



# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

Date: 18/12/2023

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 **9:00 a.m. on Tuesday, December 19, 2023 until 5:00 p.m. on Wednesday, January 17, 2024.**

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**





# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

## 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 **9:00 a.m. on Tuesday, December 19, 2023 until 5:00 p.m. on Wednesday, 17 January, 2024.**

Please note that your assent/dissent received after **Wednesday, 17 January, 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 Friday, January 19, 2024.** The result of the Postal Ballot shall also hosted on the Company's website as well as on the communicated to the Stock Exchange.

The Resolution, if approved by shareholders, will be taken as effectively passed as on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting **Wednesday, 17 January, 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.32,50,00,000/- (Rupees Thirty Two Crore and Fifty Lakhs Only)** divided into **3,25,00,000 (Three Crore Twenty Five Lakhs) Equity Shares of Rs.10 each** to **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."**

**"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. 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 ₹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. 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 ₹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

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## 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 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, 37,18,000 (Thirty Seven Lakhs Eighteen thousand Only) Equity Shares of face value of ₹10/- each at an issue price of Rs. 175/- (including premium of Rs.165/-) 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.	Tatavarthy Chinna Venkata Narasimha Rao	Non Promoters	Individual	14000
2.	Minerva Ventures Fund	Non Promoters	Body Corporate	15000
3.	Kumsuk Krishna Sinha	Non Promoters	Individual	15000
4.	Kriti Sinha	Non Promoters	Individual	15000
5.	Nikhil Chandra	Non Promoters	Individual	86000
6.	Shailendra Poddar	Non Promoters	Individual	14000





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7.	Ratnesh Mehra	Non Promotors	Individual	14000
8.	Sanjeev Kumar Singh	Non Promotors	Individual	14000
9.	Tanya Chadha	Non Promotors	Individual	90000
10.	Viney Equity Market Llp	Non Promotors	LLP	90000
11.	Archit Garg	Non Promotors	Individual	12000
12.	Vinay Mahendrakumar Desai	Non Promotors	Individual	250000
13.	Pankaj Ganjoo	Non Promotors	Individual	15000
14.	Nafisa Zoeb Kachwala	Non Promotors	Individual	14000
15.	Vinita Gaur	Non Promotors	Individual	30000
16.	Zulia Zafar	Non Promotors	Individual	30000
17.	Kamal Mohammed Kabis Khan	Non Promotors	Individual	30000
18.	Sunil Kumar Mehta	Non Promotors	Individual	30000
19.	Vivek Doda	Non Promotors	Individual	15000
20.	Prashant Mehta	Non Promotors	Individual	6000
21.	Gauri Ahuja	Non Promotors	Individual	6000
22.	Sambhavnath Investments And Finances Private Limited	Non Promotors	Body Corporate	160000
23.	Anand International	Non Promotors	Firm	35000
24.	Kamal Jindal	Non Promotors	Individual	30000
25.	Anju Devi Dokania	Non Promotors	Individual	30000
26.	Arpit Dokania	Non Promotors	Individual	30000
27.	Suresh Kumar Agarwal	Non Promotors	Individual	30000
28.	Amita Poddar	Non Promotors	Individual	40000
29.	Ashish Poddar	Non Promotors	Individual	40000
30.	Bijay Kumar Sharma	Non Promotors	Individual	30000
31.	Nikunj Kumar Sultania	Non Promotors	Individual	40000
32.	Gita Sharma	Non Promotors	Individual	30000
33.	Sarita Agarwal	Non Promotors	Individual	30000
34.	Nalla Madhava Rao Venkatanarayana Nalla	Non Promotors	Individual	9000
35.	Rajeev Pundhir	Non Promotors	Individual	9000
36.	Expertpro Realty Private Limited	Non Promotors	Body Corporate	150000
37.	Pratik Shubhakaran Sanghi	Non Promotors	Individual	14000
38.	Shubham Katta	Non Promotors	Individual	14000
39.	Apoorva M Khandelwal	Non Promotors	Individual	14000
40.	Ram Khandelwal	Non Promotors	Individual	14000
41.	Rishabh Dugar	Non Promotors	Individual	14000
42.	Nevil Savjani	Non Promotors	Individual	14000
43.	Varun Jain	Non Promotors	Individual	14000
44.	Nilam Agarwal	Non Promotors	Individual	12000
45.	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non Promotors	Body Corporate	1250000
46.	Deepa Jain	Non Promotors	Individual	100000





