

AMANI TRADING AND EXPORTS LIMITED

Regi. Office address: 32, Milan Park Society, Near JawaharChowk, Maninagar, Ahmedabad 380008
Corporate Office Address: Unit No. 1,2,3,4 and 6th Floor, VB Capitol, S No. 209(P), CTS Pune MH 411007

CIN: L51100GJ1984PLC020026

Tel. No. 079-25462907 Email Id: amaniexports@yahoo.co.in Website: www.amanitrading.in

June 22, 2022

To,
The Secretary,
The Bombay Stock Exchange,
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001.

SUBJECT :INTIMATION OF NOTICE TO EXTRA-ORDINARY GENERAL MEETING

BSE CODE :512008

Dear Sir/Madam,

As required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the EGM notice of the Company scheduled to be held on Saturday, July 16, 2022 at 03.00 p.m. (IST) at corporate office of the Company at Unit No 1,2,3 and 4, 6th Floor, VB Capitol S No 209(P), CTS Pune, Pune MH 411007.

The EGM notice of the Company has been sent in electronic mode as well as by courier/ speed Post to Members whose registered email IDs and address are available with the Company, the Depository Participant(s) and RTA.

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 remote e-voting and Vote by poll on the date of EGM for Resolutions proposed to be passed at EGM. The Company has engaged CDSL for providing facility for remote e-voting. Link Intime India Private Limited will send the e-notice to the members whose email id is registered with it.

Key information:

Cut-off Date	:	Saturday, July 09, 2022
Day, Date and time of commencement of remote e-Voting	:	Wednesday, July 13, 2022 at 9:00 a.m.
Day, Date and time of end of remote e-Voting	:	Friday, July 15, 2022 at 5:00 p.m.
Extra Ordinary General Meeting	:	Saturday, July 16, 2022 at 03.00 p.m.

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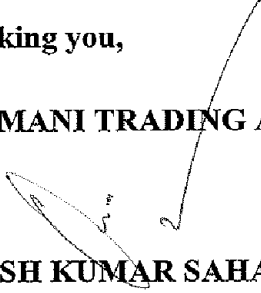
Tel. No. 079-25462907 Email Id: amaniexports@yahoo.co.in Website: www.amanitrading.in

The copy of the Notice of EGM is also available on the Website of the Company at www.amanitrading.in 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.

Please acknowledge and take on record the same.

Thanking you,

For AMANI TRADING AND EXPORTS LIMITED


UMESH KUMAR SAHAY
Director
(DIN: 01733060)



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EXTRA-ORDINARY GENERAL MEETING
OF
AMANI TRADING & EXPORTS LIMITED

Day: Saturday

Date: July 16, 2022

Time: 03:00 P.M.

Venue: Unit No. 1,2,3,4 and 6th Floor, VB Capitol, S No. 209(P), CTS Pune MH 411007.

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Registered Office:
32, Milan Park Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad- 380008

**By Order of the Board of Directors
For Amani Trading and Exports Limited**

Sd/-
Umesh Kumar Sahay
Director
DIN: 01733060

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NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting** of the Members of Amani Trading and Exports Limited will be held as under:

Day: Saturday
Date: July 16, 2022
Time: 03:00 p.m.

Venue: Unit No. 1,2,3,4 and 6th Floor, VB Capitol, S No. 209(P), CTS Pune MH 411007.

To transact the following businesses:

SPECIAL BUSINESS (ES):**1. Reclassification of certain promoters/ promoter group entities to "Public" shareholder category.**

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

"RESOLVED THAT the members be and hereby take on record the successful completion of the open offer given by Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay pursuant to the regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, whereby the Management Control of the company changed.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") ("Stock Exchange") and such other approvals as may be necessary and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of shareholders listed hereunder from "Promoter/ Promoters Group" category to "Public" category:

Sr. No.	Name of the Promoter/Promoter* Group	Number of Equity shares held	% of shareholding
1	Virbala Navnit Parikh(Navnit Trust)	7500	1.07
2	Navnitlal C. Parikh (Suvidha Trust)	5000	0.72
3	Navnit C M Parikh	1760	0.25
4	Jayantilal Chandulal Parikh	525	0.08
5	Taraben Jayantilal Parikh	525	0.08
6	Falguniben Shreyasbhai Sheth	175	0.03
7	Madhuriben Maheshbhai Jhaveri	175	0.03
8	Sanjaybhai Maheshbhai	175	0.03
9	Shreyakbhai Arvindbhai Sheth	175	0.03
10	Varshaben Sanjaybhai Jhaveri	175	0.03
11	Ajay Chandrakant Mody	40	0.01
12	Harsh Anubhai Javeri	10	0
13	Narottam Bhikalal Shah	10	0
14	Shripal Sevantilal Morakhia	10	0
15	Chintan N. Parikh (Saumya Trust)	23400	3.34
16	Navnitlal C.Parikh (Shivam Trust)	20000	2.86
17	Chintan N. Parikh (Sadhana Trust)	11900	1.70
18	Ataku Holdings Pvt. Ltd.	2125	0.30
19	Akalu Holdings Pvt. Ltd.	950	0.14
20	Nirenbbhai A. Jhaveri	100	0.01
Total		74730	10.63

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company, be and are hereby severally authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/ authorities as may be necessary."

2. Swap of shares for an acquisition of 100% stake in M/s. EFC Limited (CIN U70200PN2014PLC150686) by way of swap of Equity shares through Preferential Allotment:

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

“RESOLVED THAT pursuant to provisions of Section 42, 62(1)(c), 186 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 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 Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 50,00,000 (Fifty Lakh) Equity Shares of the Company of face value of Re. 10/- (Rupee Ten) per Equity Share at an issue price of Rs. 100/- (Rupees Hundred Only) each including a premium of Rs. 90/- (Rupees Ninety Only) per share, amounting to Rs. 50,00,00,000/- (Rupees Fifty Crore only) on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. swap of Equity shares to the below mentioned persons (belongs to promoter and non-promoter group) being the shareholders of M/s. EFC Limited, (CIN: U70200PN2014PLC150686) ‘Target company’ having PAN: AADCE6220C and its Registered Office at Unit No 1,2,3 and 4, 6th floor, VB Capitol S No 209(P), CTS Pune MH 411007 and these shares shall rank pari-passu with the existing equity shares of the Company based on the valuation report obtained by the company in accordance with applicable laws, at such price determined in accordance with Chapter V of Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 or any other provisions of the law as may be prevailing at the time.”

Sr. No.	Name of Proposed Allottee(s) belongs to EFC Limited (A)	Category (B)	No. of Shares in EFC LIMITED (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 100/- per shares (Share exchange ration 1:80)=C*80
1	Umesh Sahay*	Promoter	22,998	36.80	18,39,840
2	Abhishek Narbaria*	Promoter	19,497	31.20	1,559,760
3	Mr.Amit Narbaria*	Promoter	1	0.00	80
4	Mrs. Ganga Sahai*	Promoter	1	0.00	80
5	Mr. Lakhanlal Narbaria *	Promoter	1	0.00	80
6	Mrs. Pushpa Sahai*	Promoter	1	0.00	80
7	Mrs. Aditi Sahai*	Promoter	2001	3.20	1,60,080
8	Kedar Kulkarni	Non-Promoter	5500	8.8	440,000
9	Annapurna Sridhar	Non-Promoter	313	0.50	25,040
10	Jayaraman Vishwanathan	Non-Promoter	312	0.50	24,960
11	Vikas Arora	Non-Promoter	1250	2.00	100,000
12	Sandeep Shridhar Ghate	Non-Promoter	938	1.50	75,040
13	Rajesh Chandrakant Vaishnav	Non-Promoter	625	1.00	50,000
14	NAV capital Emerging star fund	Non-Promoter	1875	3.00	150,000
15	Panna Parekh	Non-Promoter	625	1.00	50,000
16	Arun Kumar Jain	Non-Promoter	125	0.20	10,000
17	Fiduciary Eurmax Capital markets pvt ltd.	Non-Promoter	187	0.30	14,960
18	Black Hawk Properties Private Limited	Non-Promoter	3125	5.00	250,000
19	Martina Developers & Fincon Pvt Ltd.	Non-Promoter	3125	5.00	250,000

*The Promoter of EFC also the promoter /Promoter Group of the Company.

** Valuation of EFC Limited is Rs. 50 Crore consist of 62500 equity shares of Face value of Rs. 10 Each. Each Share valued at Rs. 8000/- each. Under swap of Shares each share of the Company Rs. 100 at the Ratio of 1:80, one Share of EFC entitle for 80 Shares of the Company.

“RESOLVED FURTHER THAT:

- i. The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank paripassu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- ii. The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- iii. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (ICDR) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- iv. The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for consideration other than cash; and
- v. The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.”

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot up to 50,00,000 (Fifty Lakh) Equity Shares of the Company of face value of Re. 10/- (Rupee Ten) per Equity Share at an issue price of Rs. 100/- (Rupees Hundred Only) each including a premium of Rs. 90/- (Rupees Ninety Only) per share, amounting to Rs. 50,00,00,000/- (Rupees Fifty Crore only) fully paid up on a preferential basis to the above mentioned persons and that upon receipt of such non-cash consideration by the Company from the shareholders of target company (i.e. swap of existing shares) based on the valuation report obtained by the Company in accordance with applicable laws including section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the full consideration payable in relation to the 50,00,000 (Fifty Lakh Only) equity shares of Re. 10/- (Rupee Ten) each at an issue price of Rs. 100/- each (including a premium of Rs. 90/- per Equity share) amounting to Rs. 50,00,00,000/- (Rupees Fifty Crore only) shall be deemed to be received by the Company in accordance with all the applicable laws.”

“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 listed 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.

“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.”

3. Preferential issue and allotment of 17,50,000 convertible warrants into 17,50,000 equity shares of face value of Rs. 10/- each the company to Promoter and Non-promoter(s):

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

“RESOLVED THAT pursuant to the provisions of Section 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 and all other applicable provisions, as amended from time to time, and various rules, regulations, circulars, press notes, clarification issued by the Securities and Exchange Board of India, including but not restricted to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and amendments thereto, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto and all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”) (“SEBI Regulations”), the Reserve Bank of India (“RBI”) and the stock exchanges where the shares of the Company are listed (“Stock Exchanges”) and enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into between the Company and the Stock Exchanges and subject to requisite approvals, consents, permissions and/or sanctions of the appropriate statutory authorities, if any, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the Board be and is hereby authorized to create, offer, issue and allot 17,50,000 convertible warrants into equity shares of face value of Rs. 10/- each and on conversion to be fully paid up, for cash, at a price 140/- per convertible warrants (at premium of Rs. 130/-) the price as determined in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 on a preferential basis to the promoter(s) and non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 the “Relevant Date” for the purpose of calculating the floor price for the issue of 17,50,000 convertible warrants into 17,50,000 equity shares of face value of Rs 10/- would June 15, 2022 which would be the date falling 30 days prior to last date of this General Meeting and the floor price as calculated as per SEBI (ICDR) Regulations, 2018 is of Rs. 140/- (Rupees One Hundred and Forty only) per convertible warrants into equity shares of face value of Rs 10/- each.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 17,50,000 convertible warrants into 17,50,000 equity shares of face value of Rs 10/- each, fully paid up, for cash, at a price 140/- per share (including premium of Rs. 130/-) as recomputed under the said Regulation to the person belongs to both Promoter and non-promoter group:

a) ISSUE OF 5,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO PROMOTER GROUP:

PROMOTER GROUP				
Sr. No.	Name	No of Proposed Convertible warrants into shares	At Price	Total Amount
1	Umesh Sahay	2,50,000	Rs. 140 per warrant	Rs. 3,50,00,000/-
2	Abhishek Narbaria	2,50,000	Rs. 140 per warrant	Rs. 3,50,00,000/-

b) ISSUE OF 12,50,000- CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS.10/- EACH TO NON-PROMOTER GROUP:

