



# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

**Date: 22/03/2024**

To,  
Gen. Manager (DCS)  
Bombay Stock Exchange Ltd.  
P J Towers, Dalal Street,  
Fort, Mumbai-400001

**SUB: INTIMATION OF NOTICE OF POSTAL BALLOT & EVOTING**

**REF: M/S. LAST MILE ENTERPRISES LIMITED (FORMERLY KNOWN AS TRANS FINANCIAL RESOURCES LIMITED) (SCRIP CODE: 526961)**

Dear Sir,

With regard to captioned subject and pursuant to Regulations -29, 30 and any other applicable regulations of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, Please find enclosed herewith a copy of Notice for Postal Ballot and E-voting along with Postal Ballot form and Explanatory Statement thereof in respect of the Resolution as mentioned in the notice of Postal Ballot to seek consent of the shareholders through Postal Ballot/ E-voting system to be conducted from **Saturday, March 23, 2024 from 9:00 a.m. to Sunday, 21 April, 2024 till 5:00 p.m.**

You are requested to take the same on record.

Thanking you.  
Yours sincerely,

**FOR, LAST MILE ENTERPRISES LIMITED**  
**(Formerly Known as Trans Financial Resources Limited)**

\_\_\_\_\_  
**MR. HARISHKUMAR BHALCHANDRA RAJPUT**  
**DIN: 06970075**  
**Managing Director**



**NOTICE OF POSTAL BALLOT & EVOTING**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 TO TRANSACT THE FOLLOWING BUSINESS.**

Notice is hereby given that pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of **LAST MILE ENTERPRISES LIMITED (Formerly Known as Trans Financial Resources Limited)** ("the Company") by passing resolutions through Postal Ballot or E-voting. 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 along with Postal Ballot Form is annexed herewith.

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and provisions of Section 108, Section 110 of the Companies Act, 2013 read with applicable Rules, the Company is offering e-voting facility to all its Members as an alternate mode 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.evotingindia.com/> starting from **Saturday, March 23, 2024 from 9:00 a.m. to Sunday, 21 April, 2024 till 5:00 p.m.**

Please note that your assent/dissent received after **Sunday, 21 April, 2024** would be strictly treated as if reply from you has not been received.

The Board of Directors has appointed **M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560)** (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar, Satellite, Ahmedabad - 380 015, Gujarat, India) as Scrutinizer for conducting the Postal Ballot process including 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 physical Postal Ballot Forms and e-voting and the result of the same will be announced on or before **5:00 p.m. on Tuesday, April 23, 2024**. The result of the Postal Ballot shall also be hosted on the Company's website as well as on the communication to the Stock Exchange.

Any Resolution, if approved by shareholders, will be taken as effectively passed as on the date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e., **Tuesday, April 23, 2024** and shall be deemed to have been duly passed at a general meeting convened in that behalf.





# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

## 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 **Special 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 the company from **Rs. 35,50,00,000/- (Rupees Thirty Five Crore and Fifty Lakhs Only)** divided into 3,55,00,000 (Three Crore and Fifty five Lakhs) Equity Shares of Rs.10 each to **Rs. 40,00,00,000/- (Rupees Forty Crore Only)** divided into **4,00,00,000 (Four Crore) 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 Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) 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 II (1) of the Article of Association of the Company be and is hereby substituted with the following new clause as Clause II(1):

***II(1). The Existing Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10 each ( Rupees Ten Only). The company may from time to time in general meeting increase the Authorized share capital of the Company as it think expedient."***

**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."



# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

## 2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO VARIOUS INVESTORS:

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

**"RESOLVED THAT** pursuant to (i) the provisions of Sections 23(1)(b), 42 and 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 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, the consent of members be and is hereby accorded to create, issue, offer and allot, **on preferential basis to persons belonging to Non-Promoter Category, 37,02,134 (Thirty Seven Lakhs Two Thousand One Hundred Thirty Four Only) Equity Shares of face value of ₹10/- each at an issue price of Rs. 600/- (including premium of Rs.590/-) as calculated, which is higher than the value provided under valuation report given by Registered Valuer, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the below mentioned persons ("Proposed Allottees"), on such further terms and conditions as mentioned hereunder:**

S. No.	Name of the proposed Allottee	Category	Status	No. of Equity Shares
1.	Vinod Sethi	Non Promoters	Individual	25,000
2.	Sarla Ajit Golechha	Non Promoters	Individual	12,500
3.	Gori Deepkumar	Non Promoters	Individual	8,335
4.	Pranaya B Gandhi	Non Promoters	Individual	16,667
5.	Varun Pranam Maloo	Non Promoters	Individual	25,000
6.	Suraj harish Kukreja	Non Promoters	Individual	8,333
7.	Karan Rashmikant Shah	Non Promoters	Individual	4,167





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8.	Saurabh K Singhal	Non Promotors	Individual	8,333
9.	Chirag Atulbhai Barchha	Non Promotors	Individual	8,333
10.	Mihir Navinchandra Shah	Non Promotors	Individual	16,700
11.	Viraf Kalkhushroo Chinoy	Non Promotors	Individual	16,667
12.	Meher Distilleries Private Limited	Non Promotors	Body corporate	16,667
13.	Ratilal Somchand Shah	Non Promotors	Individual	8,333
14.	Haresh Somchand Shah	Non Promotors	Individual	8,333
15.	Jitendra Somchand Shah	Non Promotors	Individual	8,333
16.	Jigar Zaverchand Shah	Non Promotors	Individual	8,333
17.	Shah Mital Ratilal	Non Promotors	Individual	8,333
18.	Shah Varun Jitendra	Non Promotors	Individual	8,333
19.	Shah Karan Jitendra	Non Promotors	Individual	8,333
20.	Muktaben Zaverchand Shah	Non Promotors	Individual	8,333
21.	Binota Haresh Shah	Non Promotors	Individual	8,333
22.	Esha Jigar Shah	Non Promotors	Individual	8,333
23.	Navroz Kersasp Katrak	Non Promotors	Individual	9,000
24.	Sangeeta Venkatraman	Non Promotors	Individual	8,500
25.	Narayanan Ravichandran	Non Promotors	Individual	16,667
26.	Navin Mahavirprasad Dalmia	Non Promotors	Individual	50,000
27.	K B Kapadia	Non Promotors	Individual	16,667
28.	Nalin Kumar	Non Promotors	Individual	16,667
29.	Vandana Divyesh Shah	Non Promotors	Individual	20,000
30.	Kunal Kallash Parekh	Non Promotors	Individual	8,334
31.	Jeetendra Devnani	Non Promotors	Individual	8,334
32.	Mayank Gupta	Non Promotors	Individual	8,500
33.	Sharat Kumar	Non Promotors	Individual	8,500
34.	Mansi Dua	Non Promotors	Individual	8,500
35.	Shruti Dimri	Non Promotors	Individual	8,500
36.	Sunil Jasuja	Non Promotors	Individual	8,500
37.	Ramesh Chander Girdhar	Non Promotors	Individual	8,500
38.	Rajeev Singh	Non Promotors	Individual	8,500
39.	Chirag Bharat Sheth	Non Promotors	Individual	8,333
40.	NAV Capital VCC-NAV Capital Emerging Star Fund	Non Promotors	FPI	20,00,000
41.	Ovata Equity Strategies Master Fund	Non Promotors	FPI	5,00,000
42.	Nevil Ramesh Savjani HUF	Non Promotors	HUF	50,000
43.	Bhagwati Devi Patwari	Non Promotors	Individual	50,000
44.	Nitin Kumar Aggrawal	Non Promotors	Individual	45,000
45.	Suresh Kumar Jindle HUF	Non Promotors	HUF	35,000
46.	Mytash Financial Advisors Pvt. Ltd.	Non Promotors	Body Corporate	35,000
47.	Minerva Ventures Fund	Non Promotors	FPI	30,000
48.	Nitin Kumar Sultania	Non Promotors	Individual	30,000
49.	Tushar Aggarwal	Non Promotors	Individual	25,000
50.	Abja Agro Tech Private Limited	Non Promotors	Body Corporate	10,000



