



Date:- 04.01.2023

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (East),
Mumbai - 400 051

Symbol: - KRISHNADEF
ISIN: - INE0J5601015

Subject: Notice of the Extra Ordinary General Meeting ("EGM") of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/ Ma'am,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, we would like to inform you that the Extra Ordinary General Meeting ("EGM") of the Members of the Company will be held on **Monday, January 30, 2023, at 11:00 a.m. (IST)** through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM).

Significant details with regard to EGM are as under:

| Sr. No. | Particulars | Details |
|---------|---------------------------------|--|
| 1 | Cut-off Date for e-voting | Monday, January 23, 2023 |
| 2 | Commencement of Remote e-voting | 10:00 a.m. (IST) on Friday, January 27, 2023 |
| 3 | End of remote e-voting | 05:00 p.m. (IST) on Sunday, January 29, 2023 |

The Notice of EGM is also available on the website of the Company <https://krishnaallied.com/>

Kindly take the above information on the record.

Thanking You,

Yours faithfully,
For Krishna Defence and Allied Industries Limited,

Charmy Shah
Company Secretary and Compliance Officer

Encl : As above



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Shareholders of the Company will be held on Monday, January 30, 2023, at 11:00 a.m. IST through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) to transact the following Special Businesses:

Item 1: Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act"); the provisions of the Articles of Association of the Company; and such other statutes, laws, rules, regulations, guidelines, circulars, directions, notifications and clarifications as applicable from time to time, and subject to such other consent(s) / permission(s) / sanction(s), if any, as may be required, consent of the Members of the Company, be and is hereby accorded for increase of and alteration in the Authorised share capital of the Company from Rs. 12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 Equity Shares of Rs. 10 each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One crore Fifty lakhs Only) Equity Shares of Rs. 10 each by creation of additional 30,00,000 (Thirty Lakhs) Equity Shares of Rs.10 each ranking pari-passu in all respect with the existing Equity Shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause:

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One crore Fifty lakhs Only) Equity Shares of Rs. 10 each."

"RESOLVED FURTHER THAT all Directors of the Company, Chief Financial Officer and/or Company Secretary be and are hereby severally authorised to settle any question, difficulty or doubt that may arise in connection with the aforesaid resolution or any other matters related thereto, to file necessary forms with the Registrar of Companies and / or other regulatory authorities, to provide a copy of the resolution certified to be true and to do all such acts, deeds and things, as they may, in their absolute discretion, deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, without being required to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item 2: Issuance of Convertible Equity Warrants on Preferential Basis

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("**the Act**") and Securities and Exchange Board of India (Issue of Capital and Disclosure time to time ("**ICDR Regulations**"), including the provisions of Chapter V of the ICDR Regulations, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("**Listing Regulations**") and the listing agreement executed by the Company with the Stock Exchanges, any other rules / regulations / guidelines, if any, prescribed by the Securities



and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Ministry of Corporate Affairs (“MCA”), stock exchanges where the shares of the Company are listed namely, National Stock Exchange of India Limited (“Stock Exchange”), and/or any other statutory / regulatory authority, provisions under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Memorandum and Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including regulatory or statutory authorities), institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, up to 12,00,000 (Twelve Lakhs) Convertible Warrants, of the company, at a price of Rs. 140.00/- per Warrant each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of 10/- (Rupee Ten Only) at a premium of Rs. 130.00/- aggregating upto Rs. 16,80,00,000/- (Rupees Sixteen Crores Eighty Lakhs only) (“Total Issue Size”) on a preferential basis to persons / entity listed below (“Warrant Holder(s)” / “Proposed Allottee(s)”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 35.00/- for each Warrant, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months (“Conversion period”) from the date of allotment of Warrants, on payment of Rs. 105.00/- which is equivalent to remaining 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

