



**BATLIBOI LIMITED**

**Registered Office:** Bharat House, 5<sup>th</sup> Floor, 104, B.S. Marg, Fort, Mumbai - 400001

**CIN** L52320MH1941PLC003494

**Tel:**+91 (22) 66378200

**Website:** [www.batliboi.com](http://www.batliboi.com) **E-mail:** [investors@batliboi.com](mailto:investors@batliboi.com)

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**NOTICE OF EXTRAORDINARY GENERAL MEETING.**

Notice is hereby given that an Extra Ordinary General Meeting (“**EGM**”) of the Members of Batliboi Limited will be held on 29<sup>th</sup> day of March, 2024 at 10:00 A.M (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OVAM**”) to transact the following business:

**SPECIAL BUSINESS:**

**Item No. 1:**

**Issue of 57,14,000 (Fifty Seven Lakhs Fourteen Thousand) Equity Shares on preferential basis to persons belonging to Non-Promoters Category**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof ), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof and subject to other applicable Rules/ Regulations/ Guidelines/ Notifications/ Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any statutory or regulatory authorities, as may be required, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”**, which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the 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, on a preferential basis, up to 57,14,000 (Fifty Seven Lakhs Fourteen Thousand) equity shares of face value of INR 5/- (Rupees Five each (**“Equity Shares”**) at a price of Rs. 113.50/- (Rupees One Hundred Thirteen Decimal Five Zero only), per Equity Share aggregating to Rs. 64,85,39,000/- (Rupees Sixty Four Crores Eighty Five Lakhs Thirty Nine Thousand Only), subject to the approval of members of the Company by passing special resolution and such regulatory/ statutory authorities as may be applicable, to the proposed allottee (hereinafter referred to as **“Proposed Allottee”**) as mentioned in the **Annexure-I**, by way of preferential issue, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine.

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

- a) The proposed allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- b) The pre-preferential shareholding of the Proposed Allottee and Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

- c) The Equity Shares to be allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity Shares shall only be made in dematerialized form.
- f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 5/- (Rupees Five Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company

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

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **Relevant Date** for determining the floor price for the Preferential Issue of Equity Shares is **Thursday, February 29, 2024**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("**Relevant Date**") on which this special resolution is proposed to be passed

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for '**in-principle**' approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, 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 (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person 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 Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization 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.

## **Item No. 2:**

### **To appoint Mr. Binoy Parikh (DIN: 10060552) as an Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Binoy Parikh (DIN: 10060552), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 09<sup>th</sup> February, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under

the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 09<sup>th</sup> February, 2024 upto 8<sup>th</sup> February, 2029.

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary of the company be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**Item No. 3:**

**To appoint Mr. Jai Diwanji (DIN: 00910410) as an Independent Director of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Jai Diwanji (DIN: 00910410), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 09<sup>th</sup> February, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 09<sup>th</sup> February, 2024 upto 8<sup>th</sup> February, 2029.

**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or Company Secretary of the company be and is hereby severally authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**For and on behalf of the Board of Directors**

Sd/-

**Pooja Sawant**

Company Secretary & Compliance Officer

A35790

**March 06, 2024**

**Registered Office:**

Bharat House, 5th Floor,  
104, Bombay Samachar Marg,  
Fort, Mumbai - 400 001  
www.batliboi.com

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under this Notice is annexed hereto. The Board of Directors have considered and decided to include aforementioned Items as Special Business as it is in the interest of the Company.
2. In accordance with the Secretarial Standard-2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company i.e. Bharat House 5th Floor 104 B S Marg Fort Mumbai ,400 001, Maharashtra which shall be the venue of the EGM. Since the EGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.

## DECLARATION OF RESULTS

1. The Board of Directors of the Company, appointed M/s. D. S. Momaya & Co LLP, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.
2. The result declared along with the Scrutinizer's Report will be forwarded to BSE Limited of India and shall be simultaneously uploaded on the Company's website i.e [www.batliboi.com](http://www.batliboi.com). and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately

## CDSL e-Voting System – For e-voting and Joining Virtual meetings

1. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being September 25, 2023 (collectively referred to as 'MCA Circulars') and Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 issued by the Securities and Exchange Board of India ('SEBI Circular') 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.
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 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (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.
3. 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 to atleast 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.
4. The attendance of the Members attending the EGM 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, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. 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.batliboi.com](http://www.batliboi.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of 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). In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice will not be sent to the Members.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and subsequent MCA Circulars and SEBI Circulars.
8. Members who have not yet registered their email addresses are requested to register the same with their Depository Participants in case the shares are held by them in dematerialized form and with the Company in case the shares are held by them in physical form.
9. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

