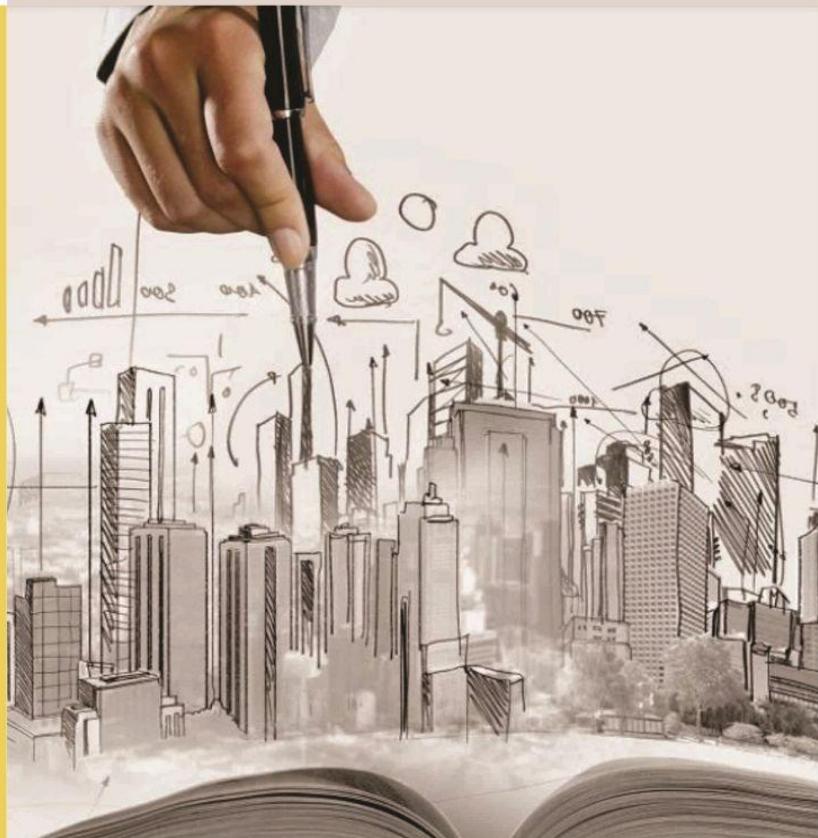


# NOTICE OF EXTRA ORDINARY GENERAL MEETING

## Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode. In accordance with the circulars issued by the Ministry, Companies can now send various notices and documents including annual report, to its shareholders through electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants and in respect of physical holdings with the Company.



## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**Dear Member(s),**

**Notice is hereby given that the First (01st) Extra Ordinary General Meeting (EGM) of the members of CDG Petchem Limited (CIN: L51100TG2011PLC072532) for FY 2025-26 will be held on Wednesday, the 07<sup>th</sup> day of May, 2025 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) at 2.00 P.M at the registered office of the company situated at Plot No 10 &11, MCH No 1-8-304 to 307/, Pattigadda Road– 500003, Hyderabad, TG, to transact the following business:**

### **SPECIAL BUSINESS:**

**1. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 5,00,00,000/- (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh) Equity Shares of face value of ₹ 10.00/- (Rupees Ten Only) each to ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10.00/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

“The Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10.00/- (Rupees Ten Only) each.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies (“ROC”) as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

**2. ISSUANCE OF UPTO 61,58,000 EQUITY SHARES TO PROPOSED PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY ON PREFERENTIAL BASIS:**

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

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”) the listing agreements entered into by the Company with the BSE Limited (“**BSE**”) (“**Stock Exchange**”) on which the Equity Shares of the Company having face value of ₹ 10/- (Rupees Ten Only) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”) and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 61,58,000 (Sixty One Lakh Fifty Eight Thousand) equity shares having face value of ₹ 10/- (Rupees Ten Only) each fully paid-up (“**Equity Shares**”) for cash, at an issue price of ₹ 41/- (Rupees Forty One Only) per share, aggregating upto ₹ 25,24,78,000/- (Rupees Twenty Five Crore Twenty Four Lakh Seventy Eight Thousand Only) (“**Total Issue Size**”) each including a premium of ₹ 31/- (Rupees Thirty One Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis (“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person (“**Proposed Allottees**”):

Sr. No.	Name of Proposed Allottees	Category (Promoter/ Non-Promoter)	No. of Shares to be issued
1.	Jujhar Constructions and Travels Private Limited	Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	49,00,000
2.	Securocrop Securities India Private Limited	Non-Promoter	5,63,000
3.	Sangeeta Pareekh	Non-Promoter	2,63,000
4.	Vivek Sawhney	Non-Promoter	1,00,000
5.	BGP 11 Analytics Private Limited	Non-Promoter	1,00,000