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47.	Growfast Securities & Credit Private Limited	Non Promotors	Body Corporate	<b>90000</b>
48.	Amar Alliance Securities Private Limited	Non Promotors	Body Corporate	<b>90000</b>
49.	Umesh Agrawal	Non Promotors	Individual	<b>30000</b>
50.	Bima Pay Technology Private Limited	Non Promotors	Body Corporate	<b>100000</b>
51.	Rahul Menon	Non Promotors	Individual	<b>35000</b>
52.	Sidharth Ajwani	Non Promotors	Individual	<b>65000</b>
53.	Navin Mahavirprasad Dalmia	Non Promotors	Individual	<b>125000</b>
54.	Arson Investments	Non Promotors	Firm	<b>75000</b>
55.	Pitam Goel	Non Promotors	Individual	<b>150000</b>
	<b>TOTAL SHARES</b>			<b>37,18,000</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 **Monday, 18<sup>TH</sup> December, 2023** 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;





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- 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 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."





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**“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.”

### **3. ISSUE OF 11,50,000 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





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accorded to create, issue, offer and allot on a preferential basis, up to 11,50,000 (Eleven Lakhs fifty thousand 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 ₹ 175/- (Rupees Twenty seven Only) (including premium Rs.165/-) each payable in cash ("Warrant Issue Price"), aggregating upto ₹ **20,12,50,000/- (Rupees Twenty Crore Twelve Lakhs fifty Thousand 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 ₹ **5,03,12,500/- (Rupees Five Crore Three Lakhs Twelve Thousand Five Hundred 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 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 ₹ **15,09,37,500/- (Rupees Fifteen Crore Nine Lakhs Thirty Seven Thousand Five Hundred 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.	Divya Arora	Non Promoters	Individuals	300000
2.	Nihkil Tyagi	Non Promoters	Individuals	115000
3.	Sourav Choudhary	Non Promoters	Individuals	90000
4.	Venkatram Mandalapu	Non Promoters	Individuals	100000
5.	Bishir K Mehta	Non Promoters	Individuals	30000
6.	Puneet Tandon	Non Promoters	Individuals	30000
7.	Abhishek Narbaria	Non Promoters	Individuals	100000
8.	Umesh Sahai	Non Promoters	Individuals	100000
9.	Sahastraa Advisors Pvt Ltd	Non Promoters	Body Corporate	100000
10.	NVS Corporate Consultancy Services Private Limited	Non Promoters	Body Corporate	150000
11.	Kantikumar Sirsalewala	Non Promoters	Individuals	30000
12.	Dharmendrakumar Nirala	Non Promoters	Individuals	5000
	<b>TOTAL WARRANTS</b>			<b>11,50,000</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 **Monday, 18<sup>TH</sup> December, 2023**, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the





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ICDR Regulations is ₹ 175/- (Rupees One hundred Seventy five rupees only) (including premium Rs.165/-) ( 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.*
- 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.





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- The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

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

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

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

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





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**4. TO APPROVE APPOINTMENT OF MR. SURENDRASINH BAHADURSINH JHALA (DIN: 10422684) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of section 149, 150, 152 read with Schedule IV and other applicable provisions , if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and as per the recommendation of Nomination and Remuneration Committee and Board of Directors of the company, Mr. SURENDRASINH BAHADURSINH JHALA (DIN: 10422684) who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from 11th December 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing himself as a candidate for the office of director, be and is hereby appointed as a Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (Five) years with effect from 11th December, 2023 to 10th December, 2028.

**"RESOLVED FURTHER THAT** any of the directors and/or the Key Managerial Personnel of the company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the board to secure any further consent or approval of the members of the company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."





# LAST MILE ENTERPRISES LIMITED


(Formerly Known as Trans Financial Resources Limited)

Place: AHMEDABAD

Date: 11/12/2023

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: [tfrl4444@gmail.com](mailto:tfrl4444@gmail.com)

Website: <https://lastmileenterprisesltd.com>

TEL: 7567151083



# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

## 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, 8<sup>th</sup> December 2023**, 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 **9:00 a.m. on Tuesday, December 19, 2023 until 5:00 p.m. on Wednesday, January 17, 2024.**
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, 8<sup>th</sup> December 2023.**
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.





# LAST MILE ENTERPRISES LIMITED

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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 **Wednesday, January 17, 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.





# LAST MILE ENTERPRISES LIMITED

(Formerly Known as Trans Financial Resources Limited)

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>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 “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>





# LAST MILE ENTERPRISES LIMITED

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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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user 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





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	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 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 <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 : 127374
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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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 M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries [anishshahcs@gmail.com](mailto:anishshahcs@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 and 022 - 2499 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 [tfr14444@gmail.com](mailto:tfr14444@gmail.com) 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 ([tfr14444@gmail.com](mailto:tfr14444@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.**
2. 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.
3. 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 **9:00 a.m. on Tuesday, December 19, 2023 until 5:00 p.m. on Wednesday, January 17, 2024**. 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 8<sup>th</sup> Decembers 2023** 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 Friday, January 19, 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. Wednesday, January 17, 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).