#### **THE INTRUCTIONS 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 Tuesday, 26<sup>th</sup> March, 2024 at 9.00 a.m. and ends on Thursday, 28<sup>th</sup> March, 2024 at 5.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 22<sup>nd</sup> March, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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>	<ol style="list-style-type: none"> <li>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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">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 &amp; voting during the meeting.</li> <li>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/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "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 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 &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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>

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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 this 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for Batliboi Limited on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xiii) 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; [investors@batliboi.com](mailto:investors@batliboi.com), 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 atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investors@batliboi.com](mailto:investors@batliboi.com). 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 [investors@batliboi.com](mailto:investors@batliboi.com). 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 .x
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 [investors@batliboi.com](mailto:investors@batliboi.com) / [investorsqry@datamatics bpm.com](mailto:investorsqry@datamatics bpm.com)
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 Compounds, 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.

The Statutory Registers and documents in accordance with the Companies Act, 2013 will be available for inspection in electronic mode.

The result of the voting shall be displayed on the Notice Board of the Company at its Registered Office and Corporate Office. The result along with the Scrutiniser's Report shall also be placed on the website of the Company [www.batliboi.com](http://www.batliboi.com) and of CDSL.

Members may also write to the Company Secretary in case of grievances connected with voting by electronic means at the mail id: [investors@batliboi.com](mailto:investors@batliboi.com).

**By order of Board of Directors**

**Pooja Sawant**

Company Secretary

ACS - 35790

**Place: Mumbai**

**Date: March 06, 2024**

Registered Office:

Bharat House, 5<sup>th</sup> Floor,  
104, Bombay Samachar Marg,  
Fort, Mumbai - 400 001.

[www.batliboi.com](http://www.batliboi.com)

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

### **Item No.1**

Pursuant to Section 102 of the Companies Act, 2013 (**“the Act”**), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated March 29, 2024

The Board of Directors of the Company at their meeting held on March 6, 2024, subject to necessary approvals, has approved issuance of 57,14,000 (Fifty Seven Lakhs Fourteen Thousand) Equity shares of face value of Rs. 5/- (Rupees Five only) each at an issue price of 113.50/- (Rupees One Hundred Thirteen Decimal Five Zero only) per Equity Share as determined by the Board in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as amended, aggregating to Rs. 64,85,39,000/ (Rupees Sixty Four Crores Eighty Five Lakhs Thirty Nine Thousand Only) to the proposed allottees as per Annexure-I (**“Proposed Allottee”**) This Preferential Issue is proposed to be issued to the person belonging to the Non-Promoter Category. The preferential issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Thursday, February 29, 2024.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR, Regulations. The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

**(i) Date of Board Resolution:**

29 February 2024

**(ii) The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of up to 57,14,000 (Fifty Seven Lakhs Fourteen Thousand) Equity shares of face value of Rs. 5/- (Rupees Five only) each (**“Equity Shares”**) to the proposed allottees as per Annexure-I, by way of Preferential Issue on Private Placement basis (**“Preferential Issue”**) in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), as amended, and other applicable laws, at a price of Rs. 113.50/- (Rupees One Hundred Thirteen Decimal Five Zero only) per Equity Share aggregating to Rs. 64,85,39,000/ (Rupees Sixty Four Crores Eighty Five Lakhs Thirty Nine Thousand Only)

**(iii) Schedule of Implementation and Deployment of Funds:**

This preferential issue is for Equity Shares and the issue proceeds for Equity shares shall be received by the Company within a period of 15 days from the date of Shareholder's approval by way of special resolution or In Principle Approval received by the relevant stock exchange, where the shares of the Company are listed, in terms of Chapter V of the SEBI ICDR Regulations.

**(iv) Objects of the Preferential Issue:**

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company, providing access to long-term resources for its growth needs and general corporate purposes. The Company will use the proceeds to repay debt obligations and fulfill capital requirements for purposes such as capital expenditures and working capital, thereby enhancing the Company's business. Any other purpose shall be decided and approved by the Board.