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			Corporate	
51.	Puneet Tandon	Non Promotors	Individual	22,000
52.	Divya capital One Private Limited	Non Promotors	Body Corporate	15,000
53.	Usha Sanghi	Non Promotors	Individual	15,000
54.	Gitaben Nitin Bhai Patel	Non Promotors	Individual	15,000
55.	Dost Mohammed Gulam Mohammed Achhwa	Non Promotors	Individual	12,500
56.	Rekha Agrawal	Non Promotors	Individual	10,000
57.	Khushbu Agrawal	Non Promotors	Individual	10,000
58.	Nalla Madhav Rao	Non Promotors	Individual	10,000
59.	Transstroy India Limited	Non Promotors	Body Corporate	20,000
60.	Atul Gupta	Non Promotors	Individual	10,000
61.	Ranjan Kant	Non Promotors	Individual	10,000
62.	Gurinder Pal Singh	Non Promotors	Individual	10,000
63.	Prashant Tandon	Non Promotors	Individual	10,000
64.	Manish Hathiramani	Non Promotors	Individual	10,000
65.	Shilpy Dixit	Non Promotors	Individual	10,000
66.	Dipti Prashant Mehta	Non Promotors	Individual	10,000
67.	Renu Agarwal	Non Promotors	Individual	10,000
68.	Gagan Nirmalkumar Mittal	Non Promotors	Individual	10,000
69.	Nirmal Kumar Mittal	Non Promotors	Individual	10,000
70.	Amit malhotra	Non Promotors	Individual	10,000
71.	Rajeev Kumar	Non Promotors	Individual	10,000
72.	Sneha Parmaka	Non Promotors	Individual	10,000
73.	Priyanshi Desai	Non Promotors	Individual	10,000
74.	Nitinkumar Kantilal Kariya	Non Promotors	Individual	10,000
75.	Ashish Kumar Kachawa(HUF)	Non Promotors	HUF	10,000
76.	ASAP Engineering	Non Promotors	Firm	10,000
77.	Yogesh Jain	Non Promotors	Individual	10,000
78.	Sotac Pharmaceutical Limited	Non Promotors	Body Corporate	10,000
79.	Ratan Lal Agrawal	Non Promotors	individual	10,000
80.	Nishtha Garg	Non Promotors	Individual	10,000
81.	Sohil Mohamedali Budhwani	Non Promotors	Individual	10,000
82.	Nirav Ramdebhai Odedara HUF	Non Promotors	HUF	10,000
83.	Moazzama Arfi	Non Promotors	Individual	10,000
84.	Alteha Tanvir Ahmad Khan	Non Promotors	Individual	10,000
85.	Rekha Kumar	Non Promotors	Individual	10,000
86.	Ritika Ranjan	Non Promotors	Individual	6,700
87.	Pooja Sethi	Non Promotors	Individual	6,000
88.	Sanjeev Singh	Non Promotors	Individual	5,000
89.	Akshay Arora	Non Promotors	Individual	5,000
90.	Anurag Malhotra	Non Promotors	Individual	2,500
91.	Pratik Malik	Non Promotors	Individual	2,000
92.	Kriti Sinha	Non Promotors	Individual	1,700





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93.	Kamlesh Murlidhar	Non Promoters	Individual	1,700
	<b>TOTAL SHARES</b>			<b>37,02,134</b>

**"RESOLVED FURTHER THAT** in terms of Chapter V of the ICDR Regulations, the **"Relevant Date"** for determining the minimum price for the purpose of the Preferential Allotment shall be **Friday, 22<sup>nd</sup> March, 2024** being the date that is thirty days prior to the date on which the meeting of members of the Company is deemed to be held to consider the Preferential Allotment."

**"RESOLVED FURTHER THAT** the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed and traded on the Stock Exchange where the existing Equity Shares are listed, subject to receipt of necessary regulatory permissions and approvals."

**"RESOLVED FURTHER THAT** the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer letter in **Form PAS-4** as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws."

**"RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the proposed Allottees, if any and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the



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allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;

- > The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- > The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company."

**"RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares 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** 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, utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, 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 Equity Shares, 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."





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### **3. ISSUE OF 10,21,500 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO 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 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 10,21,500 (Ten Lakhs twenty one thousand five hundred only) 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 Non-Promoter Category, at an issue price of ₹ 600/- (Rupees Six hundred Only) (including premium Rs.590/-) each payable in cash ("Warrant Issue Price"), aggregating upto **₹ 61,29,00,000/- (Rupees Sixty One Crore Twenty Nine Lakhs Only) ("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 **₹ 15,32,25,000/- (Rupees Fifteen Crore Thirty Two Lakhs Twenty Five Thousand Only) upfront payment, which is equivalent to 25% (Twenty-Five per cent) of the aggregate of Warrant Issue Price as upfront payment ("Warrant Subscription Price")** entitling



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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 ₹ 45,96,75,000/- (Rupees Forty Five Crore Ninety Six Lakhs Seventy Five Thousand 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 Equity Shares
1.	Vineet Arora	Non Promotors	Individual	300000
2.	Nikhil Tyagi	Non Promotors	Individual	300000
3.	NAV Capital VCC-NAV Capital Emerging Star Fund	Non Promotors	FPI	250000
4.	Sourav Choudhary	Non Promotors	Individual	50000
5.	Venkat Mandalapu	Non Promotors	Individual	50000
6.	Anjali Sangtani	Non Promotors	Individual	33000
7.	Nalla Madhav Rao	Non Promotors	Individual	25000
8.	Padma Raju Chandalada	Non Promotors	Individual	13500
	<b>TOTAL WARRANTS</b>			<b>1021500</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 **Friday, 22<sup>nd</sup> March, 2024**, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 600/- (Rupees six hundred only) (including premium Rs.590/-) ( which is higher than the value provided under valuation report given by Registered Valuer)

**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.*





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- 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).
- 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."