NON PROMOTER GROUP				
Sr. No.	Name	Proposed shares	At Price	Total Amount
1	Black Hawk Properties Private Limited	3,12,500	Rs. 140 per warrant	Rs. 4,37,50,000/-
2	Martina Developers & Fincon Pvt Ltd.	3,12,500	Rs. 140 per warrant	Rs. 4,37,50,000/-
3	Aegis Investment Fund, PCC	1,65,000	Rs. 140 per warrant	Rs. 2,31,00,000/-
4	Salil Taneja	10,000	Rs. 140 per warrant	Rs. 14,00,000/-
5	Panna Jayant Parekh	50,000	Rs. 140 per warrant	Rs. 70,00,000
6	Rohan Vinay Pai HUF	50,000	Rs. 140 per warrant	Rs. 70,00,000
7	Emerging Opportunities Private Limited	30,000	Rs. 140 per warrant	Rs. 42,00,000/-

8	Manish Kumar	20,000	Rs. 140 per warrant	Rs. 28,00,000/-
9	Vineet Tandon	50,000	Rs. 140 per warrant	Rs. 70,00,000
10	Rajesh Chandrakant Vaishnav	40,000	Rs. 140 per warrant	Rs. 56,00,000/-
11	Jyoti Ketan Vakharia	40,000	Rs. 140 per warrant	Rs. 56,00,000/-
12	Vishal Ulhas Dhumal	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
13	Kunal Deepak Agashe	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
14	Aakash Haresh Savlani	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
15	Amogh Girish Brahme	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
16	Deepak Agashe HUF	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
17	Fiduciary Eurmax Capital Markets Pvt. Ltd.	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
18	Vineet Arora	20,000	Rs. 140 per warrant	Rs. 28,00,000/-

“RESOLVED FURTHER THAT (on the conversion of warrants into Equity Shares):

- i. The Equity Shares as may be offered, issued and allotted in accordance with the terms of the relevant offering, shall rank paripassu with the existing Equity Shares of the Company in all respects, including the payment of dividend, if any;
- ii. The Equity Shares shall be issued and allotted by the Company to the subscribers in dematerialized form within a period of 15 days from the date of passing of this Special resolution provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government or the Stock Exchange, the issue and allotment shall be completed within a period of 15 days from the date of such approval;
- iii. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity shares of the Company are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- iv. The Equity shares so offered, issued and allotted to the above-mentioned persons are being issued for cash; and
- v. The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove.”

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned Convertible warrant in to equity share and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

- a) Subject to regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board or the share allotment committee constituted there under shall allot not more than 17,50,000 convertible warrants into equity share of face value Rs. 10/- each at a issue price of 140/- each (including premium of Rs. 130) and post allotment paid up capital of the company will not exceed 74,49,700 Equity Shares of face value of Rs.10/- each;
- b) the Convertible warrant into equity share to be issued and allotted by the Company to the person mentioned herein above shall be in dematerialized form and within a period of 15 days from the date of passing of this resolution or in receipt of the in- principle approval from the Stock Exchanges or any other statutory permission, whichever is later.
- c) where the issue and allotment of the said Convertible warrant into Equity Shares be pending on account of pendency of any approval for such issue and allotment by any regulatory authority, Stock Exchange or the Central Government, the issue and allotment shall be completed within a period of 15 days from the date of such approval.

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted there under be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee 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 convertible warrants into equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate 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 Convertible warrant into Equity Shares, the utilization of the issue 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, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the above convertible warrants into equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall 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.”

“AND RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

4. To consider and approve the increase in Authorized Share Capital of the Company up to Rs. 7,50,00,000/- under Section 61 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special 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 Rs. 75,00,000/- (Rupees Seventy Five Lakh Only) divided into 7,50,000 (Seven Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 7,50,00,000 (Seven Crore Fifty Lakh Only) divided into 75,00,000 (Rupees Seventy Five Lakh) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing **Clause V.(a)** of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V(a).:

V(a). The Authorised Share Capital of the Company is Rs. 7,50,00,000 (Seven Crore Fifty Lakh Only) divided into 75,00,000 (Seventy Five Lakh) equity shares of Rs. 10/- (Rupees Ten only) each. Any share of the Original or increased capital may from time to time be issued with guarantee or any right of preference share whether in respect of dividend or of repayment of capital or both or any other special privileges or advantages over any shares previously issued or then about to be issued or with deferred or qualified rights as compared with any shares previously issued or subject to any provisions or conditions and with any special right or without any right of voting and generally on such terms as the company may from time to time determine.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized 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.”

5. Alteration of Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14, 61, 64 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Members do hereby approve the alteration of Articles of Association, by substituting the existing Article 2(a) with the following new Article 2. (a):

Article 2. (a): “The Authorised Share Capital of the Company is such amount, as stated in the Clause V. (a) of the Memorandum of Association of the Company, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. To Alter the Object clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and are hereby accorded for alteration of the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company such that the existing Clause III. (A), of the MOA of the Company be altered by replacing the following new clause III. (A) And accordingly all the number in the clauses will be renumbered:

III. (A)

1. To carry on business of developing, buying, selling or renting out serviced and virtual office space, meeting rooms, office equipments, storage facilities, software development centers, network infrastructure, business executive suites, furnished meeting space and any other infrastructure projects including software parks, health care centers etc.
2. To carry on business of software development, web site development, training, exporting, importing, buying, selling, distributing or otherwise deal in any other manner in computer software, computer programming, system software, data processing, data entry data warehousing, systems, software procedures, peripheral products, to commercialize the results in the areas of software engineering, generating technology, software development, and methodology.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and is hereby authorized 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.”

7. To Approve Change of name of the Company from Amani Trading and Exports Limited to EFC (I) Limited.

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

“RESOLVED THAT pursuant to section 4, 13 and 14 of the Companies Act, 2013, the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approvals of the central government, regulatory authorities, the existing name of the Company be changed from “Amani Trading and Exports Limited to EFC (I) Limited.”

“RESOLVED FURTHER THAT the name “Amani Trading and Exports Limited” wherever appearing in the Memorandum and Articles of Association and other documents etc. be substituted by the new name “EFC (I) Limited”.”

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company.”

“RESOLVED FURTHER THAT all the Directors or Company Secretary be and are hereby severally authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

8. To Change of registered office of the Company from Ahmedabad to Pune:

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

“RESOLVED THAT pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director, the registered office of the Company be shifted from the State of Gujarat to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Pune and accordingly the Clause II of the Memorandum of Association of the Company be altered by substituting the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra. i.e. within the jurisdiction of the Registrar of Companies, Pune.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, deeds, petitions, affidavits and writings and filing the same with the Registrar of Companies, Regional Director, State Government and any other Authority as may be necessary.”

9. To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 750 Crores;
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 750 Crores; and
- (c) Make investment and acquire by way of subscription, purchase or otherwise securities of M/s. EFC LIMITED a body corporate wherein the promoter group has substantial interest by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 100 Crores;

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

“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 ant 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 Registrar of Companies, Ahmedabad, Gujrat.”

10. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013:

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.750 Crores (Rupees Hundred Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

“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 eforms, if any, with the Registrar of Companies, Ahmedabad Gujrat.”

11. Approval for Related Party Transactions.

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

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, subject to applicable provisions of Regulation 2(1)(zb) and Regulation 23(4) of SEBI (LODR), Regulations, 2015 and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with EFC Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for purchase of its entire businesses as a going concern by purchase of its entire issued capital consisting of 62,500 equity shares of face value of Rs.10/- each from their respective shareholders by issue of shares (swap of Shares), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 500,000,000 Crore (Rupees Fifty Crore Only) by and between the Company and the Promoter Group of the company on the terms as agreed between Board of Directors and based on the valuation report of M/s. EFC Limited, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and as per provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

12. To Regularise/ appoint Mr. Umesh Kumar Sahay (DIN: 01733060) as Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Umesh Kumar Sahay (DIN: 01733060), who was appointed as an Additional Director (Non-Independent executive) of the Company with effect from May 06, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Umesh Kumar Sahay for the office of Director, be and is hereby appointed as Director of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

13. Appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director of the Company and fixing his remuneration.

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director of the Company for a period of 3 (Three) years effective from July 01, 2022 to June 30, 2025, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.”;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Umesh Kumar Sahay (DIN: 01733060) during his term of appointment;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

14. To Regularise / appoint Mr. Abhishek Narbaria (DIN: 01873087) as Director of the Company

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

“RESOLVED THAT Mr. Abhishek Narbaria (DIN: 01873087), who was appointed as an Additional Director (Non-Independent Non executive) of the Company with effect from May 26, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Abhishek Narbaria for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

15. Appointment of Mr. Abhishek Narbaria (DIN: 01873087) as Whole time Director of the Company and fixing his remuneration.

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Abhishek Narbaria (DIN: 01873087) as whole-time Director of the Company for a period of 3 (Three) years effective from July 01, 2022 to June 30, 2025, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.”;

RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Abhishek Narbaria (DIN: 01873087) during his term of appointment;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Abhishek Narbaria (DIN: 01873087) as whole-time Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

16. To appoint Mr. Nikhil Bhuta (DIN: 02111646) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nikhil Bhuta (DIN: 02111646), who was appointed as an Additional Director designated as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Nikhil Bhuta (DIN: 02111646), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from May 26, 2022 to May 25, 2027 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

17. To appoint Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Gayathri Srinivasan Iyer (DIN: 09054785), who was appointed as an Additional Director designated as an Independent Woman Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mrs. Gayathri Srinivasan Iyer (DIN: 09054785), Director of the Company be and is hereby appointed as an Independent Women Director of the Company to hold office for first term of 5 (Five) consecutive years with effect from May 26, 2022 to May 25, 2027 and that she shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

18. To consider and approve the increase in Borrowing limit and creation of Security on the assets of the Company under Section 180 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.7,50,00,00,000/- (Rupees Seven Hundred Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT pursuant to Section 180(1) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.7,50,00,00,000/- (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Registered Office:
32, Milan Park Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad- 380008
Date: June 22, 2022
Place: Ahmedabad

**By Order of the Board of Directors
For Amani Trading and Exports Limited**

**Sd/-
Umesh Kumar Sahay
Director
DIN: 01733060**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
3. PROXIES IN ORDER TO BE VALID, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING AT THE REGISTERED OFFICE AT 32, MILAN PARK SOCIETY, NEAR JAWAHAR CHOWK, MANINAGAR, AHMEDABAD 380008 OR AT CORPORATE OFFICE AT UNIT NO. 1,2,3 AND 4, 6TH FLOOR, VB CAPITOL S NO 209(P), CTS PUNE, PUNE 411007.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Link Intime India Private Limited as the Registrar & Share Transfer Agent, having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.
6. Members are requested to notify immediately any change in their address:
 - a. To their Depository Participants (Dps) in respect of their electronic share accounts, and
 - b. To the share transfer agent M/s. Link Intime India Private Limited having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.
7. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting place.
8. Members desirous of obtaining any information forming part of this notice of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
9. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
10. Members are requested to carry the copy of the notice of the Extraordinary General Meeting sent to them. Electronic copy of the notice is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the notice is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Notices etc. from the Company electronically.
11. Members may also note that the notice of the Extraordinary General Meeting will also be available on the Company's website www.amanitrading.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the notice of the Extraordinary General Meeting at the time of attending the Extraordinary General Meeting.
12. Information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the EGM, is furnished below. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.

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

Voting through Electronic Means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) **The voting period begins on Wednesday, 13th July, 2022 at 9:00 a.m. (IST) and end on Friday, 15th July, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 09th July, 2022 (Saturday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Now to cast your vote: Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The Company has appointed M/s. Sachapara & Associates, Practicing Company Secretaries (C.P. No. 22177) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiii) In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

Registered Office:
32, Milan Park Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad- 380008
Date: June 22, 2022
Place: Ahmedabad

**By Order of the Board of Directors
For Amani Trading and Exports Limited**

**Sd/-
Umesh Kumar Sahay
Director
DIN: 01733060**

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

ITEM NO. 1: Reclassification of certain promoters/ promoter group entities to “Public” shareholder category

Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay pursuant to the regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 gave an open offer dated 5th April, 2022, whereby the Management Control of the company changed now.

