

### **NOTICE TO THE MEMBERS**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING ("EOGM") FOR SEEKING CONSENT OF MEMBERS OF TARA CHAND INFRALOGISTIC SOLUTIONS LIMITED (FORMERLY KNOWN AS TARA CHAND LOGISTIC SOLUTIONS LIMITED) WILL BE HELD ON SATURDAY 04<sup>TH</sup> MARCH, 2023 AT 11.00 A.M THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:**

#### **SPECIAL BUSINESSES:**

##### **ITEM No. 1:**

**Increase in Authorised Share Capital of the Company from Rs.15,00,00,000/- to Rs.17,00,00,000/-**

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 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) along with applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with enabling provisions of Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the authorised share capital of the company from the existing Rs.15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each to Rs.17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each by the addition there to a sum of Rs. 2,00,00,000 (Rupees Two Crore Only) divided into 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company is altered and/or substituted with the following:

**V. "The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each"**

**RESOLVED FURTHER THAT** the Board of directors of the company be and are hereby severally authorized to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient including the filing of requisite forms that may be required on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the aforesaid resolution and to authorize any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary actions on behalf of the Company in that regard."

**ITEM No. 2:**

**To consider and approve the issue of up to 21,20,000 Fully Convertible Warrants ("Warrants/Convertible Warrants") on a 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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (**"the Act"**) and the enabling provisions of the Memorandum and Articles of Association of the Company, the regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [**"SEBI (ICDR) Regulations"**], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**"SEBI (LODR), Regulations"**] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [**"SEBI (Takeover) Code"**] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (**"GOI"**), Reserve Bank of India (**"RBI"**), the Registrar of Companies (**"the ROC"**), Ministry of Corporate Affairs (**"MCA"**), Securities and Exchange Board of India (**"SEBI"**) and the Stock Exchange where the shares of the Company are listed (**"Stock Exchange"**) and/or any other competent authorities (hereinafter referred to as '**Applicable Regulatory Authorities**') to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called '**the Board**' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 21,20,000 (Twenty One Lakhs Twenty Thousand) Fully Convertible Warrants (**"Warrants/Convertible Warrants"**) into equivalent number of Equity Shares of the Company at an issue price of Rs. 72/- (Rupees Seventy Two Only) having face value Rs. 10/- (Rupees Ten Only) and at premium of Rs. 62/- (Rupees Sixty Two Only) aggregate amounting to Rs. 15,26,40,000/- (Rupees Fifteen Crore Twenty Six Lakh Forty Thousand Only) to the proposed allottees as mentioned below on the preferential basis for cash in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and other

applicable laws in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

Sr. No	Name of the Proposed Allottee	Maximum No. of warrants proposed to be allotted	Category
1	Anju Aggarwal	200,000	Promoter Group
2	Anita Aggarwal	200,000	Promoter Group
3	Ankita Aggarwal	200,000	Promoter Group
4	Rohan V Chaudhary	150,000	Non-Promoter
5	Sanjay Devkinandan Gupta	120,000	Non-Promoter
6	Arnav Aggarwal	100,000	Promoter Group
7	Vimal Kumar Chaudhary	100,000	Non-Promoter
8	Karun International Private Limited	100,000	Non-Promoter
9	Krishang Deo Saraf	100,000	Non-Promoter
10	Himanshu Aggarwal	80,000	Promoter Group
11	Fuji Securities Pvt Ltd	70,000	Non-Promoter
12	Vijayalakshmi Venkataraman	65,000	Non-Promoter
13	Sant Kumar Joshi	60,000	Non-Promoter
14	Lakshya Sen	50,000	Non-Promoter
15	Garima Prashar	40,000	Non-Promoter
16	Dhirendra Kumar Sen	30,000	Non-Promoter
17	Krishan Chandra Singh	20,000	Non-Promoter
18	Chirag Sen	20,000	Non-Promoter
19	Kapil Sain Goel	20,000	Non-Promoter
20	Nitin Rao	20,000	Non-Promoter
21	Manjula Bhaskar Shah	20,000	Non-Promoter
22	Harish Kumar Gupta	20,000	Non-Promoter
23	Manisha Moon	20,000	Non-Promoter
24	Sachin Suryabhan Moon	20,000	Non-Promoter
25	Amit Dinesh Babaria	20,000	Non-Promoter
26	Mita Paresh Shah	15,000	Non-Promoter
27	Deepak Dubey	10,000	Non-Promoter
28	Souhard Kataria	10,000	Non-Promoter
29	Arushi Gupta	10,000	Non-Promoter
30	Sangeeta Gupta	10,000	Non-Promoter
31	Neeru Arora	10,000	Non-Promoter
32	Lokesh Negi	10,000	Non-Promoter
33	Manbir Singh	10,000	Non-Promoter