6.	Puja Malik	Non-Promoter	1,00,000
7.	Anisha Malik	Non-Promoter	82,000
8.	Kunal Nandwani	Non-Promoter	20,000
9.	Rupali Nandwani	Non-Promoter	20,000
10.	Pooja Randar	Non-Promoter	10,000
Total			61,58,000

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the '**Relevant Date**' for determination of the issue price of Equity Shares, shall be Monday, April 07, 2025, being the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Wednesday, May 07, 2025.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approval. The allotment of Equity Shares to the proposed promoter is to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally 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 the stock exchanges and regulatory authorities and execution of any

documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**3. ISSUANCE OF UPTO 7,64,500 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROPOSED PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY ON PREFERENTIAL BASIS:**

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 section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “**Act**”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the “**Listing Regulations**”), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”) and/or any other competent authorities (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (“**BSE**”) (“**Stock Exchange**”), RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “**Board**”) of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) convertible warrants (“**Warrants**”), at a price of ₹ 41/- (Rupees Forty One Only) per warrant, aggregating upto ₹ 3,13,44,500/- (Rupees Three Crore Thirteen Lakh Forty Four Thousand Five Hundred Only) (“**Total Issue Size**”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹ 10/- (Rupees Ten Only), each at a premium of ₹ 31/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (“**Warrant Holder**”/ “**Proposed Allotees**”) belonging to proposed promoter and non-promoter category of the Company on a preferential basis (“**Preferential Issue**”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of Proposed Allotees	Category (Promoter/ Non-Promoter)	Maximum number of Convertible Warrants proposed to be allotted
1.	Jujhar Constructions and Travels Private Limited	Proposed Promoter	5,64,500
		Post Open Offer under Takeover Regulations: Promoter	
2.	Vivek Sawhney	Non-Promoter	2,00,000
		Total	7,64,500

**RESOLVED FURTHER THAT** in accordance with regulation 161 of the SEBI ICDR Regulations, the Relevant Date for the purpose of calculating floor price of the Equity Shares to be issued upon conversion/exercise of right attached to the Warrants is Monday, April 07, 2025, being the date that is 30 (Thirty) days prior to the date of shareholders meeting i.e. Wednesday, May 07, 2025.

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution 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 or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals. The allotment of said warrants to the proposed promoter is to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised 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 existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- ii. A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- iii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

- iv. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- v. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- vi. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- vii. The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder 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 SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**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 allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the concerned Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and 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 Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

**4. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) 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 the provisions of sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with the Companies (Incorporation) Rules, 2014 and other applicable rules and regulations made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company by replacing the existing sub-clauses 1 to 7 with new sub-clauses 1 to 2 as under:

1. To carry on the business of logistics, car carriers, transporters and carriers of goods, passengers, merchandise, commodities and luggage of all kinds and descriptions in any part of India and/or abroad, on land, rail or road or by any means of conveyance whatsoever, in its own name or as an agent.
2. To carry on the business of transport of goods, animal or passengers from place to place either by air or by land or sea partly through sea and partly by land or air whether in aeroplanes, motor vehicles cycles, cars. ships, biplanas or any other manner whatsoever and to carry on all or any of the following businesses. i.e. general carriers, transporters, bus railway and forwarding agents, warehousemen, storekeepers, bonded carmen and common carmen and any other business, manufacture or trade which can conveniently be carried on in connection with the above.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolutions as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the board to secure any further consent or approval of the members of the Company.

**5. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION.**

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

**“RESOLVED THAT**, in supersession of earlier resolutions passed by the Company, if any, pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Memorandum of

Association of the Company be substituted with the new Memorandum of Association to make them in line with the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

#### **6. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.**

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

**“RESOLVED THAT**, in supersession of earlier resolutions passed by the Company, if any, pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the existing Articles of Association of the Company be substituted with the new Articles of Association to make them in line with the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

**By order of Board of Directors  
For CDG Petchem Limited**

**Sd/-**

**Manoj Kumar Dugar  
Managing Director  
DIN 00352733**

**Place: Hyderabad  
Date: 08-04-2025**

**NOTES:**

1. Pursuant to the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated 28 December, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (Collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and Circular no. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 Circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and in Compliance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of your Company is being convened and conducted through VC/ OAVM.
2. As per the Companies Act, 2013, members entitled to attend and vote at the EGM are entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since the EGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the 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. Similarly, as this EGM is being held through VC, the route map is not annexed to this Notice.
3. Corporate members may authorize their representatives for casting the votes using remote e- voting facility or for participation and voting in the EGM using VC. Institutional Investors are encouraged to attend and vote at the EGM through VC. Institutional Investors, who are members of the Company and corporate members intending to attend the EGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation /Power of Attorney to the Scrutinizer by e- mail at [corporate@dugargroup.net](mailto:corporate@dugargroup.net).
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Revised Secretarial Standards - 2 w.e.f. 1st April, 2024 issued by the ICSI, 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
5. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 5, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instructions for attending EGM through VC/ OAVM is annexed to the Notice as **Annexure-A**
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 , January 13, 2021 May 5, 2022, September 25,2023 and September 19, 2024, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For the purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as

the e-voting system on the date of the EGM will be provided by CDSL. The detailed instruction for remote E-Voting and E-Voting at EGM is annexed to the Notice as **Annexure-A**. The participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.