# LAST MILE ENTERPRISES LIMITED

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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.32,50,00,000/- (Rupees Thirty Two Crore and Fifty Lakhs Only) divided into 3,25,00,000 (Three Crore Twenty Five Lakhs) Equity Shares of Rs.10 each to 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 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 **37,18,000 (Thirty Seven Lakhs Eighteen thousand Only) of face value of ₹10/- each at an issue price of Rs. 175/- (including premium of Rs.165/-)** 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 **11<sup>th</sup> December, 2023** 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 **37,18,000 (Thirty Seven Lakhs Eighteen thousand 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.

### **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.





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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 **37,18,000 (Thirty Seven Lakhs Eighteen thousand Only)** of face value of ₹10/- each at an issue price of Rs. 175/- (including premium Rs.165/-) 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.

**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
A.	Promoters' Holding	Physical	Demat		Physical	Demat			Physical	
1.	Indian :									
	Exiting Promoters									
	Individuals	-	73,81,378	56.04	-	73,81,378	43.7	0	88,56,378	27.07
	Bodies Corporate	1,00,000	5,22,900	4.73	1,00,000	5,22,900	3.69	1,00,000	5,22,900	1.9
	Sub Total	1,00,000	79,04,278	60.77	1,00,000	79,04,278	47.39	1,00,000	93,79,278	28.97
2.	Foreign Promoters	-	-	-	-	-	-	-	-	-
	Sub Total (A)	1,00,000	79,04,278	60.77	1,00,000	79,04,278	47.39	1,00,000	93,79,278	28.97





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	0	8		0	278		00	78	
<b>B. Non Promoter's Holding</b>									
1. Institutional Investors	-	-	-	-	-	-	-	-	-
Domestic	-	-	-	-	-	-	-	-	-
Foreign		133000	1.01	-	1398000	8.27	-	1398000	4.28
<b>Financial Institution</b>	-	-	-	-	-	-	-	-	-
2. Non - Institutions	-	-	-	-	-	-	-	-	-
Private Corporate Bodies	-	-	-	-	-	-	-	-	-
Directors and Relatives	-	-	-	-	-	-	-	-	-
Indian Public	2812600	1972614	36.33	2812600	3449614	37.09	2812600	11374614	43.37
<b>Others (as specify below)</b>	-	-	-	-	-	-	-	-	-
HUF/PARTNERSHIP FIRM		175000	1.33		285000	1.69	-	4210000	12.87
Clearing Member	-			-	-	-	-		
NRI	-	7710	0.06	-	1458710	8.64	-	193710	0.59
Bodies Corporate	3100	62466	0.5	3100	742466	4.41	3100	3242466	9.92
<b>Sub Total (B)</b>	<b>28,15,700</b>	<b>23,50,790</b>	<b>39.23</b>	<b>2815700</b>	<b>6068790</b>	<b>52.61</b>	<b>2815700</b>	<b>20418790</b>	<b>71.03</b>
<b>Grand Total</b>	<b>29,15,700</b>	<b>1,02,55,068</b>	<b>100</b>	<b>29,15,700</b>	<b>1,39,73,068</b>	<b>100</b>	<b>2915700</b>	<b>2,97,98,068</b>	<b>100</b>

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





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- 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.	Minerva Ventures Fund	Polodoo Seeramloo	--	--	15,000	15,000	0.09
2.	Viney Equity Market LLP	Anant Aggarwal	--	--	90,000	90,000	0.53
3.	Sambhavnath Investments And Finances Private Limited	Bhavin Shah	--	--	1,60,000	1,60,000	0.95
4.	Anand International	Nitinkumar Agrawal	--	--	35000	35000	0.21
5.	Expertpro Realty Private Limited	Punit Tayal	--	--	150000	150000	0.89
6.	Nav Capital Vcc - Nav Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	1,33,000	1.01	125000	125000	7.40
7.	Growfast Securities & Credit Private Limited	Ripunjay Agrawal	--	--	90000	90000	0.53
8.	Amar Alliance Securities Private Limited	Aditya Aggarwal	--	--	90000	90000	0.53
9.	Bima Pay Technology Private Limited	Saurabh Garg	--	--	100000	100000	0.59
10.	Arson Investments	Sharad Goel	--	--	75000	75000	0.44