34	Nandita	10,000	Non-Promoter
35	Shanti Devi	10,000	Non-Promoter
36	Sidharth Sharma	10,000	Non-Promoter
37	Mohammed Hassanuddin	10,000	Non-Promoter
38	Mohammed Imamuddin	10,000	Non-Promoter
39	Rakesh Kumar	10,000	Non-Promoter
40	Viraj N Thakariya	10,000	Non-Promoter
41	Pravin GamanAhire	10,000	Non-Promoter
42	Radhanpurwala Mohammad S	10,000	Non-Promoter
43	Mohit Kumar	10,000	Non-Promoter
44	Naresh Kumar	10,000	Non-Promoter
45	Harish Chandra Singh	10,000	Non-Promoter
46	Raman Deep	10,000	Non-Promoter
47	Singh Dhruvraj Jaigopal	10,000	Non-Promoter
48	Suresh Kumar Yadav	10,000	Non-Promoter
49	Sachin Bhiku Watve	10,000	Non-Promoter
50	Jagmohan Singh Gusain	10,000	Non-Promoter
51	Lokachander K	10,000	Non-Promoter
52	Pedamajji Hari Babu	5,000	Non-Promoter
53	Dendukuri Sai Tejaswini	5,000	Non-Promoter
<b>TOTAL</b>		<b>21,20,000</b>	

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the '**Relevant Date**' for the purpose of determination of the issue price of Fully Convertible Warrants to be issued on a Preferential basis to Promoter Group and certain identified non-promoter persons/entities be and is hereby fixed as **Thursday, February 02, 2023**, being the date 30 days prior to the date of passing of the Special Resolution by Members.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of Fully Convertible Warrants on a preferential basis to Promoter Group and certain identified non promoter persons/entities shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

- b)** Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c)** The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d)** The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e)** The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f)** The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 except to the extent and in the manner permitted there under;
- g)** The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- h)** The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;



- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the recognized stock exchange(s) where the shares of the Company is listed i.e. National Stock Exchange of India Limited ('NSE').

**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 by the warrant holder(s).

**RESOLVED FURTHER THAT** pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

**RESOLVED FURTHER THAT** the Board of the directors of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem

necessary, desirable or expedient to the aforesaid issue including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and appointing attorney(ies) or authorized representative(s) under appropriate Letter(s) of Authority(ies), to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and any other Regulatory or Statutory Authority(ies), 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, 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 authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**ITEM No. 3:**

**Appointment of Mr. Ashok Kumar Goel as Independent Director 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 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule IV to the Companies Act, 2013 and the Company (Appointment and Qualification of Directors) rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), based on the recommendation of Nomination & Remuneration Committee, Consent of Members of the Company be and is hereby accorded for appointment of Mr. Ashok Kumar Goel as an Independent Director of the Company for the period of three years with effect from 10<sup>th</sup> March 2023 to 09<sup>th</sup> March , 2026 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**On behalf of the Board of Directors  
Tara Chand Infralogistic Solutions Limited  
(Formerly Known as Tara Chand logistic Solutions Limited)**

**SD/-**  
**Vinay Kumar**  
**Chairman & Managing Director**  
**DIN: 00151567**  
**Add: C/O: 342 Industrial Area, Phase I,**  
**Chandigarh – 160002**

**Date: 09/02/2023**  
**Place: Chandigarh**

**NOTES:**

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022, 11/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD – 2 / P/ CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), the Extra – Ordinary General Meeting ('EOGM') of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EOGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. ('LIPL') 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, participation in the EOGM through VC/OAVM and the e-voting system on the date of the EOGM will be provided by LIPL.
3. For the convenience of the members and proper conduct of the EOGM, Members can login



and join the EOGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 members on a 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 EOGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 General Circular No. 10/2022, 11/2022 dated December 28, 2022 respectively, as the EOGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this EOGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EOGM, pursuant to Section 113 of the Act, at [cs@tarachandindia.in](mailto:cs@tarachandindia.in).
6. Regulation 36 (1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the MCA Circular No. .14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022, 11/2022 dated December 28, 2022 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/ PoD – 2 / P/ CIR/2023/4 dated January 05, 2023 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Notice of EOGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from M/s. Link Intime India Pvt. Ltd. ("RTA") and whose email address is available with the RTA, the Company or the Depository Participant(s) as on Friday 03<sup>rd</sup> February, 2023.

