

## **NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the members of **AMIC Forging Limited** will be held at 3:00 P.M. Indian Standard Time (‘IST’) on **Friday, August 23, 2024** through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’) to seek the consent of the shareholders of the Company (“Members”), on the agenda herein below through remote electronic voting (“E-voting”). The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

### **SPECIAL BUSINESSES:**

#### **1. INCREASE IN AUTHORISED SHARE CAPITAL FROM RS. 11,00,00,000/- TO RS. 12,00,00,000/-**

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

“**RESOLVED THAT** pursuant to provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the rules framed thereunder, and Articles of Association, the consent of the members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 11,00,00,000 (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each by the creation of additional equity share capital of Rs 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) Each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

The Authorized Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

**2. ISSUE OF 800000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER AND NON-PROMOTER CATEGORY:**

**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 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”) and the BSE Limited, stock exchange where the shares of the Company are listed (“BSE”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on preferential basis in one or more tranches, upto 8,00,000 (Eight Lakh) Convertible Equity Share Warrants (“Warrants”) at a price of Rs. 1211/- per Warrant with a right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs. 1201/- per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 96,88,00,000/- (Rupees Ninty Six Crore Eighty Eight Lakhs Only) for cash determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board.

**RESOLVED FURTHER THAT** the Board has identified 28 (Twenty-Eight) number of proposed allottees as identified persons which are as follows:

<b>SL NO</b>	<b>NAME OF IDENTIFIED PERSONS</b>	<b>NUMBER OF WARRANTS PROPOSED TO BE ISSUED</b>
1.	Girdhari Lal Chamaria	1,00,000
2.	Anshul Chamaria	1,00,000
3.	Manju Chamaria	1,00,000
4.	Nakshatra Stressed Assets Fund Scheme I	1,00,000
5.	Mahesh Agarwal	50,000
6.	Nidhi Nathany	10,000
7.	Chitra Nathany	10,000
8.	Nitesh Nathany (HUF)	15,000
9.	Nikhil Nathany (HUF)	15,000
10.	Jinendra G	35,000
11.	Prakash Chand G HUF	50,000
12.	G Rekha	50,000
13.	Sadhana Bhandari	15,000
14.	Nav Ratan Bhaiya	15,000
15.	Avantika Prashant Mishra	5000
16.	Soumya Malani HUF	10,000
17.	Prem Ratan Bhaiya HUF	5,000
18.	Shagun Capital Venture	10,000
19.	Malav Prakashkumar Shah HUF	3,500
20.	Prakash Arvindbhai Shah HUF	3,500

21.	SVAR Family Trust	3,000
22.	Pinky Akash Kumar	5,000
23.	Jasraj Bhanwarlal Jain	12,500
24.	Indu Ramanlal Golecha	12,500
25.	Ceramet Consultant Private Limited	5,000
26.	Abhishek Kothari HUF	5,000
27.	Vishnupriya Amarnathrachapudi	5,000
28.	Sidhhi Highrise LLP	50,000

**RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is July 24, 2024 i.e., 30 days prior to the date of (EGM). The floor price as determined in terms of Regulation 164(1) of the ICDR Regulations for the issuance of the Equity Shares is Rs. 1211/- (Rupees Twelve Hundred Eleven Only);

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

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise 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 to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company against one Warrant held by him/her.
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- c) The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.

- d) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- e) The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- f) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The Warrants by themselves, until exercise of the conversion option and allotment of Additional Equity Shares, do not give the Proposed Subscribers any rights akin to that of shareholder(s) of the Company including any voting rights;
- h) The Warrants shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
- i) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the BSE in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- j) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company including entitlement to voting powers and dividend.
- k) The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the jurisdictional 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, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**By order of the Board of Directors**  
For AMIC Forging Limited