**\*the above percentage is calculated assuming paid up capital after allotment of Equity Shares (i.e. 13,17,07.68+37,18,000=1,68,88,768)**





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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 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.	Tatavarthy Chinna Venkata Narasimha Rao	Non Promoters	-	-	14000	14000	0.08	2450000
2.	Minerva Ventures Fund	Non Promoters	-	-	15000	15000	0.09	2625000
3.	Kumsuk Krishna Sinha	Non Promoters	-	-	15000	15000	0.09	2625000
4.	Kriti Sinha	Non Promoters	-	-	15000	15000	0.09	2625000
5.	Nikhil Chandra	Non Promoters	-	-	86000	86000	0.51	15050000
6.	Shailendra Poddar	Non Promoters	-	-	14000	14000	0.08	2450000
7.	Ratnesh Mehra	Non Promoters	-	-	14000	14000	0.08	2450000
8.	Sanjeev Kumar Singh	Non Promoters	-	-	14000	14000	0.08	2450000
9.	Tanya Chadha	Non Promoters	-	-	90000	90000	0.53	15750000
10.	Viney Equity Market Llp	Non Promoters	-	-	90000	90000	0.53	15750000
11.	Archit Garg	Non Promoters	-	-	12000	12000	0.07	2100000
12.	Vinay Mahendrakumar Desai	Non Promoters	-	-	250000	250000	1.48	43750000
13.	Pankaj Ganjoo	Non Promoters	-	-	15000	15000	0.09	2625000
14.	Nafisa Zoeb Kachwala	Non Promoters	-	-	14000	14000	0.08	2450000
15.	Vinita Gaur	Non Promoters	-	-	30000	30000	0.18	5250000
16.	Zulia Zafar	Non Promoters	-	-	30000	30000	0.18	5250000
17.	Kamal Mohammed Kabis Khan	Non Promoters	-	-	30000	30000	0.18	5250000
18.	Sunil Kumar Mehta	Non Promotor	-	-	30000	30000	0.18	5250000
19.	Vivek Doda	Non Promotor	-	-	15000	15000	0.09	2625000
20.	Prashant Mehta	Non Promotor	-	-	6000	6000	0.04	1050000





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21.	Gauri Ahuja	Non Promoters	-	-	6000	6000	0.04	1050000
22.	Sambhavnath Investments And Finances Private Limited	Non Promoters	-	-	160000	160000	0.95	28000000
23.	Anand International	Non Promotor	-	-	35000	35000	0.21	6125000
24.	Kamal Jindal	Non Promotor	-	-	30000	30000	0.18	5250000
25.	Anju Devi Dokania	Non Promoters	-	-	30000	30000	0.18	5250000
26.	Arpit Dokania	Non Promoters	-	-	30000	30000	0.18	5250000
27.	Suresh Kumar Agarwal	Non Promotor	-	-	30000	30000	0.18	5250000
28.	Amita Poddar	Non Promotor	-	-	40000	40000	0.24	7000000
29.	Ashish Poddar	Non Promotor	-	-	40000	40000	0.24	7000000
30.	Bijay Kumar Sharma	Non Promoters	-	-	30000	30000	0.18	5250000
31.	Nikunj Kumar Sultania	Non Promoters	-	-	40000	40000	0.24	7000000
32.	Gita Sharma	Non Promotor	-	-	30000	30000	0.18	5250000
33.	Sarita Agarwal	Non Promotor	-	-	30000	30000	0.18	5250000
34.	Nalla Madhava Rao Venkatanarayana Nalla	Non Promotor	-	-	9000	9000	0.05	1575000
35.	Rajeev Pundhir	Non Promoters	-	-	9000	9000	0.05	1575000
36.	Expertpro Realty Private Limited	Non Promoters	-	-	150000	150000	0.89	26250000
37.	Pratik Shubhkaran Sanghi	Non Promotor	-	-	14000	14000	0.08	2450000
38.	Shubham Katta	Non Promotor	-	-	14000	14000	0.08	2450000
39.	Apoorva M Khandelwal	Non Promotor	-	-	14000	14000	0.08	2450000
40.	Ram Khandelwal	Non Promoters	-	-	14000	14000	0.08	2450000
41.	Rishabh Dugar	Non Promoters	-	-	14000	14000	0.08	2450000
42.	Nevil Savjani	Non Promotor	-	-	14000	14000	0.08	2450000
43.	Varun Jain	Non Promotor	-	-	14000	14000	0.08	2450000