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**"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."

Place: AHMEDABAD  
Date: 21/03/2024

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, LAST MILE ENTERPRISES LIMITED  
(Formerly Known as Trans Financial Resources Ltd)



  
MR. HARISHKUMAR BHALCHANDRA RAJPUT  
MANAGING DIRECTOR  
(DIN: 06970075)

Registered office: 4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE RESTAURANT, NAVRANGPURA, Ahmedabad,  
AHMEDABAD, Gujarat, India, 380009  
CIN: L70100GJ1994PLC022954  
Email: [tfr14444@gmail.com](mailto:tfr14444@gmail.com)  
Website: <https://lastmileenterprisesltd.com>  
TEL: 7567151083



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## NOTES: -

1. The business set out in the Notice may be transacted through Postal ballot and the Company is providing facility for electronic voting system.
2. 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.
3. 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. **Friday, 15<sup>TH</sup> March 2024**, 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 <http://www.evotingindia.com>. in this regard, members are notified that (i) the company has completed the dispatch of notice of general meeting through courier to all the members of the company individually to their registered address along with the explanatory statement and (ii) voting through electronic means shall commence from **Saturday, March 23, 2024 from 9:00 a.m. to Sunday, 21<sup>st</sup> April, 2024 till 5:00 p.m.**
4. The Notice along with the Postal Ballot Form 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.
5. Resolutions passed by the members through postal ballot including 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.
6. The members can opt for only one mode of voting, i.e., **either by postal ballot or e-voting**. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. 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. **Friday, 15<sup>TH</sup> March 2024**.
8. A member cannot exercise his vote by proxy on postal ballot.
9. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.



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10. 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 **Sunday, April, 2024**.
11. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at website: <https://www.evoting.nsdl.com/>
12. 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.

## **THE INSTRUCTIONS FOR E-VOTING:**

### **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 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'





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section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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



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NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL.

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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 [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to





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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 22 55 33



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B) Login Method 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. THE EVEN: 12B196
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***





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6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.



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

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

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anishshahes@gmail.com](mailto:anishshahes@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 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.





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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 ((MR. KETAN KUMAR PATEL)) 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 [tfrl4444@gmail.com](mailto:tfrl4444@gmail.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [tfrl4444@gmail.com](mailto:tfrl4444@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [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.



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## SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i. The E-Voting period commences on **1 Saturday, March 23, 2024 from 9:00 a.m. to Sunday, 21<sup>st</sup> April, 2024 till 5:00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date i.e. Friday 15<sup>th</sup> March 2024** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall on conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> on or before **05.00 P.M. on Tuesday, April 23, 2024** and communicated to the BSE Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the last date of receipt of duly complete postal ballot forms **i.e. Sunday, 21<sup>st</sup> April 21, 2024**, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.





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- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. 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](http://www.evotingindia.com) under help section or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



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## EXPLANATORY STATEMENT

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

### ITEM NO. 1

Your Company is contemplating the preferential issue of Equity Shares in order to raise capital for expansion plan, meeting working capital gap and for achieving other general corporate objects of the Company, and in view thereof, the Company needs to have enough Authorized share Capital, so that the requisite number of fresh equity shares may be issued for the purpose of raising sufficient funds. The board of directors of the company at its meeting held on 11<sup>th</sup> December, 2023 has proposed to increase the authorized share capital of the company due to which the existing capital clause of Memorandum of Association needs to be altered.

Hence, It was proposed to increase the Authorized share Capital of the Company from Rs. 35,50,00,000/- (Rupees Thirty Five Crore and Fifty Lakhs Only) divided into 3,55,00,000 (Three Crore and Fifty five Lakhs) Equity Shares of Rs.10 each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10 each to accommodate the fresh issuance of the shares of the Company."

Consequent upon increase in authorized share capital as proposed, the existing Clause V of Memorandum of Association of the Company will also have to be substituted as mentioned below.

The draft amended Memorandum of Association will be available for inspection by Members at the website of the Company till the last date of e-voting. The proposed resolution seeks the members' approval to alter capital clause in the Memorandum of Association and Article of Association of the company. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a Special Resolution to that effect.

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

None of the directors and Key Managerial Personnel or their relatives in any way is concerned or interested in the Resolution.





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## ITEM NO. 2

The Company is engaged in carrying on business activity of real estate and infrastructure. 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 Equity Shares and Warrants on Preferential basis.

The Special Resolutions contained in Item No. 2, to issue and allot Equity Shares up to **37,02,134 (Thirty Seven Lakhs Two Thousand One Hundred Thirty Four Only)** of face value of ₹10/- each at an issue price of Rs. 600/- (including premium of Rs.590/-) as calculated, which is higher than the value provided under 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 11<sup>th</sup> December, 2023.

The approval of the members is accordingly being sought by means of a '**Special Resolution**' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The Shares to be allotted to the Investors shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Board of directors at its meeting held on **15<sup>th</sup> March, 2024** after considering various sources of funding while at the same time maintaining the minimum public shareholding at 25% post issue, deemed it appropriate to issue, allot Equity Shares up to **37,02,134 (Thirty Seven Lakhs Two Thousand One Hundred Thirty Four Only)** of face value of ₹10/- each to persons belonging to **Non-Promoter Category** on preferential basis.

Pursuant to provisions of Rule 13(2)(a) and (b) of Companies (Share Capital and Debenture) Rules 2014 read with Regulation 160 (b) of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, Company is required to obtain consent of the shareholders by passing a Special Resolution.

Pursuant to Provisions of Regulation 163 of The SEBI (ICDR) Regulations 2018 and Rule 13(2)(d) of The Companies (Share Capital and Debenture) Rules 2014, disclosures are made hereunder for the information of shareholders.



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## **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 to be issued and price**

The Board intends to offer, issue and allot Equity Shares up to **37,02,134 (Thirty Seven Lakhs Two Thousand One Hundred Thirty Four Only)** of face value of ₹10/- each at an issue price of Rs. 600/- (including premium Rs.590/-) as calculated which is higher than the value provided under valuation report given by Registered Valuer, to persons belonging to Non-Promoter Category in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

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

None of the existing Promoters, Directors or Key Management Personnel of the Company subscribe to the offer.

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

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.