7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business specified above is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SS-2 i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking reappointment is annexed to the Notice as "**Annexure-B**".
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.procurepoint.in](http://www.procurepoint.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
11. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
12. In view of ther and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. CIL Securities Limited, Hyderabad having their address at 214 Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
13. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
14. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at [rta@cilsecurities.com](mailto:rta@cilsecurities.com) or [corporate@dugargroup.net](mailto:corporate@dugargroup.net) for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.

15. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, CIL Securities Limited either by email to <a href="mailto:rta@cilssecurities.com">rta@cilssecurities.com</a> or by post to CIL Securities Limited, 214, RaghavaRatna Towers, Chirag Ali Lane, Abids, Hyderabad, Telangana, 500001	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4

16. In case of Joint Holders attending the EGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.

17. Only bonafide members of the Company, whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.

18. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular Ref. No. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.

19. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.

20. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE198N01017.
21. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
22. The notice of Extra-Ordinary General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on 04<sup>th</sup> April, 2025.
23. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Wednesday, 30<sup>th</sup> April, 2025 (cut-off date), are entitled to vote on the resolution set forth in the Notice.
24. The e-voting period will commence on **Sunday, the 04<sup>th</sup> Day of May 2025 (09:00 hrs) and will end on Tuesday, the 6<sup>th</sup> day of May, 2025 (17:00 hrs)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.
25. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-Off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on Cut-Off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
26. The Company has appointed Smt. Durga Bhavani Agarwal and/or Mr. Arun Marepally, partners of M/s. A.S. Ramkumar & Associates, Company Secretaries, to act as Scrutinizer to conduct and scrutinize the electronic voting process (remote as well as at the time of EGM) in a fair and transparent manner.
27. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website [www.procurepoint.in](http://www.procurepoint.in) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to stock exchanges i.e. BSE Limited, where the equity shares of the Company are listed.

## Annexure A

### **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on **Sunday, the 04<sup>th</sup> Day of May 2025 (09:00 hrs) and will end on Tuesday, the 6<sup>th</sup> day of May, 2025 (17:00 hrs)**. 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 30.04.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) 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.

#### **Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode:**

- (i) 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. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting 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 with NSDL Depository	<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 <a href="https://eservices.nsdl.com">URL:https://eservices.nsdl.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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and 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.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdideasDirectReg.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.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with</p>

	NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 and voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</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**

Login type	Helpdesk details
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 toll free no. 1800 22 55 33
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

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode:**

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that the password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [corporate@dugargroup.net](mailto:corporate@dugargroup.net) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

*All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.*

**General Instructions:**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Wednesday, the 30<sup>th</sup> April, 2025.
- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during EGM will make a consolidated scrutinizer's report within 2 working days from conclusion of the meeting and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.procurepoint.in](http://www.procurepoint.in) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- iii. The voting result will be announced by the Chairman, or any other person authorized by him within two working days of the EGM.

**By order of Board of Directors  
For CDG Petchem Limited**

Sd/-

**Manoj Kumar Dugar  
Managing Director  
DIN 00352733**

**Place: Hyderabad**

**Date: 08-04-2025**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 01: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

To meet the requirements of growing business, the Company has come up with a Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹ 5,00,00,000/- (Rupees Five Crore Only) and it is proposed to increase the same by ₹ 5,00,00,000/- (Rupees Five Crore Only) to make it ₹ 10,00,00,000/- (Rupees Ten Crore Only).

Increase in the Authorised Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 1 of the Notice.

The Board recommends the resolution as set out under Item No. 1 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

**ITEM NO. 02: ISSUANCE OF UPTO 61,58,000 EQUITY SHARES TO PROPOSED PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY ON PREFERENTIAL BASIS:**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

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

**a) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors of the Company, in its meeting held on Tuesday, April 08, 2025 subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 61,58,000 (Sixty One Lakh Fifty Eight Thousand) equity shares having face value of ₹ 10/- (Rupees Ten each) per Equity Share, at a price of ₹ 41/- (Rupees Forty One Only) Equity Share including a premium of ₹ 31/- (Rupees Thirty One Only) per Equity Share, aggregating upto ₹ 25,24,78,000/- (Rupees Twenty Five Crore Twenty Four Lakh Seventy Eight Thousand Only) on preferential basis to the proposed allottees as mentioned in resolution no. 2.

