



# VRUNDAVAN

## Plantation Limited



**Date: 13/01/2025**

**To,**  
**BSE Limited**  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers Dalal Street, Fort  
Mumbai-400001

**Scrip Code: 544011**

Dear Sir/Madam,

**Sub: Notice of Extraordinary General Meeting (EGM) to be held on 08-02-2025**

With reference to the above, we hereby informed that the Extraordinary General Meeting of the Shareholders of the Vrundavan Plantation Limited is scheduled as per the details given below: -

<b>1</b>	<b>Date/Time of EGM</b>	Saturday, 08th February, 2054 at 12.00 p.m. (1ST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).
<b>2</b>	<b>Agenda / Business</b>	1. To increase the authorised share capital of the company 2. Issue of 9,16,872 fully convertible warrants on preferential basis to the persons belonging to promoter group and non-promoter category
<b>3</b>	<b>Specified /Cut-off Date</b>	Monday, 03rd February 2025 – to avail the facility of e-voting at the Extra Ordinary General Meeting.
<b>4</b>	<b>Remote E-voting</b>	From 09.00 A.M. on Wednesday, 05th February, 2025 to 5.00 P.M. on Friday, 07th February 2025, the (both days inclusive)

In this connection, we enclose the Notice of Extraordinary General meeting of the Shareholders of the Company for placing on the website of the Exchange. The same is available on the website of the company at <https://vrundavanplantation.com/>.

This is for your information and appropriate dissemination.


Yours faithfully,

**For VRUNDAVAN PLANTATION LIMITED,**

**MR. UPENDRA TIWARI**

Managing Director  
(DIN: 09630205)

 **Phone**  
079 35201135

 **Email**  
info@vrundavannursery.com  
www.vrundavanplantation.com

 **Address**  
307, Sun Avenue One  
Manekbaug, A'bad-06

# VRUNDAVAN PLANTATION LIMITED

## NOTICE

**Certified True copy of Notice is hereby given that 01/2024-25 Extra-Ordinary General Meeting of “VRUNDAVAN PLANTATION LIMITED” (“the Company”) will be held on Saturday, February 08, 2025 at 12:00 P.M. for transacting the following special business by passing resolutions through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) by the members. The Explanatory Statement pertaining to the Resolutions proposed in this notice setting out all material facts and reasons to understand the meaning, scope and implication thereof.**

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with applicable Rules, the Company is offering e-voting facility to all its Members to exercise their right to vote, the details whereof are specified under instructions in this notice. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facilities to the Members.

The e-voting facility will be available at the link <https://www.evoting.nsdl.com/> starting from **9:00 a.m. on Wednesday, February 05, 2025 until 5:00 p.m. on Friday, February 07, 2025.**

Please note that your assent/dissent received after **Friday, February 07, 2025** would be strictly treated as if reply from you has not been received.

The Board of Directors has appointed **M/s. SONU JAIN & Co., Practicing Company Secretaries (Membership No.: ACS 56519; CP No: 23090)** (Address: 601 Safal flora, Nr. Anand Milan Tower, Shahibaug, Ahmedabad, 380004 Gujarat India) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence, to any other person authorized by him after completion of the scrutiny of e-voting and the result of the same will be announced within two working days from conclusion of Extra Ordinary General Meeting. The result of the e-voting shall also be hosted on the Company’s website as well as on the communicated to the Stock Exchange.

The Resolution, if approved by shareholders, shall be deemed to have been duly passed at a general meeting convened in that behalf.

### SPECIAL BUSINESS:

#### **1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions contained in Section 13, 61 and other applicable provisions, if any, of Companies Act, 2013 read with Companies (Share Capital & Debenture) Rules, 2014 the consent of members be and is hereby accorded to increase the authorized Share capital of

# VRUNDAYAN PLANTATION LIMITED

the company from Rs. 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10 each to Rs. 25,00,00,000/- (Rupees twenty-five Crore) divided into 2,50,00,000 (Two crore fifty Lakhs) Equity Shares of Rs.10 each.”