7. Members may note that, Notice of the EOGM can also be accessed from the website of the Company at <https://tarachandindia.in/> and on websites of the Stock Exchanges i.e. National Stock Exchange of India Limited [www.nseindia.com](http://www.nseindia.com) The EOGM Notice is also disseminated on the website of LIPL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM).
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the EOGM and the relevant details of director seeking appointment as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto. The Board of Directors ("the Board") have considered and decided to include the special businesses in the EOGM as it is unavoidable in nature.
9. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/update of address, details of bank and PAN should be given to their respective Depository Participant.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EOGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the EOGM being held through VC/OAVM.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EOGM. The Members who have cast their vote by remote e-voting prior to the EOGM may also join the EOGM through VC but shall not be entitled to cast their vote again.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), Link In time India Pvt. Ltd. at C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India.
15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Link In time India Pvt. Ltd. /Company to update their Bank Account Details.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to Link In time India Pvt. Ltd.
17. Members who hold shares in dematerialized form are requested to update their Bank Account details with their respective Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or Link In time India Pvt. Ltd cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EOGM and prior to **Saturday, February 25, 2023**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned below.
19. The remote e-voting period will commence at **9:00 a.m. on Wednesday 01<sup>st</sup> March, 2023 and will end at 5:00 p.m. on Friday 03<sup>rd</sup> March, 2023**. In addition, the Members attending the EOGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the EOGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. Members 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@tarachandindia.in](mailto:cs@tarachandindia.in). The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [cs@tarachandindia.in](mailto:cs@tarachandindia.in). These queries will be replied to by the company suitably by email.
21. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [cs@tarachandindia.in](mailto:cs@tarachandindia.in) till the last day of voting.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on **Wednesday, 01<sup>st</sup> March, 2023 at 09:00 A.M. (IST)** and ends on **Friday, 03<sup>rd</sup> March, 2023 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled by LIPL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, 25<sup>th</sup> February,**

**2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, 25<sup>th</sup> February, 2023**.

#### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
  3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:**



Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour/ Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process and manner for attending the Extra - Ordinary General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Extra- Ordinary General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Extra- Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra- Ordinary General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra-Ordinary General Meeting will be eligible to attend/ participate in the Extra-Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175

**Other Instructions:**

1. The voting rights of Members shall be in proportion to their share of the paid-up share capital of the Company as on **Saturday February 25, 2023**.
2. Mr. Anand Mukherjee (Mem. FCS F11804) Partner of M/s. AVS & Associates, Practicing Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting and e-voting system) in a fair and transparent manner.
3. Notice of Extra –Ordinary General Meeting of the Company ('EOGM') available on website of the company at <https://tarachandindia.in/>
4. Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. **Saturday February 25, 2023**, may obtain the login ID and password by sending the request at the email id [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
5. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the EOGM.
6. The facility of E-voting system shall be made available at the EOGM and the members attending the EOGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through E-voting system.
7. A Member can opt for only one mode of voting i.e. either through remote e-voting or by e-voting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
8. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be eligible to cast their vote again in the meeting
9. The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company (<https://tarachandindia.in/>) within two days of passing of resolutions and communication of the same to the National Stock Exchange of India Limited ('NSE').
10. Since, meeting is conveyed through VC/OAVM, the copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to [cs@tarachandindia.in](mailto:cs@tarachandindia.in)



## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1:

The present Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares having a face value of Rs.10/- each.

Considering the increase in fund and working capital requirements due to proposed business expansion plans & growth, the Board of Directors at its meeting held on 02<sup>nd</sup> February, 2023 has came up with Preferential Offer which necessitates increasing in the authorised share capital of the Company. Hence, the Board of Directors proposed to increase the Authorised Share Capital of the Company up to Rs.17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares having a face value of Rs.10/- (Rupees Ten Only) each by making addition of Rs. 2,00,00,000 (Rupees Two Crore Only) divided in to 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) in the Existing Authorised Share Capital of the Company Subject to shareholders approval.