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44.	Nilam Agarwal	Non Promotor	-	-	12000	12000	0.07	2100000
45.	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non Promoters	1,33,000	1.01	1250000	1250000	7.40	218750000
46.	Deepa Jain	Non Promoters	-	-	100000	100000	0.59	17500000
47.	Growfast Securities & Credit Private Limited	Non Promotor	-	-	90000	90000	0.53	15750000
48.	Amar Alliance Securities Private Limited	Non Promotor	-	-	90000	90000	0.53	15750000
49.	Umesh Agrawal	Non Promotor	-	-	30000	30000	0.18	5250000
50.	Bima Pay Technology Private Limited	Non Promoters	-	-	100000	100000	0.59	17500000
51.	Rahul Menon	Non Promoters	-	-	35000	35000	0.21	6125000
52.	Sidharth Ajwani	Non Promotor	-	-	65000	65000	0.38	11375000
53.	Navin Mahavirprasad Dalmia	Non Promotor	-	-	125000	125000	0.74	21875000
54.	Arson Investments	Non Promotor	-	-	75000	75000	0.44	13125000
55.	Pitam Goel	Non Promoters	-	-	150000	150000	0.89	26250000
	<b>TOTAL</b>		<b>1,33,000</b>	<b>1.01</b>	<b>37,18,000</b>	<b>37,18,000</b>	<b>22.01</b>	<b>65,06,50,000</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.





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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).

**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 **Monday, 18<sup>th</sup> December, 2023** 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. 175/- (including premium of Rs.165/-)** 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. Jainam Pragneshbhai Shah (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. Jainam Pragneshbhai Shah (IBBI Registered Valuer)**





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## 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 **Monday, 18<sup>th</sup> December, 2023** ("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., **Wednesday, 17 January, 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.	Tatavarthy Chinna Venkata Narasimha Rao	Non-Promoter	Non-Promoter
2.	Minerva Ventures Fund	Non-Promoter	Non-Promoter
3.	Kumsuk Krishna Sinha	Non-Promoter	Non-Promoter
4.	Kriti Sinha	Non-Promoter	Non-Promoter
5.	Nikhil Chandra	Non-Promoter	Non-Promoter
6.	Shailendra Poddar	Non-Promoter	Non-Promoter
7.	Ratnesh Mehra	Non-Promoter	Non-Promoter
8.	Sanjeev Kumar Singh	Non-Promoter	Non-Promoter
9.	Tanya Chadha	Non-Promoter	Non-Promoter
10.	Viney Equity Market LLP	Non-Promoter	Non-Promoter
11.	Archit Garg	Non-Promoter	Non-Promoter
12.	Vinay Mahendrakumar Desai	Non-Promoter	Non-Promoter
13.	Pankaj Ganjoo	Non-Promoter	Non-Promoter
14.	Nafisa Zoeb Kachwala	Non-Promoter	Non-Promoter
15.	Vinita Gaur	Non-Promoter	Non-Promoter
16.	Zulia Zafar	Non-Promoter	Non-Promoter
17.	Kamal Mohammed Kabis Khan	Non-Promoter	Non-Promoter
18.	Sunil Kumar Mehta	Non-Promoter	Non-Promoter
19.	Vivek Doda	Non-Promoter	Non-Promoter
20.	Prashant Mehta	Non-Promoter	Non-Promoter
21.	Gauri Ahuja	Non-Promoter	Non-Promoter
22.	Sambhavnath Investments And Finances Private Limited	Non-Promoter	Non-Promoter





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23.	Anand International	Non-Promoter	Non-Promoter
24.	Kamal Jindal	Non-Promoter	Non-Promoter
25.	Anju Devi Dokania	Non-Promoter	Non-Promoter
26.	Arpit Dokania	Non-Promoter	Non-Promoter
27.	Suresh Kumar Agarwal	Non-Promoter	Non-Promoter
28.	Amita Poddar	Non-Promoter	Non-Promoter
29.	Ashish Poddar	Non-Promoter	Non-Promoter
30.	Bijay Kumar Sharma	Non-Promoter	Non-Promoter
31.	Nikunj Kumar Sultania	Non-Promoter	Non-Promoter
32.	Gita Sharma	Non-Promoter	Non-Promoter
33.	Sarita Agarwal	Non-Promoter	Non-Promoter
34.	Nalla Madhava Rao Venkatanarayana Nalla	Non-Promoter	Non-Promoter
35.	Rajeev Pundhir	Non-Promoter	Non-Promoter
36.	Expertpro Realty Private Limited	Non-Promoter	Non-Promoter
37.	Pratik Shubhkar Sanghi	Non-Promoter	Non-Promoter
38.	Shubham Katta	Non-Promoter	Non-Promoter
39.	Apoorva M Khandelwal	Non-Promoter	Non-Promoter
40.	Ram Khandelwal	Non-Promoter	Non-Promoter
41.	Rishabh Dugar	Non-Promoter	Non-Promoter
42.	Nevil Savjani	Non-Promoter	Non-Promoter
43.	Varun Jain	Non-Promoter	Non-Promoter
44.	Nilam Agarwal	Non-Promoter	Non-Promoter
45.	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	Non-Promoter
46.	Deepa Jain	Non-Promoter	Non-Promoter
47.	Growfast Securities & Credit Private Limited	Non-Promoter	Non-Promoter
48.	Amar Alliance Securities Private Limited	Non-Promoter	Non-Promoter
49.	Umesh Agrawal	Non-Promoter	Non-Promoter
50.	Bima Pay Technology Private Limited	Non-Promoter	Non-Promoter
51.	Rahul Menon	Non-Promoter	Non-Promoter
52.	Sidharth Ajwani	Non-Promoter	Non-Promoter
53.	Navin Mahavirprasad Dalmia	Non-Promoter	Non-Promoter
54.	Arson Investments	Non-Promoter	Non-Promoter
55.	Pitam Goel	Non-Promoter	Non-Promoter





