SGMA
WIRES \& CABLES
AN ISO 9001:2015 CERTIFIED COMPANY

February 13, 2024
To,
Bombay Stock Exchange Limited
The Corporate
Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Sub: Scrutinizer's Report - Extra-Ordinary General Meeting of the Company held on February 10, 2024
Ref: Scrip Code: 540651, Security Id: JIGAR
Dear Sir/Madam,

The Extra-Ordinary General Meeting (EGM) of Jigar Cables Limited was held on Saturday, February 10, 2024 at 11:00 A.M. at the Registered Office of the Company situated at Plot No. 164/14 \& 15, Jamwadi G.I.D.C., Gondal, Dist: Rajkot - 360 311, Gujarat, (India).

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed the Scrutinizer's Report on the Voting results of the EGM.

Kindly take the same on record.
Thanking you
Yours Faithfully, For, JIGAR CABLES LIMITED

Marvania
Priyanka $\qquad$
Kirtikumar
CS Priyanka K. Marvania
Compliance Officer \& Company Secretary
Membership No.: A58477
Encl: As above.

## JIGAR CABLES LIMITED

CM/ 7505065

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

To,
The Chairman, JIGAR CABLES LIMITED,
Plot No.164/14 \& 15
Jamwadi G.I.D.C, Gondal 360311
Dist: Rajkot, Gujarat (India)

Sub: Consolidated Scrutinizer's Report on voting by Remote E-voting and Ballot Voting conducted at the Extra Ordinary General Meeting ("EGM"\} of JIGAR CABLES LIMITED (The Company") held at the Registered Office of the Company on Saturday, February 10, 2024.
[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

| INFORMATION OF THE COMPANY |  |
| :---: | :---: |
| NAME OF THE COMPANY | JIGAR CABLES LIMITED |
| CORPORATE IDENTIFICTION NO. | L28999GJ2017PLC095651 |
| ADDRESS OF THE COMPANY | Plot No. 164/14 \& 15 Jamwadi G.I.D.C, Gondal-360311, Dist: Rajkot, Gujarat, India |
| ISIN NUMBER | INE943X01015 |
| SCRIP SYMBOL | 540651 |
| E-VOTING START DATE \& TIME | $6^{\text {th }}$ February 2024 (9.00 a.m.) Tuesday |
| E-VOTING END DATE \& TIME | $9^{\text {th }}$ February 2024 ( 5.00 p.m.) Friday |
| DATE OF NOTICE | $9^{\text {th }}$ January, 2024 |
| TOTAL NUMBER OF SHARE HOLDER AS ON RECORD DATE OF VOTING | 176 (One Hundred Seventy Six Only) |
| TOTAL NUMBER OF SHARE HOLDER PHYSICALLY PRESENT AT MEETING | Promoters and Promoters Group 05 <br> Public 09 |
| TOTAL NUMBER OF SHARE hOLDER ATTEND MEETING THROUGH VIDEO CONFERENCING | Promoters and Promoters Group NA <br> Public NA |

Jethva

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

This is with reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on $9^{\text {th }}$ January, 2024 for the purpose of scrutinizing the process of voting through electronic means ("e-voting") and physical voting on the resolutions contained in the notice dated 9th January 2024 ("Notice") issued in accordance with Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 calling the Extra Ordinary General Meeting of its Equity Shareholders ("the Meeting" /"EGM") at the registered office of the company. The EGM was convened on Saturday, 10th February 2024 at 11:00 a.m. IST at registered office of the Company.

| Resolution <br> Number | Type of <br> Resolution | Short details of Resolution |
| :---: | :---: | :--- |
| 1 | Ordinary <br> Resolution | To Increase the authorized share capital of the company from Rs. <br> $8,00,00,000 /-$ - (Rupees Eight Crore only) To Rs. $12,00,00,000 /-$ <br> (Rupees Twelve crore only) |
| 2 | Special <br> Resolution | To Alter the Clause $V$ (i.e. Capital Clause) of the Memorandum of <br> Association of the Company |
| 3 | Special <br> Resolution | To Alter the Clause 17 Issue of Securities in the Article of <br> Association of the Company |
| 4 | Special <br> Resolution | To issue fully convertible warrants on a Preferential Basis |

## We submit our report, as under:

## Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of
(i) The Companies Act, 2013 and Rules made there under; and
(ii) the Listing Agreement with the Stock Exchanges,
(iii) All other allied law and regulation to the extent applicable.

