

DISHA RESOURCES LIMITED

CIN: L74110GJ1995PLC024869

Registered office: 3, Rajesh Apartment, B/h, Ajanta Comm. Estate
Off Ashram Road, Ahmedabad-380014

Contact: 079-2754-0790, 079-27543060

E-mail: disharesourceslimited@gmail.com **Website:** www.disharesourcesltd.com

DRL/SE/2024-25/P63

November 21, 2024

To,

The Manager, Listing

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai- 400001

SYMBOL: DRL

ISIN: INE193D01019

CODE: 531553

Dear Sir/Madam,

Sub: Outcome of Board Meeting

Ref: Company Code: BSE: 531553

With regard to above this is to inform you that a meeting of Board of Directors was held today, Thursday, 21st November, 2024, which Commenced at 3:00 p.m. and concluded at 03:50 p.m., the Board considered and approved the following agenda item:

1. the Notice of Extra-ordinary General Meeting to be held on Saturday, 14th December, 2024 at 12:00 Noon at the registered office of the company. ***attached and marked as Annexure A***

You are requested to kindly intimate the members of Stock Exchange and public at large accordingly.

Thanking You,

Faithfully Yours,

FOR DISHA RESOURCES LIMITED

DHWANI NAGAR

COMPANY SECRETARY AND COMPLIANCE OFFICER

M.NO: 71158

ENCL:

Annexure A: Notice of Extra ordinary General Meeting

DISHA RESOURCES LIMITED

ANNEXURE-A

CIN: L74110GJ1995PLC024869

REGD. OFFICE: 3, Rajesh Apartment, B/h, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad-380014

PHONE: (OFF). 2754-0790, 27543060 **E-MAIL:** disharesourceslimited@gmail.com

Website: www.disharesourcesltd.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,
The Members of the Company

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF DISHA RESOURCES LIMITED IS SCHEDULED TO BE HELD ON SATURDAY, 14TH DAY OF DECEMBER, 2024 AT 12:00 NOON AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 3, RAJESH APARTMENT, B/H, AJANTA COMM. ESTATE OFF ASHRAM ROAD, AHMEDABAD, GUJARAT, INDIA, 380014

TO TRANSACT THE BUSINESSES AS MENTIONED BELOW:

SPECIAL BUSINESS:

ITEM NO 1: ADOPTION OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provision of section 13 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof) for the time being in force consent of the members, be and is hereby accorded to alter, approve and adopt new set of Memorandum of Association.

RESOLVED FURTHER THAT any of the directors of the company is and hereby authorised to, file forms, etc. and to do all such acts, deeds and things as may require or deemed expedient to implement this resolution.”

ITEM NO 2: ADOPTION OF ARTICLE OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provision of section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof) for the time being in force, consent of the members, be and is hereby accorded to alter, approve and adopt new set of Article of Association.

RESOLVED FURTHER THAT any of the directors of the company is and hereby authorised to, file forms, etc. and to do all such acts, deeds and things as may require or deemed expedient to implement this resolution.”

ITEM NO 3: TO CONSIDER AND APPROVE INCREASE OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY BY AMENDING THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To Consider and, if thought fit, with or without modification to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from INR 8,00,00,000/- (Rupees Eight Crores Only) consisting of 80,00,000 (Eighty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs Only) consisting of 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof with the following new Clause V:

“The Authorized share capital of the Company is INR 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby, severally, authorized to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution, execute applications / other documents to be submitted to the Registrar of Companies and other statutory authorities, and take all other steps in this regard.