“RESOLVED FURTHER THAT pursuant to section 61(1) (a) and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Share Capital & Debenture) Rules, 2014, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause as Clause V:

*V. The Authorized Capital of the company is Rs. 25,00,00,000/- (Rupees twenty-five Crore) divided into 2,50,00,000 (Two crore fifty Lakhs) Equity Shares of Rs.10 each.”*

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/ forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

## **2. ISSUE OF 9,16,872 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER GROUP AND NON-PROMOTER CATEGORY**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of

# VRUNDAYAN PLANTATION LIMITED

India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of members be and is hereby accorded to create, issue, offer and allot on a preferential basis, up to 9,16,872 (Nine Lakhs Sixteen thousand eight hundred seventy two) Fully Convertible Warrants (“Warrants”) of Rs 10/- each carrying a right exercisable by the Warrant holder to convert one Warrant into one Equity Share, to persons belonging to Promoter and Non-Promoter Category, at an issue price of ₹ 51/- (Rupees Fifty One Only) each payable in cash (“Warrant Issue Price”), aggregating upto **₹ 4,67,60,472.00/- (Rupees Four Crore sixty seven Lakh sixty thousand four hundred seventy two) (“Total Issue Size”)** on a preferential basis to persons / entities / body corporates listed below (“Warrant Holder(s)” / “Proposed Allottee(s)”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of **₹ 1,16,90,118.00/- (Rupees One Crore Sixteen Lakh Ninety Thousand One Hundred Eighteen Only) for each Warrants, which is equivalent to 25% (Twenty-Five per cent)** of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of ₹ 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of **₹ 3,50,70,354.00/-(Rupees Three Crore Fifty Lakh Seventy Thousand Three Hundred Fifty Four Only) which is equivalent to 75% (Seventy-Five per cent)** of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of the proposed Allottee	Category	Status	No. of Warrant
1.	Upendra Umashankar Tiwari	Promoters	Individual	72072
2.	Hevantiben Upendra Tivari	Promoters Group	Individual	72000
3.	Vishal Upendra Tiwari	Promoters Group	Individual	72000
4.	Shivani Tiwari	Promoters Group	Individual	72000
5.	Dinesh Dubey	Non-Promoters	Individual	28800
6.	Pratikbhai R Pujara	Non-Promoters	Individual	60000
7.	Anjanaben Jagjivanbhai Goriya	Non-Promoters	Individual	60000
8.	Vipul S Joshi	Non-Promoters	Individual	60000
9.	Ramaben Ranchhodhbhai Kundariya	Non-Promoters	Individual	60000
10.	Chaitali Vipulkumar Joshi	Non-Promoters	Individual	60000
11.	Apurva Rasiklal Patel	Non-Promoters	Individual	60000
12.	Rameshbhai Shambhubhai Domadiya	Non-Promoters	Individual	60000
13.	Shailesh Babulal Davara	Non-Promoters	Individual	60000
14.	Kuldeep Gordhanbhai Ramani	Non-Promoters	Individual	60000

# VRUNDAYAN PLANTATION LIMITED

15.	Rakshit Babulal Menpara HUF	Non-Promoters	HUF	60000
	<b>Total Warrants</b>			<b>9,16,872</b>

“**RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be **Thursday, February 09, 2025**, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 51/- (Rupees Fifty One only).

“**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares shall happen at any time within a period of **eighteen (18) months** from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- *The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.*
- The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialized form.
- The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

# VRUNDAYAN PLANTATION LIMITED

---

- Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
- The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company and Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

**“RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”



# VRUNDAVAN PLANTATION LIMITED

**Place: AHMEDABAD**  
**Date: 13/01/2025**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, VRUNDAVAN PLANTATION LIMITED**

**SD/-**  
**MR. UPENDRA TIWARI**  
**MANAGING DIRECTOR**  
**(DIN: 09630205)**

## **NOTES:**

### **Convening of EGM through Video Conferencing (“VC”) or any Other Audio-Visual Means (“OAVM”)**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM
2. The business set out in the Notice 1. In terms of General Circular No. 9/2023 dated 25th September 2023 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the 01/2024-25 EGM of the Company is being held through VC.