**(v) Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **Relevant Date** for determining the floor price for the Preferential Issue of Equity Shares is **Thursday, February 29, 2024**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (**“Relevant Date”**) on which this special resolution is proposed to be passed.

**(vi) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:**

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of the securities 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.

**(vii) Shareholding Pattern of the Company before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

S I . No	Category	Pre-Preferential Issue Shareholding (as on 31st December, 2023)		Post-Preferential Issue Shareholding (Proposed)	
		No of Shares	%	No of Shares	%
<b>(A)</b>	<b>Promoter's Shareholding</b>				
<b>(I)</b>	<b>Individuals/ Hindu Undivided Family</b>				
	Mr. Nirmal Pratap Bhogilal	1,17,29,713	40.38%	1,17,29,713	33.74 %
	Ms. Sheela Bhogilal	8,41,022	2.90%	8,41,022	2.42 %
	Mr. Kabir Bhogilal	4,54,176	1.56%	4,54,176	1.31 %
	Ms. Maya Bhogilal	18,296	0.06%	18,296	0.05 %
	Mr. Dharini B. Anand	2,680	0.01%	2,680	0.01 %
	Ms. Chitra Ashokumar	2,680	0.01%	2,680	0.01 %
	Ms. Farah Bhogilal	2,000	0.01%	2,000	0.01 %
	Mr. Darshana Bhogilal Gupta	1,000	0.00%	1,000	0.00 %
	<b>Total (I)</b>	<b>1,30,51,567</b>	<b>44.93%</b>	<b>1,30,51,567</b>	<b>37.55%</b>
<b>(II)</b>	<b>Bodies Corporate</b>				
	Nirbhag Investments Pvt Ltd	6,18,200	2.13%	6,18,200	1.78%
	Pramaya Shares and Securities Pvt Ltd	6,00,000	2.07%	6,00,000	1.73%
	Bhagmal Investments Pvt Ltd	2,40,800	0.83%	2,40,800	0.69%
	<b>Total (II)</b>	<b>14,59,000</b>	<b>5.03%</b>	<b>14,59,000</b>	<b>4.20%</b>
<b>(III)</b>	<b>Any Others</b>				
	Bhogilal Family Trust	70,00,000	24.1%	70,00,000	20.14%
	<b>Total (III)</b>	<b>70,00,000</b>	<b>24.1%</b>	<b>70,00,000</b>	<b>20.14%</b>
	<b>Total (A)</b>	<b>2,15,10,567</b>	<b>74.06%</b>	<b>2,15,10,567</b>	<b>61.88%</b>
<b>(B)</b>	<b>Public Shareholding</b>				
<b>(I)</b>	<b>Institutions</b>				
	Financial Institutions / Banks	800	0.00%	800	0.00%
	<b>Total (I)</b>	<b>800</b>	<b>0.00%</b>	<b>800</b>	<b>0.00%</b>
<b>(II)</b>	<b>Non-institutions #</b>				
	Bodies Corporate	7,42,172	2.56%	33,92,172	9.76%
	Public	56,33,066	19.39%	68,85,566	19.81%
	<b>Total (II)</b>	<b>63,75,238</b>	<b>21.95%</b>	<b>1,02,77,738</b>	<b>29.57%</b>
<b>(III)</b>	<b>Any Others</b>				
	NRI	8,93,884	3.08%	8,93,884	2.57%
	HUF	26,38,55	0.91%	13,26,355	3.82%
	Unclaimed Account	40	0.00%	40	0.00%
	Relatives of promoters	1,500	0.00%	1,500	0.00%
	LLP	-	-	4,74,000	1.36%
	Firms	-	-	1,75,000	0.50%
	Others	-	-	1,00,000	0.29%
<b>Total (III)</b>	<b>11,59,279</b>	<b>4.00%</b>	<b>29,70,779</b>	<b>8.55%</b>	
	<b>Total (B)</b>	<b>75,35,317</b>	<b>25.94 %</b>	<b>1,32,49,317</b>	<b>38.12%</b>
	<b>Total (A)+(B)</b>	<b>2,90,45,884</b>	<b>100%</b>	<b>3,47,59,884</b>	<b>100%</b>

**Notes:**

- 1) *The pre-issue shareholding pattern is as on 31st December, 2023*
- 2) *Post shareholding structure may change depending upon any other corporate action in between.*