The Promoters(excluding the Promoter Sellers) , holding 74,730 (Seventy-four Thousand, Seven Hundred Thirty Only) equity shares, consisting of 10.68% & of the voting Share Capital of the Company , hereby through the company decided to file applications in accordance with Regulation 31A of the SEBI (LODR) Regulations. This said fact was intimated to the members and was part of the open offer documents.

Members are apprised that the Company has received request letters from following Promoter /Promoter Group for their reclassification to “Public” category in terms of the Regulation 31A of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”).

Sr. No.	Name of the Promoter/Promoter Group
1	Virbala Navnit Parikh(Navnit Trust)
2	Navnitlal C. Parikh (Suvidha Trust)
3	Navnit C M Parikh
4	Jayantilal Chandulal Parikh
5	Taraben Jayantilal Parikh
6	Falguniben Shreyasbhai Sheth
7	Madhuriben Maheshbhai Jhaveri
8	Sanjaybhai Maheshbhai
9	Shreyakbhai Arvindbhai Sheth
10	Varshaben Sanjaybhai Jhaveri
11	Ajay Chandrakant Mody
12	Harsh Anubhai Javeri
13	Narottam Bhikalal Shah
14	Shripal Sevantilal Morakhia
15	Chintan N. Parikh (Saumya Trust)
16	Navnitlal C.Parikh (Shivam Trust)
17	Chintan N. Parikh (Sadhana Trust)
18	Ataku Holdings Pvt. Ltd.
19	Akalu Holdings Pvt. Ltd.
20	Nirenbbhai A. Jhaveri

Request from Outgoing Promoters

Above said promoter and Promoter group, who are part of the Promoters/ Promoter Group holding 10.68% equity shares in aggregate, representing 10.68 % of the paid-up capital of the Company, (herein referred to as “Outgoing Promoters”) has requested to reclassify their shareholding to ‘Public’ category as under:

Sr. No.	Name of the Promoter/Promoter Group	Number of Equity shares held	% of shareholding
1	Virbala Navnit Parikh(Navnit Trust)	7500	1.07
2	Navnitlal C. Parikh (Suvidha Trust)	5000	0.72
3	Navnit C M Parikh	1760	0.25
4	Jayantilal Chandulal Parikh	525	0.08
5	Taraben Jayantilal Parikh	525	0.08
6	Falguniben Shreyasbhai Sheth	175	0.03
7	Madhuriben Maheshbhai Jhaveri	175	0.03
8	Sanjaybhai Maheshbhai	175	0.03
9	Shreyakbhai Arvindbhai Sheth	175	0.03
10	Varshaben Sanjaybhai Jhaveri	175	0.03
11	Ajay Chandrakant Mody	40	0.01
12	Harsh Anubhai Javeri	10	0
13	Narottam Bhikalal Shah	10	0
14	Shripal Sevantilal Morakhia	10	0
15	Chintan N. Parikh (Saumya Trust)	23400	3.34
16	Navnitlal C.Parikh (Shivam Trust)	20000	2.86
17	Chintan N. Parikh (Sadhana Trust)	11900	1.70
18	Ataku Holdings Pvt. Ltd.	2125	0.30
19	Akalu Holdings Pvt. Ltd.	950	0.14
20	Nirenbbhai A. Jhaveri	100	0.01
	Total	74730	10.63

Confirmation by the Outgoing Promoters

The Outgoing Promoters in their respective request Letters have confirmed that, they along with the persons related to them:

- i. do not, together, hold more than 10% of the total voting rights in the Company;
- ii. do not exercise control over the affairs of the Company, directly or indirectly;
- iii. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. are not represented on the board of directors of the Company (including through nominee director);
- v. are not acting as a key managerial person in the Company;
- vi. are not 'wilful defaulters' as per the Reserve Bank of India Guidelines; and
- vii. are not fugitive economic offenders.

Further, the Outgoing Promoters have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

Confirmation by the Company

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A(3)(c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for reclassification of status of the said Outgoing Promoters to 'Public' shareholder category.

- a) The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- b) The trading in equity shares of the Company have not been suspended by the Stock Exchanges where equity shares of the Company are listed;
- c) The Company does not have outstanding dues to the SEBI, Stock Exchanges or the Depositories.

Impact of Reclassification from Amani Trading & Exports Limited's Promoters/ Promoter Group

As at date, the total Promoters/ Promoter Group holding in the Company is at 76.79%. In the event, the reclassification is approved by the Members of the Company and the Stock Exchanges, the total Promoters/ Promoter Group holding in Amani Trading and Exports Limited shall reduce from 76.79% to 66.11%.

The New Promoters/Acquirers, Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay pursuant to the regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 including SPA & through the open offer dated 5th April, 2022 acquired 66.11% paid up capital of the Company. Also, the management of the company accordingly changed. Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay promoters of the company no way connected with the earlier Promoter/Promoters group.

Board's Consideration and Recommendations

At their meeting held on June 22, 2022, Board of Directors of the Company analysed the request Letters received from the Outgoing Promoters and the confirmations therein as per the provisions of Regulation 31A of the Listing Regulations.

Board also considered Company's confirmations in this matter and the impact of the proposed reclassification.

Upon perusal of the above, Board of Directors of the Company approved the Reclassification Requests of the Outgoing Promoters, subject to approval of the Members and the Stock Exchanges.

The above referred request Letters are available for e-inspection of the Members. None of the Outgoing Promoters and persons related to them shall vote to approve the reclassification request as prescribed under the Regulations.

None of the Directors of the Company are interested in this proposal.

The Board recommends passing of the proposed resolution as stated in Item No.1 as an Ordinary Resolution and requests Members' approval for the same.

ITEM NO. 2: SWAP OF SHARES FOR AN ACQUISITION OF 100% STAKE IN M/S. EFC LIMITED (CIN U70200PN2014PLC150686) BY WAY OF SWAP OF SHARES THROUGH PREFERENTIAL ALLOTMENT

Your Company will acquire 62,500 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. EFC Limited (CIN U70200PN2014PLC150686) ("EFC") based on the approval of the members at their forth coming meeting schedule to be held on July 16, 2022 for consideration other than cash for Rs. 500,000,000/- (Rupees Fifty crore) i.e., by way of swap of its Equity shares and in accordance with applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company will allot 50,00,000 (Fifty Lakh) Equity Shares of Re. 10/- each of M/s. Amani Trading and Exports Limited to respective shareholders of M/s. EFC Limited through Preferential allotment in proportionate to their shareholding as on the date of allotment.

EFC Limited is engaged in the business of:

- i. To carry on business of developing, buying, selling or renting out serviced and virtual office space, meeting rooms, office equipments, storage facilities, software development centers, network infrastructure, business executive suites, furnished meeting space and any other infrastructure projects including software parks, health care centers etc.,
- ii. To carry on business of software development, web site development, training, exporting, importing, buying, selling, distributing or otherwise deal in any other manner in computer software, computer programming, system software, data processing, data entry data warehousing, systems, software procedures, peripheral products, to commercialize the results in the areas of software engineering, generating technology, software development, and methodology.

The Board of Directors of your Company has passed Board Resolution on June 11, 2022 to issue and allot 50,00,000 (Fifty Lakh Only) Equity shares of Rs. 10/- each at an issue price of Rs. 100 each (at a premium of Rs. 90/- per share) amounting to Rs. 500,000,000/- (Rupees Fifty Crore Only) on preferential basis to the shareholders of EFC Limited in proportion to their respective shareholding in the EFC Limited for consideration other than cash i.e., swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company.

The company is in receipt of letters from the proposed allottees undertaking to contribute to their respective shares after appropriate procedural aspects are completed.

M/s. EFC Limited is a Closely held public Limited Company incorporated under the Companies Act, 1956 (CIN: U70200PN2014PLC150686) having its Registered Office at Unit No 1,2,3 and 4, 6th Floor, VB Capitol S No. 209(P), CTS Pune, Pune MH 411007, engaged in the business activity as stated above since last more than 8 years.

The Company is having remarkable growth in past years and having consolidated turnover around INR 50 Crores in the Financial Year 2021-22. The Promoter of our company is holding 68 % equity shares in EFC Limited.

Accordingly, consent of the shareholders is being sought in terms of Section 42 & 62 of the Companies Act 2013. The details of the issue and other particulars as required in terms of the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under is required to obtain approval from Board of Directors of the Company (the same was approved by the Board of Directors of your Company on June 11, 2022) and it is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

As per the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, a company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to offer, issue and allot up to 50,00,000 (Fifty Lakh) Equity shares of face value of Rs. 10 (Rupees Ten Only) each at an issue price of Rs. 100/- (Rupees One Hundred Only) each including premium of Rs. 90/- per share (Rupees Ninety Only) on preferential basis for other than cash aggregating to Rs. 500,000,000/- (Rupees Fifty Crore Only).

DISCLOSERS AS PER REGULATION 163(1) OF THE CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, READ WITH THE EXPLANATIONS UNDER SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEM NOS. 1 & 2:

1. The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Objects of the issue: Preferential allotment for cash
 - 2.1. For expansion and development of business operations of the Company/subsidiaries/associates/joint ventures and for the purpose of meeting its working capital requirements and any other purpose related to the business expansion.
 - 2.2. enlarge its proposed core businesses in the infrastructure development of leased premises, take on lease properties of all descriptions for businesses set ups Business centers, development of Infra projects to fit to move office premises, guest houses and to meet with that requirements mainly needs short term requirements, tax obligations, settlement dues, working capital , Bank Guarantee, return of Loan and advances to the Promoter and other lenders and general Corporate purposes ; and
 - 2.3. Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company.
 - 2.4. Purchase of machineries, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries.
 - 2.5. Expansion of business including for acquisition and development properties and creating infrastructure.
3. 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.

4. Preferential allotment for consideration other than cash

4.1. To acquire whole business and management control of M/s. EFC Limited (CIN U70200PN2014PLC150686) and to expand the Business operations of the Company as both the Companies are having same line of IT related business activities. M/s. EFC Limited is presently carrying out the businesses of

- i. developing, buying, selling or renting out serviced and virtual office space, meeting rooms, office equipments, storage facilities, software development centers, network infrastructure, business executive suites, furnished meeting space and any other infrastructure projects including software parks, health care centers etc.,
- ii. software development, web site development, training, exporting, importing, buying, selling, distributing or otherwise deal in any other manner in computer software, computer programming, system software, data processing, data entry data warehousing, systems, software procedures, peripheral products, to commercialize the results in the areas of software engineering, generating technology, software development, and methodology

and have a valuation of Rs. 50 Cr.

4.2. The promoters of the company and EFC Limited (CIN U70200PN2014PLC150686) are same. The Capital and Business acumen of M/s. EFC Limited, will provide an additional capital to M/s. Amani Trading and Exports Limited, as a whole, to expand the businesses as due to capital crunch the company i.e. M/s. Amani Trading and Exports Limited could not able to scale up its businesses. The Promoters of EFC Limited has took over the management control and substantial acquisition of shares recently in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and this takeover of EFC Limited is in the best interest of the minority shareholders of EFC Limited.

4.3. The takeover of the management control and entire stake of M/s. EFC Limited on a going concern basis will result in growth in turnover of M/s. Amani Trading and Exports Limited which in-turn will yield higher return on net worth.

4.4. With this arrangement the promoter and directors of the Company will be able to concentrate on single line of business activity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity:

- i. Strengthen the Net worth of the Company
- ii. Exploring more business in single streamline business activity
- iii. Overall reduction in fixed overhead and maintenance cost
- iv. Increasing in Turnover Sales and profit
- v. Yielding in Higher return on Capital Employed

4.5. The company M/s. Amani Trading and Exports Limited will not cash out for this takeover, as they will be issuing shares by swap basis to the shareholders of M/s. EFC Limited and the valuation is advantageous to the listed company and its minority shareholders as the share will be issued to EFC Limited shareholders more than the recently concluded open offer price.