Sd/-  
Neha Fatehpuria  
(Company Secretary)  
A46217

**Date: 31/07/2024**

**Place: Kolkata**

### **NOTES**

1. The Extra Ordinary General Meeting of the Company will be held on Friday, 23<sup>rd</sup> August, 2024 at 03:00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) in compliance with the applicable provisions.
2. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No.19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No.02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 MCA Circulars”) in relation to “Clarification on holding of EGM & EGM through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”). Further, the Securities and Exchange Board of India (‘SEBI’) vide its Circular dated May 13, 2022 read with Circular January 5, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard have provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’).
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available

for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. However, the Body Corporates are entitled to appoint Authorized Representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email Id [cs@amicforgings.com](mailto:cs@amicforgings.com) a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
5. Those Shareholders whose email IDs are not registered can get their e-mail ID's registered as follows: Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
6. Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by the following the procedure mentioned in the Notice. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice under Note No 20.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before Wednesday, August 14th, 2024 by 05:00 p.m. IST through e-mail at [cs@amicforgings.com](mailto:cs@amicforgings.com) to enable the Management to keep full information ready on the date of EGM
9. An explanatory statement setting out details relating to the businesses to be transacted at the Extra Ordinary General Meeting pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their de-mat accounts.



11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
13. The Notice of EGM will be placed on the Company's website on <https://www.amicforgings.com/>
14. As per the MCA Circular 20/2020 dated 5th May, 2020, 09/2023 dated 25th September, 2023 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 ("SEBI Circular") (collectively referred to as "Circulars"), the Notice of EGM will be sent through electronic mode to only those Members whose email id's are registered with the Registrar and Share Transfer Agent of the Company / Depository participant unless any Member has requested for a physical copy of the same. The Company shall send physical copy of the Notice to those Members who request the same at [cs@amicforgings.com](mailto:cs@amicforgings.com) mentioning their Folio No. / DP ID and Client ID.
15. The Board of Directors have appointed Mr. B. K Barik, Proprietor, B. K Barik & Associates Practising Company Secretary (Mem No.- F5696; COP No.: 3897), as the Scrutinizer to scrutinize the remote e-voting process as well as e-voting during the EGM in a fair and transparent manner.
16. The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after completion of scrutiny of the votes cast through remote e-Voting before/during the EGM, within the time stipulated under the applicable laws. The results declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at [www.amicforgings.com](http://www.amicforgings.com) and on the website of the Company's Registrar and Transfer Agent Bigshare Services Pvt. Ltd at <https://ivote.bigshareonline.com>.
17. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of

attorney registration, bank mandate details, etc. to their DPs and to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs (as may be notified from time to time) the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The Members may please refer to the section of the Notice on 'Voting through electronic means' for e-voting instructions.

19. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.amicforgings.com/>. The Notice can also be accessed from the website of the stock exchanges i.e. BSE Limited at [www.bseindia.com/](http://www.bseindia.com/). The EGM Notice is also available on the website of Bigshare Services Pvt. Ltd at <https://ivote.bigshareonline.com>.

**20. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Tuesday, August 20, 2024 from 10.00 A.M. (IST) and ends on Thursday, August 22, 2024 at 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th August, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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</p>

	<p>be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website 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 i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as</p>

	shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>

- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.

- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**4. Procedure for joining the /EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**



- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the /EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the /EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the /EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the /EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the /EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**EXPLANATORY STATEMENT**  
**[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]**

**ITEM NO 1**

The present Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven Crore Only) comprising of 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs.10/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on July 31, 2024, had accorded its approval for increasing the Authorised Share Capital from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) to Rs. 12,00,00,000 (Rupees Twelve Crore Only) comprising of 1,20,00,000 equity shares of Rs.10/- each, subject to shareholders' approval.

Consequently, Clause V of the Memorandum of Association ("MOA") would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the MOA shall be substituted with the following:

"V. The Authorised share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore) comprising of 1,20,00,000 (One Crore Twenty Lakh) equity shares of Rs. 10/- (Rupee Ten) each with a power to Board of Directors to increase or reduce the capital and to consolidate or subdivide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf."