**(viii) Proposed time limit within which the allotment shall be complete:**

In terms of SEBI (ICDR) Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**(ix) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):**

Sl. No	Name of the Proposed Allottee	Category of Holder	Name of the Beneficial Owners
1	Authum Investment And Infrastructure Limited	Non Promoter	Alpana Dangi / Sanjay Dangi
2	Suresh Bhatia HUF	Non Promoter	Suresh Bhatia
3	Rashi Fincorp Ltd	Non Promoter	Vivek Singhania
4	Shree Stockvision Securities Ltd	Non Promoter	Ketan Sheth
5	Nidhi Investments	Non Promoter	Nidhi Kedia
6	Manish Parikh HUF	Non Promoter	Manish Parikh
7	Aamara Ventures LLP	Non Promoter	Mridul Shah
8	Mc Jain Infoservices Private Limited	Non Promoter	Tarun Jain
9	Mangal Keshav Capital Limited	Non Promoter	Paresh Bhagat
10	Dalal & Broacha Stock Broking Pvt Ltd	Non Promoter	Vipul Dalal
11	Antique Global Corporate Services LLP	Non Promoter	Kirti Doshi
12	Augmenta Value Trust - Scheme 1	Non Promoter	Devrutt HimatSingka
13	Vipul Priyakant Dalal	Non Promoter	NA
14	N P. Dalal [ H.U.F ]	Non Promoter	Nailesh Dalal
15	Quant Capital Holding Private Limited	Non Promoter	Sandeep Tandon
16	Maple Leaf Trading And Services Limited	Non Promoter	Vineet Suchanti
17	Anantroop Financial Advisory Services Pvt Ltd	Non Promoter	Sanjay Kothari
18	Sahaj Securities LLP	Non Promoter	Rajiv Doshi
19	Bond street capital pvt ltd	Non Promoter	Mahendra Doshi
20	Manish Goyal	Non Promoter	NA
21	Sanjay Natvarlal Shah	Non Promoter	NA
22	Crosseas Capital Services Pvt Ltd	Non Promoter	Rajesh Baheti
23	Rashmi Rajkumar Karnani	Non Promoter	NA
24	Paulomi Ketan Doshi	Non Promoter	NA
25	Nupur Om Prakash Gandhi	Non Promoter	NA
26	Yogesh Bathia	Non Promoter	NA
27	Ashika Global Finance Pvt Ltd	Non Promoter	Ashika Pawan Jain
28	Kishori Rajesh Shah	Non Promoter	NA
29	Dotch Sales Private Limited	Non Promoter	J P Agarwal
30	Hriday N Dalal HUF	Non Promoter	Hriday Dalal
31	Nilay N Dalal HUF	Non Promoter	Nilay Dalal
32	Rohan Dalal	Non Promoter	NA
33	Vasudev Hemrajani	Non Promoter	NA
34	Kavita Rajesh Gupta	Non Promoter	NA
35	Vijay Devnani	Non Promoter	NA

Sl. No	Name of the Proposed Allottee	Category of Holder	Name of the Beneficial Owners
36	Monica V Zaveri	Non Promoter	NA
37	Deepak Halchand Sanghavi HUF	Non Promoter	Deepak Sanghavi
38	Bachh Raj Nahar	Non Promoter	NA
39	Drashti Parin Shah	Non Promoter	NA
40	Rushi Baheti	Non Promoter	NA
41	Kishor Shah	Non Promoter	NA
42	Bhairamal Gopiram Properties LLP	Non Promoter	Vikash Musaddi Bhavana Musaddi
43	Jayshee Devi Baid	Non Promoter	NA
44	Navratan Kumar Singhi	Non Promoter	NA
45	Vikas Akhil Choraria HUF	Non Promoter	Vikas Choraria