5. Maximum number of specified securities to be issued and price of the equity share:

5.1. Preferential allotment for consideration other than cash:

The resolution set out in the accompanying notice authorizes the Board to issue up to 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 100/- (Rupees Hundred Only) each including premium of Rs. 90/- (Rupees Ninety Only) per share on preferential basis for consideration other than cash i.e., swap of Equity shares of both the companies at swap ratio of 1:80 (i.e., For one share of shares of EFC Limited, the Listed company will issue 80 shares.)

5.2. Preferential allotment for cash:

The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot up to 17,50,000 (Seventeen Lakh Fifty Thousand) convertible warrants into Equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 140/- (Rupees One Hundred Forty Only) each including premium of Rs. 130/- (Rupees One Hundred Thirty Only) per share of face value of Rs.10/- each of M/s. Amani Trading and Exports Limited on preferential basis amounting to Rs. 245,000,000/- (Rupees Twenty Four Crore Fifty Lakhs Only).

5.3. The price variation of issue of shares on swap basis and that of convertible warrants is the best interest of the company. The Warrants will be converted into equity shares within 18-months of its subscription. The Promoters of the company and all stake holders cum investors agreed to this ratio after due deliberation. The part of Investors of the convertible warrants belongs to the public category are also public shareholders category and holding shares in M/s. EFC Limited.

6. As per Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the relevant date is Wednesday, June 15, 2022.

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

- (i) The Proposed resolution to be passed as a special resolution;

b. The Company confirms the compliance of regulation 72 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:

- (i) The proposed resolution to be passed as a special resolution;

- (ii) As on date the acquirer /allottees has the following pre-holdings.*

SWAP OF EQUITY SHARES:-

Sr. No.	Name	No of Shares	Lock-in Details
PROMOTER AND PROMOTER GROUP			
1	Umesh Sahay	224885	15-06-2022 to 30-11-2022
2	Abhishek Narbaria	237685	15-06-2022 to 30-11-2022
3	Amit Narbaria	0	NA
4	Ganga Sahai	0	NA
5	Lakhanlal Narbaria	0	NA
6	Pushpa Sahai	0	NA
7	Aditi Sahai	0	NA
NON-PROMOTER GROUP			
1	Kedar Kulkarni	0	NA
2	Annapurna Sridhar	0	NA
3	Jayaraman Vishwanathan	0	NA
4	Vikas Arora	0	NA
5	Sandeep Shridhar Ghate	0	NA
6	Rajesh Chandrakant Vaishnav	0	NA
7	NAV capital Emerging star fund	0	NA
8	Panna Parekh	0	NA
9	Arun Kumar Jain	0	NA
10	Fiduciary Eurmax Capital markets pvt ltd.	0	NA
11	Black Hawk Properties Private Limited	0	NA
12	Martina Developers & Fincon Pvt Ltd.	0	NA

CONVERTIBLE WARRANTS

Sr. No.	Name	No of Shares	Lock-in Details
Promoter and Promoter Group			
1	Umesh Sahay	224885	15-06-2022 to 30-11-2022
2	Abhishek Narbaria	237685	15-06-2022 to 30-11-2022
3	Mr.Amit Narbaria	0	NA
4	Mrs. Ganga Sahai	0	NA
5	Mr. Lakhanlal Narbaria	0	NA
6	Mrs. Pushpa Sahai	0	NA
7	Mrs. Aditi Sahai	0	NA
Non-Promoter Group			
1	Black Hawk Properties Private Limited	0	NA
2	Martina Developers & Fincon Pvt Ltd.	0	NA
3	Aegis Investment Fund, PCC	0	NA

4	Salil Taneja	0	NA
5	Panna Jayant Parekh	0	NA
6	Rohan Vinay Pai HUF	0	NA
7	Emerging Opportunities Private Limited	0	NA
8	Manish Kumar	0	NA
9	Vineet Tandon	0	NA
10	Rajesh Chandrakant Vaishnav	0	NA
11	Jyoti Ketan Vakharia	0	NA
12	Vishal Ulhas Dhumal	0	NA
13	Kunal Deepak Agashe	0	NA
14	Aakash Haresh Savlani	0	NA
15	Amogh Girish Brahme	0	NA
16	Deepak Agashe HUF	0	NA
17	Fiduciary Eurmax Capital markets pvt. ltd.	0	NA
18	Vineet Arora	0	NA

*The pre-holdings of the above shareholders has been put under lock-in up to 15-06-2022 to 30-11-2022.

- c. The Company further confirms that even after this allotment the Company is in compliance with rule 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).

Here, we would like to place on record that there were change of management of the company after satisfactory completion of the open offer dated 5th April, 2022 given by Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay pursuant to the regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, whereby the Management Control of the company changed now.

The Promoters(excluding the Promoter Sellers) , holding 74,730 (Seventy-four Thousand Seven Hundred and Thirty Only) equity shares, consisting of 10.58% & of the voting Share Capital of the Company filed an applications with the company in accordance with Regulation 31A of the SEBI (LODR) Regulations. In this preparation of the shareholding pattern and while considering the holdings of the acquirer/ promoters, the holdings of the erstwhile promoters is 74,730 (Seventy-four Thousand Seven Hundred and Thirty Only) equity shares, consisting of 10.58 % is not considered and they are considered as public. Hence the promoters holding is 66.11% and compliance with Regulation 38 of the SEBI (LODR) Regulation 2015.

- d. 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 only.
- e. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the six months preceding the relevant date and also not willful defaulters or there is any prohibition order from any regulatory authority including SEBI to subscribe the shares.

7. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT ALONG WITH REPORT OF THE REGISTERED VALUER:

Pricing: As the shares of the company are in not- frequently traded. The Valuation of per share was determined by the company taking into account the valuation parameters prescribed under Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

7.1. Independent Registered valuer's Certificate:

The Valuation Certificate under regulation 165 issued by Independent Registered valuer's Mr. Bhavesh Rathod (Reg. No: IBBI/RV/06/2019/10708) certifying that the proposed Preferential Issue price per share of face value of Rs.10/- each should not be less than Rs. 23.55.

7.2. According to the Valuation Reports of EFC Limited :

- (a) Registered Independent Valuer – Mr. Manas Das having office at Padma Mangal, Plot No. 3029, Ravitalkies Road, Bhubaneswar 751002 has issued Valuation Report on May 12, 2022;
- (b) Statutory Auditor of the Company M/s Hemal Parikh & Co. LLP. Chartered Accountants having Office Unit No.231, 2nd Floor, Lodha Supremus II, Road No.22, Wagle Estate, Thane West, Thane- 400604; and
- (c) Merchant Banker- M/s Navigant Corporate Advisors Limited having office at 423, A Wing, Bonanza, Sahar Plaza Complex, J.B. Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 have issued Valuation Report on May 12, 2022.

based on the Valuations provided by the above said valuers, the Board has decided the price of equity shares to be issued at Rs. 100/- including a premium of Rs. 90/- per equity share of Face Value of Re.10/- each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

8. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:
The Company is issuing Equity shares to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Considering the valuation reports and mutual consultation with the promoter of the Company and potential investors, the Board of directors of the Company has approved and passed the resolution for issue of 50,00,000 (Fifty Lakh) Equity shares valued at Rs. 100/- (Rupees Hundred Only) each for issue of one equity shares of face vale of Rs.10/- each of the company for other than cash and by way of swap and 17,50,000 convertible warrants to promoter and non-promoter group at Rs. 140/- (Rupees Hundred forty Only) for issue of one equity shares of face value of Rs.10/- each of the company for cash.
9. The Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that the company shall re-compute the price of the specified securities in terms of the provision of regulations 165 and other applicable regulations of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so.
10. As per regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
11. Relevant date with reference to which the price has been arrived at : The relevant date in terms of Regulation 161(a) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determining the price of Equity share with reference to the proposed allotment is June 15, 2022 30-days from the date of the members meeting as the shares of the company are infrequently traded.
12. the class or classes of persons to whom the allotment is proposed to be made: The Company is offering existing class of Equity Shares of face value Rs. 10/- each to subscribe through preferential allotment to promoter & promoter group and non - promoter (a) by way of swap of shares and (b) convertible warrants into equity shares.
13. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer: In Preferential allotment for cash none of the Directors, Key Managerial Personnel or Promoters of the Company except Mr. Umesh Sahay and Abhishek Narbaria, being promoter Directors intend to subscribe through this preferential allotment along with their relatives.
 - 13.1. The present promoter holding consist 4,62,570 (66.11 %) equity shares of Rs.10/- each. Post allotment the promoters holding will be consists of 45,22,570 shares of face value of Rs.10/- each aggregating to 60.71 % (both preferential allotment of convertible warrants into equity and swap of shares taken together). The promoter and Promoter Group to the extent of their present shareholding interested with the Resolution.
 - 13.2. Mr. Umesh Kumar Sahay and Abhishek Narbaria, Directors of the Company and also the promoters of the Company interested with this resolution.
 - 13.3. Save and except stated herein above, the Proposed non-promoters allottees/acquirer has/have not holding any shares in the Company.
 - 13.4. Preferential allotment for consideration other than cash. The details of Promoters & Promoter Group, Directors, Key Management persons intending to subscribe for the equity shares with their present and proposed shareholding is as under:

Sr. No.	Name of the promoter/ Promoter Group*	Present shareholding		Proposed preferential allotment (No. of shares)	Total shares (post preferential allotment)	Total % post allotment*	Increase / (Decrease) in %*
		No. of Shares	%				
1	Umesh Sahay	224885	32.14	18,39,840	2064,725	36.23	4.09
2	Abhishek Narbaria	237685	33.97	1,559,760	1,797,445	31.54	(2.43)
3	Amit Narbaria*	0	0	80	80	0	0
4	Ganga Sahai*	0	0	80	80	0	0
5	Lakhanlal Narbaria *	0	0	80	80	0	0
6	Pushpa Sahai*	0	0	80	80	0	0
7	Aditi Sahai*	0	0	160,080	160,080	2.81	2.81

Note: i. % of Post issue capital is calculated considering the preferential allotment for swap of shares only.

13.5. Preferential allotment for consideration other than cash and convertible warrants into equity shares for cash. The details of Promoters & Promoter Group, Directors, Key Management persons intending to subscribe for the equity shares with their present and proposed shareholding is as under:

Sr. No.	Name of the promoter/ Promoter Group*	Present shareholding		Proposed preferential allotment (No. of shares other than Cash) @ Rs. 100/- each	Total shares on conversion of warrant on preferential basis @ Rs. 140/- each	Total shares by way of swap and conversion warrants (preferential allotment)	Total post allotment (pre-holding + proposed total preferential allotment)	% of holding post all allotments	Increase / (Decrease) in %*
		No of Shares	%						
A	B	C	D	E	F	G=E+F	H=G+C	I= H*100/ NEW CAPITAL	D-I
1	Umesh Sahay	224885	32.14	18,39,840	250,000	2089840	2314725	31.07	(1.07)
2	Abhishek Narbaria	237685	33.97	1,559,760	250,000	1809,760	2047445	27.48	(6.49)
3	Amit Narbaria*	0	0	80	0	80	80	0	0
4	Ganga Sahai*	0	0	80	0	80	80	0	0
5	Lakhanlal Narbaria *	0	0	80	0	80	80	0	0
6	Pushpa Sahai*	0	0	80	0	80	80	0	0
7	Aditi Sahai*	0	0	160080	0	160080	160080	2.15	2.15

Note: % of Post issue capital is calculated considering the preferential allotment for cash and swap of shares.