“RESOLVED FURTHER THAT the Directors or Secretary of the Company be and is hereby, severally, authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

ITEM NO 4 : ISSUANCE OF UP TO 75,00,000 (SEVENTY-FIVE LAKHS) FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “**Act**”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), the Foreign Exchange Management Act, 1999 and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, by way of preferential allotment on private placement basis, up to **75,00,000 (Seventy Five Lakhs)** Fully Convertible Warrants (“Warrants”), to the persons belonging to “Non-Promoter, Public Category”, at an issue price of **INR 28.50/- (Rupees Twenty Eight And Fifty Paise Only)** per Warrant, which is equal to floor price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to **INR 21,37,50,000 (Rupees Twenty One Crores Thirty Seven Lakhs And Fifty Thousand Only)**, on such terms and conditions as detailed herein below, to the following persons (“Proposed Allottees”):

SR. NO.	NAME OF PROPOSED INVESTORS	CATEGORY	NO. OF WARRANTS TO BE ALLOTTED	AMOUNT TO BE PAID FOR WARRANTS (INR)
1.	Amit Pramod Rao Gharlute	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	21332250
2.	Pooja Rajesh Chapekar	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	749500	21360750
3.	Meena Nayan Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	21332250
4.	Charmi Nayan Bhai Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	21332250
5.	Reema Pratit Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	741500	21132750
6.	Shilpa Amit Gharlute	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	21332250
7.	Sheetal Aditya Lehgaonkar	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	105000	2992500
8.	Shreya Agnihotri	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non - Promoters	21000	598500
9.	S.N. Enterprises	Non Institution/ Non- Promoters	1195000	34057500
10.	Unique Investments	Non Institution / Non- Promoters	748500	21332250
11.	Laxmi Vyankatesh Enterprises	Non Institution /Non- Promoters	748500	21332250
12.	Nirman Commodities Private Limited	Non Institution /Body Corporate/Non- Promoters	197000	5614500
	Total		7500000	213750000

RESOLVED FURTHER THAT as per the provisions of Chapter V of ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be **Thursday, November 14, 2024**, being the date 30 days prior to the date of this meeting of Members i.e. **Saturday, December 14, 2024**.

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari - passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of ₹ 10/- (Rupees Ten Only) each of the Company and shall be subject to the provisions of Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions.

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").
- b) An amount equivalent to 25% of the issue price of Warrants shall be paid by Proposed Allottees on or prior to the date of allotment of Warrants.
- c) Balance amount i.e., 75% of the issue price of Warrants shall be paid against the conversion of Warrants at any time during Warrant Exercise Period.
- d) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- e) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.
- g) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- j) Upon exercise of the option to convert Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of Warrants is completed within 15 days from the date of such exercise by the Allottee of such Warrants. In the event the Warrant Holder(s) do not exercise Warrants within Warrant Exercise Period of 18 months from the date of allotment, Warrants shall lapse and the amount paid upfront shall stand forfeited by the Company.
- k) Warrants by themselves until converted into Equity Shares, do not give to Warrant Holder any voting rights in the Company in respect of such Warrants. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of Warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Executive Director and/or Key Managerial Personnel of the Company be and are hereby, severally, authorized on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approval, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the Warrants and allotment of Equity Shares upon conversion of Warrants, utilization of issue proceeds, signing of all the deeds and documents as may be required without being required to seek any further consent or approval of Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any Key Managerial Personnel or any other officer(s) of the Company.”

**By Order of the Board
For DISHA RESOURCES LIMITED**

**Sd/-
Dhwani Nagar
Company Secretary
M.No: 71158**

**Date: 21-11-2024
Place: Ahmedabad**

IMPORTANT NOTES:

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Sunday, 08th December, 2024 to Saturday, 14th December, 2024, (both days inclusive)**, for the purpose of EGM.
4. Members are requested to intimate about the change in address, if any.
5. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred/traded only in dematerialized form. members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
6. Members may note that the copy of the Notice of EGM is also available on the website of the Company.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.
8. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – **M/s Link Intime India Pvt. Ltd.**, 5th floor, 506 to 508 Amarnath Business Centre – I (ABC - I), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off CG Road, Navrangpura, Ahmedabad-380009, Gujarat, India or email at ahmedabad@linkintime.co.in
9. Members who have not registered their e-mail ID's are requested to register their e-mail ID's with their respective Depository Participants (DPs). Alternatively, the members may also contact the R & T Agents at the email address ahmedabad@linkintime.co.in or the Company at the email address disharesourceslimited@gmail.com to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their Client ID number with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE193D01019.
10. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