(x) The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential Issue

Sl. No	Name of the Proposed Allottee	Pre Issue Shareholding Structure		Number of equity shares proposed to be allotted	Post Issue Shareholding Structure	
		No of Shares	%		No of Shares	%
1	Authum Investment And Infrastructure Limited	0	0	1250000	1250000	3.60
2	Suresh Bhatia HUF	0	0	540000	540000	1.55
3	Rashi Fincorp Ltd	0	0	225000	225000	0.65
4	Shree Stockvision Securities Ltd	0	0	200000	200000	0.58
5	Nidhi Investments	0	0	175000	175000	0.50
6	Manish Parikh HUF	0	0	250000	250000	0.72
7	Aamara Ventures LLP	20000	0.07	150000	170000	0.48
8	Mc Jain Infoservices Private Limited	0	0	150000	150000	0.43
9	Mangal Keshav Capital Limited	0	0	150000	150000	0.43
10	Dalal & Broacha Stock Broking Pvt Ltd	0	0	125000	125000	0.36
11	Antique Global Corporate Services LLP	0	0	125000	125000	0.36
12	Augmenta Value Trust - Scheme 1	0	0	100000	100000	0.29
13	Vipul Priyakant Dalal	0	0	100000	100000	0.29
14	N P. Dalal [ H.U.F ]	0	0	100000	100000	0.29
15	Quant Capital Holding Private Limited	0	0	100000	100000	0.29
16	Maple Leaf Trading And Services Limited	0	0	100000	100000	0.29
17	Anantroop Financial Advisory Services Pvt Ltd	0	0	100000	100000	0.29
18	Sahaj Securities LLP	0	0	99000	99000	0.28
19	Bond street capital pvt ltd	0	0	75000	75000	0.22
20	Manish Goyal	0	0	75000	75000	0.22
21	Sanjay Natvarlal Shah	0	0	75000	75000	0.22
22	Crosseas Capital Services Pvt Ltd	0	0	75000	75000	0.22
23	Rashmi Rajkumar Karnani	0	0	75000	75000	0.22
24	Paulomi Ketan Doshi	0	0	75000	75000	0.22
25	Nupur Om Prakash Gandhi	0	0	75000	75000	0.22
26	Yogesh Bathia	0	0	75000	75000	0.22

Sl. No	Name of the Proposed Allottee	Pre Issue Shareholding Structure		Number of equity shares proposed to be allotted	Post Issue Shareholding Structure	
		No of Shares	%		No of Shares	%
27	Ashika Global Finance Pvt Ltd	0	0	50000	50000	0.14
28	Kishori Rajesh Shah	0	0	50000	50000	0.14
29	Dotch Sales Private Limited	0	0	50000	50000	0.14
30	Hriday N Dalal HUF	0	0	50000	50000	0.14
31	Nilay N Dalal HUF	0	0	50000	50000	0.14
32	Rohan Dalal	0	0	50000	50000	0.14
33	Vasudev Hemrajani	0	0	50000	50000	0.14
34	Kavita Rajesh Gupta	0	0	50000	50000	0.14
35	Vijay Devnani	0	0	50000	50000	0.14
36	Monica V Zaveri	0	0	50000	50000	0.14
37	Deepak Halchand Sanghavi HUF	0	0	50000	50000	0.14
38	Bachh Raj Nahar	0	0	25000	25000	0.07
39	Drashti Parin Shah	0	0	25000	25000	0.07
40	Rushi Baheti	0	0	25000	25000	0.07
41	Kishor Shah	0	0	25000	25000	0.07
42	Bhairamal Gopiram Properties LLP	11170	0.04	100000	111170	0.31
43	Jayshee Devi Baid	0	0	255000	255000	0.73
44	Navratan Kumar Singhi	0	0	47500	47500	0.14
45	Vikas Akhil Choraria HUF	0	0	22500	22500	0.06

**Note: Post issue shareholding is calculated assuming allotment of maximum 57,14,000 (Fifty Seven Lakhs Fourteen Thousand) of Equity shares of the Company, proposed to be issued under present Preferential Issue.**

**(xi) Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**(xii) Lock-in period:**

- Equity Shares shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee (if any), shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

**(xiii) Issue Price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Thursday, February 29, 2024, for the purpose of computation of the issue price of Equity Shares. The Equity shares of the Company are listed on BSE Limited ("BSE").

In accordance with the provisions of Regulation 164(5) of the SEBI ICDR Regulations for computation of the trading frequency and minimum issue price which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the relevant date. The shares of the Company are frequently traded as per the provisions of SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the price has been determined by the Valuation Report issued by the Independent Registered Valuer through the Valuation Report, issued by CA Harsh Chandrakant Ruparelia, (Registration No.: IBBI/RV/05/2019/11106). The said report is available on the website of the Company at [www.batliboi.com](http://www.batliboi.com)

The Board has approved the issue price for the Preferential Issue of Equity Shares at Rs. 113.50/- (Rupees One Hundred Thirteen Decimal Five Zero only).