14. Shareholding pattern before and after preferential issue (including shares issued under swap- issued for consideration other than cash and for convertible warrants issued cash) would be as follows:

Sr. No.	Category	Pre issue holding details		Post issue holding details	
		Total No of shares	% of Shares	Total No of shares	% of Shares
A	Shareholding of Promoters & Promoter Group	462570	66.11	4522570	60.71
	i. Individual	462570	66.11	4522570	60.71
	ii. Body Corporate	0	0	0	0
	iii. Other	0	0	0	0
	Sub -Total = A	462570	66.11	4522570	60.71
B	PUBLIC SHARE HOLDINGS	2,37,130	33.89	29,27,130	39.29
	i. Individual	80619	11.52	1185659	15.92
	ii. Body Corporate	3075	0.44	1198035	16.08
	iii. Other	153436	21.93	543436	7.29
	Sub -Total = B	2,37,130	33.89	29,27,130	39.29
	Total (A+B)	6,99,700	100	74,49,700	100

*Note: Post issue shareholding pattern after considering preferential allotment for cash as well as preferential issue for consideration other than cash.

15. The change in control if any in the company that would occur consequent to the preferential offer:

- 15.1. There shall be no change in the board of directors and control of the company pursuant to these preferential allotments.
- 15.2. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to these preferential allotments.
- 15.3. The management control of the Company recently took place through mode of open offer under regulation 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations").

16. The Proposed time within which the allotment shall be completed :

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment of Shares by way of swap of shares and convertible warrants into equity shares or in the event of Allotment of Shares by way of swap of shares and convertible warrants into equity shares would require any approval(s) from any regulatory authority including Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities as the case may be.

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

(1). As per regulation 162 of the SEBI ICDR Regulations, 2018, the tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment.

(2) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

(3) The Company propose to issue of equity shares by way of swap and convertible warrants into equity shares as follows:

i. For this issue, there is 3 -Body corporates and 1 Fund subscribers from the non-promoter category: (issue of equity shares by way of swap)

Sr. No.	Identity of Proposed allottee	Ultimate Beneficial Owner	PAN/Passport in case of NRI OR Foreign national of ultimate beneficial owner	Category	Pre-Issue Holding & (%)	*No of equity shares on conversion to be allotted	Issue Price (INR) of equity shares	Post Issue Holdings	Post-issue holding %
1	NAV capital Emerging star fund	Veerendra Kedarnath Chandalada	ADCPC4142Q	Investment fund	0	150,000	100/-	150,000	2.63
2	Fiduciary Eurmax Capital markets Pvt. Ltd.	Kamlesh Tandon	AAJPT8525A	Body Corporate	0	14960	100/-	14960	0.26
3	Black Hawk Properties Private Limited	Harit K. Parekh	BBTPP1880J	Body Corporate	0	2,50,000	100/-	2,50,000	4.39
4	Martina Developers & Fincon Pvt Ltd.	Anubhav Dham	APOPD0626A	Body Corporate	0	2,50,000	100/-	2,50,000	4.39

ii. For this issue, there is 4-Body corporates, 2 HUF and 1 Foreign Portfolio Investor subscribers' from the non-promoter category: (issue of convertible warrants into equity shares)

Sr. No.	Identity of Proposed allottee	Ultimate Beneficial Owner	PAN/Passport in case of NRI OR Foreign national of ultimate beneficial owner	Category	Pre-Issue Holding & (%)	No of equity shares allotted by way of swap	No of equity shares to be allotted on conversion of warrant	Issue Price (INR) of equity shares	Post Issue Holdings	Post-issue holding %
1	Black Hawk Properties Private Limited	Harit K. Parekh	BBTPP1880J	Body Corporate	0	2,50,000	3,12,500	140/-	5,62,500	7.55
2	Martina Developers & Fincon Pvt Ltd.	Anubhav Dham	APOPD0626A	Body Corporate	0	2,50,000	3,12,500	140/-	5,62,500	7.55
3	Aegis Investment Fund, PCC	Mohammad Ahmad Lamyah AL-Hamed	N64422647	Fund Registered with SEBI (Foreign portfolio Investor)	0	0	1,65,000	140/-	1,65,000	2.22

4	Rohan Vinay Pai HUF	Rohan Vinay Pai	ALPPP9820P	HUF	0	0	50,000	140/-	50,000	0.67
5	Emerging Opportunities Private Limited	Kulbhushan Parashar	AOCPP2889J	Body Corporate	0	0	30,000	140/-	30,000	0.40
6	Deepak Agashe HUF	Deepak Agashe	Deepak Agashe	HUF	0	0	25,000	140/-	25,000	0.34
7	Fiduciary Eurmax Capital Markets Pvt. Ltd.	Kamlesh Tandon	ADCPC4142Q	Body Corporate	0	14960	25,000	140/-	39,960	0.54

(4) The name, Address, Category and PAN no of the allottees are:

SWAP OF SHARES:

Sr. No.	Name	Category	PAN	Address
1	Umesh Sahay	Promoter	BOIPS8195D	A/308 Survey No.22, Pristine Fontana, Bavdhan Khurd, Behind Maratha Mandir, Pune-411021
2	Abhishek Narbaria	Promoter	AFXPN5866M	Karan Gold Coast, S.No 329, Bavdhan, Budruk, Opp Crystal Honda Showroom, Pune-411021
3	Amit Narbaria	Promoter	AIDPN0768M	191 Govin Nagar, Hanssari, Jhansi, Mauranipur, Uttar Pradesh 284001
4	Ganga Sahai	Promoter	ASTPS3368J	33 Highway regency tundia national highway 2, Tundia, Firozabad, Uttar Pradesh-283204
5	Lakhanlal Narbaria	Promoter	AAZPN0002A	House No 33 Highway regency tundia, Tundia, Firozabad, Uttar Pradesh-283204
6	Pushpa Sahai	Promoter	MWZPS2750L	House No 33 Highway regency tundia, Tundia, Firozabad, Uttar Pradesh-283204
7	Aditi Sahai	Promoter	AQFPA1825J	Flat No 308 A Pristine Fontana, Bavdhan Near LMD Circle, Pune-411021
8	Kedar Kulkarni	Non-Promoter	BCOPK9907K	Flat No.13, 14 Wing B Motiram Nagar Society, Near Cipla Foundation Warje, Pune-411058
9	Annapurna Sridhar	Non-Promoter	AGQPS2100M	128 Srila Heights East Marredpalli Secinderabad 500026
10	Jayaraman Vishwanathan	Non-Promoter	AADPV1359E	3B, Krystal APTS, 9A, 80-Foot Road, HAL 3rd Stage, Bangalore 560075, Karnataka
11	Vikas Arora	Non-Promoter	ACSPA9689H	10/1 Vishnu Garden, Lane 1 , Kankhal, Haridwar 249408, Utrakhand
12	Sandeep Shridhar Ghate	Non-Promoter	AACPG0447M	S No 16, H No 1/11/2 F No 71/81, Park Royal T P Scheme, Koregao Park Pune MH.
13	Rajesh Chandrakant Vaishnav	Non-Promoter	ABQPV7097K	B-101, Precious gems, lane no 6, koregaon park ,Pune 411001
14	NAV capital Emerging star fund	Non-Promoter	AAICN2612C	7, Temasek Boulevard, #07-07A Suntec Tower one, Singapore 038987
15	Panna Parekh	Non-Promoter	AADPP9061B	6 Ajanta, L.D. Raparel Marg, Malabar Hill, Mumbai, MH-400006
16	Arun Kumar Jain	Non-Promoter	AAKPJ9614R	No 391, Sector - 15 A, Noida. Gautam Buddha Nagar, Uttar Pradesh, 201301.
17	Fiduciary Eurmax Capital Markets Pvt. Ltd.	Non-Promoter	AAACF9759N	Flat no 402, B wing, Omark Building no 4, Dhanjiwadi, Khot Kuwa road, Malad East, Mumbai. 400097.
18	Black Hawk Properties Private Limited	Non-Promoter	AAFCA6926R	103-105 Blackie House, 3rd Floor, Walchand Hirachand Marg, Fort, Mumbai 400 001
19	Martina Developers & Fincon Pvt. Ltd.	Non-Promoter	AABCM7005P	17/2/H/5 Canal west Road, Kolkata, WB. 700009

CONVERTIBLE WARRANTS:

Sr. No.	Name	Category	PAN	Address
1	Umesh Sahay	Promoter	BOIPS8195D	A/308 Survey No.22, Pristine Fontana, Bavdhan Khurd, Behind Maratha Mandir, Pune-411021
2	Abhishek Narbaria	Promoter	AFXPN5866M	Karan Gold Coast, S.No 329, Bavdhan, Budruk, Opp Crystal Honda Showroom, Pune-411021
3	Black Hawk Properties Private Limited	Non-Promoter	AAFCA6926R	103-105 Blackie House, 3rd Floor, Walchand Hirachand Marg, Fort, Mumbai 400 001
4	Martina Developers & Fincon Pvt Ltd.	Non-Promoter	AABCM7005P	17/2/H/5 Canal west Road, Kolkata, WB. 700009
5	Aegis Investment Fund, PCC	Non-Promoter	AANCA5102B	7A Mayer Street, Port Louis, Mauritius.
6	Salil Taneja	Non-Promoter	AAAPT6770G	Flat 1101, 11 th Floor, Gods gift Apartment, Mangaldas Road, Pune , Haveli , Pune M.S. 411001
7	Panna Jayant Parekh	Non-Promoter	AADPP9061B	6 Ajanta, L.D. Raparel Marg, Malabar Hill, Mumbai, MH-400006
8	Rohan Vinay Pai HUF	Non-Promoter	AATHR5541N	Flat No 35, Swagat Apartments, Sahawas Society, Karvenagar, Pune M.S. 411052
9	Emerging Opportunities Private Limited	Non-Promoter	AAGCE8622H	B-1/E-13, First Floor, Mohan Cooperative Industrial Estate, Mathura Road Delhi New Delhi 110044
10	Manish Kumar	Non-Promoter	AOQPK3800G	S/O Mahesh Kumar, H No B – 3/43A, Yamuna Vihar, North East Delhi, Delhi, 110053
11	Vineet Tandon	Non-Promoter	AAVPT4060E	S/o Anand Tandon, B502, Eden- 4, Hiranandani Gardens, Powai, Mumbai, M.S. 400076
12	Rajesh Chandrakant Vaishnav	Non-Promoter	ABQPV7097K	B-101, Precious gems, lane no 6, koregaon park ,Pune 411001
13	Jyoti Ketan Vakharia	Non-Promoter	AAWPV4951D	Flat no D 401, Castle Royale, Grande Tower no 4 BOPODI, Pune M.S. 411020
14	Vishal Ulhas Dhumal	Non-Promoter	AHBPD1158Q	Row house no B-1 Lunkad Greenland – 1 Viman Nagar Pune City, M.S. 411014
15	Kunal Deepak Agashe	Non-Promoter	AGAPA3713A	Flat No 7, 2 nd Floor Om Shanti CHSL, Santa Cruz west, Mumbai, M.S. 500054
16	Aakash Hareesh Savlani	Non-Promoter	FOYPS2933R	Bhavani Peth, near padumajee compound, Pune City, M.S. 411042
17	Amogh Girish Brahme	Non-Promoter	BZAPB5048P	Plot no 67, Sahakar Nagar, Savedi, Ahamadnagar, M.S. 414003
18	Deepak Agashe HUF	Non-Promoter	AALHD6490E	Om Shanti, 16 th Road, Near Rajesh Khanna Garden, Santacruz West, Mumbai , M.S. 400054
19	Fiduciary Eurmax Capital markets pvt. ltd.	Non-Promoter	AAACF9759N	Flat No. 402, B-Wing, Omkar Building No. 4 Dhanjiwadi, Khot Kuwa Road, Malad (East) Mumbai - 400 097
20	Vineet Arora	Non-Promoter	ACJPA6994L	Des Raj Arora, 323, Sector – 15 Panchkula Sector 15 Haryana, 134113