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

Sr. No	Category	Pre Issue*		% of Holding	Post Issue		% of Holding	Diluted Post Issue		% of Holding
		No of shares held			No of shares held			No of shares held		
A.	Promoters' Holding	Physical	Demat		Physical	Demat		Physical	Demat	
1.	Indian :									
	Exiting Promoters									
	Individuals	-	73,81,378	43.7	-	73,81,378	35.85		88,56,378	22.95
	Bodies Corporate	1,00,000	5,22,900	3.69	1,00,000	5,22,900	3.03	1,00,000	5,22,900	1.61
	Sub Total	1,00,000	79,04,278	47.39	1,00,000	79,04,278	38.88	1,00,000	93,79,278	24.56
2.	Foreign Promoters									
	Sub Total (A)	1,00,000	79,04,278	47.39	1,00,000	79,04,278	38.88	1,00,000	93,79,278	24.56
B.	Non Promoter's Holding									
1.	Institutional Investors	-	-	-	-	-	-	-	-	-
	Domestic	-	-	-	-	-	-	-	-	-
	Foreign	-	1428000	8.46	-	3958000	19.22	-	4208000	10.91
	Financial Institution	-	-	-	-	-	-	-	-	-
2.	Non - Institutions	-	-	-	-	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-	-
	Indian Public	2812600	3412713	36.86	2812600	4106512	33.6	2812600	12363012	39.33
	Others (as specify below)									
	HUF/PARTNER SHIP FIRM	-	375000	2.22	-	490000	2.38	-	4415000	11.44
	Clearing Member	-	-	-	-	-	-	-	-	-
	NRI	-	194710	1.15	-	451378	2.19	-	1791378	4.64



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Bodies Corporate	3100	658367	3.92	3100	765034	3.73	3100	35,15,034	9.12
<b>Sub Total (B)</b>	<b>2815700</b>	<b>6068790</b>	<b>52.61</b>	<b>2815700</b>	<b>9770924</b>	<b>61.12</b>	<b>2812600</b>	<b>12363012</b>	<b>39.33</b>
<b>Grand Total</b>	<b>29,15,700</b>	<b>1,39,73,068</b>	<b>100</b>	<b>29,15,700</b>	<b>1,76,75,202</b>	<b>100</b>	<b>29,15,700</b>	<b>3,56,71,702</b>	<b>100</b>

**\*After considering effect of Allotments of Equity Shares through Preferential Issue only.**

- f) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of shares to be allotted	Post Issue Equity holding	
			No of Shares	%		No of Shares	%
1.	Meher Distilleries Private Limited	Viraf Kaikhushroo Chinoy	-	-	16667	16667	0.08
2.	NAV Capital VCC-NAV Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	1413000	8.37	200000	3413000	16.57
3.	Nevil Ramesh Savjani HUF	Rameshbhai Savjani	-	-	50000	50000	0.24
4.	Suresh Kumar Jindle HUF	Suresh Kumer Jindle	-	-	35000	35000	0.17
5.	Mytash Financial Advisors Pvt. Ltd.	Ritesh Suneja	-	-	35000	35000	0.17
6.	Minerva Ventures Fund	Ghanshyam Hurry	15000	0.09	30000	45000	0.22
7.	Abja Agro Tech Private Limited	Aditya Raman	-	-	10000	10000	0.05
8.	Divya capital One Private Limited	Ashok kumar Dugar	1500	0.09	15000	16500	0.08
9.	Transstroy India Limited	Ananth Vummidi	-	-	20000	20000	0.10
10.	Ashish Kumar Kachawa(HUF)	Ashish Kumar Kachawa	-	-	10000	10000	0.05
11.	Sotac Pharmaceutical Limited	Sharadkumar Patel	-	-	10000	10000	0.05





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12.	Nirav Ramdebhai Odedara HUF	Odedara Nirav Ramdebhai	-	-	10000	10000	0.05
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**\*the above percentage is calculated assuming paid up capital after allotment of Equity Shares (I.e. 1,68,88,768+37,02,134=20590902)**

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

Sr. No.	Details of the proposed Allottee	Category of Allottee Current	Pre Issue Holding in		Number of Equity Shares proposed to be issued	Post issue Holding in		Consideration Cash
			No. of shares	%		No. of shares	%	
1.	Vinod Sethi	Non Promoters	-	-	25,000	25,000	0.12	1,50,00,000
2.	Sarla Ajit Golechha	Non Promoters	-	-	12,500	12,500	0.06	75,00,000
3.	Gori Deepkumar	Non Promoters	-	-	8,335	8,335	0.04	50,01,000
4.	Pranaya B Gandhi	Non Promoters	-	-	16,667	16,667	0.08	1,00,00,200
5.	Varun Pranam Maloo	Non Promoters	-	-	25,000	25,000	0.12	1,50,00,000
6.	Suraj harish Kukreja	Non Promoters	-	-	8,333	8,333	0.04	49,99,800
7.	Karan Rashmikant Shah	Non Promoters	-	-	4,167	4,167	0.02	25,00,200
8.	Saurabh K Singhal	Non Promoters	-	-	8,333	8,333	0.04	49,99,800
9.	Chirag Atulbhai Barchha	Non Promoters	-	-	8,333	8,333	0.04	49,99,800
10.	Mihir Navinchandra Shah	Non Promoters	-	-	16,700	16,700	0.08	1,00,20,000
11.	Viraf Kaikhushroo Chinoy	Non Promoters	-	-	16,667	16,667	0.08	1,00,00,200
12.	Meher Distilleries Private Limited	Non Promoters	-	-	16,667	16,667	0.08	1,00,00,200
13.	Ratilal Somchand Shah	Non Promoters	-	-	8,333	8,333	0.04	49,99,800
14.	Haresh Somchand Shah	Non Promoters	-	-	8,333	8,333	0.04	49,99,800
15.	Jitendra Somchand Shah	Non Promoters	-	-	8,333	8,333	0.04	49,99,800



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16.	Jigar Zaverchand Shah	Non Promotors	-	-	8,333	8,333	0.04	49,99,800
17.	Shah Mital Ratilal	Non Promotors	-	-	8,333	8,333	0.04	49,99,800
18.	Shah Varun Jitendra	Non Promotor	-	-	8,333	8,333	0.04	49,99,800
19.	Shah Karan Jitendra	Non Promotor	-	-	8,333	8,333	0.04	49,99,800
20.	Muktaben Zaverchand Shah	Non Promotor	-	-	8,333	8,333	0.04	49,99,800
21.	Binota Haresh Shah	Non Promotors	-	-	8,333	8,333	0.04	49,99,800
22.	Esha Jigar Shah	Non Promotors	-	-	8,333	8,333	0.04	49,99,800
23.	Navroz Kersasp Katrak	Non Promotor	-	-	9,000	9,000	0.04	54,00,000
24.	Sangeeta Venkatraman	Non Promotor	-	-	8,500	8,500	0.04	51,00,000
25.	Narayanan Ravichandran	Non Promotors	-	-	16,667	16,667	0.08	1,00,00,200
26.	Navin Mahavirprasad Dalmia	Non Promotors	125000	0.74	50,000	175000	0.85	3,00,00,000
27.	K B Kapadia	Non Promotor	-	-	16,667	16,667	0.08	1,00,00,200
28.	Nalin Kumar	Non Promotor	-	-	16,667	16,667	0.08	1,00,00,200
29.	Vandana Divyesh Shah	Non Promotor	-	-	20,000	20,000	0.10	1,20,00,000
30.	Kunal Kailash Parekh	Non Promotors	-	-	8,334	8,334	0.04	50,00,400
31.	Jeetendra Devnani	Non Promotors	-	-	8,334	8,334	0.04	50,00,400
32.	Mayank Gupta	Non Promotor	-	-	8,500	8,500	0.04	51,00,000
33.	Sharat Kumar	Non Promotor	-	-	8,500	8,500	0.04	51,00,000
34.	Mansi Dua	Non Promotor	-	-	8,500	8,500	0.04	51,00,000
35.	Shruti Dimri	Non Promotors	-	-	8,500	8,500	0.04	51,00,000
36.	Sunil Jasuja	Non Promotors	-	-	8,500	8,500	0.04	51,00,000
37.	Ramesh Chander Girdhar	Non Promotor	-	-	8,500	8,500	0.04	51,00,000
38.	Rajeev Singh	Non Promotor	-	-	8,500	8,500	0.04	51,00,000
39.	Chirag Bharat Sheth	Non Promotor	-	-	8,333	8,333	0.04	49,99,800