11. Notice of the Extra Ordinary General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
12. A route map showing direction to reach the venue of the Extra Ordinary General meeting is provided at the end of the notice.
13. Electronic Copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the company/Depository participants for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
14. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website <https://disharesourcesltd.com/> for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for a-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: disharesourceslimited@gmail.com.
15. Corporate members intending to send their authorized representative(s) to attend and vote at the meeting pursuant to Section 13 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
16. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to optout, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
17. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be made available for inspection. Members who seek inspection may write to us at disharesourceslimited@gmail.com
18. Members holding shares in the physical form are advised to complete KYC in the prescribed form No. ISR-1 to communicate the particulars of their PAN, bank account, change of postal address, email id, mobile number and nomination to our RTA i.e., Link Intime India Private Limited, 5th Floor, 506-508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, C.G. Road, Navrangpura, Ahmedabad – 380009 or the Secretarial Department of the Company otherwise folio shall be frozen by the RTA. The shareholders can access the prescribed form for KYC of their folio via the link <https://web.linkintime.co.in/kyc-downloads.html>.
19. M/s. Umesh Ved & Associates, Practicing Company Secretary, (Membership No.4411, COP 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The scrutinizer shall within a period of not exceeding Forty-Eight Hours from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.
21. The results of the e-voting along with the scrutinizer's report shall be placed on company's website at <https://disharesourcesltd.com/> within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
22. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

a. The voting period begins on **11th December, 2024 at 09:00 A.M. and ends on 13th December, 2024 at 05:00 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, 6th day, December, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c. 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.

d. 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.

e. 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.

f. 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>
---------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000</p>

Step 2 :**ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.****g. Login method for Remote 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
Dividend Bank Details OR 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"> • 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.

- h.** After entering these details appropriately, click on "SUBMIT" tab.
- i.** 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.
- j.** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k.** Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l.** 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.
- m.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n.** 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.
- o.** Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p.** You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- q.** 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.
- r.** There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- s.** 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 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.
 - 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; <https://disharesourcesltd.com>, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1. For Physical Shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
- 2. For Demat Shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat Shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 or call at toll free no. 1800 21 09911

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

ITEM NO. 1:

The existing Memorandum is based on the Companies Act, 1956 and several regulations in the existing MOA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

In order to make the Memorandum of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Memorandum of Association of the Company by a new set of Memorandum. The new MOA to be substituted in place of existing MOA is based on "Table-A" of the Companies Act, 2013 which sets out the model MOA for a company limited by shares, Accordingly, in lieu of amendments to various clauses in the existing Memorandum of Association, it is considered prudent and desirable to adopt a new set of Memorandum of Association of the Company, in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

In terms of Section 13 of the Act, approval of the members of the Company by way of a special resolution is required for alteration of memorandum of association of the Company. The Board, therefore, seeks approval of the members as set out in the accompanying notice by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution except to the extent of their shareholding.

The Board recommends this Special Resolution for your approval.

ITEM NO. 2:

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AOA contains references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. The new AOA to be substituted in place of existing AOA is based on "Table-F" of the Companies Act, 2013 which sets out the mode AOA for a company limited by shares, Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

In terms of Section 14 of the Act, approval of the members of the Company by way of a special resolution is required for alteration of Articles of the Company. The Board, therefore, seeks approval of the members as set out in the accompanying notice, by way of a special resolution.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution except to the extent of their shareholding.

The Board recommends this Special Resolution for your approval.

ITEM NO. 3:

Presently, the Authorized Share Capital of the Company INR 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each. In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company from INR 8,00,00,000/- (Rupees Eight Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 15,50,00,000/- (Rupees Fifteen Crores And Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each ranking pari - passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

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

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 3 of this Notice.

ITEM NO. 4:

The Company intends to raise funds from the Identified Proposed Allottees by issuance of the Warrants for the purpose of **Working Capital requirement, General Corporate Purposes, Issue related expenses**. Therefore, the Board, in its meeting held on **Thursday, November 14, 2024**, has approved the proposal for issuance of the Warrants to the Proposed Allottees under the Preferential Issuer as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialized form.
- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the '**Relevant Date**' for the Warrant issue is determined to be **Thursday, November 14, 2024**.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of INR 7.125/- which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price shall be paid by the Proposed Allottees to the Company as upfront payment ("Warrant Subscription Price").
- d. The Proposed Allottees shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of INR 21.375/- being 75% (Seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Proposed Allottees.
- e. On receipt of such application from the Proposed Allottees, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Proposed Allottees.

- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the proposed Allottees to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited.
- g. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company including entitlement to voting powers and dividend.
- h. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India.

This resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the SEBI ICDR Regulations.

THE DISCLOSURE REQUIRED IN TERMS OF PROVISIONS OF RULE 13(2)(D) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014, RULE 14(1) OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 AND THE PROVISIONS OF CHAPTER V OF THE SEBI ICDR REGULATIONS ARE AS FOLLOWS:

1. Particulars of the Offer including Date of passing of Board Resolution:

The Special Resolution in Item No. 4 of this Notice has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 (the "Act"), to issue, offer and allot up to 75,00,000 (Seventy Five Lakh) Fully Convertible Warrants ("Warrants") carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment on private placement basis, to the persons belonging to "**Non Promoter, Public Category**" ("Proposed Allottees"), for an aggregate amount of up to **INR 21,37,50,000/- (Rupees Twenty One Crores Thirty Seven Lakhs Fifty Thousand Only)**, at an issue price of **INR 28.50** (Rupees Twenty Eight and Fifty Paise Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"). The said proposal has been considered and approved by the Board in its meeting held on **November 14, 2024**. The preferential issue to Proposed Allottees is subject to the receipt of all necessary stipulated approvals including that of Members, Stock Exchanges etc..

2. Objects of the Preferential Issue

The Company intends to utilize the gross proceeds from this preferential issue towards the following objects:

1. Working Capital requirement;
2. General Corporate Purposes;
3. Issue related expenses; (Statutory and Professional fees)
(collectively, hereinafter referred to as the "**Objects**")

3. Utilization of Gross proceeds

The intended use of the gross proceeds of the preferential issue is as under: -

Sr. No.	Particulars	Total estimated amount to be utilized for each of the Objects (Rs. In Crores)	Tentive timelines for utilization of issue Proceeds from the date of receipt of fund
1.	Working capital requirements	Rs 12,70,50,000	Within 8 to 12 months
2.	General Corporate purpose	Rs 8,47,00,000	Within 8 to 12 months
3.	Issue related expenses (Statutory and Professional fees)	Rs 20,00,000	Within 8 to 12 months
	TOTAL	Rs 21,37,50,000	

*considering 100% conversion of Warrants into Equity Shares within the stipulated time. Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

4. Interim use of proceeds:

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, We will ensure compliance with all applicable laws.

5. Monitoring of utilization of funds:

Since the proceeds from the Issue is not more than ₹ 100 Crores, in terms of Regulation 162A of Chapter V of ICDR Regulations, the Company doesn't to appoint Monitoring Agency to monitor the utilization of proceeds of the proposed preferential issue.

6. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, amount, maximum number of securities to be issued, manner of issue of securities, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board at its meeting held on **14th November, 2024** has subject to the approval of Members and such other approvals as may be required, approved the issuance and allotment of up to 75,00,000 (Seventy Five Lakhs) Fully Convertible Warrants ("Warrants") carrying a right exercisable by Warrant holder to subscribe to one Equity Share per Warrant, to the persons belonging to "Non-Promoter, Public Category" ("Proposed Allottees"), at an issue price of **INR 28.50/-** (Rupees Twenty Eight and Fifty Paise Only), for an aggregate amount of up to **INR 21,37,50,000** (Rupees Twenty One Crore Thirty Seven Lakhs Fifty Thousand Only) for cash by way of preferential allotment on private placement basis. Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of INR 10/- (Rupees Ten Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

7. Relevant Date:

The 'relevant date' for the purpose of determination of the floor price for determining the minimum issue / exercise price of Warrants/issue Investor Equity Shares to be allotted on conversion of Warrants under the Preferential Issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is **Thursday, November 14, 2024 ("Relevant Date")**, being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the Investors Preferential Issue.