As per the provisions of Section 13 and Section 61 of the Companies Act, 2013 and rules made there under, Article of Association of the Company, in order to Increase the Authorised capital of the Company is required to amend by substitution of words and figures of Clause V of Memorandum of Association of the Company to the extent applicable and such alteration in Memorandum of Association requires Shareholder Approval in form of Ordinary Resolution. Hence, the members are requested to pass the Ordinary Resolution accordingly.

A Copy of the amended Memorandum is open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [cs@tarachandindia.in](mailto:cs@tarachandindia.in) till the last day of voting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the passing of the **Ordinary Resolution**, as set out in **Item no. 1** of this notice.

### ITEM NO. 2:

Tara Chand InfraLogistic Solutions Limited (**'the Company'**) is one of the growing Companies in the InfraLogistic Sector. The Company is undertaking various InfraLogistic projects at a very rapid pace and in order to meet the requirements for said projects the company requires funds for enhancing its current equipment base. Further, the Company also aims to be debt free. Hence, In order to meet above mentioned objectives and enhance working capital requirements, and ensure long term viability and growth of the Company including enhancing competitiveness, it is proposed to issue up to 21,20,000 (Twenty One Lakhs Twenty Thousand Only) Fully Convertible

Warrants ("Warrants/Convertible Warrants") into Equity Shares on a preferential basis to Promoter Group and certain identified non promoter persons/entities for cash at an issue price of Rs. 72/- (Rupees Seventy Two Only) Per Warrant aggregate amounting to Rs. 15,26,40,000/- (Rupees Fifteen Crore Twenty Six Lakhs Forty Thousand Only) Subject to necessary approvals.

In accordance with Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, issue and allotment of upto 21,20,000 (Twenty One Lakhs Twenty Thousand Only) Fully Convertible Warrants ("Warrants/Convertible Warrants") into Equity Shares on preferential basis requires Shareholders Approval.

Hence, The Board recommends the passing of the **Special Resolution**, as set out in **Item no. 2** of this notice.

A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to [cs@tarachandindia.in](mailto:cs@tarachandindia.in) till the last day of voting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of aforesaid Fully Convertible Warrants ("Warrants/Convertible Warrants") into Equity Shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations") are as follows:**

## 2. Objects of the Preferential Issue:

The object of the issue are:

Sr. No.	Particulars	Amount Upto (Rs.)		*Tentative Time Frame for utilization
		In Figures	In words	
1	For Debt Reduction	4,00,00,000	Rupees Four Crores Only	As estimated by our management,
2	For Enhancing	7,00,00,000	Rupees Seven Crores	

	Company's Current Equipment base		Only	the entire proceeds received from the issue would be utilized during FY 2022-23, 2023-24 and 2024-25.
3	For Working Capital Requirements	1,46,40,000	Rupees One Crore Forty Six Lakhs Forty Thousand Only	
4	For General Corporate Purposes	2,80,00,000	Rupees Two Crores Eighty Lakhs Only	
<b>TOTAL</b>		<b>15,26,40,000</b>	<b>Rupees Fifteen Crores Twenty Six Lakhs Forty Thousand Only</b>	

\*Considering 100% conversion of Warrants into Equity Shares within the stipulated time

Till the time the proceeds are not utilised by the Company, it will be kept in the Bank Account of the Company.

**3. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to 21,20,000 (Twenty One Lakhs Twenty Thousand Only ) Fully Convertible Warrants ("Warrants/Convertible Warrants") into Equity Shares on a preferential basis to Promoter Group and certain identified non promoter persons/entities for cash at an issue price of Rs. 72/- (Rupees Seventy Two Only) Per Warrant having face value Rs. 10/- (Rupees Ten Only) and at premium of Rs. 62/- (Rupees Sixty-Two only) Per Warrant aggregate amounting to Rs. 15,26,40,000/- (Rupees Fifteen Crore Twenty Six Lakhs Forty Thousand Only) with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") and resolution for the same has been passed by the Board of Directors in their meeting held on Thursday 02<sup>nd</sup> February, 2023.