| Sr. No. | Names of the proposed allottees | Category | Maximum Nos. of Warrants to be Allotted | Investment Amount upto Rs. | PAN |
|------------------------------------|--|-----------------------|---|----------------------------|------------|
| A. Promoters/Promoter Group | | | | | |
| 1 | Mrs. Preyal Ankur Shah | Promoter Group | 2,52,000 | 3,52,80,000/- | AQPPS7453J |
| 2 | Mrs. Pallavi Ashwin Shah | Promoter Group | 1,02,000 | 1,42,80,000/- | AOSPS8831B |
| B. Others | | | | | |
| 3 | Mr. Ashish Ramesh Kacholia | Non-Promoter - Public | 4,20,000 | 5,88,00,000/- | AADPK0757F |
| 4 | Mr. Sumesh Sajnankumar Parasrampuriah | Non-Promoter - Public | 99,000 | 1,38,60,000/- | AABPP7217P |
| 5 | Mr. Dilip Nanji Chheda | Non-Promoter - Public | 99,000 | 1,38,60,000/- | AAAPC5740P |
| 6 | M/s. Zyana Developers LLP | Non-Promoter - Public | 99,000 | 1,38,60,000/- | AACFZ1859Q |
| 7 | M/s. Credent Asset Management Services Private Limited | Non-Promoter - Public | 99,000 | 1,38,60,000/- | AAGCB0414J |
| 8 | Mr. Mitul Prafulbhai Mehta | Non-Promoter - Public | 30,000 | 42,00,000/- | AFFPM8829K |

REGISTERED OFFICE: 344, 3RD FLOOR, A TO Z INDUSTRIAL ESTATE, GANPATRAO KADAM MARG, LOWER PAREL, MUMBAI - 400013, MAHARASHTRA, INDIA. TEL NO. +91 22 4220 3800-99(100 LINES) | FAX NO. +91 22 4220 3888

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PLANT II: 503A, GIDC, HALOL - 389350, DISTRICT PANCHMAHALS, GUJARAT, INDIA, TEL. NO. +91 2676 225295

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“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the purpose of calculating the floor Price of the Convertible Equity Warrants be and is hereby fixed as Friday, 30th December, 2022, ("Relevant Date") being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday i.e. Saturday, 31st December 2022.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Convertible Warrants convertible into Equity shares shall be subject to the following terms and conditions:

- a) The proposed Convertible Warrants shall be issued and allotted by the Company to Proposed Allottees within a period of Fifteen (15) days from the date of passing of this special resolution by the members, provided that where the issue and allotment of the proposed Convertible Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;
- b) Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s), at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- c) In accordance with the provisions of Chapter V of ICDR Regulations, Convertible Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription and allotment of Convertible Warrants, which would be adjusted by the Company and appropriated against the issue price of the resultant Equity Shares. The balance 75% of the Warrant issue price shall be payable by the warrant holder(s) at the time of exercising conversion of Convertible Warrants;
- d) The warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Convertible Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Convertible Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- e) The Equity Shares to be so allotted on exercise of Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company. Provided that in case if the company proposes with Bonus/Right shares during the Conversion period, in such case the respective entitlement of warrant holders for equity shares upon conversion of warrants held by each of them shall be adjusted proportionately.
- f) In the event the warrant holder(s) does not exercise the Convertible Warrants within Eighteen (18) months from the date of allotment of the Convertible Warrants, then such Convertible Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- g) The Equity Shares arising from the exercise of the Convertible Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may



be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

- h) The Convertible Warrants and the Equity Shares being allotted pursuant to exercise of such Convertible Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.
- i) The Proposed Allottee shall pay the consideration of Convertible Warrants convertible into equity shares to the company from their respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
- j) The Convertible Warrants allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- k) The Convertible Warrants holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants on the payment of the specified consideration against each warrant.
- l) The Convertible Warrants by its self until converted into Equity Shares, do not give to the Warrants Holder(s) any voting rights in the Company in respect of such Convertible Warrants.
- m) In terms of Regulation 166 of the ICDR Regulations, the price determined above and the number of Equity shares to be allotted on exercise of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

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

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution



to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committee”), any director(s) and / or officer(s) and / or any person associated with the Company.”

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

By Order of the Board

For Krishna Defence and Allied Industries Limited

Sd/-

Charmy Shah

Company Secretary & Compliance Officer

Vadodara, January 03, 2023

Registered Office:

344, Floor-3, Plot-267,
A To Z Industrial Estate,
Ganapatrao Kadam Marg,
Lower Parel, Delisle Road,
Mumbai 400013 IN

CIN :- U74900MH2013PLC248021

Email:- cs@krishnaallied.com

Notes:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 11/2022 dated 28th December 2022, General Circular No. 2/2022 dated 5th May, 2022 Circular No. 21/2021 dated 14th December, 2021, Circular No. 19/2021 & 20/2021 dated 08th December, 2021, Circular No. 02 dated 13th January, 2021, Circular No. 20 dated 5th May, 2020, Circular No. 17 dated 13th April, 2020 & Circular No. 14 dated 8th April, 2020 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 (collectively referred to as "SEBI Circulars") permitted the holding of General Meeting through VC or OAVM without the physical presence of Members at a common venue.