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

The Board of Directors in its meeting held on Tuesday, April 08, 2025 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to 61,58,000 (Sixty One Lakh Fifty Eight Thousand) equity shares having face value of ₹ 10/- (Rupees Ten each) per Equity Share, at a price of ₹ 41/- (Rupees Forty One Only) Equity Share including a premium of ₹ 31/- (Rupees Thirty One Only) per Equity Share, aggregating upto ₹ 25,24,78,000/- (Rupees Twenty Five Crore Twenty Four Lakh Seventy Eight Thousand Only) (being not less than the price calculated in terms of ICDR Regulations) to Proposed Promoter and Non-Promoters Investors on a preferential basis.

**c) Purpose/Object of the preferential issue**

The Company will use proceeds of proposed Preferential Issue for funding current /future expansion /plans/ activities of the Company, working capital requirements, acquisition of stake in M/s. Jujhar Logistic and Travels Limited and other general corporate purpose.

**d) Maximum number of securities to be issued and price at which securities being offered**

It is proposed to issue and allot in aggregate up to 61,58,000 fully paid-up equity shares having face value of ₹ 10/- (Rupees Ten) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹ 40.44/- (Rupees Forty and Forty Four Paise only).

**e) Name and address of valuer who performed valuation;**

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018

**f) The price or price band at/within which the allotment is proposed;**

It is proposed to issue and allot in aggregate up to 61,58,000 fully paid-up equity shares having face value of ₹ 10/- (Rupees Ten) each at a price of ₹ 41/- (Rupees Forty One Only) Equity Share including a premium of ₹ 31/- (Rupees Thirty One Only) per Equity Share.

**g) Basis on which the price has been arrived at along with report of the registered valuer**

The equity shares of the Company are listed on BSE Limited (“BSE”) and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Equity Shares shall be issued not less than higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 38.52/- per Equity shares;  
or
- b. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 33.95/- per Equity shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and don't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares proposed to be allotted should be higher of the following parameters:

- I. Price is determined as per the provisions of Regulation 164 of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹ 38.52/- per Equity Shares.  
or
- II. Price determined as per provisions of Regulation 166A of the SEBI ICDR Regulations which is ₹ 40.44/- per Equity Shares.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 40.44/- per equity shares. The issue price is ₹ 41/- (Rupees Forty-One Only) per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of the General Meeting and uploaded on the website of the Company. The aforesaid valuation report is available on the website of the Company at [www.procurepoint.in](http://www.procurepoint.in)

**h) Relevant Date**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, April 07, 2025, i.e., the date 30 (Thirty days prior to the date of proposed EGM which is scheduled to be held on Wednesday, May 07, 2025 to consider and approve the proposed Preferential Issue.

**i) The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (j) below.

**j) 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, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of equity share to be issued	Post- Issue Shareholding	equity (Post SPA and Preferential allotment) #
				No. of Shares	% of holding		No. of Shares	% of holding*
1.	Jujhar Constructions and Travels Private Limited	Currently: Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Gurdeep Singh	Nil	Nil	49,00,000	73,75,552**	73.76%
2.	Securocrop Securities India Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	5,63,000	5,63,000	5.63%
3.	Sangeeta Pareekh	Non-Promoter	Not Applicable	Nil	Nil	2,63,000	2,63,000	2.63%
4.	Vivek Sawhney	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	3,00,000	3.00%
5.	BGP 11 Analytics Private Limited	Non-Promoter	Dinesh Pareekh	Nil	Nil	1,00,000	1,00,000	1.00%
6.	Puja Malik	Non-Promoter	Not Applicable	Nil	Nil	1,00,000	1,00,000	1.00%
7.	Anisha Malik	Non-Promoter	Not Applicable	Nil	Nil	82,000	82,000	0.82%
8.	Kunal Nandwani	Non-Promoter	Not Applicable	Nil	Nil	20,000	20,000	0.20%
9.	Rupali Nandwani	Non-Promoter	Not Applicable	Nil	Nil	20,000	20,000	0.20%

10.	Pooja Randar	Non-Promoter	Not Applicable	Nil	Nil	10,000	10,000	0.10%
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# The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:

- i. 61,58,000 (Sixty One Lakh Fifty Eight Thousand) equity shares through preferential issue to the Proposed Promoter and Non-Promoter as mentioned under Item no 2.
- ii. 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) warrants issued to the Proposed Promoter and Non-Promoter as mentioned under Item no 3 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.

\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (Equity + Warrant) i.e. ₹ 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

\*\* These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated April 08, 2025.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, M/s. Jujhar Constructions and Travels Private Limited (the proposed allottee), shall acquire and exercise control in the Company.