18. Preferential allotment for consideration other than cash AND for cash

Name of Allottee	Category	Pre Holdings		Proposed Allotted equity shares for other than Cash on swap of share	Proposed Allotted convertible Warrant for Cash	Total Post Holdings	
		No of Shares	%			No of Shares on conversion of warrant (pre-holding + proposed total preferential allotment)	%
-	-			-	-		
Umesh Sahay	Promoter	224885	32.14	18,39,840	2,50,000	23,14,725	31.07
Abhishek Narbaria	Promoter	237685	33.97	1,559,760	2,50,000	20,47,445	27.48
Amit Narbaria	Promoter group	0	0	80	0	80	0
Ganga Sahai	Promoter group	0	0	80	0	80	0
Lakhanlal Narbaria	Promoter group	0	0	80	0	80	0
Pushpa Sahai	Promoter group	0	0	80	0	80	0
Aditi Sahai	Promoter group	0	0	160080	0	1,60,080	2.15
Kedar Kulkarni	Non-Promoter	0	0	4,40,000	0	4,40,000	6
Annapurna Sridhar	Non-Promoter	0	0	25,040	0	25,040	0.34
Jayaraman Vishwanathan	Non-Promoter	0	0	24,960	0	24,960	0.33
Vikas Arora	Non-Promoter	0	0	100,000	0	100,000	1.34
Sandeep Shridhar Ghate	Non-Promoter	0	0	75,040	0	75,040	1.01
Rajesh Chandrakant Vaishnav	Non-Promoter	0	0	50,000	40,000	90,000	1.21
NAV capital Emerging star fund	Non-Promoter	0	0	1,50,000	0	1,50,000	2.01
Panna Parekh	Non-Promoter	0	0	50,000	50,000	1,00,000	1.34
Arun Kumar Jain	Non-Promoter	0	0	10,000	0	10,000	0.13
Fiduciary Eurmax Capital markets pvt ltd.	Non-Promoter	0	0	14,960	25,000	39,960	0.54
Black Hawk Properties Private Limited	Non-Promoter	0	0	2,50,000	3,12,500	5,62,500	7.55
Martina Developers & Fincon Pvt. Ltd.	Non-Promoter	0	0	2,50,000	3,12,500	5,62,500	7.55
Aegis Investment Fund, PCC	Non-Promoter	0	0	0	1,65,000	1,65,000	2.21
Salil Taneja	Non-Promoter	0	0	0	10,000	10,000	0.13
Rohan Vinay Pai HUF	Non-Promoter	0	0	0	50,000	50,000	0.67
Emerging Opportunities Private Limited	Non-Promoter	0	0	0	30,000	30,000	0.40

Manish Kumar	Non-Promoter	0	0	0	20,000	20,000	0.27
Vineet Tandon	Non-Promoter	0	0	0	50,000	50,000	0.67
Jyoti Ketan Vakharia	Non-Promoter	0	0	0	40,000	40,000	0.54
Vishal Ulhas Dhumal	Non-Promoter	0	0	0	25,000	25,000	0.34
Kunal Deepak Agashe	Non-Promoter	0	0	0	25,000	25,000	0.34
Aakash Haresh Savlani	Non-Promoter	0	0	0	25,000	25,000	0.34
Amogh Girish Brahme	Non-Promoter	0	0	0	25,000	25,000	0.34
Deepak Agashe HUF	Non-Promoter	0	0	0	25,000	25,000	0.34
Vineet Arora	Non-Promoter	0	0	0	20,000	20,000	0.27

Post issue shareholding after considering preferential issue for cash as well as preferential issue for consideration other than cash.

19. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price: Not Applicable. The Company has not made any preferential issue of securities during the current year. There were no pending warrants for conversion into any equity shares.
20. Disclosure as specified under Regulation 163(1)(i) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Disclosure is not applicable in the present case as neither the company nor its promoters / directors are wilful defaulters.
21. Pari Passu terms of Issue of the Equity Shares if any: The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.
22. Lock-in period and restrictions on transferability Regulation 167 of SEBI (ICDR) Regulation, 2018: The Equity shares of the company allotted to promoters / promoter group to the extent of Twenty percent shall be locked-in for Eighteen Months - from the date of trading approval granted by Stock exchange. Equity shares allotted in excess of the Twenty percent shall be locked-in for six months from the date of trading approval. The Equity shares allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted issued on preferential basis to such persons shall be locked-in for a period of Six Months from the date of trading approval.
As per Regulation 167 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.
23. Particulars of the offer including date of passing of Board resolution and Kinds of securities offered and the price at which security is being offered:
 - 23.1. Date of passing of board resolution is June 11, 2022. The Audit Committee of the Company at their meeting held on June 11, 2022 recommended the above preferential allotments:
 - 23.1.1. Preferential allotment for consideration other than cash:
The resolution set out in the accompanying notice authorizes the Board to issue up to 50,00,000 (Fifty Lakh) Equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 100/- (Rupees Hundred Only) each including premium of Rs. 90/- (Rupees Ninety Only) per share on preferential basis for consideration other than cash i.e., swap of Equity shares of both the companies at swap ratio of 1:80 (i.e., For one share of EFC Limited, the Listed company will issue 80 shares) to the shareholders of EFC Limited belongs to the promoter & non-promoter Group.
 - 23.1.2. Preferential allotment for cash:
The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot up to 17,50,000 (Seventeen Lakh Fifty Thousand) convertible warrants into Equity shares of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 140/- (Rupees One Hundred Forty Only) each including premium of Rs. 130/- (Rupees One Hundred Thirty Only) per share of face value of Rs.10/- each of M/s. Amani Trading and Exports Limited on preferential basis amounting to Rs. 245,000,000/- (Rupees Twenty Four Crore Fifty Lakhs Only) to the identified promoter & non-promoter group.
 - 23.1.3. The Company will issue equity shares of face value Re.10/- each identical with the existing issued share capital.
24. 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).
25. 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. The Pre-holdings of all the proposed allottees are in demat mode.
26. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the six months preceding the relevant date and also not wilful defaulters or their any prohibition to subscribe the shares.
27. After acquisition of 100% stake of M/s. EFC Limited, M/s. EFC Limited will become wholly owned subsidiary of the Company.

None of the Directors other than Mr. Umesh Kumar Sahay and Mr. Abhishek Narbaria (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions. The Promoters are common between M/s. EFC Limited and M/s. Amani Trading and Exports Limited. They hold 71.20 % of voting rights in EFC Limited and 66.11 % in M/s. Amani Trading and Exports Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as Special resolutions. The following documents would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members:

1. Valuation Report of Mr. Bhavesh Rathod dated June 13, 2022 under regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Balance Sheet/Annual report of M/s. EFC Limited for the financial year ended 31st March, 2021.
3. Memorandum and Article of Association of M/s. EFC Limited.
4. Practicing Company Secretary's Certificate As per Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
5. Consent Letter of Subscribers.
6. Extracts of Minutes of Board Meeting dated June 10, 2022 of M/s. EFC Limited approving the Swap of Shares and Valuation.
7. Extracts of Minutes of Audit Committee dated June 11, 2022 of M/s. Amani Trading and Exports Limited.
8. Extracts of Minutes of Board Meeting of dated June 11, 2022 of M/s. Amani Trading and Exports Limited.

ITEM NO. 3: Preferential issue and allotment of 17,50,000 convertible warrants into 17,50,000 equity shares of face value of Rs. 10/- each of the company to Promoter and Non-promoter(s)

Your Company proposes to issue Equity Shares through preferential allotment of convertible warrants into equity shares for expansion and development of business operations of the Company including acquisition and development properties and creating infrastructure and for the purpose of meeting its working capital and long term capital requirements, the Company proposes to allot Convertible Warrants to selected group of Persons as specified below:

PROMOTER GROUP				
. no.	Name	No of Proposed Convertible warrants into shares	At Price	Total Amount
1	Umesh Sahay	2,50,000	Rs. 140 per warrant	Rs. 3,50,00,000/-
2	Abhishek Narbaria	2,50,000	Rs. 140 per warrant	Rs. 3,50,00,000/-

NON PROMOTER GROUP				
Sr. No	Name	Proposed shares	At Price	Total Amount
1	Black Hawk Properties Private Limited	3,12,500	Rs. 140 per warrant	Rs. 4,37,50,000/-
2	Martina Developers & Fincon Pvt Ltd.	3,12,500	Rs. 140 per warrant	Rs. 4,37,50,000/-
3	Aegis Investment Fund, PCC	1,65,000	Rs. 140 per warrant	Rs. 2,31,00,000/-
4	Salil Taneja	10,000	Rs. 140 per warrant	Rs. 14,00,000/-
5	Panna Jayant Parekh	50,000	Rs. 140 per warrant	Rs. 70,00,000
6	Rohan Vinay Pai HUF	50,000	Rs. 140 per warrant	Rs. 70,00,000
7	Emerging Opportunities Private Limited	30,000	Rs. 140 per warrant	Rs. 42,00,000/-
8	Manish Kumar	20,000	Rs. 140 per warrant	Rs. 28,00,000/-
9	Vineet Tandon	50,000	Rs. 140 per warrant	Rs. 70,00,000
10	Rajesh Chandrakant Vaishnav	40,000	Rs. 140 per warrant	Rs. 56,00,000/-
11	Jyoti Ketan Vakharia	40,000	Rs. 140 per warrant	Rs. 56,00,000/-
12	Vishal Ulhas Dhumal	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
13	Kunal Deepak Agashe	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
14	Aakash Haresh Savlani	25,000	Rs. 140 per warrant	Rs. 35,00,000/-

15	Amogh Girish Brahme	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
16	Deepak Agashe HUF	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
17	Fiduciary Eurmax Capital markets pvt. ltd.	25,000	Rs. 140 per warrant	Rs. 35,00,000/-
18	Vineet Arora	20,000	Rs. 140 per warrant	Rs. 28,00,000/-

As per the provisions of Section 42 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Equity Shares on preferential basis is required to obtain approval from Board of Directors of the Company (the same was approved by the Board of Directors of your Company on June 11, 2022) and it is required to obtain the prior approval of the Shareholders by way of a Special Resolution.

As per the provisions of Section 62 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 a company is required to obtain the prior approval of the Shareholders by way of a Special Resolution to offering, issue and allot up to 17,50,000 (Seventeen Lakh Fifty Thousand) convertible warrants of face Rs. 10 (Rupee Ten Only) each at an issue price of Rs. 140/- (Rupees One Hundred Forty Only) each including premium of Rs. 130/- per share (Rupees One Hundred Thirty Only) on preferential basis for cash aggregating to Rs. 24,50,00,000 /- (Rupees Twenty Four Crore Fifty Lakhs Only).

The Investor has put a condition that they will only subscribe the convertible warrants at such valuation subject to the company will acquire 62,500 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. EFC Limited (CIN U70200PN2014PLC150686) ("EFC") for consideration other than cash. Equity shares of Rs. 10/- each of the company at an issue price of Rs. 100/- each (at a premium of Rs. 90/- per share) amounting to Rs. 500,000,000/- (Rupees Fifty Crore Only) for Rs. 500,000,000/- (Rupees Fifty crore) i.e. by way of swap of its Equity shares and in accordance with applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 .

None of the Directors other than Umesh Kumar Sahay and Abhishek Narbaria (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions except as mentioned above. The Promoters are common between M/s. EFC Limited and M/s. Amani Trading and Exports Limited. They hold 71.20 % of voting rights in EFC Limited and 66.11 % in M/s. Amani Trading and Exports Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors recommends the resolution as set out at Item No. 3 for approval of the members as Special resolutions.

ITEM NO. 4: To consider and approve the increase in Authorized Share Capital of the Company up to Rs. 7,50,00,000/- under Section 61 of Companies Act, 2013.

