



BRIJLAXMI LEASING AND FINANCE LIMITED

Reg. Office: 24, Suwernpuri Society, Chikuwadi, Jetalpur Road, Alkapuri,
Vadodara-390007

CIN: L65993GJ1990PLC014183

Email Id: barodagroup99@gmail.com

Ph: +91 - 265- 234 3556

Website: www.brijlaxmi.com

No. 269/fy23-24

1st December, 2024

The Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers, Dalal Street,
Fort, Mumbai-400 001

SCRIP CODE: 532113

SYMBOL: BRIJLEAS

Reg.: Notice of Extra-Ordinary General Meeting of the Company scheduled to be held on 31st January, 2024.

Dear Sir/Ma'am,

We wish to inform you that the Extra-Ordinary General Meeting of the members of the Company is scheduled to be held on 31 January, 2024 at 12:30 PM through Video Conferencing/Other Audio Visual Means (VC/OAVM), we enclose herewith a copy of the Notice of the Extra-Ordinary General Meeting of the Company.

The said Notice is also available on the website of the Company at www.brijlaxmi.com.

A copy of Notice is being emailed to all the Shareholders of the Company whose email IDs are registered with the Company or R&T Agent or DPs.

This is for your information and record.

Thanking you,

Yours Faithfully,

For **Brijlaxmi Leasing and Finance Limited**

Siddharth Chaturvedi
Managing Director



BRIJLAXMI LEASING AND FINANCE LIMITED

NOTICE

FOR

EXTRA ORDINARY GENERAL MEETING

NOTICE OF EXTRA ORDINARY GENERAL MEETING

[Notice pursuant to Section 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 Read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.]

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Brijlaxmi Leasing and Finance Limited ("the company") will be held on Wednesday, the 31 day of January, 2024 at 12:30 P.M. at 24, Suwarnapuri Soceity, Chikuwadi, Near Jetalpur Road, Alkapuri, Vadodara 390 007 through Video Conference / Other Audio Visual Medium (VC/OAVM) to transact the following business as special business:

SPECIAL BUSINESS:

ITEM NO. 1: TO RECONSIDER AND APPROVE THE ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE

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

"RESOLVED THAT pursuant to Regulation 170(2) and other applicable provisions of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the Companies Act, 2013 ("the Act"), and other applicable laws, and pursuant to the special resolution passed by the shareholders of the Company by way of Extra Ordinary General Meeting held on 2 March , 2023, a fresh approval of the shareholders be and is hereby accorded for allotment of up to 8,15,000 (Eight Lakhs Fifteen Thousand) fully paid up equity shares of the Company having face value of INR 10.00/- (Indian Rupees Ten Only) each per equity shares which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees buy way of conversion of loan into equity ("Preferential Issue") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person belonging to the Promoter Group category in the manner as follows:

<i>Sr. No.</i>	<i>Name of the Proposed Allottees</i>	<i>Category</i>	<i>No. of equity shares</i>
1.	World Tradimpex Private Limited	Promoter Group	310000
2.	Raj Petroproducts Limited		255000
3.	JKE Polymers Private Limited		250000
	Total		815000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the "**Relevant Date**" for determination of floor price for the preferential issue of equity shares be and is hereby fixed as Monday, 1 January, 2024, being the date 30 (Thirty) days prior to the date of shareholders meeting concerned for approving the Preferential Issue;

RESOLVED FURTHER THAT the equity shares being offered, issued and allotted to the proposed allottees by way of preferential issue shall inter-alia be subject to the following:

- a) The equity shares to be issued and allotted shall be fully paid up and rank pari passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights);
- b) the equity shares so offered, issued and allotted the proposed allottees will be listed on the stock exchange where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- c) the equity shares so offered, issued and allotted shall not exceed the numbers of equity shares as approved herein above,
- d) the equity shares to be issued shall be subject to lock-in as per the SEBI ICDR Regulations;
- e) the equity shares being offered, issued and allotted to the proposed allottees, are being issued by conversion of Unsecured loan into equity,
- f) the equity shares shall be issued and allotted by the Company to proposed allottees in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority (including but not limited to the in- principle approval of the BSE Limited for the issuance of the equity shares to the proposed allottees on a preferential basis, the issue and allotment of the equity shares shall be completed within a period of 15 (Fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable provision of SEBI ICDR Regulations as amended from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary, desirable or expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchange as per the terms and conditions of Listing Regulations and other applicable guidelines, rules and regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee one or more Directors/ Company Secretary/ any officer(s) of the Company including making necessary filings with the Stock Exchanges, Depositories and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

ITEM NO. 2: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the Authorized Share Capital of the company be and is hereby increased from Rs.10,00,00,000/- (Rupees Ten Crores only) to Rs.15,00,00,000/- (Rupees Fifteen Crore only).