**4. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are listed on Stock Exchange viz, National Stock Exchange of India Limited ('NSE') and the Equity Shares of the company were frequently traded on NSE and the same was considered in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of issue price.

As per the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the warrants will be issued at a price of Rs. 72/- (Rupees Seventy Two Only) per warrant which is not less than the higher of the following:

- a) **Rs. 65.71/-** per Share being the 90 Trading days volume weighted average price of the Company's shares quoted on the Stock Exchange (NSE) being the only stock exchange where the shares of the Company is listed preceding the Relevant Date; or
- b) **Rs. 71.67/-** Per Share being the 10 Trading days volume weighted average prices of the Company's shares quoted on the Stock Exchange (NSE) being the only stock exchange where the shares of the Company is listed preceding the Relevant Date.

Whereas the Relevant Date, as per the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Warrants is **Thursday, February 02, 2023.**

**5. Name and Address of Valuer who performed Valuation:** Not Applicable

**6. Amount which the Company intends to raise by way of issue of Equity Shares and/or warrants:**

Upto Rs. 15,26,40,000/- (Rupees Fifteen Crore Twenty Six Lakhs Forty Thousand Only).

**7. Material terms of issue of Warrant:**

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws issued by SEBI or any other statutory authority as applicable from time to time;
- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 except to the extent and in the manner permitted there under;
- g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- h) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of



necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

- m) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Warrant Allottee.

**8. Principal terms of Assets charged as securities: Not Applicable**

**9. Intention/ Contribution of promoters/directors/key managerial personnel to subscribe to the offer:**

Ms. Anju Aggarwal , Ms. Anita Aggarwal, Ms. Ankita Aggarwal ,Mr. Arnav Aggarwal , Members of Promoter Group of the Company and Mr. Himanshu Aggarwal , Chief Financial Officer , Director& Member of Promoter Group have indicated their intention to subscribe to the Fully Convertible Warrants ("Warrants/Convertible Warrants"). Other than the above, none of the Promoters or Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**10. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

Please refer "Annexure – A" to this Notice for details.

**11. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

**12. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue warrants/ equity shares.

**13. No. 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 i.e. from April 01, 2022, no preferential allotment has been made to any person by the Company.

**14. Valuation for consideration other than cash :Not Applicable**

**15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Not Applicable.**

**16. Lock-in:**

Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;

**17. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued after receipt of request for conversion of warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**18. Certificate:**

As required in Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; , a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate of the practising company secretary can also be accessed on the company website on the following link at <https://tarachandindia.in/announcements/>

**19. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**20. Disclosures specified in Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**21. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

Sr. No	Name of the proposed allottee	Current Status (Pre issue Category)	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post allotment of equity exercise of warrants*		Proposed Status (Post issue Category)
1	Anju Aggarwal	Promoter Group	-	16,000	0.12	200,000	216,000	1.37	Promoter Group
2	Anita Aggarwal	Promoter Group	-	0	0.00	200,000	200,000	1.27	Promoter Group
3	Ankita Aggarwal	Promoter Group	-	0	0.00	200,000	200,000	1.27	Promoter Group
4	Rohan V Chaudhary	Non-Promoter	-	0	0.00	150,000	150,000	0.95	Non-Promoter
5	Sanjay	Non-	-	0	0.00	120,000			Non-

	Devkinan dan Gupta	Promoter					120,000	0.76	Promoter
6	Arnav Aggarwal	Promoter Group	-	12,000	0.09	100,000	112,000	0.71	Promoter Group
7	Vimal Kumar Chaudhary	Non-Promoter	-	0	0.00	100,000	100,000	0.63	Non-Promoter
8	Karun International Private Limited	Non-Promoter	Vimal Kumar Chaudhary	0	0.00	100,000	100,000	0.63	Non-Promoter
9	Krishang Deo Saraf	Non-Promoter	-	0	0.00	100,000	100,000	0.63	Non-Promoter
10	Himanshu Aggarwal	Promoter Group	-	1,38,000	1.01	80,000	218,000	1.38	Promoter Group
11	Fuji Securities Pvt Ltd	Non-Promoter	Vimal Kumar Chaudhary	0	0.00	70,000	70,000	0.44	Non-Promoter
12	Vijayalakshmi Venkataraman	Non-Promoter	-	0	0.00	65,000	65,000	0.41	Non-Promoter
13	Sant Kumar Joshi	Non-Promoter	-	0	0.00	60,000	60,000	0.38	Non-Promoter
14	Lakshya Sen	Non-Promoter	-	0	0.00	50,000	50,000	0.32	Non-Promoter
15	Garima Prashar	Non-Promoter	-	0	0.00	40,000	40,000	0.25	Non-Promoter
16	Dhirendra Kumar Sen	Non-Promoter	-	0	0.00	30,000	30,000	0.19	Non-Promoter
17	Krishan Chandra Singh	Non-Promoter	-	14,000	0.10	20,000	34,000	0.22	Non-Promoter