The present Authorised Share Capital of the Company is Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) comprising of 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company and above stated plan in item No. 1 and 2, the Board at its Meeting held on June 11, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 75,00,000 (Rupees Seventy Five Lakh Only) to Rs. 7,50,00,000 (Seven Crore Fifty Lakh Only) divided into 75,00,000 (Rupees Seventy Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from 75,00,000 (Rupees Seventy Five Lakh Only) to Rs. 7,50,00,000 (Seven Crore Fifty Lakhs Only) divided into 75,00,000 (Rupees Seventy Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, **Clause V.(a)** of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

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

ITEM NO. 5: Alteration of Articles of Association of the Company

Pursuant to the increase in authorised share capital of the Company as per Item No. 4, it is required to alter Articles of Association of the Company. As per provision given in Articles of Association, company need to pass special resolution as and when they want to increase authorized capital of the Company. To avoid such process of alteration of Articles of Association, it is suggested to give shadow effect in Articles of Association.

Accordingly, the Board of Directors have approved the alteration of Articles of Association of the Company (AOA), subject to approval of Members, by substituting the existing Article 2. (a) with the following new Article 2. (a):

Article 2. (a): "The Authorised Share Capital of the Company is such amount, as stated in the Clause V. (a) of the Memorandum of Association of the Company, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein."

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

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

ITEM NO. 6: Alter the object Clause of the Memorandum of Association of the company:

Considering completion of present takeover of management and acquisition of shares of the Company, your new Board has to consider to change object of the Company. For this purpose, the object Clause in MOA of the Company, which is presently restricted in scope, requires to be alter so as to cover a new activities to enable your Company to consider embarking upon new projects and activities.

The new object of the Company is as stated under:

- i. To carry on business of developing, buying, selling or renting out serviced and virtual office space, meeting rooms, office equipments, storage facilities, software development centers, network infrastructure, business executive suites, furnished meeting space and any other infrastructure projects including software parks, health care centers etc.,
- ii. To carry on business of software development, web site development, training, exporting, importing, buying, selling, distributing or otherwise deal in any other manner in computer software, computer programming, system software, data processing, data entry data warehousing, systems, software procedures, peripheral products, to commercialize the results in the areas of software engineering, generating technology, software development, and methodology.

The Board at its meeting held on June 11, 2022 has approved alteration of main object clause of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EOGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

ITEM NO. 7: approve change of name of the company from Amani Trading and Exports Limited to EFC (I) Limited:

Considering the change of object of the Company and statutory requirement given under Regulation 45 of SEBI(LODR) Regulations, 2015, at the Board meeting held on June 11, 2022, the Directors of the Company put forward the proposal to change the name of the Company by new name "EFC (I) Limited".

The Board of Directors discussed the same and is of the opinion that the name of the company be changed from '**Amani Trading and Exports Limited to EFC (I) Limited**'. As a result of change in the name, the Clause I of the Memorandum of Association is also required to be suitably amended which requires approval of members by way of special Resolution.

Your Directors recommend the above as Special Resolution.

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.

ITEM NO. 8: Change of registered office of the company from Ahmedabad to Pune:

The Management of the company recently changed by way of Regulation 3 & 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The New Management and promoters are operating from Pune in the state of Maharashtra.

Presently, the Company's Registered Office is located in Ahmedabad, Gujarat. The Board of Directors of your Company at their meeting held on June 11, 2022 has proposed to shift the Registered Office of the Company from the State of Gujarat to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Pune to carry on the business of the Company more economically and efficiently and with better operational convenience.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires approval of the Members by way of Special Resolution.

Therefore the Board recommends the Resolution as set out in Item No. 8 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 8 of the Notice.

ITEM NO. 9: To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013

As a part of its business strategy, the company may be required to invest the funds of the Company or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

(a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 750 Crores;

(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 750 Crores; and

(c) Make investment and acquire by way of subscription, purchase or otherwise securities of M/s. EFC LIMITED a body corporate wherein the promoter group has substantial interest by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 100 Crores;

which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 9 for approval of the members as Special resolution.

ITEM NO. 10: Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group including EFC Limited or any other companies/Body Corporates.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the EFC Limited or any group up to an aggregate sum of Rs. 750 Crores (Rupees One Hundred Crores Only).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members.

ITEM NO. 11: Approval for related party transactions:

To strategically place your company with a revenue model wherein the promoters have core competency, your Company proposes to enter into transaction(s) with EFC Limited (EFC), which is the group Company of your Company to purchase the entire issued share capital of the EFC Limited from the existing shareholders who are also the promoter shareholders of the Company. After this acquisition of stake of EFC Limited, EFC Limited become wholly owned subsidiary of the Company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into EFC Limited and the shareholders of EFC limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the shareholders of EFC in the financial year 2022-2023. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with EFC Limited are as follows:

Sr. No.	Particulars	Remark
1.	Name of the Related Party	EFC Limited
2.	Name of Director or KMP	<ul style="list-style-type: none"> • Abhishek Narbaria - Director • Umesh Kumar Sahay - Director • Amit Narbaria - Director
3.	Nature of Relationship	Promoters and Directors of the both companies are common.
4.	the nature, duration of the contract and particulars of the contract or arrangement	<p>Nature of Contract: Acquisition of 100 % stake of EFC Limited and make it wholly owned subsidiary of the Company</p> <p>Duration of Contract: 12-months</p> <p>Particulars of the contract or arrangement:</p> <ol style="list-style-type: none"> 1. After obtaining the necessary approvals the company will allot the shares by way of swap to the shareholders of EFC Limited. 2. 500,000 convertible warrants to be issued to the Promoters of the Company.
5.	the material terms of the contract or arrangement including the value, if any;	Swap of shares in exchange of consideration based on the valuation carried by the registered valuer with IBB.
6.	Monetary value of proposed aggregate transaction(s) during financial year 2022-23 is expected to be	Rs. 500,000,000/-
7.	any advance paid or received for the contract or arrangement, if any;	NIL
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Based on valuation of both Company, Promoters have determine value of contract.
9.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes.
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

None of the Directors other than Mr. Umesh Kumar Sahay and Abhishek Narbaria (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions. The Promoters are common between M/s. EFC Limited and M/s. Amani Trading and Exports Limited. They hold 71.20 % of voting rights in EFC Limited and 66.11 % in M/s. Amani Trading & Exports Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors Recommend the Special Resolution for approval by the members.

ITEM NO. 12 & 13: To Regularise/ appoint Mr. Umesh Kumar Sahay (DIN: 01733060) from Additional Director to Director and then appoint him as Managing Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Umesh Kumar Sahay (DIN: 01733060) in the meeting held on May 06, 2022 with effect from May 06, 2022. His appointment comes to an end at the end of forth coming AGM if not regularized in this EGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director by way of regularization and Approval of his position as the Managing Director of the Company with effect from July 01, 2022 for three years.

The Company had received consent letter from Mr. Umesh Kumar Sahay to act as a Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Umesh Kumar Sahay are as under:

- a. Tenure of appointment – 3 years w.e.f. July 1, 2022
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration :

Sr. No.	Financial Year	Remuneration (in Rs. p.a.)
1	FY 2022-23	Rs. 36,00,000/- plus performance incentive not exceed 5 % of net profit of the Financial year of the company.
2	FY 2023-24	Rs. 60,00,000/- plus performance incentive not exceed 5 % of net profit of the Financial year of the company.
3	FY 2024-25	Rs. 90,00,000/- plus performance incentive not exceed 5 % of net profit of the Financial year of the company.

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- e. Travelling allowances including insurance for business trips as per Company's Policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing. In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sahay under Section 190 of the Act.

Mr. Sahay satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Umesh Kumar Sahay are as stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Sahay is interested in the resolution set out at Item No. 12 & 13 of the Notice. The relatives of Mr. Sahay may be deemed to be interested in the resolution set out at Item No. 12 & 13 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Umesh Kumar Sahay as a Managing Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Ordinary Resolution set out at Item No. 12 and Special Resolution set out at Item No. 13 of the Notice for approval of the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

Nature of Industries	Infrastructure, Infrastructure facilities, lease and lease rental and hospitality
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

ii. Information of appointee, Mr. Umesh Kumar Sahay / Brief Profile of Mr. Umesh Kumar Sahay {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr. Umesh Kumar Sahay
DIN	01733060
Age	39 years
Qualification	Post Graduate in Agriculture and Marketing.
Experience / Job Profile /Suitability	Mr. Umesh Kumar Sahav is Post Graduate in Agriculture and Marketing from Pune. He is well experienced in the field of Agriculture and Marketing. He is also the Founder of EFC Tech Space Private Limited and EMF Clinic Private Limited. As on date, he is also the Director of EMF Clinic Private Limited. Being a promoter director of the EFC Limited, he set the company as one of the best company with Office Outfit lease out in India.
Terms and Conditions of appointment	Managing Director for a period of 3 years.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	As stated above in point No. c of this statement.
Past Remuneration	Being the promoter of EFC Limited has not drawn any remuneration as Director of the company.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	May 06, 2022
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Umesh Kumar Sahay and Mr. Abhishek Narbaria are promoter Directors of the Company Business Partners
Shareholding in the Company (as on the date of EGM Notice)	224885 equity shares.

Directorships of other Board	1. EFC Limited 2. EMF Clinic Private Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Managing Director levels of similar sized infrastructure, lease & rental Companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He is promoter of the Company. He and Mr. Abhishek Narbaria both are promoter Directors of the Company and Business Partners. He has no other relationship with any other managerial personnel of the Company except as stated above.
Recognition or awards	NIL

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Due to the Company was not in operation.
Steps taken or proposed to be taken for improvement.	The Company is taken over by new promoters and new management under regulation 3 and 4 of SEBI (SAST) Regulations, 2011 and now diversifying its entire business by changing the main object.
Expected increase in productivity and profits in measurable terms	The Company is diversifying its business. Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

ITEM NO. 14 & 15: To Regularise/ appoint Mr. Abhishek Narbaria (DIN: 01873087) from Additional Director to Director and then appoint him as Whole-time Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Abhishek Narbaria (DIN: 01873087) in the meeting held on May 26, 2022 with effect from May 26, 2022 who shall hold the office of Director up to the date of the ensuing General Meeting. His appointment comes to an end at the end of forth coming AGM if not regularized in this EGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director by way of regularization and Approval of his position as the Whole-time Director of the Company with effect from July 01, 2022 for three years.

The Company had received consent letter from Mr. Abhishek Narbaria to act as a whole-time Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Abhishek Narbaria are as under:

- Tenure of appointment – 3 years w.e.f. July 1, 2022
- Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- The remuneration :

Sr. No.	Financial Year	Remuneration (in Rs. p.a.)
1	FY 2022-23	Rs. 36,00,000/- plus performance incentive not exceed 3 % of net profit of the Financial year of the company.
2	FY 2023-24	Rs. 60,00,000/- plus performance incentive not exceed 3 % of net profit of the Financial year of the company.
3	FY 2024-25	Rs. 90,00,000/-p.a. plus performance incentive not exceed 3 % of net profit of the Financial year of the company.

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- e. Travelling allowances including insurance for business trips as per Company's Policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the whole-time Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Narbaria under Section 190 of the Act.