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40.	NAV Capital VCC-NAV Capital Emerging Star Fund	Non Promotor	141300 0	8.37	20,00,000	3413000	16.57	1,20,00,00,000
41.	Ovata Equity Strategies Master Fund	Non Promotor	-	-	5,00,000	5,00,000	2.43	30,00,00,000
42.	Nevil Ramesh Savjani HUF	Non Promotor	-	-	50,000	50,000	0.24	3,00,00,000
43.	Bhagwati Devi Patwari	Non Promotor	-	-	50,000	50,000	0.24	3,00,00,000
44.	Nitin Kumar Aggrawal	Non Promotor	520	0.00 3	45,000	45520	0.22	2,70,00,000
45.	Suresh Kumar Jindle HUF	Non Promotor	-	-	35,000	35,000	0.17	2,10,00,000
46.	Mytash Financial Advisors Pvt. Ltd.	Non Promotor	-	-	35,000	35,000	0.17	2,10,00,000
47.	Minerva Ventures Fund	Non Promotor	15000	0.09	30,000	45000	0.22	1,80,00,000
48.	Nitin Kumar Sultania	Non Promotor	-	-	30,000	30,000	0.15	1,80,00,000
49.	Tushar Aggarwal	Non Promotor	-	-	25,000	25,000	0.12	1,50,00,000
50.	Abja Agro Tech Private Limited	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
51.	Puneet Tandon	Non Promotor	-	-	22,000	22,000	0.11	1,32,00,000
52.	Divya capital One Private Limited	Non Promotor	1500	0.00 9	15,000	16500	0.080	90,00,000
53.	Usha Sanghi	Non Promotor	-	-	15,000	15,000	0.07	90,00,000
54.	Gitaben Nitin Bhai Patel	Non Promotor	-	-	15,000	15,000	0.07	90,00,000
55.	Dost Mohammed Gulam Mohammed Achhwa	Non Promotor	-	-	12,500	12,500	0.06	75,00,000
56.	Rekha Agrawal	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
57.	Khushbu Agrawal	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
58.	Nalla Madhav Rao	Non Promotor	9000	0.05	10,000	19000	0.09	60,00,000
59.	Transstroy India Limited	Non Promotor	-	-	20,000	20,000	0.10	1,20,00,000
60.	Atul Gupta	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
61.	Ranjan Kant	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
62.	Gurinder Pal Singh	Non Promotor	-	-	10,000	10,000	0.05	60,00,000



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63.	Prashant Tandon	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
64.	Manish Hathiramani	Non Promotor	2000	0.01	10,000	12000	0.06	60,00,000
65.	Shilpy Dixit	Non Promotor	8162	0.05	10,000	18162	0.09	60,00,000
66.	Dipti Prashant Mehta	Non Promotor	21	0.00 01	10,000	10021	0.05	60,00,000
67.	Renu Agarwal	Non Promotor	1200	0.00 7	10,000	11200	0.054	60,00,000
68.	Gagan Nirmalkumar Mittal	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
69.	Nirmal Kumar Mittal	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
70.	Amit malhotra	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
71.	Rajeev Kumar	Non Promotor	9410	0.06	10,000	19410	0.09	60,00,000
72.	Sneha Parmaka	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
73.	Priyanshi Desai	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
74.	Nitinkumar Kantilal Kariya	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
75.	Ashish Kumar Kachawa(HUF)	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
76.	ASAP Engineering	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
77.	Yogesh Jain	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
78.	Sotac Pharmaceutical Limited	Non Promoters	-	-	10,000	10,000	0.05	60,00,000
79.	Ratan Lal Agrawal	Non Promoters	-	-	10,000	10,000	0.05	60,00,000
80.	Nishtha Garg	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
81.	Sohil Mohamedali Budhwani	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
82.	Nirav Ramdebhai Odedara HUF	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
83.	Moazzama Arfi	Non Promoters	-	-	10,000	10,000	0.05	60,00,000
84.	Alteha Tanvir Ahmad Khan	Non Promoters	-	-	10,000	10,000	0.05	60,00,000
85.	Rekha Kumar	Non Promotor	-	-	10,000	10,000	0.05	60,00,000
86.	Ritika Ranjan	Non Promotor	-	-	6,700	6,700	0.03	40,20,000





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87.	Pooja Sethi	Non Promotor	-	-	6,000	6,000	0.03	36,00,000
88.	Sanjeev Singh	Non Promoters	14000	0.08	5,000	19000	0.092	30,00,000
89.	Akshay Arora	Non Promoters	-	-	5,000	5,000	0.02	30,00,000
90.	Anurag Malhotra	Non Promotor	-	-	2,500	2,500	0.01	15,00,000
91.	Pratik Malik	Non Promotor	535	0.003	2,000	2535	0.012	12,00,000
92.	Kriti Sinha	Non Promotor	15000	0.09	1,700	16700	0.08	10,20,000
93.	Kamlesh Murlidhar	Non Promoters	-	-	1,700	1,700	0.01	10,20,000
<b>TOTAL</b>					<b>3702134</b>			<b>2221280400</b>

**\*\* The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter are same.**

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

The proposed allotment on preferential basis, will not mandatorily result in change in management or control of the Company as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

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

Since the Equity Shares of the Company has been listed on the recognized stock exchange for a period of more than 90 days prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

The Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

The Company further undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).



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**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) Practicing Company Secretary Certificate:**

A Certificate from M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560), as required under Regulation 163 (2) of the SEBI ICDR Regulations, certifying that the issue of equity shares 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 **Friday, 22<sup>nd</sup> March, 2024** till last date of receipt of postal ballot form and e-voting. The same has been post on the Company's website: <https://lastmileenterprisesltd.com>.

**l) Pricing of Preferential Issue:**

The price of equity shares (Infrequently traded security) to be issued to Non Promoters on preferential basis is fixed at **an issue price of Rs. 600/- (including premium of Rs.590/-)** as calculated, which is higher than the value provided under valuation report given by Registered Valuer in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018.

The Valuation Report in that regard has been obtained from **Mr. Anil Kumar Agarwal (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.