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

## **ITEM NO 2**

The Board of Directors of the Company in its meeting held on July 31, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Share Warrants up to 8,00,000 (Eight Lakh) Warrants convertible into equivalent number of Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each of the Company (“Warrants”), at Rs. 1211/- (Rupee One Hundred Twenty only) including premium of Rs. 1201/- (Rupees Twelve Hundred and One Only) each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under the SEBI ICDR Regulations (‘Warrant Issue Price’).

### **1. Disclosures required to be made in terms of Rule 13 of the Share Capital Rules are given below:**

<b>Sl No</b>	<b>Requirements</b>	<b>Disclosures</b>
1	Objects of the issue	The purpose and objective of the fund raise being undertaken by way of the Proposed Investment is as follows: To meet the Company's capital needs for Working capital and general corporate requirements.
2	The total number of securities to be issued	Warrants: 8,00,000 (Eight Lacs) warrants carrying a right to exercise, get issued and allotted 1 (one) equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company for each such warrant, and each such equity share being fully paid-up for cash at a price of Rs. 1211/- (Rupees Twelve Hundred Eleven Only) (including premium of Rs. 1201/- (Rupees Twelve Hundred One only) per such equity share, in accordance with the relevant provisions of Chapter V of the ICDR Regulations, to the Proposed Subscriber (the “Warrants”) The Warrants will aggregate to 7.087% (Seven Point Zero Eight Seven Percent) of the total and paid up share capital of the Company, on a fully diluted basis, on the date of their allotment
3	The price or price band at/within which the allotment is proposed	Each Warrant is proposed to be issued at price of Rs. 1211/- (Rupees Twelve Hundred Eleven only). Each Warrant is convertible into 1 (one) equity share of the Company of face value of Rs 10/- (Rupees Two only) at a premium of Rs. 1201/-

		(Rupees Twelve Hundred One only) (each such equity share to be issued on conversion of the Warrants, an “Additional Equity Share”)
4	Basis on which the price has been arrived at along with report of the Registered Valuer	<p>Since the equity shares of the Company are frequently traded shares, the price at which each Equity Share and each Warrant is proposed to be issued is in accordance with the provisions of the ICDR Regulations and is higher than the prices computed in terms of the following:</p> <p>a) in terms of Regulation 164(1) of the ICDR Regulations, the price calculated as the higher of the 90 trading days’ volume weighted average price and the 10 trading days’ volume weighted average price, of the equity shares of the Company, preceding the “Relevant Date” (24<sup>th</sup> July, 2024), on the Bombay Stock Exchange is Rs. 1210.81 (Rupees Twelve Hundred Ten point Eight One only);</p> <p>b) in terms of Regulation 166A(1) of the ICDR Regulations, since the Proposed Transaction results in allotment of more than 5% of the post issue fully diluted equity shares of the Company to one subscriber, a valuation report dated July 31, 2024 has been obtained from CA Rashmi Shah with Registration No. IBBI/RV/06/2018/10240, setting out the fair valuation of the Warrants (the “Valuation Report”). As per the Valuation Report, the price of each Warrant is Rs. 1211/- (Rupees Twelve Hundred Eleven only), as on the “Cut-off Date” (see below).</p>
5.	Relevant date with reference to which the price has been arrived at	The “Relevant Date” for the purposes of computation of the price in terms of Regulation 164(1) of the ICDR Regulations is July 24, 2024 (i.e., a date that is 30 days prior to the date of the Extra-Ordinary General Meeting of the Company (scheduled to be held on August 23, 2024). The “Cut-off-Date” in terms of the Valuation Report, basis which the price of the Equity Shares has been determined is July 24, 2024.