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

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

**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 and 6<sup>th</sup> April,2023. On 3<sup>rd</sup> April,2023, the company has allotted 98,85,000 convertible warrants to 13 allottees 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

**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.

**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.





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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 to 37,18,000 (Thirty Seven Lakh Eighteen Thousand Only) of face value of ₹10/- at an issue price of Rs. 175/- (including premium of Rs.165/-) 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.

## **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 11,50,000 (Eleven Lakhs Fifty Thousand Only) of face value of ₹10/- each at an issue price of Rs. 175/- (including premium of Rs.165/-)** 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 **11<sup>th</sup> December, 2023**, 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 **Monday, 18<sup>th</sup> December, 2023**.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of ₹ 5,03,12,500/- (Rupees Five Crore Three Lakhs Twelve Thousand Five hundred Only) which





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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 ₹ 15,09,37,500/- (Rupees Fifteen Crore Nine Lakhs Thirty Seven Thousand Five Hundred Only) being 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder.
- e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
- g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of 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").





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- 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., Monday, 18th December, 2023. The Proposed Allottees has represented that the Proposed allottees has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

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

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

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

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

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

Up to 11,50,000 (Eleven Lakhs fifty thousand 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 ₹ 175/- (Rupees One Hundred Seventy five Only)(Including premium of ₹ 165/-) each to be payable in cash ("Warrant Issue Price"), aggregating upto ₹ 20,12,50,000/- (Rupees Twenty Crore Twelve lakhs fifty thousand 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.





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

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

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

Sr. No	Category	Pre Issue*			Fully diluted Post Issue#		
		No of shares held		% of Holding	No of shares held		% of Holding
		Physical	Demat			Physical	
<b>A.</b>	<b>Promoters' Holding</b>						
1.	<b>Indian :</b>						
	<b>Exiting Promoters</b>						
	Individuals	-	73,81,378	56.04	0	88,56,378	26.16
	Bodies Corporate	1,00,000	5,22,900	4.73	1,00,000	5,22,900	1.84
	<b>Sub Total</b>	<b>1,00,000</b>	<b>79,04,278</b>	<b>60.77</b>	1,00,000	93,79,278	28
2.	<b>Foreign Promoters</b>	-		-	-		
	<b>Sub Total (A)</b>	<b>1,00,000</b>	<b>79,04,278</b>	<b>60.77</b>	<b>1,00,000</b>	<b>93,79,278</b>	<b>28</b>
<b>B.</b>	<b>Non Promoter's Holding</b>						
1.	<b>Institutional Investors</b>						
	Domestic	-		-	-		-
	Foreign		133000	1.01	0	1398000	4.13
	<b>Financial Institution</b>	-		-			
2.	<b>Non - Institutions</b>						
	Private Corporate Bodies	-		-			
	Directors and Relatives	-		-			
	<b>Indian Public</b>	2812600	1972614	36.33	2812600	1160961	42.59





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					4	
<b>Others (as specify below)</b>	-	-	-			
HUF/PARTNERSH IP FIRM		175000	1.33	-	4210000	12.43
Clearing Member	-					
NRI	-	7710	0.06		858710	2.54
Bodies Corporate	3100	62466	0.5	3100	34,92,466	10.31
<b>Sub Total (B)</b>	<b>28,15,700</b>	<b>23,50,790</b>	<b>39.23</b>	<b>28,15,700</b>	<b>2,15,68,790</b>	<b>72</b>
<b>Grand Total</b>	<b>29,15,700</b>	<b>1,02,55,068</b>	<b>100</b>	<b>29,15,700</b>	<b>3,09,48,068</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	%
1.	Sahastraa Advisors Pvt Ltd	PARESH SHAH	-	-	100000	100000	0.30
2.	NVS Corporate Consultancy Services Private Limited	Anahaita Shah	-	-	150000	150000	0.44