8. Basis on which the price has been arrived, justification for the price (including premium, if any):

The Equity Shares of the Company are listed on Bombay Stock Exchange ("BSE").

i) In terms of ICDR Regulations and floor price at which the warrants can be issued is **INR 28.41 (Indian Rupees Twenty Eight and Forty One Paise Only)** respectively has been determined in accordance with ICDR Regulations. BSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

ii) In case of the frequently traded shares, as per Regulation 164(1) of ICDR Regulations, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or **(INR19.86)**

b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher. (INR 23.69)**

In terms of the provisions of Regulation 164 of ICDR Regulations, **the minimum price** at which the warrants may be issued computes to **INR 28.41 (Rupees Twenty Eight and Forty One Paise Only)** each.

c. Further, the method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares / Warrants issued on a preferential basis.

iii) As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price.

The price determined through valuation report of Shri Hitesh Jhamb, Registered valuer (IBBI/RV/11/2019/12355) is INR 28.41 (Rupees Twenty Eight Rupees and Forty One Paise Only) per warrant. The said report is available on the website of the Company at <https://www.disharesourcesltd.com>.

After considering the above, it was decided to issue the Warrants, to be allotted on a preferential basis to Proposed Allottees, at a price of INR 28.50 (Rupees Twenty Eight and Fifty Paise Only) each.

9. Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount aggregating up to **INR 21,37,50,000/- (Rupees Twenty One Crore Thirty Seven Lakhs Only)** through this preferential issue .

10. Name and address of valuer who performed valuation:

Shri Hitesh Jhamb, 270A, First Floor, Patparganj, Mayur Vihar -I, New Delhi - 110091, Registered valuer (IBBI/RV/11/2019/12355).

11. Principal terms of assets charged as securities:

Not Applicable

12. Material terms of raising securities:

The same has been disclosed in the resolution.

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

Not Applicable

14. Valuation for consideration other than cash:

Not applicable as Non- Promoter Preferential Issue is proposed to be made for cash consideration.

15. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Individuals, Body Corporate and Partnership firm, which comprises of Public Category-Non-Institution/Non-Promoter entities. The warrants are proposed to be issued and allotted to private investors comprising of Individuals, Body Corporate and Partnership Firm, who shall hold the warrants in the Company under the Public Category-Non-Institution/Non-Promoter entities Category.

The Warrants shall be issued and allotted to the Proposed Allottees as detailed herein below:

SR. NO.	NAME OF PROPOSED INVESTORS	Category	NO. OF WARRANTS TO BE ALLOTTED	AMOUNT TO BE PAID FOR WARRANTS (INR)
1	Amit Pramodrao Gharlute	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	2,13,32,250
2.	Pooja Rajesh Chapekar	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	749500	2,13,60,750
3.	Meena Nayan Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	2,13,32,250
4.	Charmi Nayabhai Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	2,13,32,250
5.	Reema Pratit Patel	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	741500	2,11,32,750
6.	Shilpa Amit Gharlute	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	748500	2,13,32,250
7	Sheetal Aditya Lehgaonkar	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	105000	29,92,500

8	Shreya Agnihotri	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs / Non- Promoters	21000	5,98,500
9.	S.N. Enterprises	Non Institution/ Non-Promoters	1195000	34057500
10.	Unique Investments	Non Institution/ Non-Promoters	748500	21332250
11.	Laxmi Vyankatesh Enterprises	Non Institution/ Non-Promoters	748500	21332250
12.	Nirman Commodities Private Limited	Non Institution/ Non-Promoters	197000	5614500
	Total		7500000	21,37,50,000

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of ICDR Regulations, preferential allotment of Warrants will be completed within a period of 15 (fifteen) days from the date of passing of Special Resolution provided that where the issue and allotment of Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.