## Responsibility as a scrutinizer

My responsibility, as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions set out in the notice, based on the reports generated from the remote e-voting \& e-voting system provided by National Security Depository Limited (herein after called as "NSDL") the authorized agency engaged by the Company for Electronic voting (E-Voting) and ballot voting conducted at the Extra Ordinary General Meeting.

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

## Other Necessary Information

1. The Company completed dispatch of notice(s), forms/or electronic notice on January 15, 2024 to its Members whose name(s) appeared in the Register of Members / List of beneficial owners as on cut-off date.
2. The Members of the Company holding Equity Shares, as on cut-off date, i.e., Friday February 2, 2024 was entitled to vote on the proposed resolutions as set out in the Notice of Extra Ordinary General Meeting dated January 9, 2024 through Remote E-voting and Physical Voting at Extra Ordinary General Meeting.
3. The Company has provided remote e-voting facility offered by "NSDL" for conducting remote e-voting of the shareholders of the Company. Further I am also duly registered with the "NSDL" as a Scrutinizer.
4. As stated in sub rule 3 of Rule 22 of Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company each in "The Financial Express (English)" and "The Financial Express (Gujarati)" on Thursday, January 18, 2024, informing about the completion of despatch/electronic transmission of notices, to the Members along with other related matters mentioned therein. Further the Corrigendum regarding changes in the Notice as per guidance of the regulatory authority was published by the Company "The Financial Express (English)" and "The Financial Express (Gujarati)" on Tuesday - February 6, 2024
5. I monitored the process of electronic voting through the Scrutinizer's secured link provided by "NSDL" on the designated website.
6. The e-voting period commenced on Tuesday - February 6, 2024 at 9.00 a.m. and ended on Friday - February 9, 2024 at 5.00 p.m.
7. The Company has sent Notice(s) to its members whose name(s) appeared in the Register of Members/ List of beneficial owners received from its Registrar and Transfer agent as on the Cut-off date decided for that matter and whose e-mail IDs were registered with the Company and Depositories, through electronic means and has not dispatched physical notices whose email-id are not registered with the Company or depository. Accordingly, the notice has sent to 142 to members whose email-ids are registered with the Company.

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

8. The Votes were unblocked on $12^{\text {th }}$ February-2024 at approximately 7.14 .p.m., in the presence of two witnesses, Mr. Pravin Solanki residing at Rajkot (Gujarat) India, AND Mr. Nirav Maradiya, residing at Gondal (Gujarat) India, who are not in employment of the Company and who acted as witnesses at the time of downloading of e-voting results, as prescribed in Sub Rule 4(xii) of the said Rule 20.
9. My responsibility as scrutinizer for the remote e-voting and physical voting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the resolutions.
10. Text of the Resolution is annexed herewith as Annexure-A
11. Details of e-voting received are as under;

## IMPORTANT NOTE

1. Some Shareholder are having more than one de-mat Account. It may happen that they have voted through e-voting line from more than one folios. We have provided number of person voted as per list provided to us by concerned authority, without merging more than one de-mat account/ folios of a single person.
2. Mr. Pravinkumar Hardasbhai Shingala was voted as Individual shareholder as well as his capacity as authorized partner of his firm. The vote casted on behalf of firm is also taken in the category of "individual" on base of benpos provided by Registrar and Transfer agent as on cut-off date of voting.

| Jethva | Digitally signed by |
| :---: | :---: |
| Piyush Ratila | Date: 2024 |

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

## RESOLUTION NO.: 1

To Increase the authorized share capital of the company from Rs. 8,00,00,000)- (Rupees Eight Crore only) To Rs. 12,00,00,000/- (Rupees Twelve crore only) and in this regard,

## DETAILS OF TOTAL VOTING

(i) Voting in Favour of Resolution

| No. of Members <br> voted | Mode of Voting | No. of valid votes <br> cast by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $100 \%$ |
| 19 | E-voting | $51,38,000$ |  |

## (ii) Voted against the resolution:

| No. of Members <br> voted | Mode of Voting | No. of valid votes cast <br> by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $0.00 \%$ |
| 0 | E-voting | 0 |  |