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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.	Divya Arora	Non Promotors	-	-	300000	300000	0.89	5,25,00,000
2.	Nihkil Tyagi	Non Promotors	-	-	115000	115000	0.34	2,01,25,000
3.	Sourav Choudhary	Non Promotors	-	-	90000	90000	0.27	1,57,50,000
4.	Venkatram Mandalapu	Non Promotors	-	-	100000	100000	0.30	1,75,00,000
5.	Bishir K Mehta	Promotors Group	-	-	30000	30000	0.09	52,50,000
6.	Puneet Tandon	Promotors Group	-	-	30000	30000	0.09	52,50,000
7.	Abhishek Narbaria	Promotors Group	-	-	100000	100000	0.30	1,75,00,000
8.	Umesh Sahai	Non Promotors	-	-	100000	100000	0.30	1,75,00,000
9.	Sahastraa Advisors Pvt Ltd	Non Promotors	-	-	100000	100000	0.30	1,75,00,000
10.	NVS Corporate Consultancy Services Private Limited	Non Promotors	-	-	150000	150000	0.44	2,62,50,000
11.	Kantikumar Sirsalewala	Non Promotors	-	-	30000	30000	0.09	52,50,000
12.	Dharmendrakumar Nirala	Non Promotors	-	-	5000	5000	0.01	8,75,000
					<b>1150000</b>	<b>1150000</b>		<b>20,12,50,000</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.





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

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

j) **Disclosure Regarding Willful Defaulter:**

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

k) **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 Monday, 18<sup>th</sup> December, 2023 till Wednesday, 17<sup>th</sup> January, 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 ₹ **83. (Rupees Eighty Three only)**. However the company is proposing to issued at Rs.175/- , 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. Jainam Pragneshbhai Shah (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>





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## 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 **Monday December 18, 2023**, being 30 days prior to the date of this Postal ballot meeting .
- 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. Jainam Pragneshbhai Shah (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 **₹ 20,12,50,000/- (Rupees Twenty Crore Twelve lakhs fifty thousand Only)** ("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 **₹ 175/- (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 **Monday December 18,2023** ("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., **Wednesday, January 17, 2024** to approve the proposed preferential issue.





# LAST MILE ENTERPRISES LIMITED

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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 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.	DIVYA ARORA	Non Promoters	Non Promoters
2.	NIHKIL TYAGI	Non Promoters	Non Promoters
3.	SOURAV CHOUDHARY	Non Promoters	Non Promoters
4.	VENKATRAM MANDALAPU	Non Promoters	Non Promoters
5.	BISHIR K MEHTA	Non Promoters	Non Promoters
6.	PUNEET TANDON	Non Promoters	Non Promoters
7.	ABHISHEK NARBARIA	Non Promoters	Non Promoters
8.	UMESH SAHAI	Non Promoters	Non Promoters
9.	SAHASTRAA ADVISORS PVT LTD	Non Promoters	Non Promoters
10.	NVS CORPORATE CONSULTANCY SERVICES PRIVATE LIMITED	Non Promoters	Non Promoters
11.	KANTIKUMAR SIRSALEWALA	Non Promoters	Non Promoters
12.	DHARMENDRAKUMAR NIRALA	Non Promoters	Non Promoters

**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 and 6<sup>th</sup> April,2023. On 3<sup>rd</sup> April,2023, the company has allotted 98,85,000 convertible warrants to 13 allottees 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.

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

Not Applicable





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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.

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





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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.

## **Item No- 4:**

Based on the recommendation of the Nomination and Remuneration Committee ("NRC Committee") and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") read with articles of association of the company, the Board of Directors of the company at their meeting held on 11th December, 2023, had approved the appointment of Mr. SURENDRASINH BAHADURSINH JHALA as additional Director in the capacity of Non-executive, Independent Director of the company and now is to be appointed for a term of 5 (Five) years with effect from 11<sup>th</sup> December, 2023 to 10<sup>th</sup> December, 2028 subject to the approval of the Members.

In accordance with the provisions of Section 149 read with schedule IV of the Act, appointment of Independent Directors requires approval of the member.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in section 149(6) of the act and rules framed thereunder and regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair her ability to discharge his duties.

## **Brief Profile**

Mr. SURENDRASINH BAHADURSINH JHALA is a commerce graduate from Bhavnagar University who has experience in the field of real estate business.