- 2) In compliance with applicable provisions of the Companies Act, 2013 ('the Act') read with the aforesaid MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), this EGM of the Company is being conducted through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Central Depository Services (India) Limited (CDSL), will be providing facility for voting through remote e-voting, for participation in EGM through VC/OAVM facility and e-voting during the EGM.
- 3) Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for the appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice. However, corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Company on its registered email address to cs@krishnaallied.com or upload on the VC portal / e-Voting portal.
- 4) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per section 103 of the Act.
- 5) The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Ordinary/Special Business to be transacted at the meeting set out in the Notice is annexed hereto.
- 6) In line with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022 the Notice of EGM ('Notice') is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice will also be available on the Company's website at <https://krishnaallied.com/> website of the Stock Exchange i.e. NSE Limited at <https://www.nseindia.com/> and on the website of CDSL, the e-voting agency at www.evotingindia.com. Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cutoff date may obtain electronic copy of Notice of EGM by sending a request to the Company or Company's RTA
- 7) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc with the Depository through their Depository Participant(s).
- 8) Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company/ list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") /Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") in respect of such joint holding will be entitled to vote.
- 9) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 23.01.2023 Members shall have one vote for every one fully paid share of the Company held by them as on the cut-off date. Members can vote for their entire voting rights as per their discretion.

11. CDSL e-Voting System – For Remote e-voting and e-voting during EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies

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shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 5, 2022, General Circular No. 03/2022 dated December 28, 2022 ('MCA Circulars'). The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-Voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The e-voting period begins on **Friday, 27th January, 2023 at 10.00 a.m. (IST) and ends on Sunday, 29th January, 2023 at 5.00 p.m. (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Monday, 23rd January, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <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. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on |

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PLANT II: 503A, GIDC, HALOL - 389350, DISTRICT PANCHMAHALS, GUJARAT, INDIA, TEL. NO. +91 2676 225295

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| | |
|---|---|
| | <p>https://evoting.cdslindia.com/Evoting/EvotingLogin 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 | <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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.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.jsp3) 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 or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <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 or joining virtual meeting & voting during the meeting.</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 above mentioned website.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | 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 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 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. |

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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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. cs@krishnaallied.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least one week prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at cs@krishnaallied.com The shareholders who do not wish to speak during the EGM but have queries may send their queries at least one week in advance prior to the date of EGM mentioning their name, demat account number/folio number, email id, mobile number at cs@krishnaallied.com. These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

By Order of the Board

For Krishna Defence and Allied Industries Limited

Sd/-

Charmy Shah

Company Secretary & Compliance Officer

Vadodara, January 03, 2023

Registered Office:

344, Floor-3, Plot-267,

A To Z Industrial Estate,

Ganapatrao Kadam Marg,

Lower Parel, Delisle Road,

Mumbai 400013 IN

CIN :- U74900MH2013PLC248021

Email:- cs@krishnaallied.com



EXPLANATORY STATEMENT

Item No.1

Presently, the Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One crore twenty lakhs only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each. In line with the Growth Plans of the Company, additional capital would be required in order to fund the growth and operations of the Company. The current Paid up share capital of the Company is Rs. 11,44,80,000/- (Rupees Eleven Crore Forty Four Lakhs Eighty Thousand Only) and further issue of capital would require increase in the existing Authorized Share Capital of the Company.

It is proposed to increase the Authorized Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One crore Fifty lakhs Only) Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each by addition of 30,00,000 (Thirty Lakhs) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each. 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 would require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

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. 1 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.1 of this Notice.

Item No.2

The Company's defence business has been accelerated. The Company has penetrated its position in this segment and expecting good orders in the upcoming period. Thus, considering the growth prospects and in turn to support Company's long term working capital as well as funding requirements, there is a need to strengthen the net-worth of the Company by infusing additional capital. Accordingly, having explored other options, it has been thought fit to opt for issuing Convertible Warrants (CW) through preferential allotment to selected group of people.