6	The class or classes of persons to whom the allotment is proposed to be made	The issuance and allotment of the Warrant is proposed to be made to the Proposed Subscribers. The Proposed Subscribers are from (i) member of the Promoter Group who is also shareholder of the Company (ii) non-promoter group of the Company who currently does not hold any equity shares of the Company.																																							
7	Intention of promoters, directors or key managerial personnel to subscribe to the offer	The Warrants are being offered to Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria and Mrs. Manju Chamaria who belongs to the category of Promoters & Promoter Group of the Company. They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue.																																							
8	The proposed time within which the allotment shall be completed	The allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of this resolution by the members of the Company. Provided that where the allotment is subject to receipt of any approval for such allotment from any regulatory/statutory authority including in-principle approval from the BSE Limited in relation to the Proposed Investment, the allotment will be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s).																																							
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th rowspan="2">Proposed Allottees</th> <th rowspan="2">Category</th> <th colspan="2">Pre Issue</th> <th colspan="2">Post Issue</th> <th rowspan="2">PAN</th> </tr> <tr> <th>No of shares</th> <th>%</th> <th>No of shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Girdhari Lal Chamaria</td> <td>Promoter</td> <td>812250</td> <td>7.744</td> <td>912250</td> <td>8.081</td> <td>ACSPC 7430J</td> </tr> <tr> <td>Manju Chamaria</td> <td>Promoter</td> <td>915400</td> <td>8.728</td> <td>1015400</td> <td>8.995</td> <td>ACQPC 4593E</td> </tr> <tr> <td>Anshul Chamaria</td> <td>Promoter</td> <td>1329840</td> <td>12.679</td> <td>1429840</td> <td>12.666</td> <td>ADXP C4583E</td> </tr> <tr> <td>Nakshatra Stressed Assets Fund Scheme I</td> <td>Non Promoter</td> <td>NIL</td> <td>NIL</td> <td>100000</td> <td>0.886</td> <td>AAET N5002 D</td> </tr> </tbody> </table>	Proposed Allottees	Category	Pre Issue		Post Issue		PAN	No of shares	%	No of shares	%	Girdhari Lal Chamaria	Promoter	812250	7.744	912250	8.081	ACSPC 7430J	Manju Chamaria	Promoter	915400	8.728	1015400	8.995	ACQPC 4593E	Anshul Chamaria	Promoter	1329840	12.679	1429840	12.666	ADXP C4583E	Nakshatra Stressed Assets Fund Scheme I	Non Promoter	NIL	NIL	100000	0.886	AAET N5002 D
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Nakshatra Stressed Assets Fund Scheme I	Non Promoter	NIL	NIL	100000	0.886	AAET N5002 D																																			

		Mahesh Agarwal	Non Promoter	NIL	NIL	50000	0.443	AKDP A2485L
		Nidhi Nathany	Non Promoter	NIL	NIL	10000	0.089	ADIPN 1508M
		Chitra Nathany	Non Promoter	NIL	NIL	10000	0.089	AGAP N5233E
		Nitesh Nathany (HUF)	Non Promoter	NIL	NIL	15000	0.133	AAEH N8803 N
		Nikhil Nathany (HUF)	Non Promoter	NIL	NIL	15000	0.133	AAFH N2138 D
		Jinendra G	Non Promoter	NIL	NIL	35000	0.310	DQXP G5715 A
		Prakash Chand G HUF	Non Promoter	NIL	NIL	50000	0.443	AAAH G0598 M
		G Rekha	Non Promoter	NIL	NIL	50000	0.443	AAJPG 7307H
		Sadhana Bhandari	Non Promoter	NIL	NIL	15000	0.133	ABDPB 7138E
		Nav Ratan Bhaiya	Non Promoter	NIL	NIL	15000	0.133	AMCP B4642F
		Avantika Prashant Mishra	Non Promoter	NIL	NIL	5000	0.044	BQAPS 9695G
		Soumya Malani HUF	Non Promoter	NIL	NIL	10000	0.088	ABEHS 2905R
		Prem Ratan Bhaiya HUF	Non Promoter	NIL	NIL	5000	0.044	AAOH P1351H
		Shagun Capital Venture	Non Promoter	NIL	NIL	10000	0.089	AEWF S6331Q
		Malav Prakashkumar Shah HUF	Non Promoter	NIL	NIL	3500	0.0310	AAMH M9299 P
		Prakash Arvindbhai Shah HUF	Non Promoter	NIL	NIL	3500	0.031	AALHP 6535L
		SVAR Family Trust	Non Promoter	NIL	NIL	3000	0.027	ABGTS 2950N
		Pinky Akashkumar	Non Promoter	NIL	NIL	5000	0.044	AAGPP 8973K
		Jasraj Bhanwarlal Jain	Non Promoter	NIL	NIL	12500	0.111	AAXPJ 8258Q