The company has also received notice under Section 160 of the Act from the director himself proposing his candidature for the office of Director of the company. The NRC Committee, considering the skills, expertise and competencies required as an independent director for the Company's business and future plans, concluded and recommended to the Board of Directors that Mr. SURENDRASINH BAHADURSINH JHALA's qualifications and experience would be ideally suitable and he would add immense value as a Non-Executive Independent Director of the Company.





# LAST MILE ENTERPRISES LIMITED

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In the opinion of the Board, Mr. SURENDRASINH BAHADURSINH JHALA fulfils the conditions specified in the Act, Rules thereunder and the Listing Regulations for appointment as Non-Executive, Independent Director and is independent of management of the Company. Mr. SURENDRASINH BAHADURSINH JHALA has confirmed that he is not aware of any circumstances or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as a Non-Executive Independent Director of the Company.

Disclosures as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice. He shall be paid remuneration by way of fee for attending meetings of the board or Committees thereof or any other purpose as may be decided by the board, reimbursement of expenses for participating in the board and other meetings.

The Board of Directors recommends the resolution for approval of the Members of the Company as a Special Resolution.

Save and except, Mr. SURENDRASINH BAHADURSINH JHALA and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.





# LAST MILE ENTERPRISES LIMITED

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## DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING

[PURSUANT TO REGULATIONS 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS]

### Appointment of Mr. SURENDRASINH BAHADURSINH JHALA (DIN: 10422684) as a Non-Executive - Independent Director of the Company.

Particulars	Mr. SURENDRASINH BAHADURSINH JHALA
Director Identification Number (DIN)	10422684
Date of Birth / Age	17/03/1969/ 54 years
Date of first appointment on the Board	11 <sup>th</sup> December, 2023
Educational Qualification	Completed Post Graduation
Nationality	Indian
Experience (including expertise in specific functional areas) / Brief Resume	Mr. SURENDRASINH BAHADURSINH JHALA is commerce graduate from Bhavnagar University and has working experience in the field of real estate business.
Terms and conditions of appointment	Non-Executive, Independent Director for a term of 5 (Five) years with effect from 11 <sup>th</sup> December 2023 to 10 <sup>th</sup> December 2028, not liable to retire by rotation
Directorships held in other companies	N.A
Memberships/ Chairmanships of committees across companies	N.A
Relationship with other Directors/Key Managerial Personnel	There is no inter-se relationship between Mr. SURENDRASINH BAHADURSINH JHALA and other directors/Manager/Key Managerial Personnel of the company.
No. of shares held in the Company either by self or on a beneficial basis for any other person	N.A
Details of remuneration sought to be paid	He is entitled for receiving sitting fees and commission, as may be declared
Shareholding of Non-executive Directors	2,23,800 shares
Shareholding in the Company including beneficial ownership	nil
Number of meetings of the Board attended during the financial year 2023-24 (upto the date of this Notice)	nil
Details of last drawn remuneration (FY 2023-24) (upto the date of this Notice)	Not applicable





# LAST MILE ENTERPRISES LIMITED

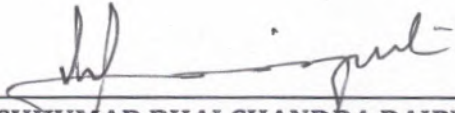
(Formerly Known as Trans Financial Resources Limited)

Place: AHMEDABAD

Date: 11/12/2023

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



# LAST MILE ENTERPRISES LIMITED

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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 December 11, 2023 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. 355000000/- divided into 35500000 shares of Rs. 10/- each.			
2	2	Approval of Preferential Issue of <b>Equity Shares up to 37,18,000 (Thirty Seven Lakh Eighteen thousand Only)</b> of face value of ₹10each at an issue price of Rs 175/- each.			
3	3	Approval of Preferential Issue of <b>Warrants up to 11,50,000 (Eleven Lakhs Fifty Thousand Only)</b> of face value of ₹10/- each at an issue price of Rs 175 each.			
4	4	To Approve Appointment of Mr. Surendrasinh Bahadursinh Jhala (DIN: 10422684) as a Non-Executive, Independent Director of The Company			

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 **9:00 a.m. on Tuesday, December 19, 2023 until 5:00 p.m. on Wednesday, 17<sup>th</sup> January, 2024**. 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:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / Sequence No.</b>
127374		

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

<b>COMMENCEMENT OF REMOTE E-VOTING</b>	<b>END OF REMOTE E-VOTING</b>
Tuesday, December 19, 2023	Wednesday, 17 <sup>th</sup> January, 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.***