**k) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer**

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

The proposed preferential allotment is to be made to M/s. Jujhar Constructions and Travels Private Limited, who presently belongs to 'Non-Promoter' category. However, post the completion of the Preferential Issue and the Open Offer as detailed below, it shall be classified into 'Promoter' category of the Company.

Further the Company was informed that Mr. Manoj Kumar Dugar, Mr. Rajesh Chandanmal Dugar, Mrs. Tara Devi Dugar, Mrs. Renu Dugar, Mrs. Renu Dugar, Mr. Chirag Dugar and Mr. Divay Dugar ("Current Promoters") had entered into Share Purchase Agreement ("SPA") on April 08, 2025, to sell 19,11,052 Equity Shares representing 62.10% of the present paid up equity share capital of the Company to Jujhar Constructions and Travels Private Limited [one of the proposed allottees, referred to as "Acquirer"]. Pursuant to the SPA and the proposed preferential allotment, the Acquirer has triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Post the completion of the Preferential Issue and the Open Offer, M/s. Jujhar Constructions and Travels Private Limited would be classified into "Promoter" category of the Company.

**I) Time frame within which the Preferential Issue shall be completed**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Equity Shares to the Proposed Promoter Acquirer will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

**m) Shareholding pattern pre and post preferential issue would be as follows**

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Proposed Promoter' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	Warrants to be allotted	#Post-Issue Shareholding (Post SPA and Preferential allotment)		##Post-Issue Shareholding (Post preferential allotment and completion of open offer)	
		No. of equity shares held	% of Shares			No. of equity shares held	% of Shares	No. of equity shares held	% of Shares*
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>								
A1	Indian Promoter	19,11,052	62.10%	49,00,000	5,64,500	73,75,552	73.76%	99,75,552	99.76%
A2	Foreign Promoter	-	-			-	-	-	-
	<b>Sub Total (A)</b>	<b>19,11,052</b>	<b>62.10%</b>	<b>49,00,000</b>	<b>5,64,500</b>	<b>73,75,552</b>	<b>73.76%</b>	<b>99,75,552</b>	<b>99.76%</b>
<b>B</b>	<b>Public Shareholding</b>								
B1	Institutions	0	0.00%			0	0.00%	24,448	0.24%
B2	Institutions (Domestic)								
	Banks	64,831	2.11%			64,831	0.64%		
B3	Institutions (Foreign)	0	0.00%			0	0.00%		

B4	Central Government/ State Government(s)/ President of India	0	0.00%			0	0.00%		
B5	Non-Institutions	0	0.00%			0	0.00%		
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	6,09,493	19.80%	50,000		6,59,493	6.59%		
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	49,300	1.60%	5,45,000	2,00,000	7,94,300	7.94%		
	Non-Resident Indians (NRIs)	1,154	0.04%			1,154	0.01%		
	Bodies Corporate	4,31,581	14.02%	6,63,000		10,94,581	10.94%		
	Any Other (specify)	10,089	0.33%			10,089	0.10%		
	Sub Total B= B1+B2+B3+B4+B5	11,66,448	37.90%	12,58,000	2,00,000	26,24,448	26.24%	24,448	0.24%
	Total Shareholding (A+B)	30,77,500	100.00%	61,58,000	7,64,500	1,00,00,000	100.00%	1,00,00,000	100.00%

# In the post issue shareholding, M/s. Jujhar Constructions and Travels Private Limited, the proposed allottee, [hereinafter referred to as "Acquirer"] has been included in the promoter category. These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated April 08, 2025.

## Pursuant to the completion of Open Offer, the shares held by the existing promoters namely Mr. Manoj Kumar Dugar, Mr. Rajesh Chandanmal Dugar, Mrs. Tara Devi Dugar, Mrs. Renu Dugar, Mrs. Renu Dugar, Mr. Chirag Dugar and Mr. Divay Dugar will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

\*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

**n) Change in Control, if any, in the Company consequent to the preferential issue**

There shall be a change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoter and Non-Promoter investors.

**o) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year the Company has not made any allotments on a preferential basis till date.

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

Not Applicable

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

Not applicable.