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

Not Applicable

**(xv) Undertaking:**

The Company hereby undertakes that:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- The proposed allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

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

Sl. No	Name of the Proposed Allottee	Current Status	Post Status
1	Authum Investment And Infrastructure Limited	Non Promoter	Non Promoter
2	Suresh Bhatia HUF	Non Promoter	Non Promoter
3	Rashi Fincorp Ltd	Non Promoter	Non Promoter
4	Shree Stockvision Securities Ltd	Non Promoter	Non Promoter
5	Nidhi Investments	Non Promoter	Non Promoter
6	Manish Parikh HUF	Non Promoter	Non Promoter
7	Aamara Ventures LLP	Non Promoter	Non Promoter
8	Mc Jain Infoservices Private Limited	Non Promoter	Non Promoter
9	Mangal Keshav Capital Limited	Non Promoter	Non Promoter
10	Dalal & Broacha Stock Broking Pvt Ltd	Non Promoter	Non Promoter
11	Antique Global Corporate Services LLP	Non Promoter	Non Promoter
12	Augmenta Value Trust - Scheme 1	Non Promoter	Non Promoter
13	Vipul Priyakant Dalal	Non Promoter	Non Promoter
14	N P. Dalal [ H.U.F ]	Non Promoter	Non Promoter
15	Quant Capital Holding Private Limited	Non Promoter	Non Promoter
16	Maple Leaf Trading And Services Limited	Non Promoter	Non Promoter
17	Anantroop Financial Advisory Services Pvt Ltd	Non Promoter	Non Promoter
18	Sahaj Securities LLP	Non Promoter	Non Promoter
19	Bond street capital pvt ltd	Non Promoter	Non Promoter



Sl. No	Name of the Proposed Allottee	Current Status	Post Status
20	Manish Goyal	Non Promoter	Non Promoter
21	Sanjay Natvarlal Shah	Non Promoter	Non Promoter
22	Crosseas Capital Services Pvt Ltd	Non Promoter	Non Promoter
23	Rashmi Rajkumar Karnani	Non Promoter	Non Promoter
24	Paulomi Ketan Doshi	Non Promoter	Non Promoter
25	Nupur Om Prakash Gandhi	Non Promoter	Non Promoter
26	Yogesh Bathia	Non Promoter	Non Promoter
27	Ashika Global Finance Pvt Ltd	Non Promoter	Non Promoter
28	Kishori Rajesh Shah	Non Promoter	Non Promoter
29	Dotch Sales Private Limited	Non Promoter	Non Promoter
30	Hriday N Dalal HUF	Non Promoter	Non Promoter
31	Nilay N Dalal HUF	Non Promoter	Non Promoter
32	Rohan Dalal	Non Promoter	Non Promoter
33	Vasudev Hemrajani	Non Promoter	Non Promoter
34	Kavita Rajesh Gupta	Non Promoter	Non Promoter
35	Vijay Devnani	Non Promoter	Non Promoter
36	Monica V Zaveri	Non Promoter	Non Promoter
37	Deepak Halchand Sanghavi HUF	Non Promoter	Non Promoter
38	Bachh Raj Nahar	Non Promoter	Non Promoter
39	Drashti Parin Shah	Non Promoter	Non Promoter
40	Rushi Baheti	Non Promoter	Non Promoter
41	Kishor Shah	Non Promoter	Non Promoter
42	Bhairamal Gopiram Properties LLP	Non Promoter	Non Promoter
43	Jayshee Devi Baid	Non Promoter	Non Promoter
44	Navratan Kumar Singhi	Non Promoter	Non Promoter
45	Vikas Akhil Choraria HUF	Non Promoter	Non Promoter

**(xvii) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:**

None of the Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution

The Board of Directors recommends the resolution as set out in Item No. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the person belonging to the Non-Promoter Category by way of Special Resolution.