17. Pre and Post issue Shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

SR. NO.	CATEGORY	PRE-ISSUE		*POST ISSUE	
		NO. OF EQUITY SHARES	% OF SHAREHOLDING	NO. OF EQUITY SHARES	% OF SHAREHOLDING
A.	Promoter and Promoter Group Shareholders				
1.	Indian				
a)	Individuals/HUF	3018800	41.27	3018800	20.38
b)	Bodies Corporate	0	0	0	0
c)	Others	5,00,000	6.83	5,00,000	3.37
	Sub-total (A1)	3518800	48.10	3518800	23.75
2.	Foreign				
a)	Bodies Corporate	0	0	0	0
	Sub-Total(A2)	0	0	0	0
	Total Promoters and Promoters Group (A= A1+A2)	3518800	48.10	3518800	23.75
B.	Non-Promoter/Public Shareholders				
1	Institutions	0	0	0	0
2	Institutions (Domestic)	0	0	0	0
3	Institutions (Foreign)	0	0	0	0
4	Central Government/ State Government(s)/ President of India	0	0	0	0
5	Non-Institutions	0	0	0	0

a)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1377654	18.83	1377654	9.30
b)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	2149667	29.39	6760667	45.63
c)	Non-Resident Indians (NRIs)	120828	1.65	120828	0.82
d)	Bodies Corporate	52031	0.71	249031	1.68
e)	Any Other (Specify)	96520	1.32	2788520	18.82
	Total Non Promoters/ Public Shareholders(B)	3796700	51.90	11296700	76.25
	Grand Total (A+B)	7315500	100	14815500	100

Notes:

- 1) The Pre-issue shareholding pattern is as on latest shareholding pattern filed with the Stock Exchanges i.e. September 30, 2024.
- 2) Post issue shareholding is calculated after assuming full conversion of 75,00,000 Warrants proposed to be issued of the Company.
- 3) Post shareholding structure may change depending upon any other corporate action in between.
Assuming completion of the preferential allotment to Proposed Investors and Identified Promoters
- 4) *The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

18. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name of the Proposed Investors	Ultimate Beneficial Owners ('UBO')	Maximum Amount / Up to (INR)	Pre- Issue Shareholding		Post- issue Shareholding*	
				No. of Shares	%	No. of Shares	%
1	Amit Pramod Rao Gharlute	NA	2,13,32,250	0	0	748500	5.05
2	Pooja Rajesh Chapekar	NA	2,13,60,750	0	0	749500	5.06
3	Meena Nayan Patel	NA	2,13,32,250	0	0	748500	5.05
4	Charmi Nayan bhai Patel	NA	2,13,32,250	0	0	748500	5.05
5	Reema Pratit Patel	NA	2,11,32,750	0	0	741500	5.00
6	Shilpa Amit Gharlute	NA	2,13,32,250	0	0	748500	5.05
7	Sheetal Aditya Lehgaonkar	NA	29,92,500	0	0	105000	0.71
8	Shreya Agnihotri	NA	5,98,500	0	0	21000	0.14
9	S.N. Enterprises	Mr Nitin Singh Bhati	3,40,57,500	0	0	1195000	8.07
10	Unique Investments	Mr. Manmohan Chauhan	2,13,32,250	0	0	748500	5.05
11	Laxmi Vyankatesh Enterprises	Ms Shilpa Amit Gharlute	2,13,32,250	0	0	748500	5.05
12	Nirman Commodities Private Limited	Mr Keshav Chandra Jain	56,14,500	0	0	197000	1.33

19. Current and proposed status of the allottee(s) post the preferential issues namely, Non-promoter:

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

20. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

All Proposed allottees belongs to **Non-Promoter and Public Category** are subscribing to Warrants in the proposed issue. The Promoter, Promoter Group Directors or Key Managerial Personnel doesn't intent to participate in the Preferential Issue.

21. Change in control, if any, in the Company consequent to the preferential issue:

Proposed Allottees are Non - promoter/Public Category, which results will be no change in the control or management of the Company.

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

During the Financial Year, the Company has not made any allotment on preferential basis till date.

23. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

24. Lock-in period:

a) The Warrants and Equity Shares to be allotted upon conversion of Warrants shall be subject to lock-in in accordance with Chapter V of ICDR Regulations.

b) The entire pre-preferential allotment shareholding, if any, of Proposed Allottees, shall be locked-in as per Chapter V of ICDR Regulations.

25. Listing:

Post conversion of Warrants into Equity Shares to be allotted to the Identified Proposed Allottees shall be listed and shall be admitted for trading on the main board of Stock Exchanges BSE, subject to requisite approval from the Stock Exchange.