**q) Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**r) Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

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

Sl. No.	Name of Allottee	Current Status	Post Status
1	Jujhar Constructions and Travels Private Limited	Currently: Non-Promoter Post Open Offer: Promoter	Promoter
2	Securopack Securities India Private Limited	Non-Promoter	Non-Promoter
3	Sangeeta Pareekh	Non-Promoter	Non-Promoter
4	Vivek Sawhney	Non-Promoter	Non-Promoter
5	BGP 11 Analytics Private Limited	Non-Promoter	Non-Promoter
6	Puja Malik	Non-Promoter	Non-Promoter
7	Anisha Malik	Non-Promoter	Non-Promoter

8	Kunal Nandwani	Non-Promoter	Non-Promoter
9	Rupali Nandwani	Non-Promoter	Non-Promoter
10	Pooja Randar	Non-Promoter	Non-Promoter

t) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Percentage of post preferential issue*
1.	Jujhar Constructions and Travels Private Limited	73.76%
2.	Securocrop Securities India Private Limited	5.63%
3.	Sangeeta Pareekh	2.63%
4.	Vivek Sawhney	3.00%
5.	BGP 11 Analytics Private Limited	1.00%
6.	Puja Malik	1.00%
7.	Anisha Malik	0.82%
8.	Kunal Nandwani	0.20%
9.	Rupali Nandwani	0.20%
10.	Pooja Randar	0.10%

\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (Equity + Warrant) i.e. ₹ 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares, Warrants and successful completion of the open offer, M/s. Jujhar Constructions and Travels Private Limited (the proposed allottee), shall acquire and exercise control in the Company.

u) Amount which the company intends to raise by way of such securities

Aggregating up to ₹ 25,24,78,000/- (Rupees Twenty Five Crore Twenty Four Lakh Seventy Eight Thousand Only).

v) Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.procurepoint.in](http://www.procurepoint.in)

w) **Other Disclosures/ Undertaking**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

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 of Directors recommends the passing of the resolution as set out in Item No. 2 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Item No. 03:**

**ISSUANCE OF UPTO 7,64,500 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROPOSED PROMOTER AND NON-PROMOTER CATEGORY OF THE COMPANY ON PREFERENTIAL BASIS:**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

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

**a) Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board at their meeting held on Tuesday, April 08, 2025 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, upto 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) convertible warrants (“Warrants”), at a price of ₹ 41/- (Rupees Forty One Only) per warrant, aggregating upto ₹ 3,13,44,500/- (Rupees Three Crore Thirteen Lakh Forty Four Thousand Five Hundred Only) (“**Total Issue Size**”), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹ 10/- (Rupees Ten Only), each at a premium of ₹ 31/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below (“**Warrant Holder**”/ “**Proposed Allottees**”) belonging to proposed promoters and non-promoters of the Company on a preferential basis (“**Preferential Issue**”), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws as mentioned in the resolution no. 3.

**b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) convertible warrants into equity shares (“Warrants”), at a price of ₹ 41/- (Rupees Forty One Only) per warrant, aggregating upto ₹ 3,13,44,500/- (Rupees Three Crore Thirteen Lakh Forty Four Thousand Five Hundred Only) (“**Total Issue Size**”) by way of a Preferential Issue.

**c) Purpose/Object of the preferential issue:**

The Company will use proceeds of proposed Preferential Issue for funding current /future expansion /plans/ activities of the Company, working capital requirements, acquisition of stake in M/s. Jujhar Logistic and Travels Limited and other general corporate purpose.

**d) Maximum number of securities to be issued and price at which securities being offered:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) convertible warrants into equity shares (“Warrants”), at a price of ₹ 41/- (Rupees Forty

One Only) per warrant, aggregating upto ₹ 3,13,44,500/- (Rupees Three Crore Thirteen Lakh Forty Four Thousand Five Hundred Only) ("Total Issue Size") by way of a Preferential Issue.

The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹ 41/- (Rupees Forty One only) per Convertible Warrant.

**e) Name and address of valuer who performed valuation;**

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018

**f) The price or price band at/within which the allotment is proposed;**

It is proposed to issue and allot in aggregate up to 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) convertible warrants ("Warrants"), at a price of ₹ 41/- (Rupees Forty One Only) per warrant.

**g) Basis on which the price has been arrived along with report of the registered valuer**

The equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Equity Shares shall be issued not less than higher of the following:

- a. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 38.52/- per Equity shares;  
or
- b. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 33.95/- per Equity shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares proposed to be allotted should be higher of the following parameters:

- I. Price is determined as per the provisions of Regulation 164 of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹ 38.52/- per Equity Shares.  
or
- II. Price determined as per provisions of Regulation 166A of the SEBI ICDR Regulations which is ₹ 40.44/- per Equity Shares.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹ 40.44/- per convertible warrants. The issue price is ₹ 41/- (Rupees Forty-One Only) per convertible warrants which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana -122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of General Meeting and uploaded on the website of the Company. The aforesaid valuation report is available on the website of the Company at [www.procurepoint.in](http://www.procurepoint.in)

**h) Relevant Date:**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, April 07, 2025 i.e. the date 30 (Thirty days prior to the date of proposed AGM which is scheduled to be held on Wednesday, May 07, 2025 to consider and approve the proposed Preferential Issue.