Mr. Narbaria satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Abhishek Narbaria are as per given below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Narbaria is interested in the resolution set out at Item No. 14 & 15 of the Notice. The relatives of Mr. Narbaria may be deemed to be interested in the resolution set out at Item No. 14 & 15 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Narbaria as a Whole-time Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 14 and Special Resolution set out at Item No. 15 of the Notice for approval by the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

Nature of Industries	Infrastructure, Infrastructure facilities, lease and lease rental and hospitality
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

ii. Information of appointee, Mr. Abhishek Narbaria/ Brief Profile of Mr. Abhishek Narbaria (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)) and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr. Abhishek Narbaria
DIN	01873087
Age	38 years
Qualification	Master's degree in IT/ Computer Application.
Experience/ Job Profile /Suitability	Mr. Abhishek Narbaria complements with his IT and administrative skills to bring efficiency and effectiveness in their business operations. Over the years, he has developed

	a strong and loyal IT, Engineering, Designing and compliance team to provide stability and solidity in their business approach. Mr. Abhishek holds master's degree in IT/ Computer Application.
Terms and Conditions of appointment	Whole-time Director, liable to retire by rotation
Remuneration Proposed	As stated above in point No. c of this statement.
Remuneration last drawn from the Company	N.A.
Past Remuneration	Being the promoter of EFC Limited has not drawn any remuneration as Director of the company.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the board of the Company.	May 26, 2022
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Umesh Kumar Sahay and Mr. Abhishek Narbaria, Directors of the Company are Business Partners.
Shareholding in the Company (as on the date of EGM Notice)	237685 equity shares
Directorships of other Board	1. EFC Limited 2. EFC Tech Space Private Limited 3. EMF Clinic Private Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Director levels of similar sized infrastructure, lease & rental Companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He is promoter of the Company. he and Mr. Umesh Kumar Sahay both promoter Directors of the Company and are Business Partners. He has no other relationship with any other managerial personnel of the Company except as stated above.
Recognition or awards	NIL

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Due to the Company was not in operation.
Steps taken or proposed to be taken for improvement.	The Company is taken over by new promoters and new management under regulation 3 and 4 of SEBI (SAST) Regulations, 2011 and now diversifying its entire business by changing the main object.
Expected increase in productivity and profits in measurable terms	The Company is diversifying its business. Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

ITEM NO. 16: To appoint Mr. Nikhil Bhuta (DIN: 02111646) as an Independent Director of the Company

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mr. Nikhil Bhuta (DIN: 02111646) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Nikhil Bhuta (DIN: 02111646):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office upto the date of ensuing Annual General Meeting.

Since Mr. Nikhil Bhuta (DIN: 02111646) was appointed as an Additional Director on the board on May 26, 2022 and his term of office will expire on the day of AGM. However he can be regularized as a Director with the approval of members of the Company at any general meeting. He is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Nikhil Bhuta an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Nikhil Bhuta fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Nikhil Bhuta (DIN: 02111646) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Nikhil Bhuta (DIN: 02111646) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members.

Mr. Nikhil Bhuta (DIN: 02111646) being appointee is interested in his appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 16 for approval of the members as an Ordinary Resolution.

Brief Profile of Mr. Nikhil Bhuta (DIN: 02111646) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Mr. Nikhil Bhuta
DIN	02111646
Age	44 Years
Qualification	Chartered Accountant
Date of Appointment	May 26, 2022
Term of the Proposed Appointment	Non-Executive Independent Director, not liable to retire by rotation.
Experience	Mr. Nikhil Dilipbhai Bhuta has an experience of over 20 years in the field of Finance, Taxation and Investment banking. He is a Chartered Accountant by profession and has 4 years of experience as Strategic Advisor and in Investment Banking; Worked in the position of Chief Financial officer in Mining, Oil & Gas, Trading -Sector, Manufacturing Sector for 8 years.
Other Directorship	Finsetu Technologies Private Limited
Other Listed Chairmanship/Membership	NIL
Partners in LLP	1. Isola Energy India LLP 2. Igrameen Emarket Platform LLP 3. Sansar Property LLP
Shareholding in the Company	NIL
Shareholdings in any Group Companies	NIL
Any relationship with KMP	N.A.
Any Relationship with Promoter	N.A.
Disclosure of relationships between inter-se	N.A.

ITEM NO. 17: To appoint Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director of the Company

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mrs. Gayathri Srinivasan Iyer (DIN: 09054785):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) was appointed as an Additional Director on the board on May 26, 2022 and his term of office will expire on the day of AGM. However she can be regularized as a Director with the approval of members of the Company at any general meeting. She is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations. The Nomination and Remuneration Committee has recommended the appointment of Mrs. Gayathri Srinivasan Iyer an Independent Director for a period of Five years. She is not liable to retire by rotation.

In the opinion of the Board Mrs. Gayathri Srinivasan Iyer fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members.

Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 17 for approval of the members as an Ordinary Resolution.

Brief Profile of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Mrs. Gayathri Srinivasan Iyer
DIN	09054785
Age	50 Years
Qualification	Chartered Accountant
Date of Appointment	May 26, 2022
Term of the Proposed Appointment	Non-Executive Independent Director, not liable to retire by rotation.
Experience	Ms. Gayathri Srinivasan Iyer has over 25 years of experience in Finance Consultancy. She is a Chartered Accountant by Profession; 1 year of experience in Business Consultancy.
Other Directorship	NIL
Other Listed Chairmanship/Membership	NIL
Partners in LLP	SUSRI ADVISORS LLP
Shareholding in the Company	NIL
Shareholdings in any Group Companies	NIL
Any relationship with KMP	N.A.
Any Relationship with Promoter	N.A.
Disclosure of relationships between inter-se	N.A.

ITEM NO. 18: To consider and approve the increase in Borrowing limit under Section 180 of the Companies Act, 2013

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid – up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross anytime limit of borrowing as specified under Section 180 (1) (c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 750 Crores.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 18 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Registered Office:
32, Milan Park Society,
Nr. Jawahar Chowk, Maninagar,
Ahmedabad- 380008

**By Order of the Board of Directors
For Amani Trading and Exports Limited**

**Sd/-
Umesh Kumar Sahay
Director
DIN: 01733060**

Date: June 22, 2022
Place: Ahmedabad

AMANI TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008
Corporate Office Address: Unit No. 1,2,3,4 and 6th Floor, VB Capitol, S No. 209(P), CTS Pune MH 411007
CIN: L51100GJ1984PLC020026

Tel. No. 079-25462907 Email Id: amaniexports@yahoo.co.in Website: www.amanitradng.in

ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING

I hereby record my presence at the **Extraordinary General Meeting of the Company** to be held **at Unit No. 1,2,3 and 4, 6th Floor, VB Capitol S No. 209(P), CTS Pune, Pune MH 411007, on Saturday, July 16, 2022 at 03.00 P.M.**

Name of the Member: _____

Folio/Client ID No.: _____

Name of the Proxy/Representative (in Block Letters)

(To be filled in if the Proxy/Representative attends

Instead of the Member) _____

Signature of the Member or Proxy/Representative: _____

Note:

- 1) Members are requested to bring their copies of the Notice to the EGM, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office at 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad- GJ 380008 or at Corporate office at Unit No. 1,2,3 And 4, 6th Floor, VB Capitol S No 209(P), CTS Pune, Pune MH 411007 of the Company not less than **FORTY EIGHT HOURS before the commencement of the meeting.**
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

AMANI TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008
Corporate Office Address: Unit No. 1,2,3,4 and 6th Floor, VB Capitol, S No. 209(P), CTS Pune MH 411007
CIN: L51100GJ1984PLC020026
Tel. No. 079-25462907 Email Id: amaniexports@yahoo.co.in Website: www.amanitrading.in

PROXY FORM (FORM NO. MGT-11)

EXTRAORDINARY GENERAL MEETING

[Pursuant to this Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : AMANI TRADING AND EXPORTS LIMITED
Registered office : 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008.
Corporate office : Unit No. 1,2,3 And 4, 6th Floor, VB Capitol S No 209(P), CTS Pune, Pune 411007.

Name of the Member(s): _____

Registered Address: _____

Email-Id: ____

Folio No/Client ID: _____ **DPID:** _____

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

As my/ our proxy to attend and vote (on a poll)for me/ us and on my/our behalf at the Extraordinary General Meeting of Amani Trading and Exports Limited to be held on 16th day of July, 2020 at 03.00 P.M. on Saturday at Corporate office and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
SPECIAL BUSINESS				
1	Reclassification of certain promoters/ promoter group entities to "Public" shareholder category.			
2	Swap of shares for an acquisition of 100% stake in M/s. EFC Limited (CIN U70200PN2014PLC150686) by way of swap of Equity shares through Preferential Allotment.			
3	Preferential issue and allotment of 17,50,000 convertible warrants into 17,50,000 equity shares of face value of Rs. 10/- each the company to Promoter and Non-promoter(s).			
4	To consider and approve the increase in Authorized Share Capital of the Company up to Rs. 7,50,00,000/- under Section 61 of the Companies Act, 2013.			
5	Alteration of Articles of Association of the Company.			
6	To Alter the Object clause of the Memorandum of Association of the Company.			
7	To Approve Change of name of the Company from Amani Trading and Exports Limited to EFC (I) Limited.			
8	To Change of registered office of the Company from Ahmedabad to Pune.			
9	To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013.			
10	Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013.			
11	Approval for Related Party Transactions.			
12	To Regularise/ appoint Mr. Umesh Kumar Sahay (DIN: 01733060) as Director of the Company.			

13	Appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director of the Company and fixing his remuneration.			
14	To Regularise / appoint Mr. Abhishek Narbaria (DIN: 01873087) as Director of the Company.			
15	Appointment of Mr. Abhishek Narbaria (DIN: 01873087) as Whole time Director of the Company and fixing his remuneration.			
16	To appoint Mr. Nikhil Bhuta (DIN: 02111646) as an Independent Director of the Company.			
17	To appoint Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director of the Company.			
18	To consider and approve the increase in Borrowing limit and creation of Security on the assets of the Company under Section 180 of the Companies Act, 2013.			

Signed this _____ day of _____ 2022

Signature of shareholder: _____

Signature of Proxy holder(s): _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/Corporate office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

AMANI TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008
 Corporate Office Address: Unit No. 1,2,3,4 and 6th Floor, VB Capitol, S No. 209(P), CTS Pune MH 411007
 CIN: L51100GJ1984PLC020026

Tel. No. 079-25462907 Email Id: amaniexports@yahoo.co.in Website: www.amanitrading.in

Form No. MGT-12**POLLING PAPER**

[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : AMANI TRADING AND EXPORTS LIMITED
 CIN : L51100GJ1984PLC020026
 Registered Office : 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad GJ 380008.
 Corporate Office : Unit No 1,2,3 And 4, 6th Floor, VB Capitol S No 209(P), CTS Pune, Pune MH 411007.
 Website : <http://www.amanitrading.in/>
 Email Id : [amaniexports@yahoo.co.in/](mailto:amaniexports@yahoo.co.in) amani.compliance@gmail.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First-named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
SPECIAL BUSINESS				
1	Reclassification of certain promoters/ promoter group entities to "Public" shareholder category.			
2	Swap of shares for an acquisition of 100% stake in M/s. EFC Limited (CIN U70200PN2014PLC150686) by way of swap of Equity shares through Preferential Allotment.			
3	Preferential issue and allotment of 17,50,000 convertible warrants into 17,50,000 equity shares of face value of Rs. 10/- each the company to Promoter and Non-promoter(s).			
4	To consider and approve the increase in Authorized Share Capital of the Company up to Rs. 7,50,00,000/- under Section 61 of the Companies Act, 2013.			
5	Alteration of Articles of Association of the Company.			
6	To Alter the Object clause of the Memorandum of Association of the Company.			
7	To Approve Change of name of the Company from Amani Trading and Exports Limited to EFC (I) Limited.			
8	To Change of registered office of the Company from Ahmedabad to Pune.			
9	To make Loans or Investment(s) or provide security and guarantee in excess of the prescribed limits under Section 186 of the Companies Act, 2013.			
10	Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013.			
11	Approval for Related Party Transactions.			
12	To Regularise/ appoint Mr. Umesh Kumar Sahay (DIN: 01733060) as Director of the Company.			
13	Appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director of the Company and fixing his remuneration.			
14	To Regularise / appoint Mr. Abhishek Narbaria (DIN: 01873087) as Director of the Company.			
15	Appointment of Mr. Abhishek Narbaria (DIN: 01873087) as Whole time Director of the Company and fixing his			

	remuneration.			
16	To appoint Mr. Nikhil Bhuta (DIN: 02111646) as an Independent Director of the Company.			
17	To appoint Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Director of the Company.			
18	To consider and approve the increase in Borrowing limit and creation of Security on the assets of the Company under Section 180 of the Companies Act, 2013.			

Place :
Date:

(Signature of the shareholder)

Route Map for venue of EGM of Amani Trading and Exports Limited to be held on Saturday, July 16, 2022 at 03.00 p.m. at Unit No. 1,2,3 And 4, 6th Floor, VB Capitol S No 209(P), CTS Pune, Pune MH 411007.