### **DISPATCH OF NOTICE THROUGH ELECTRONIC MEANS**

3. In compliance with the MCA Circulars read with Circular No. SEBI/ HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 and other earlier circulars issued in this regard by the Securities and Exchange Board of India (“SEBI Circulars”), Notice of the EGM is being sent only through electronic mode to those Members whose name is recorded in the Register of Members / Register of Beneficial Owners as on Friday, January 10, 2025 and whose email addresses are registered with the Company / Registrar and Share Transfer Agent (“KFin Technologies Ltd” / “RTA”) or with the respective Depository Participant(s) for communication purposes to the Members, unless any member has requested for a hard copy of the same.
4. The Notice can also be accessed at the Company’s website at <https://vrundavanplantation.com/> and at the website of the Stock Exchange BSE Limited [www.bseindia.com](http://www.bseindia.com) and at the website of CDSL (agency for providing the Remote e-Voting facility) at <https://www.evoting.nsdl.com/>.

# VRUNDAYAN PLANTATION LIMITED

---

5. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
6. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.

## PROXY FORM

7. However, the Body Corporates are entitled to attend the EGM through VC/OAVM and cast their votes through e-voting.
8. In terms of the MCA Circulars, Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of members has been dispensed with and as such, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, the Proxy Form and Attendance Slip are not annexed to the Notice., However, Pursuant to Section 112 and Section 113 of the Companies Act, 2013, representatives of the President of India or the Governor of State or the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

## E-VOTING FACILITY AND JOINING OF EGM THROUGH VC / OAVM

9. In compliance with the provisions of section 108 of the companies act, 2013 read with rule 20 of the Companies (Management And Administration) rule, 2014, the Company is providing E-Voting facility to its members whose names appear in the register of members/beneficial owners as on the cut-off date i.e. **Monday, February 03, 2025**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by National Securities Depository Limited (NSDL), through their portal <https://www.evoting.nsdl.com/>. in this regard, members are notified that (i) the company has completed the dispatch of notice of general meeting through email to all the members of the company individually to their registered Email address along with the explanatory statement and (ii) voting through electronic means shall commence from **9:00 a.m. on Wednesday, February 05, 2025 until 5:00 p.m. on Friday, March 07, 2025.**
10. In view of MCA & SEBI Circulars, printed copy of the EGM Notice is not being sent to the Members.
11. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, does form the part of the Notice of the Company.
13. EGM convened through VC/OAVM is in compliance with the applicable provisions of the Companies Act, 2013 read with MCA & SEBI Circulars as stated above.



# VRUNDAVAN PLANTATION LIMITED

---

14. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
15. In case of any query/grievance with respect to voting through electronic means, please visit Help & FAQ's section available at website: <https://www.evoting.nsdl.com/>.
16. The helpline number regarding any query / assistance for participation in the EGM through VC/OAVM is 022 - 48867000.

## QUORUM

17. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.

## SCRUTINIZER FOR CONDUCTING E-VOTING

18. The Company has appointed M/s. SONU JAIN & Co., Practicing Company Secretaries (Membership No.: ACS 56519; CP No: 23090) (Address: 601 Safal flora, Nr. Anand Milan Tower, Shahibaug, Ahmedabad, 380004 Gujarat India), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

## VOTING RESULT

19. The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company immediately after the result is declared by the Chairman or any other person authorized by the him in this regard and will simultaneously be sent to BSE Limited.

## PREVENT FRAUDULENT TRANSACTIONS

20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

# VRUNDAVAN PLANTATION LIMITED

---

22. The Notice along with the Explanatory Statement is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
23. Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
24. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Monday, February 03, 2025.**
25. Relevant documents referred to in the Notice and the Statement is available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till **Friday, February 07, 2025.**
26. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
27. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
28. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
29. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://vrundavanplantation.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
30. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

# VRUNDAYAN PLANTATION LIMITED

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, February 05, 2025 at 09:00 A.M. and ends on Friday, February 07, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, February 03, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, February 03, 2025.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system





#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting

# VRUNDAYAN PLANTATION LIMITED

	<p>period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li></ol>

# VRUNDAYAN PLANTATION LIMITED

	<ol style="list-style-type: none"><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

# VRUNDAYAN PLANTATION LIMITED

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



# VRUNDAYAN PLANTATION LIMITED

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

# VRUNDAVAN PLANTATION LIMITED

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csonuj@gmail.com](mailto:csonuj@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be

# VRUNDAVAN PLANTATION LIMITED

disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Hardikkumar Thakkar at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@vrundavanplantation.com](mailto:cs@vrundavanplantation.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@vrundavanplantation.com](mailto:cs@vrundavanplantation.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

# VRUNDAVAN PLANTATION LIMITED

---

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@vrundavanplantation.com](mailto:cs@vrundavanplantation.com). The same will be replied by the company suitably.