		Indu Ramanlal Golecha	Non Promoter	NIL	NIL	12500	0.111	AAAPI 6737L
		Ceramet Consultant Private Limited	Non Promoter	NIL	NIL	5000	0.044	AABC C9036 G
		Abhishek Kothari HUF	Non Promoter	NIL	NIL	5000	0.044	AAKH A6947E
		Vishnupriya Amarnathra chapudi	Non Promoter	NIL	NIL	5000	0.044	AQVP V6199 A
		Sidhhi Highrise LLP	Non Promoter	NIL	NIL	50000	0.443	ADBFS 0791C
10	The change in control, if any, in the company that would occur consequent to the preferential offer	There will be no change in the control of the Company, as a result of the Proposed Investment.						
11	The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of number of securities as well as price	The Company has not made any allotment of any securities on a preferential basis in the financial years 2023-2024 and 2024-2025 (till date).						
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable since the issuance and allotment of the Warrants is being made for cash.						
13	The pre issue and post issue	Please see Annexure A.						

	shareholding pattern of the company	
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**2. Please see below the disclosures required to be made in terms of Rule 14 of the PAS Rules:**

1	Particulars of the offer including date of passing of Board resolution	Please see line item 2 of Paragraph 2 above. The date of passing of the resolution of the Board approving the issuance of the Warrants is July 31, 2024
2	Kinds of securities offered and the price at which security is being offered	Please see line item 2 and 3 of Paragraph 2 above.
3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Please see line items 3 and 4 of Paragraph 2 above.
4	Name and address of valuers who performed Valuation	The price computation in terms of Regulation 164(1) of the ICDR Regulations, and The valuation report in terms of Regulation 166A(1) of the ICDR Regulations has been prepared by RV CA Rashmi Shah with Registration No. IBBI/RV/06/2018/10240
5	Amount which the company intends to raise by way of such securities	The aggregate amount intended to be raised pursuant to the Proposed issue of warrants is Rs. 96,88,00,000/- (Rupees Ninety Six Crores Eight Eight Lakhs only).
6	Material terms of raising such securities	<p>1. Each Warrant is convertible in to 1 (one) equity share of face value Rs. 10/- (Rupees Ten only) (“Additional Equity Share”), in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of the Warrants as per the ICDR Regulations by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised.</p> <p>2. The Warrants by themselves, until exercise of the conversion option and allotment of Additional Equity Shares, do not give the Proposed Subscriber any rights akin to that of shareholder(s) of the Company including voting rights.</p> <p>3. An amount equivalent to 25% (twenty -five percent) of the price of each Warrant, calculated as of the</p>



		<p>“Relevant Date” shall be payable for such Warrant on or before the date of allotment of such Warrant (the “Upfront Warrant Payment”) and the balance 75% (seventy -five percent) of the price of each Warrant shall be paid on the exercise of the Warrant(s).</p> <p>4. In the event that the Proposed Subscriber does not exercise the Warrants within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the Upfront Warrant Payment on such Warrants shall stand forfeited by the Company.</p>
7	Proposed time schedule	In accordance with applicable law, the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of their issue and allotment; and if the option to be issued Additional Equity Shares by converting the Warrants is not exercised in accordance with its terms during such tenure, then the Warrants shall lapse and the consideration paid in respect of such Warrants shall stand forfeited, and the Proposed Subscriber shall have no claim in respect of such consideration.
8	Purposes or objects of offer	Please see line item 1 of Paragraph 2 above
9	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	The Warrants are being offered to Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria and Mrs. Manju Chamaria who belongs to the category of Promoters & Promoter Group of the Company. They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue.
10	Principal terms of assets charged as securities:	Not Applicable