**i) The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (j) below.

**j) 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, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues:**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants to be issued	Post- Issue equity Shareholding (Post Preferential allotment) #	
				No. of Shares	% of holding		No. of Shares	% of holding*
1.	Jujhar Constructions and Travels Private Limited	Proposed Promoter  Post Open Offer under Takeover Regulations: Promoter	Gurdeep Singh	Nil	Nil	5,64,500	73,75,5 52**	73.76%
2.	Vivek Sawhney	Non-Promoter	Not Applicable	Nil	Nil	2,00,000	3,00,00 0	3.00%

# The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, assuming allotment of:

- i. 61,58,000 (Sixty One Lakh Fifty Eight Thousand) equity shares through preferential issue to the Proposed Promoter and Non-Promoter as mentioned under Item no 2.
- ii. 7,64,500 (Seven Lakh Sixty Four Thousand Five Hundred) warrants issued to the Proposed Promoter and Non-Promoter as mentioned under Item no 3 pursuant to this notice are fully converted into equity shares, failing which the percentage will change accordingly.

\*These percentages have been calculated based on post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (Equity + Warrant) i.e. ₹ 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

\*\* These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated April 08, 2025.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and Warrants, M/s. Jujhar Constructions and Travels Private Limited (the proposed allottee), shall acquire and exercise control in the Company.

**Note: The post holding may vary depending upon any other corporate action in between.**

**k) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer:**

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

The proposed preferential allotment is to be made to M/s. Jujhar Constructions and Travels Private Limited, who presently belongs to 'Non-Promoter' category. However, post the completion of the Preferential Issue and the Open Offer as detailed below, they shall be classified into 'Promoter' category of the Company.

Further the Company was informed that Mr. Manoj Kumar Dugar, Mr. Rajesh Chandanmal Dugar, Mrs. Tara Devi Dugar, Mrs. Renu Dugar, Mrs. Renu Dugar, Mr. Chirag Dugar and Mr. Divay Dugar ("Current Promoters") had entered into Share Purchase Agreement ("SPA") on April 08, 2025, to sell 19,11,052 Equity Shares representing 62.10% of the present paid up equity share capital of the Company to Jujhar Constructions and Travels Private Limited [one of the proposed allottees, referred to as "Acquirer"]. Pursuant to the SPA and the proposed preferential allotment, the Acquirer has triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Post the completion of the Preferential Issue and the Open Offer, M/s. Jujhar Constructions and Travels Private Limited would be classified into "Promoter" category of the Company.

**I) Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the preferential issue/allotment of Warrants shall be completed within a maximum period of 15 days from the date of this resolution, provided that where the said allotment is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

In terms of Regulation 170 of the SEBI (ICDR) Regulations, preferential allotment of said Warrants to the Proposed Promoter Acquirer will be completed within a period of 15 (fifteen) days from the last date of Competing offer as per Takeover Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

**m) Shareholding pattern pre and post preferential issue would be as follows:**

The shareholding pattern of the Company before and after the proposed preferential issue and open offer to 'Proposed Promoters' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	Warrants to be allotted	#Post-Issue Shareholding (Post SPA and Preferential allotment)		##Post-Issue Shareholding (Post preferential allotment and completion of open offer)	
		No. of equity shares held	% of Shares			No. of equity shares held	% of Shares	No. of equity shares held	% of Shares*
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>								
A1	Indian Promoter	19,11,052	62.10%	49,00,000	5,64,500	73,75,552	73.76%	99,75,552	99.76%
A2	Foreign Promoter	-	-			-	-	-	-
	<b>Sub Total (A)</b>	<b>19,11,052</b>	<b>62.10%</b>	<b>49,00,000</b>	<b>5,64,500</b>	<b>73,75,552</b>	<b>73.76%</b>	<b>99,75,552</b>	<b>99.76%</b>
<b>B</b>	<b>Public Shareholding</b>								
B1	Institutions	0	0.00 %			0	0.00%		
B2	Institutions (Domestic)								
	Banks	64,831	2.11 %			64,831	0.64%		
B3	Institutions (Foreign)	0	0.00 %			0	0.00%		
B4	Central Government/ State Government(s)/ President of India	0	0.00 %			0	0.00%	24,448	0.24%
B5	Non-Institutions	0	0.00 %			0	0.00%		

	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	6,09,493	19.80%	50,000		6,59,493	6.59%		
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	49,300	1.60%	5,45,000	2,00,000	7,94,300	7.94%		
	Non-Resident Indians (NRIs)	1,154	0.04 %			1,154	0.01%		
	Bodies Corporate	4,31,581	14.02%	6,63,000		10,94,581	10.94%		
	Any Other (specify)	10,089	0.33 %			10,089	0.10%		
	<b>Sub Total B= B1+B2+B3+B4+B5</b>	<b>11,66,448</b>	<b>37.90%</b>	<b>12,58,000</b>	<b>2,00,000</b>	<b>26,24,448</b>	<b>26.24%</b>	<b>24,448</b>	<b>0.24%</b>
	<b>Total Shareholding (A+B)</b>	<b>30,77,500</b>	<b>100.00 %</b>	<b>61,58,000</b>	<b>7,64,500</b>	<b>1,00,00,000</b>	<b>100.00%</b>	<b>1,00,00,000</b>	<b>100.00%</b>

# In the post issue shareholding, M/s. Jujhar Constructions and Travels Private Limited, the proposed allottee, [hereinafter referred to as "Acquirer"] has been included in the promoter category. These include the shares transferred to the Acquirer pursuant to the Share Purchase Agreement dated April 08, 2025.