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

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited and are being infrequently traded as per SEBI (ICDR) Regulations, 2018. Hence, the price has been determined as per provisions of Regulation 165 of SEBI (ICDR) Regulations, 2018. The Valuation Report in that regard has been obtained from **Mr. Anil Kumar Agarwal (IBBI Registered Valuer)**

**n) Relevant Date**

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity shares as well as for issue of equity shares pursuant to conversion of warrants at a future date pursuant to the preferential allotment is **Friday, 22<sup>nd</sup> March, 2024** ("Relevant Date") (i.e. 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting which is **Le., Sunday, 21<sup>st</sup> April, 2024** to approve the proposed preferential issue.





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

The allotment is proposed to be made to the 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.	Vinod Sethi	Non-Promoter	Non-Promoter
2.	Sarla Ajit Golechha	Non-Promoter	Non-Promoter
3.	Gori Deepkumar	Non-Promoter	Non-Promoter
4.	Pranaya B Gandhi	Non-Promoter	Non-Promoter
5.	Varun Pranam Maloo	Non-Promoter	Non-Promoter
6.	Suraj harish Kukreja	Non-Promoter	Non-Promoter
7.	Karan Rashmikant Shah	Non-Promoter	Non-Promoter
8.	Saurabh K Singhal	Non-Promoter	Non-Promoter
9.	Chirag Atulbhai Barchha	Non-Promoter	Non-Promoter
10.	Mihir Navinchandra Shah	Non-Promoter	Non-Promoter
11.	Viraf Kaikhushroo Chinoy	Non-Promoter	Non-Promoter
12.	Meher Distilleries Private Limited	Non-Promoter	Non-Promoter
13.	Ratilal Somchand Shah	Non-Promoter	Non-Promoter
14.	Haresh Somchand Shah	Non-Promoter	Non-Promoter
15.	Jitendra Somchand Shah	Non-Promoter	Non-Promoter
16.	Jigar Zaverchand Shah	Non-Promoter	Non-Promoter
17.	Shah Mital Ratilal	Non-Promoter	Non-Promoter
18.	Shah Varun Jitendra	Non-Promoter	Non-Promoter
19.	Shah Karan Jitendra	Non-Promoter	Non-Promoter
20.	Muktaben Zaverchand Shah	Non-Promoter	Non-Promoter
21.	Binota Haresh Shah	Non-Promoter	Non-Promoter
22.	Esha Jigar Shah	Non-Promoter	Non-Promoter
23.	Navroz Kersasp Katrak	Non-Promoter	Non-Promoter
24.	Sangeeta Venkatraman	Non-Promoter	Non-Promoter
25.	Narayanan Ravichandran	Non-Promoter	Non-Promoter
26.	Navin Mahavirprasad Dalmia	Non-Promoter	Non-Promoter
27.	K B Kapadia	Non-Promoter	Non-Promoter
28.	Nalin Kumar	Non-Promoter	Non-Promoter
29.	Vandana Divyesh Shah	Non-Promoter	Non-Promoter



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30.	Kunal Kailash Parekh	Non-Promoter	Non-Promoter
31.	Jeetendra Devnani	Non-Promoter	Non-Promoter
32.	Mayank Gupta	Non-Promoter	Non-Promoter
33.	Sharat Kumar	Non-Promoter	Non-Promoter
34.	Mansi Dua	Non-Promoter	Non-Promoter
35.	Shruti Dimri	Non-Promoter	Non-Promoter
36.	Sunil Jasuja	Non-Promoter	Non-Promoter
37.	Ramesh Chander Girdhar	Non-Promoter	Non-Promoter
38.	Rajeev Singh	Non-Promoter	Non-Promoter
39.	Chirag Bharat Sheth	Non-Promoter	Non-Promoter
40.	NAV Capital VCC-NAV Capital Emerging Star Fund	Non-Promoter	Non-Promoter
41.	Ovata Equity Strategies Master Fund	Non-Promoter	Non-Promoter
42.	Nevil Ramesh Savjani HUF	Non-Promoter	Non-Promoter
43.	Bhagwati Devi Patwari	Non-Promoter	Non-Promoter
44.	Nitin Kumar Aggarwal	Non-Promoter	Non-Promoter
45.	Suresh Kumar Jindie HUF	Non-Promoter	Non-Promoter
46.	Mytash Financial Advisors Pvt. Ltd.	Non-Promoter	Non-Promoter
47.	Minerva Ventures Fund	Non-Promoter	Non-Promoter
48.	Nitin Kumar Sultania	Non-Promoter	Non-Promoter
49.	Tushar Aggarwal	Non-Promoter	Non-Promoter
50.	Abja Agro Tech Private Limited	Non-Promoter	Non-Promoter
51.	Puneet Tandon	Non-Promoter	Non-Promoter
52.	Divya capital One Private Limited	Non-Promoter	Non-Promoter
53.	Usha Sanghi	Non-Promoter	Non-Promoter
54.	Gitaben Nitin Bhai Patel	Non-Promoter	Non-Promoter
55.	Dost Mohammed Gulam Mohammed Achhwa	Non-Promoter	Non-Promoter
56.	Rekha Agrawal	Non-Promoter	Non-Promoter
57.	Khushbu Agrawal	Non-Promoter	Non-Promoter
58.	Nalla Madhav Rao	Non-Promoter	Non-Promoter
59.	Transstroy India Limited	Non-Promoter	Non-Promoter
60.	Atul Gupta	Non-Promoter	Non-Promoter
61.	Ranjan Kant	Non-Promoter	Non-Promoter
62.	Gurinder Pal Singh	Non-Promoter	Non-Promoter
63.	Prashant Tandon	Non-Promoter	Non-Promoter
64.	Manish Hathiramani	Non-Promoter	Non-Promoter





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65.	Shilpy Dixit	Non-Promoter	Non-Promoter
66.	Dipti Prashant Mehta	Non-Promoter	Non-Promoter
67.	Renu Agarwal	Non-Promoter	Non-Promoter
68.	Gagan Nirmalkumar Mittal	Non-Promoter	Non-Promoter
69.	Nirmal Kumar Mittal	Non-Promoter	Non-Promoter
70.	Amit malhotra	Non-Promoter	Non-Promoter
71.	Rajeev Kumar	Non-Promoter	Non-Promoter
72.	Sneha Parmaka	Non-Promoter	Non-Promoter
73.	Priyanshi Desai	Non-Promoter	Non-Promoter
74.	Nitinkumar Kantilal Kariya	Non-Promoter	Non-Promoter
75.	Ashish Kumar Kachawa(HUF)	Non-Promoter	Non-Promoter
76.	ASAP Engineering	Non-Promoter	Non-Promoter
77.	Yogesh Jain	Non-Promoter	Non-Promoter
78.	Sotac Pharmaceutical Limited	Non-Promoter	Non-Promoter
79.	Ratan Lal Agrawal	Non-Promoter	Non-Promoter
80.	Nishtha Garg	Non-Promoter	Non-Promoter
81.	Sohil Mohamedali Budhwani	Non-Promoter	Non-Promoter
82.	Nirav Ramdebhai Odedara HUF	Non-Promoter	Non-Promoter
83.	Moazzama Arfi	Non-Promoter	Non-Promoter
84.	Alteha Tanvir Ahmad Khan	Non-Promoter	Non-Promoter
85.	Rekha Kumar	Non-Promoter	Non-Promoter
86.	Ritika Ranjan	Non-Promoter	Non-Promoter
87.	Pooja Sethi	Non-Promoter	Non-Promoter
88.	Sanjeev Singh	Non-Promoter	Non-Promoter
89.	Akshay Arora	Non-Promoter	Non-Promoter
90.	Anurag Malhotra	Non-Promoter	Non-Promoter
91.	Pratik Malik	Non-Promoter	Non-Promoter
92.	Kriti Sinha	Non-Promoter	Non-Promoter
93.	Kamlesh Murlidhar	Non-Promoter	Non-Promoter