**Item No.2**

The Board of Directors at their meeting held on February 9, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Binoy Parikh (DIN: 10060552), as an Additional Independent Director of the Company, with effect from February 9, 2024 for a term of five consecutive years i.e. upto February 8, 2029, under Sections 149, 150 and 152 of the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Binoy Parikh shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Parikh is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has received notice under Section 160 of the Act proposing his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Parikh. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Binoy Parikh on the Board, the Nomination and Remuneration Committee took into consideration his immense experience and expertise in Advisory roles for M & A Transactions, Fund Advisory, Family Settlements and Succession Planning. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Binoy Parikh were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

### **Brief Profile of Mr. Binoy Parikh**

Mr. Binoy Parikh is a Chartered Accountant and LLB. He is an Executive Director of Katalyst Advisors. He has immense experience in Advisory roles for M & A Transactions, Fund Advisory, Family Settlements and Succession Planning and has authored various articles in relation to M & A and Succession Planning.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Annexure to this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection.

Mr. Binoy Parikh, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mr. Parikh's innate knowledge and his vast experience will undoubtedly be beneficial to the Company.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Binoy Parikh as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Members.

### **Item No.3**

The Board of Directors at their meeting held on February 9, 2024, based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Jai Diwanji (DIN: 00910410), as an Additional Independent Director of the Company, with effect from February 9, 2024 for a term of five consecutive years i.e. upto February 8, 2029, under Sections 149, 150 and 152 of the Act and the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mr. Jai Diwanji shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Diwanji is eligible to be appointed as an Independent Director for a term of upto five consecutive years. The Company has received notice under Section 160 of the Act proposing his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Diwanji. In terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

With the belief that creation of a diverse pipeline of succession for the Board Members is vital for creating a robust future for the Company, the Nomination and Remuneration Committee considers candidates having experience and expertise across industries for appointment on the Board. It also deliberates on various factors including current tenure of Directors, skill matrix including skill-gaps, diversity, time-commitment and statutory requirements while considering the appointment of any person on the Board. This ensures smooth transitions in key Board positions.

For appointment of Mr. Jai Diwanji on the Board, the Nomination and Remuneration Committee took into consideration his vast experience and expertise in the knowledge of the Indian legal and regulatory framework. Further, the Nomination and Remuneration Committee also noted that skills, expertise and competencies possessed by Mr. Jai Diwanji were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

### **Brief Profile of Mr. Jai Diwanji**

Mr. Jai Diwanji is a Partner and a senior member of Desai & Diwanji's management team and its corporate / commercial practice. He has been with the firm since 2001. Previously he worked in London with an international law firm headquartered in London and in the U.S. with an international equity brokerage firm.

Mr. Diwanji has consistently advised domestic and international clients including large multinational corporations, Indian business families and groups, private equity funds, venture capital funds and financial institutions on large and complex disputes and transactions across various sectors.

Mr. Diwanji has a detailed knowledge of the Indian legal and regulatory framework and has led multiple teams of legal associates and junior partners in transactions. Additionally, he is also responsible for a host of management and administrative functions at the firm.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided in the Annexure to this Notice. A copy of the draft Letter of Appointment for Independent Directors is available for inspection as per the procedure of inspection.

Mr. Jai Diwanji, being the appointee, is interested in this resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board firmly believes that Mr. Diwanji innate knowledge and his vast experience will undoubtedly be beneficial to the Company.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee considers the appointment of Mr. Jai Diwanji as an Independent Director in the interest of the Company and recommends the Special Resolution for approval of Members.