## (iii) Invalid votes:

| Number of members <br> whose votes were declared <br> invalid | Mode of Voting | Number of Invalid votes <br> cast by them |
| :---: | :---: | :---: |
| NIL | Ballot Paper | NIL |
| NIL | E-voting | NIL |

## Jethva <br> Digitally signed by Jethva Piyush Ratilal

Piyush Ratilal
Date: 2024.02.12
23:15:41+05'30'

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

## RESOLUTION NO.: 2

To Alter the Clause V (i.e. Capital Clause) of the Memorandum of Association of the Company and in this regard,

## DETAILS OF TOTAL VOTING

(I) Voting in Favour of Resolution

| No. of Members <br> voted | Mode of Voting | No. of valid votes <br> cast by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $\%$ |
| 19 | E-voting | $51,38,000$ |  |

(ii) Voted against the resolution:

| No. of Members <br> voted | Mode of Voting | No. of valid votes cast <br> by them | \% of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $0.00 \%$ |
| 0 | E-voting | 0 |  |

## (iii) Invalid votes:

| Number of members <br> whose votes were declared <br> invalid | Mode of Voting | Number of Invalid votes <br> cast by them |
| :---: | :---: | :---: |
| NIL | Ballot Paper | NIL |
| NIL | E-voting | NIL |

> | Jethva | $\begin{array}{l}\text { Digitally signed by } \\ \text { Jethva Piyush Ratilal }\end{array}$ |
| :--- | :--- |
| Piyush Ratilal | $\begin{array}{l}\text { Date: } 2024.02 .12 \\ 23: 16: 48+05^{\prime} 30^{\prime}\end{array}$ |

806- The Imperia, Opp: Shashtri Maidan, Above Federal Bank, Limda Chowk, Rajkot 360001 (Gujarat) India

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

## RESOLUTION NO.: 3

To Alter the Clause 17 Issue of Securities in the Article of Association of the Company

## DETAILS OF TOTAL VOTING

(I) Voting in Favour of Resolution

| No. of Members <br> voted | Mode of Voting | No. of valid votes <br> cast by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $100 \%$ |
| 19 | E-voting | $51,38,000$ |  |

## (ii) Voted against the resolution:

| No. of Members <br> voted | Mode of Voting | No. of valid votes cast <br> by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $0.00 \%$ |
| 0 | E-voting | 0 |  |

(iii) Invalid votes:

| Number of members <br> whose votes were declared <br> invalid | Mode of Voting | Number of Invalid votes <br> cast by them |
| :---: | :---: | :---: |
| NIL | Ballot Paper | NIL |
| NIL | E-voting | NIL |


| Jethva | Digitally signed by <br> Jethva Piyush Ratilal |
| :--- | :--- |
| Piyush Ratilal |  |
| Date: 2024.02 .12 |  |
| $23: 17: 23+05^{\prime} 30$ |  |

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

## RESOLUTION NO. : 4

To issue fully convertible warrants on a Preferential Basis

## DETAILS OF TOTAL VOTING

(I) Voting in Favour of Resolution

| No. of Members <br> voted | Mode of Voting | No. of valid votes <br> cast by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $100 \%$ |
| 19 | E-voting | $51,38,000$ |  |

## (ii) Voted against the resolution:

| No. of Members <br> voted | Mode of Voting | No. of valid votes cast <br> by them | $\%$ of total no. of <br> valid votes cast |
| :---: | :---: | :---: | :---: |
| 0 | Ballot Paper | 0 | $0.00 \%$ |
| 0 | E-voting | 0 |  |

(iii) Invalid votes:

| Number of members <br> whose votes were declared <br> invalid | Mode of Voting | Number of Invalid votes <br> cast by them |
| :---: | :---: | :---: |
| NIL | Ballot Paper | NIL |
| NIL | E-voting | NIL |

Date: 12/02/2024
Place: Rajkot

Jethva Piyush Ratilal

Digitally signed by Jethva Piyush Ratilal
Date: 2024.02.12 23:20:02
+05'30'
PIYUSH JETHVA
Practising Company Secretary FCS: 6377 C.P. NO. : 5452
UDIN: F006377E003420447
Peer Review Certificate Number: 1333/2021