RESOLVED FURTHER THAT the Clause V of the Memorandum of Association of the Company as to share capital be and is substituted with the following:

“The Authorised share capital of the company is Rs.15,00,00,000 (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crores Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT the Board of Directors or its committee thereof be and is hereby authorized to take all such necessary steps / actions and to execute and/or file necessary forms with the authorities including the relevant Registrar of Companies and Stock Exchange and do all such other acts, deeds and take necessary actions to fulfill all other statutory compliances as may be required to give effect to this resolution.”

By Order of the Board of Directors

For **Brijlaxmi Leasing and Finance Limited**

Siddharth Chaturvedi

Managing Director & CFO

Place: Vadodara

Date: 27.12.2023

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021, Circular No. 2/2022 dated May 5, 2022 and dated 08th December, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Extra Ordinary General Meeting ('EGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars.
2. Pursuant to provisions of Section 102(1) of the Companies Act, 2013; the statement setting out material facts with respect to the special business to be transacted at the EGM is annexed hereto.
3. The Notice of EGM is being sent to those members /beneficial owners whose name appear in the register of members/list of beneficiaries received from the depositories as on Friday, 29 december, 2023.
4. VC / OAVM facility: The Members are requested to follow detailed instructions provided below in the section "Instructions for e-voting and procedure for attending the EGM through VC / OAVM facility". A Member attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under provisions of Section 103 of the Companies Act, 2013.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th December, 2022, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

7. The Notice calling the EGM has been uploaded on the website of the Company at www.brijlaxmi.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

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

The remote e-voting period begins on 28 January, 2024 at 09:00 A.M. and ends on 30 January, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25 January, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25 January, 2024.

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.	<ol style="list-style-type: none"><li data-bbox="690 336 1453 850">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="690 892 1453 1050">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="690 1092 1453 1648">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="690 1690 1453 1795">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



**Individual Shareholders
holding securities in demat
mode with CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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 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 home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 127459 then user ID is 127459001***

5. 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

6. 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.
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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 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.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and who’s 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 maildeveshpathak@rediffmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Hardik at 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 (barodagroup99@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 (barodagroup99@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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (baridagroup99@gmail.com). The same will be replied by the company suitably.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 01 of the accompanying Notice dated Wednesday, 27 December, 2023:

Item No. 1: TO OFFER, ISSUE AND ALLOT OF EQUITY SHARES ON PREFERENTIAL BASIS

The Board of Directors of the Company ("Board") at its meeting held on 1 February, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved issuance of up to 8,15,000 (Eight Lakh Fifteen Thousand) fully paid-up equity shares to the proposed allottees, by way of conversion of loan into Equity on preferential basis.

Company has received the approval of the shareholders on 2 March, 2023 and In-principle approval of the Stock Exchanges viz. BSE on 5 September, 2023 for issue of 8,15,000 Equity shares to be issued at a price not less than the price valued by the Registered Valuer to promoter group on a preferential basis. In pursuant to the same the Company by way of Resolution passed in the Board Meeting held on 21 September, 2023 had allotted 8,15,000 Equity Shares on Preferential basis.

As per Regulation 170(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the company was supposed to allot the equity shares within a period of fifteen days from the date of passing of such resolution or within fifteen days from the receipt of approval from the Regulatory authority whichever is later. Accordingly, there was a delay in allotment of equity shares by the Company.

Regulation 170(2) of the SEBI ICDR Regulations provides that if the allotment of the specified securities is not completed within fifteen days from the date of special resolution, a fresh special resolution shall be passed and the relevant date for determining the price of specified securities under this Chapter shall be taken with reference to the date of the later special resolution.

Pursuant to Regulation 170(2) of the SEBI ICDR Regulations, it is now proposed to obtain fresh consent of the shareholders for 8,15,000 (Eight Lakh Fifteen Thousand) equity shares allotted to promoter group on a preferential basis and hereby rectifying the delay in allotment of equity shares.

The equity shares issued pursuant to the abovementioned resolution shall be subject to lock-in, in accordance with Regulations 167 and 168 of the SEBI ICDR Regulations.