# VRUNDAVAN PLANTATION LIMITED

## EXPLANATORY STATEMENT

*(Pursuant to section 102 of the Companies Act, 2013)*

### ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The issue of equity shares pursuant to exercise and allotment of warrants entitlement referred to at Item No. 2 of this Notice will result in the increase in the paid-up share capital of the Company. To accommodate the enhanced capital on account of issuance of equity shares, upon exercise and allotment of Equity shares and warrants, the Company proposes to increase its Authorised Share Capital,

**From: “Rs. 6,00,00,000/- (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10 each.”**

**To: “Rs. 25,00,00,000/- (Rupees twenty-five Crore) divided into 2,50,00,000 (Two crore fifty Lakhs) Equity Shares of Rs.10 each.”**

The proposed increase in Authorised Share capital of the Company will require consequent alteration to Clause V of the Memorandum of Association of the Company relating to share capital.

The consent of the Members is required for (i) In terms of Section 61 and Section 64 of the Companies Act, 2013, for increasing the Authorized Share Capital of the Company; and (ii) in terms of Section 13 of the Companies Act, 2013 for consequent alteration in V of the Memorandum of Association of the Company.

Members who wish to inspect the current and draft of amended Memorandum of Association of the Company may write to the Company Secretary & Compliance Officer at [cs@vrundavanplantation.com](mailto:cs@vrundavanplantation.com).

The Board accordingly recommends the Ordinary Resolution set out in Item No.1 of the Notice for approval by the Members.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives, are in any way, concerned or interested, financial or otherwise, in the Resolution set out in Item No.1 of this Notice, except to the extent of their shareholding in the Company, if any.

### ITEM NO. 2

The Company is engaged in carrying on business activity of nursery business, The company's business comprises of Landscape Development / Execution business, Plantation work, Horticulture/Plantation/Landscape maintenance Works, Irrigation works and Nursery for General, Specimen, indoor and exotic plants. The company requires additional funds to carry out its business activity, for long-term working capital requirements and general corporate purpose to augment the growth and improve the financial performance of the Company and it was thought fit to bring more funds to the company by way of issue of Warrants on Preferential basis.

The Special Resolutions contained in Item No. 2, to issue and allot **Warrants up to 9,16,872 (Nine Lakhs Sixteen thousand eight hundred seventy-two) of face value of ₹10/- each at an issue**

# VRUNDAYAN PLANTATION LIMITED

**price of Rs. 51/- (Rupees Fifty-One)** as calculated in valuation report given by registered Valuer, to persons belonging to Non-Promoter Category.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on **January 13, 2025**, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 170(4) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the **‘Relevant Date’ for the Warrant issue is determined to be Thursday, January 09, 2025.**
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of ₹ **1,16,90,118.00/- (Rupees One Crore Sixteen Lakh Ninety Thousand One Hundred Eighteen Only)** which is equivalent to **25% (Twenty-Five per cent)** of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment (“Warrant Subscription Price”).
- d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of ₹ ₹ **3,50,70,354.00/- (Rupees Three Crore Fifty Lakh Seventy Thousand Three Hundred Fifty Four Only)** being **75% (Seventy-Five per cent)** of the Warrant Issue Price (“Warrant Exercise Price”) in respect of each Warrant proposed to be converted by the Warrant Holder.
- e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
- g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of



# VRUNDAYAN PLANTATION LIMITED

rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.

- h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari-passu with the then existing Equity Shares of the Company including entitlement to voting powers and dividend.
- i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, (“Listing Regulations”), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India (“SEBI”).
- j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e., Thursday, January 09, 2025. The Proposed Allottees has represented that the Proposed allottees has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

THE RELEVANT DISCLOSURES AS REQUIRED UNDER REGULATION -163 OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME ARE AS UNDER:

**a) The Object(s) of The Preferential Issue:**

The Company’s business is growing and the funds are required by the Company for meeting its capital requirements and permissible business investments as allowed under applicable laws. The object of preferential issue of equity shares is to raise funds for long-term working capital requirements for expansion along with diversification and general corporate purposes which will augment the growth and improve the Financial Performance of the company.