**3. Disclosures required to be made in terms of Regulation 163(1) of the ICDR Regulations are given below:**

<b>Sl No</b>	<b>Requirement</b>	<b>Disclosure</b>																
1	Objects of the issue	Please see line item 1 of Paragraph 2 above.																
2	Maximum number of specified securities to be issued	Please see line item 2 of Paragraph 2 above.																
3	Intent of the promoters, director or key managerial personnel of the issuer to subscribe to the offer	Please see line item 7 of Paragraph 2 above.																
4	Shareholding pattern of the issuer before and after the preferential issue	Please see Annexure A.																
5	Time frame within which the preferential issue will be completed	Please see line item 8 of Paragraph 2 above.																
6	The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees	<table border="1"> <thead> <tr> <th><b>Proposed Allottees</b></th> <th><b>Names of ultimate beneficial owners of proposed allottee(s) Share Warrants</b></th> </tr> </thead> <tbody> <tr> <td>Girdhari Lal Chamaria</td> <td>NA</td> </tr> <tr> <td>Manju Chamaria</td> <td>NA</td> </tr> <tr> <td>Anshul Chamaria</td> <td>NA</td> </tr> <tr> <td>Nakshatra Stressed Assets Fund Scheme I</td> <td>Ajay Agarwal Samir Bakhre Piyush Agarwal Nidhi Agarwal</td> </tr> <tr> <td>Mahesh Agarwal</td> <td>NA</td> </tr> <tr> <td>Nidhi Nathany</td> <td>NA</td> </tr> <tr> <td>Chitra Nathany</td> <td>NA</td> </tr> </tbody> </table>	<b>Proposed Allottees</b>	<b>Names of ultimate beneficial owners of proposed allottee(s) Share Warrants</b>	Girdhari Lal Chamaria	NA	Manju Chamaria	NA	Anshul Chamaria	NA	Nakshatra Stressed Assets Fund Scheme I	Ajay Agarwal Samir Bakhre Piyush Agarwal Nidhi Agarwal	Mahesh Agarwal	NA	Nidhi Nathany	NA	Chitra Nathany	NA
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Chitra Nathany	NA																	

		Nitesh Nathany (HUF)	Nitesh Nathany
		Nikhil Nathany (HUF)	Nikhil Nathany
		Jinendra G	NA
		Prakash Chand G HUF	Prakash Chand G
		G Rekha	NA
		Sadhana Bhandari	NA
		Nav Ratan Bhaiya	NA
		Avantika Prashant Mishra	NA
		Soumya Malani HUF	Soumya Malani
		Prem Ratan Bhaiya HUF	Prem Ratan Bhaiya
		Shagun Capital Venture	Shankesh Vijaykumar Manav Vijaykumar
		Malav Prakashkumar Shah HUF	Malav Prakashkumar Shah
		Prakash Arvindbhai Shah HUF	Prakash Arvindbhai Shah
		SVAR Family Trust	Swapnil Shah Anar Shah Hemant Ishwarlal Modi
		Pinky Akashkumar	NA
		Jasraj Bhanwarlal Jain	NA
		Indu Ramanlal Golecha	NA
		Ceramet Consultant Private Limited	Aniket Gore
		Abhishek Kothari HUF	Abhishek Kothari
		Vishnupriya Amarnathrachapudi	NA
		Sidhhi Highrise LLP	Rajendra Bhutra Anju Devi Bhutra
7	The percentage of post preferential issue capital that may be held by the allottee(s) and the change in control, if any, in the issuer consequent to the preferential issue.	Please see line items 9 and 10 of Paragraph 2 above.	