Accordingly, the approval of the members of the Company ("Members") is being sought, by way of a special resolution, to issue and allot, equity shares, by way of Preferential Issue to the Allottee as stated hereinabove.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

1. Particulars of the Preferential Issue including date of passing of Board resolution

The Board at its meeting held on 1 February, 2023 approved issuance of up to 8,15,000 (Eight Lakh Fifteen Thousand) fully paid-up equity shares of face value of INR 10/- each to the proposed allottees, by way of conversion of unsecured loan into equity on a preferential basis.

The Board at its meeting held on 27 December, 2023, re-considered and re-approved issuance of up to 8,15,000 (Eight Lakh Fifteen Thousand) fully paid-up equity shares of face value of INR 10/- per share to the proposed allottees, by way of conversion of unsecured loan into equity on a preferential basis as mentioned in the resolution no. 1.

2. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Up to 8,15,000 Equity Shares of the face value of INR 10.00/- only per Equity Share of the Company, aggregating upto INR 81,50,000/- (Indian Rupees Eighty-One Lakh Fifty Thousand Only). The above said issue price is the price not being less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. Objects/Purpose of the Preferential Issue:

The object of this issue is to convert the outstanding unsecured loans from World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited as specified in the Resolution and thereby reduce the amount of outstanding liabilities of the Company and improve the debt/equity ratio accordingly.

4. Maximum number of equity shares to be issued:

The proposed resolution authorises the Board to offer, issue and allot 8,15,000 fully paid-up equity shares of face value of Rs. 10/- each to the proposed allottees on preferential basis.

5. Basis on which the price has been arrived at along with report of the registered valuer

The price of equity shares to be issued is fixed at INR 10.00/- (Indian Rupees Ten only) per equity share of face value of INR 10.00/- (Indian Rupees Ten only) each for preferential issue. The shares of the Company are listed on BSE Limited and are frequently traded, hence the price is determined in compliance with Regulation 165 read with of SEBI (ICDR) Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by CA. Robin Betala, Practicing Chartered Accountant, partner of ROBIN BETALA AND ASSOCIATES a Registered Valuer (Registration No. IBBI/RV/06/2022/14746) having his office located at 1st Floor, Betala Complex Usha Ganj, Jaora Compound, Indore in accordance with regulation 165 of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of EGM and uploaded on the website of the Company. The Valuation Report is available on the website of the Company www.brijlaxmi.com.

6. Relevant Date:

The Relevant Date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, 1 January, 2024 i.e. the date 30 (Thirty) days prior to the date of proposed EGM which is scheduled to be held on Wednesday, 31 January, 2024 to consider and approve the proposed Preferential Issue.

7. The class or classes of persons to whom the allotment is proposed to be made

The allotment has been made to the proposed allottees as mentioned at point no. (9) below.

8. Amount which the Company intends to raise by way of such securities/ size of the issue:

Not applicable. The issue of Subscription Shares is for consideration other than cash.

9. Name of the proposed Allottees and their percentage of shareholding Pre and post allotment:

Name of the proposed Allottees	Category	Shareholding Pre allotment		Shareholding post allotment	
		Equity Shares	%	Equity Shares	%
World Tradimpex Private Limited	Promoter Group	NIL		310000	4.80
Raj Petroproducts Limited				255000	3.95
JKE Polymers Private Limited				250000	3.87

The proposed Allottees and the other promoters have not sold or transferred any equity shares of the Company during the six months preceding the Relevant Date.

10. Intention of promoters / directors / key managerial personnel to subscribe to the offer:

The proposed allottees, i.e., World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited belonging to the promoter group category intend to subscribe equity shares offered by way of Preferential Issue. Except aforementioned, none of the other promoters, Director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.

** As per the definition of promoter group given in regulation 2(pp)(iv) of the extant SEBI (ICDR) Regulations, 2018, World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited are the deemed Promoter Group of the Company. However, it doesn't hold any equity shares in the Company as on the date of this Notice. Post allotment of equity shares, name of World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited shall be disclosed under the category of Promoter and Promoter Group in the shareholding pattern of the company.*

11. Shareholding Pattern before and after the proposed preferential issue:

The shareholding pattern of the Company before the proposed Preferential Issue and after the proposed Preferential Issue, assuming full acceptances, is as follows:

Sr. No.	Category of Shareholders	Pre-Preferential Allotment shareholding (as on 31.12.2022)		Post-Preferential Allotment probable shareholding	
		No. of Shares	% holding	No. of Shares	% holding
A.	PROMOTERS				
1.	INDIAN				
a.	Individual / HUF	773850	13.70	1588850	24.58
b.	Central Government	-	-	-	-
c.	State Government(s)	-	-	-	-
d.	Bodies Corporate	-	-	-	-
e.	Banks / Financial Institutions	-	-	-	-
f.	Any Other	-	-	-	-
	Sub-Total (A)(1)	773850	13.70	1588850	24.58
2.	FOREIGN	-	-	-	-
a.	Individuals	-	-	-	-
b.	Bodies Corporate	-	-	-	-
c.	Banks / Financial Institutions	-	-	-	-
d.	Any Other	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	TOTAL SHAREHOLDING OF PROMOTERS (A) = (A)(1) + (A)(2)	773850	13.70	1588850	24.58
B.	PUBLIC SHAREHOLDING				
1.	Institutions	-	-	-	-
a.	Mutual Funds	-	-	-	-
b.	Banks / Financial Institutions	-	-	-	-
c.	Central Government	-	-	-	-
d.	State Government(s)	-	-	-	-
e.	Venture Capital Funds	-	-	-	-
f.	Insurance Companies	-	-	-	-
g.	FIs	-	-	-	-
h.	Foreign Venture Capital Funds	-	-	-	-
i.	Others	-	-	-	-
	Sub-Total (B)(1)				
2.	Non-Institutions				
a.	Bodies Corporate (Indian)	472817	8.37	472817	7.31
b.	Individuals	4082195	72.2	4082195	63.157
c.	Others	251997	4.46	251997	3.898
i.	Non-Resident Indians	67641	1.197	67641	1.046
ii.	Clearing Members	-	-	-	-
iii.	Trusts	-	-	-	-
iv.	NBFC	-	-	-	-
v.	Investor Education and Protection Fund	-	-	-	-
	Sub-Total (B)(2)				
	Total Public Shareholding (B) = (B)(1) + (B)(2)	4874650	86.30	4874650	75.42
C.	SHARES HELD BY CUSTODIAN FOR GDRs AND ADRs	-	-	-	-
	GRAND TOTAL (A+B+C)	5648500	100	6548500	100

Notes:

1. Pre issue shareholding pattern has been prepared based on shareholding of the 31.12.2022
2. Post issue holding of all the other shareholders is assumed to remain the same, as it was on the date, on which the pre issue shareholding pattern was prepared.

12.The name of the proposed allottees and the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees:

Name of the Proposed Allottees	Category	Pre-Preferential Allotment shareholding		* Post-Preferential Allotment shareholding		Ultimate Beneficial Owner
		No. of Shares	% holding	No. of Shares	% holding	
World Tradimpex Private limited (PAN: AAACW2072K)	Promoter Group	# NIL		310000	4.80	refer note 1 below
Raj Petroproducts limited (PAN:AABCR1017L)				255000	3.95	refer note 2 below
JKE Polymers Private Limited (PAN: AABCJ0329H)				250000	3.87	refer note 3 below

As per the definition of promoter group given in regulation 2(pp)(iv) of the extant SEBI (ICDR)Regulations, 2018, World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited are the deemed Promoter Group of the Company. However, it doesn't hold any equity shares in the Company as on the date of this Notice. Post allotment of equity shares, name of World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited shall be disclosed under the category of Promoter and Promoter Group in the shareholding pattern of the company.

Details of Ultimate Beneficial Owner 1:

Name of the Ultimate Beneficial Owner (Given name and last Name)	Address	Date of Birth/Age/Date of Incorporation	Father's/ Mother's/Spouse's name	PAN	Occupation	Nationality	Direct holding in the issuer Company (Pre Preferential Allotment)
Jaykishor Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	05/09/1949	Late Chaitanyakish or Chaturvedi	ABKPC6672R	Business	Indian	8.92
Jaykishor C. Chaturvedi (HUF)(Refer Note 1 below)	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	05/12/1994	NA	AAAHJ8198J	Business	Indian	1.45
Siddharth Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	10/11/1978	Mr. Jaykishor Chaturvedi	ABFPC1082Q	Business	Indian	2.24
Ankur J Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	14/05/1977	Mr. Jaykishor Chaturvedi	ABFPC1081P	Business	Indian	2.54
Mansa Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	23/09/1981	Mr. Jaykishor Chaturvedi	ADYPC2983R	Professional	Indian	0.00
Rajkishor Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	13/08/1952	Late Chaitanyakish or Chaturvedi	AEZPC2624K	Business	Indian	0.00
Rajkishor Chaturvedi(HUF) (Refer Note 2 below)	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	13/08/1952	NA	AEZPC2624K	Business	Indian	0.00
Darshana Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007	06/06/1981	Mr. Rajkishor Chaturvedi	FLOS0855R	Professional	Indian	0.00
Prachi Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	25/06/1984	Alok Chaturvedi	AHPPC4870N	Professional	Indian	0.03
Nupur Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007..	24/11/1980	Krishna kumar Tiwari	AJTPC8302M	Professional	Indian	0.00
Paresh Chaturvedi	24, Suwarnapuri Society, Chikuwadi, Alkapuri, Vadodara 390 007.	15/05/1960	Late Chaitanyakish or Chaturvedi	ABKPC6545K	Business	Indian	0.00