26. Certificate from Practicing Company Secretary:

A certificate from **M/s Vikas Verma and associates, Practicing Company Secretary**, certifying that the proposed preferential issue of Warrants to Proposed Allottees is being made in accordance with the requirements of Chapter V of ICDR Regulations has been obtained. The said certificate will be available for inspection by Members at the Company's website <https://www.disharesourcesltd.com>.

27. Undertakings:

i) The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.

ii) None of the Company, its Promoters or Directors are categorized as Wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

iii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iv) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

v) The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.

vi) Each of Identified Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.

In terms of Sections 23, 42 and 62 of the Act, approval of Members by way of Special Resolution is required for the resolution as set out in Item No. 4 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 4 for your approval by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice except to the extent of their respective shareholding in the Company, if any.

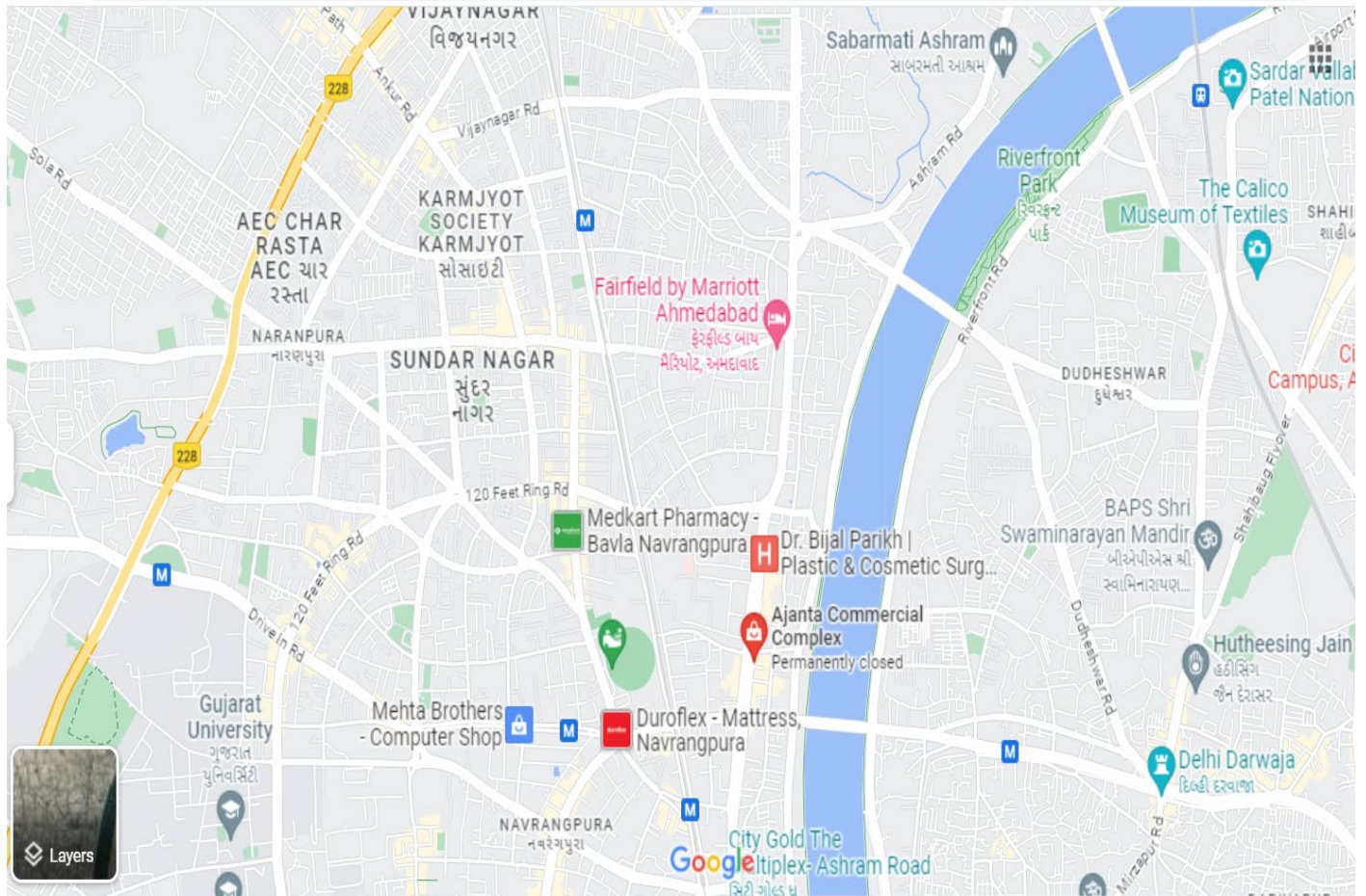
Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By Order of the Board
For Disha Resources Limited**