8	The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	Sl No	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
				Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
		1	Girdhari Lal Chamaria	Promoter	Promoter
		2	Manju Chamaria	Promoter	Promoter
		3	Anshul Chamaria	Promoter	Promoter
		4	Nakshatra Stressed Assets Fund Scheme I	NA	Non Promoter
		5	Mahesh Agarwal	NA	Non Promoter
		6	Nidhi Nathany	NA	Non Promoter
		7	Chitra Nathany	NA	Non Promoter
		8	Nitesh Nathany (HUF)	NA	Non Promoter
		9	Nikhil Nathany (HUF)	NA	Non Promoter
		10	Jinendra G	NA	Non Promoter
		11	Prakash Chand G HUF	NA	Non Promoter
		12	G Rekha	NA	Non Promoter
		13	Sadhana Bhandari	NA	Non Promoter
		14	Nav Ratan Bhaiya	NA	Non Promoter
		15	Avantika Prashant Mishra	NA	Non Promoter
		16	Soumya Malani HUF	NA	Non Promoter
17	Prem Ratan Bhaiya HUF	NA	Non Promoter		

		18	Shagun Capital Venture	NA	Non Promoter
		19	Malav Prakashkumar Shah HUF	NA	Non Promoter
		20	Prakash Arvindbhai Shah HUF	NA	Non Promoter
		21	SVAR Family Trust	NA	Non Promoter
		22	Pinky Akashkumar	NA	Non Promoter
		23	Jasraj Bhanwarlal Jain	NA	Non Promoter
		24	Indu Ramanlal Golecha	NA	Non Promoter
		25	Ceramet Consultant Private Limited	NA	Non Promoter
		26	Abhishek Kothari HUF	NA	Non Promoter
		27	Vishnupriya Amarnathrachapudi	NA	Non Promoter
		28	Sidhhi Highrise LLP	NA	Non Promoter

4. Neither the Company nor any Promoter or any member of the Promoter Group of the Company appears in the list of willful defaulters categorized by any bank or financial institution or consortium thereof, and therefore, the Company is not required to submit the disclosures under Schedule VI of the ICDR Regulations.
5. The Warrants are proposed to be issued to the Proposed Subscriber on the terms approved by the Board and are convertible into the Additional Equity Shares i.e., equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, and each such equity share to be issued at a premium of Rs. 1201/- (Rupees Twelve Hundred One only) each.
6. An amount equivalent to 25% (twenty-five percent) of the price of each Warrant, calculated as of the “Relevant Date”, shall be payable for such Warrant on or before the date of allotment of such Warrant and the balance 75% (seventy-five percent) of the price of each Warrant shall be paid at the time of exercise of the Warrants.

7. The Proposed Subscriber shall be entitled to exercise the Warrants in 1 (one) or more tranches, prior to the expiry of 18 (eighteen) months from the date of allotment of the Warrants. If the Warrants are not exercised within such 18 (eighteen) month timeline, the Warrants shall lapse, and the amount paid by the Proposed Subscriber shall stand forfeited by the Company and the Company shall have no liability or obligations to allot any Additional Equity Shares which correspond to the unexercised Warrants or return any part of the Upfront Warrant Payment.
8. **Lock-in Period:** The equity share warrants proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018.

The pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per Regulation 167(6) the ICDR Regulations.

9. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the Listing Agreement with the stock exchange(s) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
10. The Company has obtained the Permanent Account Numbers of the Proposed Subscriber, i.e., the proposed allottees to whom the Warrants are proposed to be allotted.
11. The Company shall make an application to the Stock Exchanges for seeking their in-principle approval for the Proposed Investment.
12. No Promoter of the Company or member of the Promoter Group of the Company including the Proposed Subscribers has sold any equity shares of the Company during the 90 (ninety) trading days period before the "Relevant Date" (i.e., July 24, 2024, being a date that is 30 days prior to the date of this Extra-Ordinary General Meeting of the Company).
13. No Promoter of the Company or member of the Promoter Group of the Company has subscribed to warrants of the Company previously and has failed to exercise them and therefore the Promoters of the Company and the members of the Promoter/Promoter Group of the Company are not ineligible to be issued 'specified securities' on a preferential basis in terms of Regulation 159(2) of the ICDR Regulations.