**b) Maximum Number of Shares or other securities to be issued and price**

Up to **9,16,872 (Nine Lakhs Sixteen thousand eight hundred seventy two) Fully Convertible Warrants (warrants), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of ₹ 10/- (Rupee Ten Only) (“Equity Share”) each (“Warrants”) at a price (including the Warrant Subscription Price and the warrant**

# VRUNDAYAN PLANTATION LIMITED

**exercise price) of ₹ 51/- (Rupees Fifty One Only)** each to be payable in cash (“Warrant Issue Price”), aggregating upto **4,67,60,472/- (Rupees Four Crore sixty seven Lakh sixty thousand four hundred seventy two) (“Total Issue Size”)**, out of which 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant (“Warrant Subscription Price”) and 75% (Seventy-Five per cent) of the Warrant Issue Price (“Warrant Exercise Price”) shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.

**c) Intent of Promoters / Directors / KMP to subscribe to the offer:**

None of the existing Promoters, Directors or Key Management Personnel or senior management or their relatives of the Company intend to subscribe to any Equity Shares pursuant to the Preferential Allotment except as mention hereunder Promoter, Promoter Group / Director, and whose relatives intend to subscribe 3,16,872 Convertible Warrants (warrants), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company which will constitute only 5.07% (consist of Promoter Group 4.61% and Director (Non Promoter) 0.46%) into of the Post Preferential Issue (Including Conversion of Warrants):

S. No.	Name of the proposed Allottee	Category	Status	No. of Warrant (Convertibles into Equity)
1.	Upendra Umashankar Tiwari	Promotor	Individuals	72072
2.	Hevantiben Upendra Tivari	Promoters Group	Individuals	72000
3.	Vishal Upendra Tiwari	Promoters Group	Individuals	72000
4.	Shivani Tiwari	Promoters Group	Individuals	72000
5.	Dinesh Dubey	Director (Non-Promoter)	Individuals	28800
<b>Total Convertible Warrants (warrants), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share</b>				<b>3,16,872</b>

**d) Time Frame within which allotment shall be completed**

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**e) Shareholding pattern of the Company before and after the preferential issue:**

Sr. No	Category	Pre-Issue		Post Issue#	
		No of shares held	% Of Holding	No of shares held	% Of Holding



# VRUNDAYAN PLANTATION LIMITED

			Shares			Shares	
1.	RAKSHIT BABULAL MENPARA HUF	RAKSHIT BABULAL MENPARA (Karta)	0	0	60000	60.000	0.96

g) The percentage of post preferential issue capital held by the proposed allottees:

Sr. No.	Details of the proposed Allottee	Category of Allottee	Pre-Issue Holding in		Number of Warrants proposed to be issued	Post issue Holding in		Consideration
			No. of Equity Shares/ Warrants	%		No. of shares <sup>#</sup>	%	
1.	Upendra Umashankar Tiwari	Promotor	32,80,728	61.52	72,072	33,52,800	53.65	36,75,672
2.	Hevantiben Upendra Tivari	Promoters Group	-	-	72,000	72,000	1.15	36,72,000
3.	Vishal Upendra Tiwari	Promoters Group	60,000	1.13	72,000	1,32,000	2.11	36,72,000
4.	Shivani Tiwari	Promoters Group	-	-	72,000	72,000	1.15	36,72,000
5.	Dinesh Dubey	Non-Promoters	-	-	28,800	28,800	0.46	14,68,800
6.	Pratikbhai R Pujara	Non-Promoters	-	-	60,000	60,000	0.96	30,60,000
7.	Anjanaben Jagjivanbhai Goriya	Non-Promoters	-	-	60,000	60,000	0.96	30,60,000
8.	Vipul S Joshi	Non Promoters	-	-	60,000	60,000	0.96	30,60,000
9.	Ramaben Ranchhodhbhai Kundariya	Non Promoters	-	-	60,000	60,000	0.96	30,60,000
10.	Chaitali Vipulkumar Joshi	Non Promoters	-	-	60,000	60,000	0.96	30,60,000
11.	Apurva Rasiklal Patel	Non Promoters	-	-	60,000	60,000	0.96	30,60,000
12.	Rameshbhai Shambhubhai	Non Promoters	-	-	60,000	60,000	0.96	30,60,000

# VRUNDAYAN PLANTATION LIMITED

	Domadiya							
13.	Shailesh Babulal Davara	Non Promotors	-	-	60,000	60,000	0.96	30,60,000
14.	Kuldeep Gordhanbhai Ramani	Non Promotors	-	-	60,000	60,000	0.96	30,60,000
15.	Rakshit Babulal Menpara HUF	Non Promotors	-	-	60,000	60,000	0.96	30,60,000
	<b>Total</b>		<b>33,40,728</b>	<b>62.65</b>	<b>9,16,872</b>	<b>42,57,600</b>	<b>68.13</b>	<b>4,67,60,472/-</b>

#Assuming all the Warrants is converted into Equity Shares of the Company.