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

## "ANNEXURE -A " <br> (TEXT OF RESOLUTION)

| Resolution No: 1 | "RESOLVED THAT pursuant to provisions of Section 61(1)(a) read with Companies (Share Capital and Debentures), Rules 2014 and other applicable provisions, if any of the Companies Act, 2013 and Rules made there under (including any statutory modifications or amendments or re-enactment thereof), and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the Memorandum and Article of Association of the company as amended from time to time, the Authorized Share Capital of the company be and is hereby increased FROM Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into $80,00,000$ (Eighty Lakh) Equity Shares of Re. 10/- (Rupees Ten Only) each TO 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000/- (One Crore Twenty Lakh) Equity Shares of Re. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing Equity Share of the Company." <br> "RESOLVED FURTHER THAT the Board of Directors of the Company or any committee of the Board, be and is hereby authorized to do all things, deeds, acts as may be necessary to give effect to this Resolution." |
| :---: | :---: |
| Resolution No: 2 | "RESOLVED THAT pursuant to provisions of section 13, section 61 (1) (a) and other applicable provisions if any of the Companies Act, 2013 and rules framed there under (including any statutory modifications or amendments or reenactments thereof) the existing Clause V. i.e Capital Clause of Memorandum of Association of the Company, be substituted with the following new clause to read as under. <br> "The Authorised Share Capital of the Company is Rs. 12,00,00,000/- [Rupees Twelve Crore only] divided into 1,20,00,000 [One Crore Twenty Lakh] Equity Shares of Rs. 10/-[Rupees Ten only] each." <br> "RESOLVED FURTHER THAT the Board of Directors of the Company or any committee of the Board, be and is hereby authorized to do all things, deeds, acts as may be necessary to give effect to this Resolution." |
| Resolution No:3 | "RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 "the Act" and all other applicable provisions, if any and the rules made there under, the consent of the members of the company be and is hereby accorded to alter Article 7(II) of the Article of Association of the Company and new article shall be |

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

$\left.\begin{array}{|c|l|}\hline & \begin{array}{l}\text { substituted as below: } \\ \text { Issue of Securities } \\ \text { 17. The Directors may, with the sanction of the company in General Meeting by } \\ \text { means of a special resolution offer and allot Shares or any other securities, } \\ \text { including convertible securities whether fully convertible or partly convertible, to } \\ \text { any person at their discretion by following the provisions of Section 62 of the Act } \\ \text { and other applicable provisions, if any. } \\ \\ \hline \text { Subject to compliance with applicable provision of the Act and rules framed there } \\ \text { under the company shall have power to issue any kind of securities as permitted } \\ \text { to be issued under the Act and rules framed there under. } \\ \text { No: } 4 \\ \text { "RESOLVED FURTHER THAT the Board of Directors of the Company or any } \\ \text { committee of the Board, be and is hereby authorized to do all things, deeds, acts } \\ \text { as may be necessary to give effect to this Resolution" }\end{array} \\ \hline \begin{array}{l}\text { "RESOLVED THAT pursuant to the provisions of Section 23, 42 read with } \\ \text { 22(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 } \\ \text { and Rules made thereunder (including any statutory modification(s) or re- } \\ \text { enactment(s) thereof for the time being in force) (hereinafter referred to as "the } \\ \text { Act") and in accordance with the relevant provisions of the Memorandum and } \\ \text { Articles of Association of the Company, and in accordance with the provisions on } \\ \text { preferential issue as contained in the Securities and Exchange Board of India } \\ \text { (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter } \\ \text { referred to as "SEBI (ICDR) Regulations"], SEBI (Listing Obligations and } \\ \text { Disclosure Requirements) Regulations, 2015 (including any statutory } \\ \text { modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial }\end{array} \\ \text { Acquisition of Shares and Takeovers) Regulations, 2011, Securities and } \\ \text { Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT } \\ \text { Regulations") and in accordance with all other applicable rules, regulations, } \\ \text { guidelines and clarifications issued thereon from time to time by Ministry of } \\ \text { Corporate Affairs ("MCA") the Securities and Exchange Board of India ("SEBI"), } \\ \text { Government of India ("GOI"), Stock Exchange where the shares of the Company } \\ \text { are listed i.e. Bombay Stock Exchange Limited ("Stock Exchange") or any other } \\ \text { statutory/regulatory authorities and subject to all such approvals, permissions, } \\ \text { consents and sanctions of any authorities, as may be necessary and subject to } \\ \text { such conditions and modifications as may be prescribed or imposed by any of }\end{array}\right\}$