p) **Terms of the issue of Equity Shares, if any**

The Equity Shares allotted in terms of this resolution shall rank pari-passu with existing equity shares of the Company in all respects.



# LAST MILE ENTERPRISES LIMITED

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- q) **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 made Preferential Issue of shares and warrants on 3<sup>rd</sup> April,2023 ,6<sup>th</sup> April,2023,22<sup>nd</sup> January,2024 and 30<sup>th</sup> January,2024. On 3<sup>rd</sup> April,2023, the company has allotted 98,85,000 convertible warrants to 13 allottees at Rs.27/- per share and on 6<sup>th</sup> April,2023, the company has allotted 13,10,000 equity shares and 61,15,000 warrants to 27 allottees at Rs.27/- per share and On 22<sup>nd</sup> January,2024,the company has allotted 25,98,000 equity shares and 11,50,000 warrants to 53 allottees at Rs.175/- per share and On 30<sup>th</sup> January,2024 has allotted 11,20,000 equity shares to 13 allottees at Rs.175/-.

- r) **Principal terms of assets charged as securities**

Not Applicable

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

Not Applicable.

- t) **Lock in Period:**

The securities allotted to Proposed Allottees pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 167 of the SEBI (ICDR) Regulations, 2018 and/or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

- u) **Holding of Shares in Demat Form:**

The equity shares 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.

- v) **Payment:**

In terms of the Regulation 169 of SEBI (ICDR) Regulations, 2018, full consideration shall be paid by the allottees at the time of allotment of such specified securities.





# LAST MILE ENTERPRISES LIMITED

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w) **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 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.

The Board recommends **Resolution No. 2 of the Notice, in relation to Preferential Issue of Equity Shares up 37,02,134 (Thirty Seven Lakh Two Thousand One Hundred Thirty Four Only) of face value of ₹10/-at an issue price of Rs. 600/- (including premium of Rs.590/-) each to persons belonging to Non-Promoter Category, for your approval as Special Resolution.** The Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors and/or Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution.



# **LAST MILE ENTERPRISES LIMITED**

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## **ITEM NO. 3**

The Company is engaged in carrying on business activity of real estate and infrastructure. 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 Equity Shares and Warrants on Preferential basis.

The Special Resolutions contained in Item No. 3, to issue and allot **Warrants up to 10,21,500 (Ten Lakhs Twenty One Thousand Five Hundred Only) of face value of ₹10/- each at an issue price of Rs. 600/- (including premium of Rs.590/-)** 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 **15<sup>th</sup> March, 2024**, 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 160(c) 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 **Friday, 22<sup>nd</sup> March, 2024**.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of **₹15,32,25,000/- (Rupees Fifteen Crore Thirty Two Lakhs Twenty Five Thousand 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 **₹ ₹ 45,96,75,000/- (Rupees Forty Five Crore Ninety Six Lakhs Seventy Five Thousand 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.





# LAST MILE ENTERPRISES LIMITED

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- 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 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., Friday, 22<sup>nd</sup> March, 2024. 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 Regulation 163 of the ICDR Regulations are set out below:



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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 to be issued and price**

Up to 10,21,500 (Ten Lakhs twenty one thousand five hundred only) 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 exercise price) of ₹ 600/- (Rupees Six Hundred Only) (Including premium of ₹ 590/- ) each to be payable in cash ("Warrant Issue Price"), aggregating upto ₹ ₹ 61,29,00,000/- (Rupees Sixty One Crore Twenty Nine Lakhs Only) ("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 of the Company subscribe to the offer.

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.





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

Sr. No	Category	Pre Issue*			Post Issue			Diluted Post Issue		
		No of shares held		% of Holding	No of shares held		% of Holding	No of shares held		% of Holding
	Physical	Demat			Physical	Demat			Physical	
<b>A.</b>	<b>Promoters' Holding</b>									
1.	Indian :									
	Exiting Promoters									
	Individuals	-	73,81,378	43.7	0	73,81,378	34.15	-	88,56,378	22.95
	Bodies Corporate	1,00,000	5,22,900	3.69	1,00,000	5,22,900	2.88	1,00,000	5,22,900	1.61
	Sub Total	1,00,000	79,04,278	47.39	1,00,000	79,04,278	37.03	1,00,000	93,79,278	24.56
2.	Foreign Promoters									
	Sub Total (A)	1,00,000	79,04,278	47.39	1,00,000	79,04,278	37.03	1,00,000	93,79,278	24.56
<b>B.</b>	<b>Non Promoter's Holding</b>									
1.	Institutional Investors									
	Domestic	-	-	-	-	-	-	-	-	-
	Foreign	-	1428000	8.46	-	4208000	19.47	-	4208000	10.91
	Financial Institution	-	-	-	-	-	-	-	-	-
2.	Non - Institutions									
	Private Corporate Bodies	-	-	-	-	-	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-	-
	Indian Public	2812600	3412713	36.86	2812600	4203012	32.47	2812600	12363012	39.33
	Others (as specify below)									



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HUF/PARTNERSHIP FIRM	-	375000	2.22		490000	2.27		4415000	11.44
Clearing Member	-	-	-						
NRI	-	194710	1.15		1126378	5.21		1791378	4.64
Bodies Corporate	3100	658367	3.92	3100	765034	3.55	3100	35,15,034	9.12
<b>Sub Total (B)</b>	<b>2815700</b>	<b>6068790</b>	<b>52.61</b>	<b>2815700</b>	<b>10792424</b>	<b>62.97</b>	<b>2812600</b>	<b>12363012</b>	<b>39.33</b>
<b>Grand Total</b>	<b>29,15,700</b>	<b>1,39,73,068</b>	<b>100</b>	<b>29157000</b>	<b>1,86,96,702</b>	<b>100</b>	<b>29,15,700</b>	<b>3,56,71,702</b>	<b>100</b>

\* Assuming the effect of Allotments done through Preferential Issue for which approval of members is sought in Resolution no.3 of this Notice.