Details of Ultimate Beneficial Owner 2:

Name of the Ultimate Beneficial Owner (Given name and last Name)	Address	Date of Birth/Age/ Date of Incorporation	Father's/ Mother's /Spouse's name	PAN	Occupation	Nationality	Direct holding in the issuer Company(P re preferential Allotment)
Jaykishor C. Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/09/1949	Late Chaitanyakish or Chaturvedi	ABKPC6672 R	Business	Indian	8.92
Jaykishor C. Chaturvedi(H UF) (Refer note below)	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/12/1994	NA	AAAHJ8198J	Business	Indian	1.45
JK Enterprises (Refer note 2 below)	204, Sterling Center,, R C Dutt Road, Alkapuri, Vadodara-390007	05/07/1992	NA	ABKPC6672 R	Business	Indian	0.00
Siddharth J Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	10/11/1978	Mr. Jaykishor Chaturvedi	ABFPC1082 Q	Business	Indian	2.24
Ankur J Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	14/05/1977	Mr. Jaykishor Chaturvedi	ABFPC1081 P	Business	Indian	2.54
Mansa Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	23/09/1981	Mr. Jaykishor Chaturvedi	ADYPC2983 R	Professional	Indian	0.00
Prachi Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	25/06/1984	Alok Chaturvedi	AHPPC4870 N	Professional	Indian	0.03
Nupur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	24/11/1980	Krishna Kumar Tiwari	AJTPC8302 M	Professional	Indian	0.00
Paresh Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007.	15/05/1960	Late Chaitanyakish or Chaturvedi	ABKPC6545 K	Business	Indian	0.00
Yogesh Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007.	16/11/1962	Late Chaitanyakish or Chaturvedi	AGFPC7884 F	Business	Indian	0.00
Rajkishor Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	13/08/1952	Late Chaitanyakish or Chaturvedi	AEZPC2624 K	Business	Indian	0.00

Details of Ultimate Beneficial Owner 3:

Name of the Ultimate Beneficial Owner (Given name and last Name)	Address	Date of Birth/Age/ Date of Incorporation	Father's/ Mother's /Spouse's name	PAN	Occupation	Nationality	Direct holding in the issuer Company(P re preferential Allotment)
Jaykishor C. Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/09/1949	Late Chaitanyakish or Chaturvedi	ABKPC6672 R	Business	Indian	8.92
Jaykishor C. Chaturvedi (HUF) (Refer note below)	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	05/12/1994	NA	AAAHJ8198J	Business	Indian	1.45
Siddharth J Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	10/11/1978	Mr. Jaykishor Chaturvedi	ABFPC1082 Q	Business	Indian	2.24
Ankur J Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	14/05/1977	Mr. Jaykishor Chaturvedi	ABFPC1081 P	Business	Indian	2.54
Mansa Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	23/09/1981	Mr. Jaykishor Chaturvedi	ADYPC2983 R	Professional	Indian	0.00
Nupur Chaturvedi	24, Suvernapuri Society, Chikuwadi, Alkapuri, Vadodara 390007	24/11/1980	Krishna Kumar Tiwari	AJTPC8302 M	Professional	Indian	0.00

13. The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL

14. Time frame within which the Preferential Issue shall be completed

As required under Chapter V of SEBI ICDR Regulations, the equity shares shall be issued and allotted by the Company to proposed allottees in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority (including but not limited to the in- principle approval of the BSE Limited for the

issuance of the equity shares to the proposed allottees on a preferential basis, the issue and allotment of the equity shares shall be completed within a period of 15 (Fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable provision of SEBI ICDR Regulations as amended from time to time;

The Company has completed the allotment of 8,15,000 Equity Shares of INR10/- each on 21 September, 2023. It is now proposed to obtain fresh approval of the shareholders pursuant to Regulation 170(2) of SEBI ICDR at a price of INR 10.00/- (Indian Rupees Ten only) per equity share.

