2572800
81	YASHKUMAR MUKESHBHAI	PUBLIC INDIVIDUAL	20800	2787200
82	NEERUBEN KAMLESHBHAI PATEL	PUBLIC INDIVIDUAL	20800	2787200
83	HINAL PATEL	PUBLIC INDIVIDUAL	20800	2787200
84	VISHALBHAI R KANANI	PUBLIC INDIVIDUAL	19200	2572800
85	UTTAMKUMAR MOHANLAL JAIN	PUBLIC INDIVIDUAL	40000	5360000
86	DHRUV MINESHKUMAR PATEL	PUBLIC INDIVIDUAL	14400	1929600
87	BHAVESH RAMNIKLAL GALA	PUBLIC INDIVIDUAL	14400	1929600
88	DHARMENDRA JAIN	PUBLIC INDIVIDUAL	14400	1929600
89	DILIP KUMAR SANKLECHA	PUBLIC INDIVIDUAL	14400	1929600
90	BHARAT CHUNILAL SHAH	PUBLIC INDIVIDUAL	14400	1929600
91	DILIP BHIKAMCHAND SETHIA	PUBLIC INDIVIDUAL	14400	1929600
92	SACHIN GARG	PUBLIC INDIVIDUAL	33600	4502400
93	NIKHIL LALIT AGARWAL	PUBLIC INDIVIDUAL	19200	2572800
94	RAHUL CHOUDHARY HUF	PUBLIC INDIVIDUAL HUF	25600	3430400
95	NIDHISHA SACHIN KHETAN	PUBLIC INDIVIDUAL	11200	1500800
96	NIRANJAN AGARWAL	PUBLIC INDIVIDUAL	16000	2144000
97	VINAY SETHIA	PUBLIC INDIVIDUAL	19200	2572800
98	SEEMA KEDIA	PUBLIC INDIVIDUAL	17600	2358400
99	SHILPI GUPTA	PUBLIC INDIVIDUAL	17600	2358400
100	SWATI JALAN	PUBLIC INDIVIDUAL	17600	2358400
101	SHIV SHANKAR BIHANI	PUBLIC INDIVIDUAL	12800	1715200
102	DEEPAK VERMA	PUBLIC INDIVIDUAL	16000	2144000
103	KASHISH JHAWAR	PUBLIC INDIVIDUAL	16000	2144000
104	MONA KEDIA	PUBLIC INDIVIDUAL	11200	1500800
105	CHINTAN JHAVERI (HUF)	PUBLIC INDIVIDUAL HUF	14400	1929600
106	POONAM TULSAN	PUBLIC INDIVIDUAL	8000	1072000
107	INNOCENT TRADELINK PRIVATE LIMITED	PUBLIC BODY CORPORATE	54400	7289600
108	CHANDRIKABEN U. JAIN	PUBLIC INDIVIDUAL	16000	2144000
109	RITU LUNIA	PUBLIC INDIVIDUAL	40000	5360000
110	RICHA NAHATA	PUBLIC INDIVIDUAL	16000	2144000
111	KAMLADEVI GAUTAMCHAND LUNKAD	PUBLIC INDIVIDUAL	19200	2572800
112	JAIN KETAN KANTILAL	PUBLIC INDIVIDUAL	19200	2572800
113	VIKASKUMAR BHAVARLAL	PUBLIC INDIVIDUAL	17800	1715200



	SHAH			
114	UPASANA DHOOT	PUBLIC INDIVIDUAL	20800	2787200
115	SANDEEP SARAF	PUBLIC INDIVIDUAL	51200	6860800
116	SALONI GHANSHYAM PANSARI	PUBLIC INDIVIDUAL	16000	2144000
117	JAY GUPTA	PUBLIC INDIVIDUAL	19200	2572800
118	SEEMA SONTHALIA	PUBLIC INDIVIDUAL	25600	3430400
119	HARISH MUNDHRA	PUBLIC INDIVIDUAL	8000	1072000
120	DEEPAK AGARWAL	PUBLIC INDIVIDUAL	8000	1072000
121	RAJ KUMAR JAIN	PUBLIC INDIVIDUAL	8000	1072000
122	PRAVEEN NIRMAL JAIN	PUBLIC INDIVIDUAL	8000	1072000
123	RATANESH KUMAR MANDOWARA	PUBLIC INDIVIDUAL	8000	1072000
124	RICHA SONTHALIA	PUBLIC INDIVIDUAL	19200	2572800
125	SANDEEP GUPTA	PUBLIC INDIVIDUAL	8000	1072000
126	PRATEEK DIWAN	PUBLIC INDIVIDUAL	16000	2144000
		Total	44,00,000	58,96,00,000

RESOLVED FURTHER THAT the relevant date for the determination for the issue price for the Preferential Issue of the Fully Convertible Warrants as per Regulation 161 of the SEBI (ICDR) Regulations, 2018 is Monday, November 04, 2024, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of Equity Shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) Equity Share against each Warrant.
- b) the minimum amount of Rs. 14,74,00,000 (Rs. Fourteen Crores Seventy-Four Lakhs Only) which is equivalent to 25% (Twenty-Five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of Rs. 44,22,00,000 (Rs. Forty-Four Crores Twenty-Two Lakhs only) which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert all the outstanding Warrant(s) and subscribe to Equity Share(s) of the Company ("**Warrant Exercise Amount**").
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing Equity Shares of the Company in all respects including the payment of dividend and voting rights;
- e) the Equity Shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company,



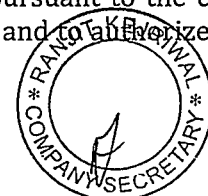
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions Regulation 167 and other Regulations of Chapter V of the SEBI ICDR Regulations.
- k) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

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 Warrants 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 to the Warrants.

RESOLVED FURTHER THAT the complete record of private placement be maintained in Form PAS 5.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Fully Convertible Warrants and such number of Equity Shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the Equity Shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the Equity Shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons



as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

- e) to issue clarifications on the offer, issue and allotment of the Equity Shares to be allotted pursuant to the conversion of the Warrants and listing of the Equity Shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including application to Stock Exchange for obtaining In-principle approval, Listing of shares approval, Trading approval and filing of requisite documents with the Registrar of Companies and RBI, appointment of legal advisors / solicitors, bankers, depositories, custodians, registrars, trustees, stabilizing agents and/ or any other advisors, professionals, agencies as may be required, to negotiate / modify / execute / deliver and / or sign any declarations, information memorandum, agreements, deeds, forms and such other documents as may be necessary in this regard and to resolve and settle any questions and difficulties that may arise in the proposed creation, offer, issue and allotment of the Warrants and Equity Shares upon conversion and utilization of issue proceeds without being required to seek any further consent or approval of the members.

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

Mode	Members Voted	Total Shares	Favour		Against		Invalid	
			Members	Votes	Members	Votes	Members	Votes
Electronic	16	6856850	16	6856850	0	0	0	0
At EGM	0	0	0	0	0	0	0	0
Total	16	6856850	16	6856850	0	0	0	0

This resolution is passed with requisite majority as a Special Resolution.

[Resolution No. 3 as amended vide their Corrigendum letter dated 29th November, 2024.]

Thanking You,
Yours faithfully,



Ranjit Binod Kejriwal
Practicing Company Secretary
Membership No. 6116
CP No. 5985
Place: Surat
Date: 05/12/2024
UDIN: F006116F003279243