**14.** The Proposed Subscriber is not a 'qualified institutional buyer'.

**15.** Undertakings:

(a) None of the Promoters of the Company or the members of the Promoter Group of the Company or directors of the Company or proposed allottees are a fugitive economic offender or a willful defaulter or a fraudulent borrower.

(b) The Company shall re-compute the price of the relevant securities to be allotted under this preferential allotment in terms of the provisions of ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations.

(c) As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of ICDR Regulations governing recomputation of price shall not be applicable.

(d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Subscriber.

(e) The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.

**16.** In terms of the Act and the ICDR Regulations, approval of the members of the Company is being sought by way of a Special Resolution for the issuance of Warrants, on a preferential basis by way of a private placement.

**17.** The valuation report obtained in terms of Regulation 166A(1) of the ICDR Regulations issued by RV CA Rashmi Shah with Registration No. IBBI/RV/06/2018/10240 is available to the members of the Company for inspection electronically from the date of circulation of this notice up to the date of the Extra-Ordinary General Meeting. The same is available on the website of the Company at the following link <http://www.amicforgings.com>

**18.** The Company has obtained a certificate dated July 31, 2024 issued by Practicing Company Secretaries, certifying that the Proposed Investment is being made in accordance with the ICDR Regulations, as required under Regulation 163(2) of the ICDR Regulations. This certificate is available to the members of the Company for inspection electronically from the date of circulation of this notice up to the date of the Extra-Ordinary General Meeting. The same is available on the website of the Company at [www.amicforgings.com](http://www.amicforgings.com).

19. Pursuant to the Proposed Investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

The Board hereby recommends the resolution, as set forth in Item No. 2 of this Notice, for approval by the members of the Company by way of a “Special Resolution”.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Girdhari Lal Chamaria, Mr. Anshul Chamaria, and Mrs. Manju Chamaria are concerned or interested in this resolution.

**By order of the Board of Directors**  
For AMIC Forging Limited

Sd/-  
Neha Fatehpuria  
(Company Secretary)  
A46217

**Date: 31/07/2024**

**Place: Kolkata**



## ANNEXURE-A

**PRE & POST SHAREHOLDING**

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of shareholding	No of shares held	% of shareholding
<b>A</b>	<b>Promoters' holding</b>				
<b>1</b>	<b>Indian</b>				
	Individual	6057010	57.7496	<b>6357010</b>	<b>56.3145</b>
	Bodies corporate	-	-	-	-
<b>2</b>	<b>Foreign promoters</b>	-	-	-	-
	<b>Sub-total (A)</b>	<b>6057010</b>	<b>57.7496</b>	<b>6357010</b>	<b>56.3145</b>
<b>B</b>	<b>Public/Non-promoters' holding</b>				
<b>1</b>	<b>Institutional investors</b>				
	Domestic	121000	1.1537	231000	2.0463
	Foreign	86200	0.8219	86200	0.7636
<b>2</b>	<b>Non-institutions</b>				
	Resident Individuals	2651600	25.2812	2876600	25.4828
	Non Resident Indians	40800	0.3890	40800	0.3614
	Bodies Corporate	1375800	13.1173	1430800	12.6749
	Trust (Non Promoter)	0	0	3000	0.02658
	HUF	129200	1.2318	236200	2.0924
	Others	26800	0.2555	26800	0.2374
	<b>Sub-total (B)</b>	<b>4431400</b>	<b>42.2504</b>	<b>4931400</b>	<b>43.6855</b>
	<b>GRAND TOTAL</b>	<b>10488410</b>	<b>100.00</b>	<b>11288410</b>	<b>100.00</b>