**h) Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares of the Company.

**i) Undertaking for re computation of price and lock-in of the specified securities in terms of the provision of these regulations:**

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

**j) Disclosure Regarding Willful Defaulter:**

None of the proposed allottees is debarred or prohibited to access the capital market. Further, none of the proposed allottees is a willful defaulter. In addition, neither the Company nor any of its promoter or director is a willful defaulter. Hence no disclosure is required as specified in Schedule – VI of SEBI(ICDR) Regulations.

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

The current status of the Proposed Allottees and after the proposed allotment shall remain same and there shall be no change in the status of the Proposed Allottee.

**l) Practicing Company Secretary Certificate:**

# VRUNDAVAN PLANTATION LIMITED

A Certificate from M/s. SONU JAIN & Co., Practicing Company Secretaries (Membership No.: ACS 56519; CP No: 23090), as required under Regulation 163 (2) of the SEBI ICDR Regulations, certifying that the issue of Fully Convertible Warrant is in compliance with requirements contained in the SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018, will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date Thursday, January 9, 2025 till Thursday, 07<sup>th</sup> March, 2025 i.e. last date of EOGM and e-voting. The same has been post on the Company's website: <https://vrundavanplantation.com>.

**m) Pricing of Warrant Issue:**

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is **₹ 51/- (Rupees Fisty One only)**.

The Valuation Report in that regard has been obtained from M/s. CS Amrish N Gandhi (IBBI Registered Valuer), Registered Valuer, having experience of more than 10 years as prescribed under provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018 and is also placed on the website of the Company at <https://vrundavanplantation.com/>.

**n) Basis on which the price has been arrived at:**

- The proposed issue of Warrant on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Act read with the applicable provisions of the rules made thereunder.
- The Relevant Date for the pricing of the Equity Shares to be issued pursuant to the aforesaid Preferential Allotment was supposed to be January 09, 2025, being 30 days prior to the date of this Extra-Ordinary General Meeting.
- The Equity Shares of the Company are listed on Bombay Stock Exchange Limited and are being frequently traded as per SEBI (ICDR) Regulations, 2018. Hence, the price has been determined as per provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018. The Valuation Report in that regard has been obtained from M/s. CS Amrish N Gandhi (IBBI Registered Valuer), Registered Valuer
- Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is **₹ 4,67,60,472/- (Rupees Four Crore sixty-seven Lakh sixty thousand four hundred seventy two)** ("Total Issue Size"). In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of **₹ 51/- (Rupees**



# VRUNDAYAN PLANTATION LIMITED

**Fifty One Only)** which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

**o) Relevant Date**

The relevant date In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations for the determination of the floor price for issue of equity shares pursuant to conversion of warrants at a future date pursuant to the preferential allotment is **Friday, January 09, 2025** (“Relevant Date”) (i.e. 30 days prior to the date of Extra Ordinary General Meeting (EOGM) and E-voting which is i.e., Saturday, February 8, 2025 to approve the proposed preferential issue.

**p) Class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Promoter and Non-Promoter Category of the Company their holding and other details are mentioned at disclosure no. (f).