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

- f) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of shares to be allotted	Post issue Equity holding )		
			No of Shares	%		No of Shares	of	%
1.	NAV Capital VCC-NAV Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	1413000	8.37	250000	1663000		





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**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	%	
1.	Vineet Arora	Non Promoters	2000	0.01	3,00,000	3,02,000	1.40	18000000
2.	Nikhil Tyagi	Non Promoters	-	-	3,00,000	3,00,000	1.39	18000000
3.	NAV Capital VCC-NAV Capital Emerging Star Fund	Non Promoters	1413000	8.37	2,50,000	1663000	7.70	15000000
4.	Sourav Choudhary	Non Promoters	-	-	50,000	50,000	0.23	30000000
5.	Venkat Mandalapu	Promoters Group	1000	0.006	50,000	51,000	0.24	30000000
6.	Anjali Sangtani	Promoters Group	500	0.003	33,000	33,500	0.16	19800000
7.	Nalla Madhav Rao	Promoters Group	-	-	25,000	25,000	0.12	15000000
8.	Padma Raju Chandalada	Non Promoters	-	-	13,500	13,500	0.06	8100000
					<b>1021500</b>	<b>1021500</b>		<b>61290000</b>

**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



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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) Practicing Company Secretary Certificate:**

A Certificate from M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560), 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 Friday, 22<sup>nd</sup> March, 2024 till Sunday, 21<sup>st</sup> April, 2024 i.e. last date of receipt of postal ballot form and e-voting. The same has been post on the Company's website: <https://lastmileenterprisesltd.com>

**l) 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 ₹ 327. **(Rupees Three Hundred Twenty Seven only)**. However the company is proposing to issue at Rs.600/- , which is higher than the value provided under valuation report given by Registered Valuer.

The Valuation Report in that regard has been obtained from Mr. Anil Kumar Agarwal (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://lastmileenterprisesltd.com>

**m) 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 **Friday March 22, 2024**, being 30 days prior to the date of this Postal ballot meeting .





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- The Equity Shares of the Company are listed on Bombay Stock Exchange Limited and are being infrequently traded as per SEBI (ICDR) Regulations, 2018. Hence, the price has been determined as per provisions of Regulation 165 of SEBI (ICDR) Regulations, 2018. The Valuation Report in that regard has been obtained from Mr. Anil Kumar Agarwal (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 ₹ 61,29,00,000/- (Rupees Sixty One Crore Twenty Nine Lakhs Only) ("Total Issue Size") ("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 ₹ 600/- (Rupees One Hundred Seventy Five Only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

## n) Relevant Date

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity shares as well as for issue of equity shares pursuant to conversion of warrants at a future date pursuant to the preferential allotment is **Friday March 22, 2024** ("Relevant Date") (i.e. 30 days prior to the last date specified by the Company for receipt of duly completed Postal Ballot Forms and E-voting which is i.e., **Sunday, April 21, 2024** to approve the proposed preferential issue.

## o) 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.	Vineet Arora	Non Promoters	Non Promoters
2.	Nikhil Tyagi	Non Promoters	Non Promoters
3.	NAV Capital VCC-NAV Capital Emerging Star Fund	Non Promoters	Non Promoters
4.	Sourav Choudhary	Non Promoters	Non Promoters
5.	Venkat Mandalapu	Non Promoters	Non Promoters
6.	Anjali Sangtani	Non Promoters	Non Promoters
7.	Nalla Madhav Rao	Non Promoters	Non Promoters
8.	Padma Raju Chandalada	Non Promoters	Non Promoters



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

q) **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 made Preferential Issue of shares and warrants on 3<sup>rd</sup> April, 2023, 6<sup>th</sup> April, 2023, 22<sup>nd</sup> January, 2024 and 30<sup>th</sup> January, 2024. On 3<sup>rd</sup> April, 2023, the company has allotted 98,85,000 convertible warrants to 13 allottees at Rs.27/- per share and on 6<sup>th</sup> April, 2023, the company has allotted 13,10,000 equity shares and 61,15,000 warrants to 27 allottees at Rs.27/- per share and On 22<sup>nd</sup> January, 2024, the company has allotted 25,98,000 equity shares and 11,50,000 warrants to 53 allottees at Rs.175/- per share and On 30<sup>th</sup> January, 2024 has allotted 11,20,000 equity shares to 13 allottees at Rs.175/-

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

Not Applicable

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

Not Applicable.

t) **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.

u) **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.

v) **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.





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w) **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 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.

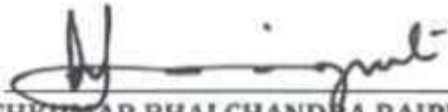
The Board recommends Resolution No. 3 of the Notice, the Directors recommend the Resolution set out in the Notice for the approval of the Members.

None of the directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution.

Place: AHMEDABAD  
Date: 21/03/2024

BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, LAST MILE ENTERPRISES LIMITED  
(Formerly Known as Trans Financial Resources Ltd)



  
MR. HARISHKUMAR BHALCHANDRA RAJPUT  
MANAGING DIRECTOR  
(DIN: 06970075)

Registered office: 4TH FLOOR, VAGHELA AVENUE, NR. HAVMORE RESTAURANT, NAVRANGPURA, Ahmedabad,  
AHMEDABAD, Gujarat, India, 380009  
CIN: L70100GJ1994PLC022954  
Email: [tfri4444@gmail.com](mailto:tfri4444@gmail.com)  
Website: <https://lastmileenterprisesltd.com>  
TEL: 7567151083

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## POSTAL BALLOT FORM

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	
5	No. of Shares held	

I / We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated March 21, 2024 by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark in the appropriate box below:

Sr. No	Item no.	Particulars of items of notice	No. of shares held by me	I ASSENT to the Resolution	I DISSENT from the Resolution
1	1	To Increase Authorised Share Capital of the Company to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore)			
2	2	Approval of Preferential Issue of Equity Shares up to 37,02,134 (Thirty Seven Lakhs Two Thousand One Hundred Thirty Four Only) of face value of ₹10 each at an issue price of Rs 600/- each.			
3	3	Approval of Preferential Issue of Warrants up to 10,21,500 (Ten Lakhs twenty one thousand five hundred only) of face value of ₹10/- each at an issue price of Rs 600 each.			

PLACE:  
DATE:



\_\_\_\_\_  
Signature of the Member



# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

## FOR, LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Ltd)

4TH FLOOR, VAGHELA AVENUE, NR HAVMORE RESTAURANT,

NAVRANGPURA, AHMEDABAD GJ 380009

(CIN: L70100GJ1994PLC022954)

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 postal ballot to be started from **Saturday, March 23, 2024 from 9:00 a.m. to Sunday, 21 April, 2024 till 5:00 p.m.** The Company has engaged the services of Central Depository Services (I) 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:

EVEN (E-Voting Event Number)	User ID	Password / Sequence No.
128196		

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

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
Saturday, March 23, 2024	Sunday, 21st April, 2024

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the postal ballot & E-voting.

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