**ANNEXURE TO ITEM NO. 1 OF THE NOTICE**

**List of Proposed Allottee:**

SR.NO.	NAME OF THE PROPOSED ALLOTTEE	NUMBER OF EQUITY SHARES
	CATEGORY-NON-PROMOTER	
1	AUTHUM INVESTMENT AND INFRASTRUCTURE LIMITED	1250000
2	SURESH BHATIA HUF	540000
3	RASHI FINCORP LTD	225000
4	SHREE STOCKVISION SECURITIES LTD	200000
5	NIDHI INVESTMENTS	175000
6	MANISH PARIKH HUF	250000
7	AAMARA VENTURES LLP	150000
8	MC JAIN INFOSERVICES PRIVATE LIMITED	150000
9	MANGAL KESHAV CAPITAL LIMITED	150000
10	DALAL & BROACHA STOCK BROKING PVT LTD	125000
11	ANTIQUÉ GLOBAL CORPORATE SERVICES LLP	125000
12	AUGMENTA VALUE TRUST - SCHEME 1	100000
13	VIPUL PRIYAKANT DALAL	100000
14	NAILESH DALAL HUF	100000
15	QUANT CAPITAL HOLDING PRIVATE LIMITED	100000
16	MAPLE LEAF TRADING AND SERVICES LIMITED	100000
17	ANANTROOP FINANCIAL ADVISORY SERVICES PVT LTD	100000
18	SAHAJ SECURITIES LLP	99000
19	BOND STREET CAPITAL PVT LTD	75000
20	MANISH GOYAL	75000
21	SANJAY NATWARLAL SHAH	75000
22	CROSSEAS CAPITAL SERVICES PVT LTD	75000
23	RASHMI RAJKUMAR KARNANI	75000
24	PAULOMI KETAN DOSHI	75000
25	NUPUR OM PRAKASH GANDHI	75000
26	YOGESH BATHIA	75000
27	ASHIKA GLOBAL FINANCE PVT LTD	50000
28	KISHORI RAJESH SHAH	50000
29	DOTCH SALES PRIVATE LIMITED	50000
30	HRIDAY N DALAL HUF	50000
31	NILAY N DALAL HUF	50000
32	ROHAN DALAL	50000
33	VASUDEV HEMRAJANI	50000
34	KAVITA RAJESH GUPTA	50000
35	VIJAY DEVNANI	50000
36	MONICA V ZAVERI	50000
37	DEEPAK HALCHAND SANGHAVI HUF	50000
38	BACHH RAJ NAHAR	25000

SR.NO.	NAME OF THE PROPOSED ALLOTTEE	NUMBER OF EQUITY SHARES
	CATEGORY-NON-PROMOTER	
39	DRASHTI PARIN SHAH	25000
40	RUSHI BAHETI	25000
41	KISHOR SHAH	25000
42	BHAIRAMAL GOPIRAM PROPERTIES LLP	100000
43	JAYSHEE DEVI BAID	255000
44	NAVRATAN KUMAR SINGHI	47500
45	VIKAS AKHIL CHORARIA HUF	22500
	TOTAL	5714000

### ANNEXURE TO ITEM NO. 2 & 3 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Binoy Parikh (DIN: 10060552)	Mr. Jai Diwanji (DIN: 00910410)
Date of Birth	12-03-1992	04-02-1973
Age	32 Years	51 Years
Date of first appointment on the Board	09 <sup>th</sup> February, 2024	09 <sup>th</sup> February, 2024
Qualifications	He is a Chartered Accountant and LLB	He is B.A. in Law from Downing College, University of Cambridge, UK.
Expertise in specific functional Area	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Terms and conditions of appointment	Appointment as an Independent Director for a period of 5 consecutive years effective from 09 <sup>th</sup> February, 2024 to 08 <sup>th</sup> February, 2029 (for further details refer the Notice and Explanatory Statement).	Appointment as an Independent Director for a period of 5 consecutive years effective from 09 <sup>th</sup> February, 2024 to 08 <sup>th</sup> February, 2029 (for further details refer the Notice and Explanatory Statement).
Details of remuneration last drawn (FY 2022-23)	Not applicable	Not applicable
Number of Shares held	Nil	Nil
a. Own		
b. For other persons on a beneficial basis		
Number of Board Meetings attended during the year	Not applicable	Not applicable
Resignations from the Listed Companies in the past three years		
List of Directorships held in other Companies*	Sarda Energy & Minerals Limited	Elecon Engineering Company Limited Nesco Limited Kaira Can Company Limited Alembic Pharmaceuticals Limited Onward Technologies Limited

Chairman/Member in the Committee of the Boards of Companies in which he is a Director*	Nil	<p>Elecon Engineering Company Limited Audit Committee – Member Stakeholders Relationship Committee- Chairman</p> <p>Nesco Limited Audit Committee – Member Stakeholders Relationship Committee- Member</p> <p>Kaira Can Company Limited Audit Committee – Member</p> <p>Onward Technologies Limited Audit Committee – Member Stakeholders Relationship Committee- Member</p>
Relationship between Directors inter-se	Not applicable	Not applicable

\*Directorship includes Directorship of other Indian Public Companies and committee memberships includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (Whether Listed or not).

**For and on behalf of the Board of Directors**

Sd/-

**Pooja Sawant**

Company Secretary & Compliance Officer  
A35790

**March 06, 2024**

Registered Office:  
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104, Bombay Samachar Marg,  
Fort, Mumbai - 400 001  
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