**Date: 21-11-2024
Place: Ahmedabad**

**Sd/-
Dhwani Nagar
Company Secretary
M.No. 71158**

ROUTE MAP FOR THE EXTRA ORDINARY GENERAL MEETING



DISHA RESOURCES LIMITED

CIN: L74110GJ1995PLC024869

REGD. OFFICE: 3, Rajesh Apartment, B/h, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad-380014

PHONE: (OFF). 2754-0790, 27543060 **E-MAIL:** disharesourceslimited@gmail.com

Website: www.disharesourcesltd.com

FORM No. MGT-11

PROXY FORM

*[pursuant to section 105(6) of the companies Act, 2013 and rule 19(3) of the companies
(Management and administration) Rules, 2014]*

CIN : L74110GJ1995PLC024869
Name of the company : Disha Resources Limited
Registered office : 3, Rajesh Apartment, B/H, Ajanta Comm. Estate Off
Ashram Road Ahmedabad Gujarat 380014 India

Name of the member(s) Registered address E-Mail ID Folio No/Client Id DP Id

**I/We, being the member (s) of shares of the above-named company, hereby
appoint**

1. Name : _____
Address : _____
E-Mail ID : _____

Signature : _____

Or failing him

2. Name : _____
Address : _____
E-Mail ID : _____

Signature : _____

Or failing him

3. Name : _____
Address : _____
E-Mail ID : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extra ordinary general meeting of the company, to be held on the **Saturday of 14.12.2024** At **12:00 noon** at Registered office situated at **3, Rajesh Apartment, B/H, Ajanta Comm. Estate Off Ashram Road Ahmedabad Gujarat 380014 India** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Memorandum of Association as per Companies Act, 2013.
2. Adoption of Articles of Association as per Companies Act, 2013.
3. To consider and approve increase of the authorized share capital of the company by amending the memorandum of association of the company.
4. To approve Issuance of up to 75,00,000 (seventy-five lakhs) fully convertible warrants on a preferential basis to the persons belonging to “non-promoter, public category”.

Signature of Shareholder



Signature of Proxy holder(s)

NOTE:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

DISHA RESOURCES LIMITED

CIN: L74110GJ1995PLC024869

REGD. OFFICE: 3, Rajesh Apartment, B/h, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad-380014

PHONE: (OFF). 2754-0790, 27543060 **E-MAIL:** disharesourceslimited@gmail.com

Website: www.disharesourcesltd.com

ATTENDANCE SLIP

Regd. Folio No.....

**DPID.....

**ClientID.....

Extra Ordinary General Meeting - 14.12.2024

I certify that I am a member/proxy for the Member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company held on 14th December, 2024 at 3, Rajesh Apartment, B/h. Ajanta Comm. Estate, Off Ashram Road, Ahmedabad - 380014.

*Member's/Proxy's Name in Block Letter

*Member's/Proxy Signature

NOTE:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.

* Strike out whichever is not applicable.

** Applicable only in case of investors holding shares in Electronic Form.

Registered Post

To,



If undelivered, please return to:

DISHA RESOURCES LIMITED

3, Rajesh Apartment, B/H, Ajanta Comm. Estate,
Off Ashram Road, Ahmedabad - 380014, Gujarat, India

CIN: L74110GJ1995PLC024869

Website: disharesourcesltd.com

Phone: +91-79-2754 0790

E-mail Id.: disharesourceslimited@gmail.com