18	Chirag Sen	Non-Promoter	-	0	0.00	20,000	20,000	0.13	Non-Promoter
19	Kapil Sain Goel	Non-Promoter	-	2,000	0.014	20,000	22,000	0.14	Non-Promoter
20	Nitin Rao	Non-Promoter	-	0	0.00	20,000	20,000	0.13	Non-Promoter
21	Manjula Bhaskar Shah	Non-Promoter	-	**6,000	0.04	20,000	26,000	0.16	Non-Promoter
22	Harish Kumar Gupta	Non-Promoter	-	0	0.00	20,000	20,000	0.13	Non-Promoter
23	Manisha Moon	Non-Promoter	-	0	0.00	20,000	20,000	0.13	Non-Promoter
24	Sachin Suryabhan Moon	Non-Promoter	-	0	0.00	20,000	20,000	0.13	Non-Promoter
25	Amit Dinesh Babaria	Non-Promoter	-	0	0.00	20,000	20,000	0.13	Non-Promoter
26	Mita Paresh Shah	Non-Promoter	-	**72,000	0.53	15,000	87,000	0.55	Non-Promoter
27	Deepak Dubey	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
28	Souhard Kataria	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
29	Arushi Gupta	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
30	Sangeeta Gupta	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
31	Neeru Arora	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
32	Lokesh Negi	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
33	Manbir Singh	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
34	Nandita	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
35	Shanti	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter



	Devi								
36	Sidharth Sharma	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
37	Mohammed Hassanudin	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
38	Mohammed Imamuddin	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
39	Rakesh Kumar	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
40	Viraj N Thakariya	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
41	Pravin GamanA hire	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
42	Radhanpurwala Mohammed S	Non-Promoter	-	2,000	0.01	10,000	12,000	0.08	Non-Promoter
43	Mohit Kumar	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
44	Naresh Kumar	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
45	Harish Chandra Singh	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
46	Raman Deep	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
47	Singh Dhruvraj J aigopal	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
48	Suresh Kumar Yadav	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
49	SachinBhiku Watve	Non-Promoter	-	0	0.00	10,000	10,000	0.06	Non-Promoter
50	Jagmoha	Non-	-	0	0.00	10,000			Non-

	n Singh Gusain	Promoter					10,000	0.06	Promoter
51	Lokachan der K	Non- Promoter	-	0	0.00	10,000	10,000	0.06	Non- Promoter
52	Pedamajj i Hari Babu	Non- Promoter	-	0	0.00	5,000	5,000	0.03	Non- Promoter
53	Denduku ri Sai Tejaswini	Non- Promoter	-	0	0.00	5,000	5,000	0.03	Non- Promoter

***\*Post Issue % Holding is calculated on post issue capital of the Company i.e. after allotment of Equity shares pursuant to conversion of Fully convertible Warrants.***

***\*\*The Pre-issue holding w.r.t Proposed Allottees No. 21, 26 i.e. Manjula Bhaskar Shah & Mita Paresh Shah were held jointly with Bhaskar Mohanlal Shah and Paresh Ashok Shah respectively.***

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the passing of the **Special Resolution**, as set out in **Item no. 2** of this notice.

### **ITEM NO. 3:**

Pursuant to Section 149, 150, 152, 160 and Schedule IV of the companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee and Board of Directors, it is hereby proposed to appoint Mr. Ashok Kumar Goel as an Independent Director of the Company with effect from 10<sup>th</sup> March, 2023 for a term of three years in order to have more transparency and good governance in the company. Further, Mr. Ashok Kumar Goel is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Ashok Kumar Goel who is a retired IAS officer of Indian Administrative Service ("IAS") and having vast as Managing Director of Warehousing Corporation and experiences in various other fields such as Geology, Education, etc. which will be beneficial to reach the goal of the Company.

Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the appointment of Mr. Ashok Kumar Goel as a Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 10<sup>th</sup> March, 2023 to 09<sup>th</sup> March, 2026, not liable to retire by rotation.

Except Mr. Ashok Kumar Goel being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The brief profile of Mr. Ashok Kumar Goel in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, have been annexed as Annexure - B to this Notice.

The Board recommends the passing of the **Special Resolution**, as set out in **Item no. 3** of this notice.

**On behalf of the Board of Directors**  
**Tara Chand Infralogistic Solutions Limited**  
**(Formerly Known as Tara Chand logistic Solutions Limited)**

**SD/-**  
**Vinay Kumar**  
**Chairman & Managing Director**  
**DIN: 00151567**  
**Add: C/O: 342 Industrial Area, Phase I,**  
**Chandigarh – 160002**

**Date: 09/02/2023**  
**Place: Chandigarh**

## Annexure 'A'

**The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

Sr. No	Category	Pre-issue shareholding		Post- issue shareholding	
		No. of Equity Shares	% of Share holding	No. of Equity Shares	% Shareholding
<b>A</b>	<b>Promoter and Promoter Group Holding</b>				
1	Indian				
	Individual	10193980	74.71	10973980	69.61%
2	Foreign	0	0	0	0
	<b>SUB TOTAL (A)</b>	<b>10193980</b>	<b>74.71</b>	<b>10973980</b>	<b>69.61%</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
B1	<b>Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
B2	<b>Non - Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
1	Directors and their relatives (excluding independent directors and nominee directors)	12000	0.09	12000	0.08%
2	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1165000	8.54%	1545000	9.80%
3	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1724000	12.63%	2514000	15.95%
4	<b>Others</b>				
	Non-Resident Indians (NRIs)	24000	0.18%	24000	0.15%
	Bodies Corporate	360000	2.64%	530000	3.36%
	Clearing Members	2000	0.01%	2000	0.01%
	HUF	162000	1.19%	162000	1.03%
	LLP	2000	0.01%	2000	0.01%
	<b>SUB TOTAL (B)</b>	<b>3451000</b>	<b>25.29%</b>	<b>4791000</b>	<b>30.39%</b>
<b>C</b>	<b>Non-Promoter – Non Public</b>				
C1	Shares underlying DRs	0	0	0	0
C2	Shares held by Employee Trust	0	0	0	0
	<b>GRAND TOTAL</b>	<b>13644980</b>	<b>100</b>	<b>15764980</b>	<b>100</b>

### Notes:

1. The shareholding as shown in post conversion of equity warrants is calculated assuming full conversion of Equity warrants into Equity Shares of the Company.

- 2. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.**



**‘Annexure B’**

**Details of Director (s) seeking appointment/re-appointment at the Extra- Ordinary general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard – 2.**

Particulars	Details
<b>Name</b>	Mr. Ashok Kumar goel
<b>Age</b>	72 Years
<b>Nature/Experience in functional area</b>	He is an retired IAS officer of Indian Administrative Service (“IAS”) having experience as Managing Director of Warehousing Corporation and experiences in various other fields such as Geology, Education ,etc.
<b>Qualification</b>	B.SC (H) - Geology, M.sc (H) - Geology, Bachelors in Law
<b>Terms and Condition of Appointment &amp; Last Remuneration</b>	3 Years w.e.f 10-03-2023 and at a Sitting Fees Rs.10000/- meeting of the Board or Committee thereof.  Last Remuneration: N.A.
<b>Remuneration sought to be paid</b>	Sitting Fees Rs.10000/- per meeting of the Board Committee thereof
<b>Directorship in other companies including Listed Companies</b>	NIL
<b>Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/ Stakeholders Relationship Committee</b>	NIL
<b>No. of Shares held in the Company</b>	NIL
<b>First Appointment by the Board</b>	10.03.2023
<b>Relationship with other Director, Manager &amp; KMP</b>	NIL
<b>Board Meeting attended</b>	N.A.
<b>Justification for appointment Independent Director</b>	To give a true, fair and independent opinion