## Pursuant to the completion of Open Offer, the shares held by the existing promoters, namely Mr. Manoj Kumar Dugar, Mr. Rajesh Chandanmal Dugar, Mrs. Tara Devi Dugar, Mrs. Renu Dugar, Mrs. Renu Dugar, Mr. Chirag Dugar and Mr. Divay Dugar will be reclassified as public in accordance with the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

\*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

**n) Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be a change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares to Proposed Promoter and Non-Promoter investors.

**o) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year the Company has not made any allotments on preferential basis till date.

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

Not Applicable

**p) Principal terms of assets charged as securities:**

Not applicable.

**q) Material terms of raising such securities:**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**r) Lock-In Period & Transferability:**

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

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

Sl. No.	Name of Allottee	Current Status	Post Status
1	Jujhar Constructions and Travels Private Limited	Currently: Non- Promoter Post Open Offer: Promoter	Promoter
2	Vivek Sawhney	Non-Promoter	Non-Promoter

**t) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

S. No.	Name of Proposed Allottees	Percentage of post preferential issue *
1.	Jujhar Constructions and Travels Private Limited	73.76%
2.	Vivek Sawhney	3.00%

\*These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment (Equity + Warrant) i.e. ₹ 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

There will be a change in the control of the Company, since post preferential allotment of Equity Shares, Warrants and successful completion of the open offer, M/s. Jujhar Constructions and Travels Private Limited (the proposed allottee), shall acquire and exercise control in the Company.

**u) 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 allotment of Warrants and the equity shares pursuant to the exercise of the Warrants is made for consideration payable in cash.

**v) Amount which the company intends to raise by way of such securities:**

Aggregating up to ₹ 3,13,44,500/- (Rupees Three Crore Thirteen Lakh Forty Four Thousand Five Hundred Only).

**w) Certificate of Practicing Company Secretary:**

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website [www.procurepoint.in](http://www.procurepoint.in)

**x) Other disclosures/Undertaking:**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any warrants of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

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 of Directors recommends the passing of the resolution as set out in Item No. 3 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the accompanying Notice, except to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Item No. 4:**

**ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY**

The Board has to consider proposals for diversification into areas which would be profitable for the Company as part of diversification Plans from time to time. For this purpose, the Objects Clause of the Memorandum of Association of the Company ('MOA'), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities to enable the Company embarking upon new projects and activities.

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The “Main Object” clause of the MOA of the Company is being amended by substitution of the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company by replacing the existing sub-clauses 1 to 7 with new sub-clauses 1 to 2.

The Board in its meeting held on April 08, 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 04 of the Notice for approval of the Members.

**Item No. 5:**

**ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION**

The Board of Directors of the Company at its meeting held on 08<sup>th</sup> April, 2025 decided that the existing Memorandum of Association ('MOA') is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Memorandum of Association as per the Companies Act, 2013 and that the existing Memorandum of Association of the Company is being replaced with new set of Memorandum of association so as to make it in line with the new Companies Act, 2013.

A copy of the existing Memorandum of Association and a copy of the new Memorandum of association are available for inspection during normal business hours on all working days up to the date of Extra Ordinary General Meeting.

The proposed adoption of Memorandum of Association requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 05 of the Notice for approval of the Members.

**Item No. 6:**

**ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

The Board of Directors of the Company at its meeting held on 08th April, 2025 decided that the existing Articles of Association ('AOA') is based on erstwhile Indian Companies Act, 1956, it would be necessary to adopt new set of Articles of Association as per the Companies Act, 2013 and that the existing Articles of Association of the Company is being replaced with new set of Articles of Association so as to make it in line with the new Companies Act, 2013.

The new set of AOA is based on Table F of the Companies Act, 2013. A copy of the existing Articles of Association and a copy of the new Articles of Association are available for inspection during normal business hours on all working days up to the date of Extra Ordinary General Meeting.

The proposed adoption of new set of Articles requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 06 of the Notice for approval of the Members.

**A Unit of  
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*"Our Journey Continues: Together,  
We Elevate Standards and Achieve Greatness"*