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, up to $19,80,000$ (Nineteen Lakh Eighty Thousand) Fully Convertible Warrants ("Warrants") each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/(Rupees Ten Only) ("Equity Share") each at a price of Rs. 50.35/- (Rupees Fifty and Thirty Five Paisa Only) each ("Warrant Issue Price") including premium of Rs. 40.35/- (Rupees Forty and Thirty Five Paisa Only) each as determined in accordance with the Regulation 166A read with Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations, 2018 ("Warrant Issue Price"), to the Promoter Group and Non-Promoter Group of the Company (hereinafter referred to as the "Proposed Allottees/Investors") as listed below and on such other terms and conditions more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment)."

| Sr. <br> No. | Details of Proposed Allottees | No. of Warrants <br> Allotment | Status |
| :--- | :--- | :--- | :--- |
| 1 | Ramnik Parshottambhai <br> Vaghasiya | $7,00,000$ | Individual <br> (Promoter and <br> Promoter Group) |
| 2 | Sangita Niteshbhai Vaghasiya | $5,00,000$ | Individual (Public) |
| 3 | Pankaj Vasantbhai Shingala | $6,00,000$ | Individual (Public) |
| 4 | Sukrom Technologies Private <br> Limited 1,80,000 | Body Corporate <br> (Public) |  |

"RESOLVED FURTHER THAT in accordance with SEBI (ICDR) Regulations and other applicable laws, the 'Relevant Date' for determination of the issue price of Equity Shares in accordance with Regulation 161 of the SEBI (ICDR) Regulations, shall be Thursday, January 11, 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants."

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:
a) An amount equivalent to at least $25 \%$ (Twenty-Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75\% (Seventy-Five Percent) shall be paid at the time of allotment of equity shares on exercise of option of conversion against each such warrant. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
b) The Warrant shall be allotted in within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
c) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 in relation to the above-mentioned Preferential Issue, shall be Thursday, January 11, 2024 which is a date 30 days prior to the meeting of members of the Company scheduled to be held to consider the Preferential Issue of equity warrants.
d) The price of each equity share to be issued in lieu of the warrants to be calculated in accordance with the provisions of Regulation 166A read with Regulation 164(1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
e) The Warrants and the Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the Chapter V of

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

SEBI (ICDR) Regulations.
f) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
g) 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 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder from his/her bank account to the designated bank account of the Company.
h) The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/(Rupees Ten only) each of the Company against each Warrant within a period of 18 (eighteen) months from the date of allotment of such warrants.
i) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall be fully paid up and rank pari-passu with the then existing Equity Shares of the Company in all respects (including the payment of dividend and voting rights) from the date of allotment thereof.
j) The said Warrants by itself 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.

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

k) The Equity share upon the conversion will be listed and traded on the BSE Limited where the existing shares of the Company are currently listed subject to the receipt of necessary permissions and approvals from the exchange.
"RESOLVED FURTHER THAT the monies received by the Company from the Investors for Equity Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act."
"RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of warrants and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations."
"RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the warrants as aforesaid."
"RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on conversion of these warrants on Stock Exchange where the Company's shares are listed, as per the terms and conditions of the Listing Agreement and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing."
"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment warrants and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments and to take such

## SCRUTINIZER REPORT OF EXTRA ORDINARY GENERAL MEETING

|  | actions/directions as they may consider as being necessary or desirable and to <br> obtain any approval, permissions, sanctions which may be necessary or desirable <br> as they may deem fit, without being required to seek any further consent or <br> approval of the members of the Company to the intent that the members shall be <br> deemed to have given their approval thereto expressly by the authority of this <br> resolution." <br> "RESOLVED FURTHER THAT the Board of Directors and/or the Company <br> Secretary of the Company be and are hereby authorized severally to sign and file <br> the necessary e-forms with the Registrar of Companies, Gujarat and to delegate <br> all or any of the powers herein conferred by this resolution to any Committee of <br> Directors or any one or more Directors/Officials of the Company to give effect to <br> this resolution." |
| :--- | :--- |

Jethva