Sr. No.	Details of the proposed Allottee	Category of Allottee Current	Category of Allottee Proposed
1.	Upendra Umashankar Tiwari	Promotor	Promoters
2.	Hevantiben Upendra Tivari	Promoters Group	Promoters Group
3.	Vishal Upendra Tiwari	Promoters Group	Promoters Group
4.	Shivani Tiwari	Promoters Group	Promoters Group
5.	Dinesh Dubey	Non-Promoters	Non-Promoters
6.	Pratikbhai R Pujara	Non-Promoters	Non-Promoters
7.	Anjanaben Jagjivanbhai Goriya	Non-Promoters	Non-Promoters
8.	Vipul S Joshi	Non-Promoters	Non-Promoters
9.	Ramaben Ranchhodbhai Kundariya	Non-Promoters	Non-Promoters
10.	Chaitali Vipulkumar Joshi	Non-Promoters	Non-Promoters
11.	Apurva Rasiklal Patel	Non-Promoters	Non-Promoters
12.	Rameshbhai Shambhubhai Domadiya	Non-Promoters	Non-Promoters
13.	Shailesh Babulal Davara	Non-Promoters	Non-Promoters
14.	Kuldeep Gordhanbhai Ramani	Non-Promoters	Non-Promoters
15.	Rakshit Babulal Menpara HUF	Non-Promoters	Non-Promoters

**q) Terms of the Listing of Equity Shares:**

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity

# VRUNDAYAN PLANTATION LIMITED

Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company, including voting rights and dividend.

r) **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the Year, Company has not made any Preferential Issue of shares.

s) **Principal terms of assets charged as securities**

Not Applicable

t) **Justification for allotment proposed to be made for Consideration other than Cash together with the valuation report of the Registered valuer:**

Not Applicable.

u) **Lock in Period:**

- The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.
- The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

v) **Holding of Shares in Demat Form:**

The warrants and equity shares after conversion of warrants will be issued to the proposed allottees in Dematerialized form as well as the pre preferential holding of all the allottees is in Dematerialized form.

w) **Payment:**

In terms of the Regulation 169 of SEBI (ICDR) Regulations, 2018, full consideration shall be paid by the allottees before the time of conversion of warrants into Equity Shares.

x) **Undertakings:**

- None of the Company, its directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

# VRUNDAYAN PLANTATION LIMITED

---

- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

y) **Approvals:**

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of Convertibles Warrant/equity shares.

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter V of the SEBI (ICDR) Regulations, 2018 and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed. The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

Pursuant to Regulation 23(4) of the Listing Regulations all related parties shall not vote on all resolutions for approval of material related party transactions, irrespective of the fact whether the entity is a related party to a particular transaction or not. However, section 188 of the Companies Act, 2013 read with relevant rules and other applicable provisions does not list down the proposed preferential issue as a related party transaction and thereby permits the related party to vote on the transaction which are not covered under section 188(1) of the Companies Act, 2013. This notice is given accordingly in terms of the said Listing Regulations and the said provisions of the Companies Act, 2013 for consideration of the resolution and the related parties' votes shall be ignored for compliance with Regulation 23(4) of the Listing Regulations but shall be taken into consideration for compliance with the provisions of the Companies Act, 2013.

The Board recommends Resolution No. 2 of the Notice, the Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors, except Mr. Upendra Umashankar Tiwari (Managing Director), Mr. Vishal Tiwari (Non-Executive Director) and Mr. Dineshkumar Dubey (Executive Director) of the company is interested to the extent of their shareholding and/or proposed allotment, and/or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

# VRUNDAVAN PLANTATION LIMITED

---

**Registered Office:**

307, SUN AVENUE ONE, NR. SUN PRIMA,  
AMBAWADI, Ahmedabad, Gujarat, India, 380006

**Place: AHMEDABAD**

**Date: 13/01/2025**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, VRUNDAVAN PLANTATION LIMITED**

SD/-  
**UPENDRA UMASHANKAR TIWARI**  
**Managing Director**  
**(DIN: 09630205)**

# VRUNDAVAN PLANTATION LIMITED

## FOR, VRUNDAVAN PLANTATION LIMITED

307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI, Ahmedabad, AHMEDABAD, Gujarat,  
India, 380006  
(CIN: L02003GJ2022PLC137749)

Dear Member,

### **SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44 of SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participate through physical to be started from **9:00 a.m. on Wednesday, February 05, 2025 until 5:00 p.m. on Friday, February 07, 2025**. The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the General Meeting. The remote e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The electronic voting particulars are set out below:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / Sequence No.</b>

The remote e-voting facility will be available during the following voting period:

<b>COMMENCEMENT OF REMOTE E-VOTING</b>	<b>END OF REMOTE E-VOTING</b>
<b>Wednesday, February 05, 2025_(9:00 A.M.)</b>	<b>Friday, February 07, 2025 (5:00 P.M.)</b>

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Extra Ordinary General Meeting &E-voting.

***MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE NOTICE.***