15. Basis on which price has been arrived at:

The Equity Shares of the Company are listed only on BSE Limited (BSE) and are frequently traded on BSE as per the provisions of Chapter V of the SEBI ICDR Regulations and hence the issue price of Rs. 10/- per equity share has been fixed which not less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date

In this regard, as required under Regulation 164 of SEBI ICDR Regulations, the Company has obtained a certificate from, an Independent Valuer CA. Robin Betala, Practicing Chartered Accountant, partner of ROBIN BETALA AND ASSOCIATES a Registered Valuer (Registration No. IBBI/RV/06/2022/14746) certifying the floor price to be Rs. 6.22/ - (Six Rupees Twenty Two paise only) per equity share.

16.Lock-in Requirements:

The lock in requirement for the pre-preferential allotment shareholding of the proposed allottees is not applicable as Proposed allottees does not have shares as on date of Notice and the equity shares to be allotted on preferential basis to the proposed allottees shall be subject to 'lock-in' in accordance with the provisions of Regulation 167 of the SEBI ICDR Regulations, 2018.

17.Undertakings:

The Company hereby undertakes that:

The Company shall re-compute the price of the Equity Shares being issued on preferential basis in terms of the provisions of ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares /underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the Investors.

As the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than 90 days on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

18. Practicing Company Secretary's Certificate:

Ms. Anshu Chouhan, Practising Company Secretary has issued a certificate confirming that the issue of the equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations. This Certificate is available on Company's website <https://www.brijlaxmi.com>

19. The current and proposed status of the allottees post preferential issues:

The allotment is proposed to be made to the Promoter group as mentioned below:

Sr. No.	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	World Tradimpex Private limited (PAN: AAACW2072K)	# Not applicable	Promoter Group
2	Raj Petroproducts limited (PAN:AABCR1017L)		
3	JKE Polymers Private Limited (PAN: AABCJ0329H)		

As per the definition of promoter group given in regulation 2(pp)(iv) of the extant SEBI (ICDR) Regulations, 2018, World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited are the deemed Promoter Group of the Company. However, it doesn't hold any equity shares in the Company as on the date of this Notice. Post allotment of equity shares, name of World Tradimpex Private Limited, Raj Petroproducts Limited and JKE Polymers Private Limited shall be disclosed under the category of Promoter and Promoter Group in the shareholding pattern of the company.

20. Principal terms of assets charged as securities

Company is not offering any asset as securities and hence not applicable.

21. Change in control, if any, in the Company consequent to the preferential issue:

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

22. Other Disclosures:

- None of the Company, its Directors or Promoters has been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2022-23 and 2023-24.
- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The issuer is in compliance with the conditions for continuous listing as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Proposed allottees do not hold any share prior to the date of Notice, hence lock-in of pre-allotment holding is not applicable.

23.The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The proposed allotment will be made against the conversion of unsecured Loans received from the allottees. The intention of the company to allot share against the unsecured loan is to reduce the burden of debt of the company and to improve debt equity ratio of the company. The issue price for the same has been determined as per the valuation report received from the registered valuer as on 27 December, 2023.

24.Kinds of securities offered and the price at which security is being offered

Under the proposed preferential allotment the proposed allottees are being offered 8,15,000 (Eight Lakhs Fifteen Thousand Only) Equity Shares of Rs. 10 each such price being higher than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, except Mr. Jaykishor Chaturvedi, Mr. Siddharth Chaturvedi and Mr. Ankur Chaturvedi are interested or concerned in the resolution.

Item No-2: Increase in Authorized Share Capital of the Company

The Company due to its funding requirements has been contemplating various options for raising funds for its normal business purposes. Any further investment into the Company would require the Authorized Share Capital of the Company to be increased.

The present Authorized Share Capital of the company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs.10/- (Rupees Ten only) each. The Board has approved, subject to the shareholders approval, an increase in the Authorized Share Capital to Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each.

The increase in the Authorized Share Capital of the Company will also require consequential amendments to Clause 5 of the Memorandum of Association of the Company.

Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in Authorized Share Capital and consequent amendments in the Capital Clause of the Memorandum of Association of the Company requires approval of the members.

Approval of the members is, therefore, sought in terms of the said sections. Your directors recommend the above special resolution for your approval.

None of the Directors, key managerial personnel and their relatives is/are concerned or interested in the above said resolution.



Registered Office: 24, Suvernapuri Society, Chikuwadi, Near Jetalpur Road,
Alkapuri, Vadodara, Gujarat-390007