The Board of Directors of the Company at meeting held on 03rd January 2023 had approved the issue of Convertible Warrants on preferential basis in aggregate and up to 12,00,000 (Twelve Lakhs) Convertible Warrants ("Convertible Warrants for cash at a price of 140.00/- per warrant, each convertible into or exchangeable for One (1) equity share of face value of 10/- each ("the Equity Shares") (Including Premium of 130.00/- each) aggregating to Rs. 16,80,00,000/- to the persons belonging to the Promoter/ Promoter Group and public category ("Proposed Allottees").

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V of "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018 (the "ICDR Regulations") as amended and on terms and conditions and formalities



as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot convertible warrants on preferential basis to the proposed allottees.

Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, as the case may be, on such other terms and conditions as applicable, entitling the Proposed Allottee to subscribe to and be allotted the Convertible Warrants convertible into Equity Shares of the Company. It may be noted that all equity shares of the Company are already made fully paid up as on date.

The Company has obtained the Permanent Account Numbers of the proposed allottees.

The proposed issue and allotment of Convertible Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act, 2013 read with the applicable provisions of the rules made there under. Further, in terms of Regulation 163(1) of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement to the Notice. Without generality to the above, the salient features of the preferential issue of Convertible warrants are:

1. Objects of the preferential issue

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

1. To augment the net worth of the Company and to broad base the capital structure of the company required for its business growth.
2. To meet increased working capital requirements.
3. To meet the long term fund requirements of the Company,
4. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

2. Maximum Number of specified securities and Pricing of Preferential issue

It is proposed to issue and allot in aggregate and up to 12,00,000 (Twelve Lakhs) Convertible Warrants ("Convertible Warrants") for cash at a price of 140.00/- per warrant, each convertible into or exchangeable for One (1) equity share of face value of 10/- each ("the Equity Shares") Including Premium of 130.00/- each) aggregating to 16,80,00,000/- to Proposed Allottees.

3. Basis on which the price of the Preferential Issue has been arrived at:

The Equity Shares of the Company are listed on NSE Limited ("NSE") (referred to as "Stock Exchange"). Pursuant to Regulation 164(5) "frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten percent of the total number of shares of such class of shares of the issuer. The company got listed on April 06, 2022 and as on the relevant date the company was listed for 175 trading days. However, the company is meeting the criteria of having traded turnover of at least ten percent of the total number of shares of such class of shares of the issuer calculated as on relevant date. Hence, the company's shares are classified as frequently traded shares.



The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued pursuant to conversion of warrants shall not be less than higher of the following:

(a) Rs. 120.30/- each the 90 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date; or

(b) Rs. 138.48/- each- the 10 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date.

Thus, whichever is higher of the above prices. Therefore, the minimum price at which the Convertible Warrants on Preferential basis can be issued is Rs. 138.48/- each. However, on the recommendation of the Board of Directors in their meeting held on January 03, 2023, it has been decided to issue convertible warrants at the price of Rs.140.00 per warrant which has been rounded off to nearest Rs. 10.

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

Rs. 16,80,00,000/- (Rupees Sixteen Crores Eighty Lakhs only).

5. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

| Sr. No. | Names of the proposed allottees | Category | Maximum Nos. of Warrants to be Allotted | Investment Amount upto Rs. |
|-----------|--|----------------------|---|----------------------------|
| A. | Promoters/Promoter Group | | | |
| 1 | Mrs. Preyal Ankur Shah | Promoter Group | 2,52,000 | 3,52,80,000/- |
| 2 | Mrs. Pallavi Ashwin Shah | Promoter Group | 1,02,000 | 1,42,80,000/- |
| B. | Others | | | |
| 3 | Mr. Ashish Ramesh Kacholia | Non-Promoter -Public | 4,20,000 | 5,88,00,000/- |
| 4 | Mr. Sumesh Sajjankumar Parasrampurua | Non-Promoter -Public | 99,000 | 1,38,60,000/- |
| 5 | Mr. Dilip Nanji Chheda | Non-Promoter -Public | 99,000 | 1,38,60,000/- |
| 6 | M/s. Zyana Developers LLP | Non-Promoter -Public | 99,000 | 1,38,60,000/- |
| 7 | M/s. Credent Asset Management Services Private Limited | Non-Promoter -Public | 99,000 | 1,38,60,000/- |
| 8 | Mr. Mitul Prafulbhai Mehta | Non-Promoter -Public | 30,000 | 42,00,000/- |

6. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

Mrs. Pallavi Ashwin Shah & Mrs. Preyal Ankur Shah have shown their intent to subscribe to the convertible warrants proposed to be issued by the Company. The terms and conditions subject to which the Mrs. Pallavi Ashwin Shah and Mrs. Preyal Ankur Shah will be subscribing the proposed Convertible Warrants are same at which the other prospective investors will be subscribing the

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proposed Convertible Warrants. Apart from them no other Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Warrants under the Preferential Issue. The proposed allotment of convertible warrants is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters.

7. Terms of Issue of the Equity Shares, if any:

The Equity shares allotted in terms of this resolution shall rank pari passu with existing Equity shares of the Company in all respect. Provided that in case if the company proposes with Bonus/Right shares during the Conversion period, in such case the respective entitlement of warrant holders for equity shares upon conversion of warrants held by each of them shall be adjusted proportionately.

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

The allotment is proposed to be made to persons belonging to the Promoter/Promoter Group and public category.

9. Payment:

25% of the value of the Convertible Warrants (advance payment) shall become payable on the date of their allotment. The balance amount is payable at the time of conversion of Convertible Warrants into Equity Shares. In case the conversion option is not exercised within a period of 18 months from the date of allotment, the Company will affect forfeiture of the advance payment.

The Convertible Warrants are converted at the option of the allottees on payment of the balance amount of the issue price. The said advance payment shall be adjusted against the price payable subsequently for acquiring the resultant shares by the warrant holder upon conversion of warrants.

Upon receipt of the requisite payment, as above the Board shall allot one equity share against each warrant. The Convertible Warrants by itself, till converted into equity shares, does not give to the holder thereof any rights of the shareholders of the Company. Any of the Warrants convertible into Equity Shares issued as above, that may remain un-subscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity accompanied in this notice, on the same terms and conditions.

10. Relevant date:

In accordance with the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the purpose of calculating the floor Price of the Convertible Equity Warrants be and is hereby fixed as Friday, 30th December, 2022, ("Relevant Date") being the working day preceding the date that is 30 (thirty) days prior to the date of the EGM (since the date that is 30 (thirty) days prior to the date of the Extraordinary General Meeting is a holiday i.e. Saturday, 31st December 2022.

11. Time frame within which the preferential allotment shall be completed:

As mandated under ICDR, the Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Convertible Warrants is ending on account of pendency of any approval for the preferential issue/for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Convertible Warrants and including the conversion thereof into Equity Shares of the Company.

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

| Sr. No. | Names of the proposed allottees | Current Status of the Proposed Allottee | Proposed Status of the Proposed Allottee post the preferential issue |
|---------|--|---|--|
| 1 | Mrs. Preyal Ankur Shah | Promoter Group | Promoter Group |
| 2 | Mrs. Pallavi Ashwin Shah | Promoter Group | Promoter Group |
| 3 | Mr. Ashish Ramesh Kacholia | Non-Promoter -Public | Non-Promoter -Public |
| 4 | Mr. Sumesh Sajjankumar Parasrampuriah | Non-Promoter -Public | Non-Promoter -Public |
| 5 | Mr. Dilip Nanji Chheda | Non-Promoter -Public | Non-Promoter -Public |
| 6 | M/s. Zyana Developers LLP | Non-Promoter -Public | Non-Promoter -Public |
| 7 | M/s. Credent Asset Management Services Private Limited | Non-Promoter -Public | Non-Promoter -Public |
| 8 | Mr. Mitul Prafulbhai Mehta | Non-Promoter -Public | Non-Promoter -Public |

14. Consequential Changes in the Voting Rights:

Voting rights will change according to the change in the shareholding pattern. Refer Point 22.

15. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

| Sr. No. | Names of the proposed allottees | Category | The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees | | | | | | |
|--|---------------------------------------|---------------------|--|--|--|-----------------|---|------------------|----|
| 1 | Mrs. Preyal Ankur Shah | Promoter Group | N.A. being natural person | | | | | | |
| 2 | Mrs. Pallavi Ashwin Shah | Promoter Group | N.A. being natural person | | | | | | |
| 3 | Mr. Ashish Ramesh Kacholia | Non-Promoter-Public | N.A. being natural person | | | | | | |
| 4 | Mr. Sumesh Sajjankumar Parasrampuriah | Non-Promoter-Public | N.A. being natural person | | | | | | |
| 5 | Mr. Dilip Nanji Chheda | Non-Promoter-Public | N.A. being natural person | | | | | | |
| 6 | M/s. Zyana Developers LLP | Non-Promoter-Public | <table border="1"><thead><tr><th colspan="2">Capital contribution/ Profit sharing % of Zyana Developers LLP</th></tr><tr><th>Name of Partner</th><th>%</th></tr></thead><tbody><tr><td>Puja Jhunjunwala</td><td>15</td></tr></tbody></table> | Capital contribution/ Profit sharing % of Zyana Developers LLP | | Name of Partner | % | Puja Jhunjunwala | 15 |
| Capital contribution/ Profit sharing % of Zyana Developers LLP | | | | | | | | | |
| Name of Partner | % | | | | | | | | |
| Puja Jhunjunwala | 15 | | | | | | | | |

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REGIONAL OFFICE: 207-208, ATLANTIS HERITAGE, VADIWADI ROAD, SARABHAI COMPLEX, VADODARA-390 023, GUJARAT, INDIA, TEL. NO. +91 265 2960085

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| | | | | |
|---|--|---------------------|----------------------------|--------------------------|
| | | | Reena Jhunjhunwala | 30 |
| | | | Rahul Jhunjhunwala | 40 |
| | | | Rajiv Jhunjhunwala | 15 |
| | | | Total | 100 |
| 7 | M/s. Credent Asset Management Services Private Limited | Non-Promoter-Public | Name of Shareholder | % of shareholding |
| | | | Aditya Vikram Kanoria | 25.50 |
| | | | Mandeep Singh | 25.50 |
| | | | Ashish Sarin | Negligible |
| | | | Santosh Kumar Agrawal | Negligible |
| | | | Oracle Credit Limited* | 49 |
| | | | Total | 100 |
| 8 | Mr. Mitul Prafulbhai Mehta | Non-Promoter-Public | N.A. being natural person | |

* Accordingly, in terms of proviso to Regulation 163(1)(f) of SEBI ICDR Regulations, no further disclosure of ultimate beneficial owners is required.

16. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

| Sr. No. | Names of the proposed allottees | Category | Holding Pre-preferential Issue | | No. of Convertible Warrants To be allotted | Holding /Post Preferential issue after conversion of warrants (assuming full conversion) | |
|---------|--|---------------------|--------------------------------|-------|--|--|-------|
| | | | No. of Shares | % | | No. of Shares | % |
| 1 | Mrs. Preyal Ankur Shah | Promoter Group | 84,000 | 0.73 | 2,52,000 | 3,36,000 | 2.66 |
| 2 | Mrs. Pallavi Ashwin Shah | Promoter Group | 16,33,710 | 14.27 | 1,02,000 | 17,35,710 | 13.72 |
| 3 | Mr. Ashish Ramesh Kacholia | Non-Promoter Public | - | - | 4,20,000 | 4,20,000 | 3.32 |
| 4 | Mr. Sumesh Sajjankumar Parasrampuria | Non-Promoter Public | 45,000 | 0.39 | 99,000 | 1,44,000 | 1.14 |
| 5. | Mr. Dilip Nanji Chheda | Non-Promoter-Public | - | - | 99,000 | 99,000 | 0.78 |
| 6. | M/s. Zyana Developers LLP | Non-Promoter-Public | - | - | 99,000 | 99,000 | 0.78 |
| 7 | M/s. Credent Asset Management Services Private Limited | Non-Promoter-Public | - | - | 99,000 | 99,000 | 0.78 |
| 8 | Mr. Mitul Prafulbhai Mehta | Non-Promoter-Public | - | - | 30,000 | 30,000 | 0.24 |

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

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17. 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:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the year 2021-22 and during the period from 1st April, 2022 till the date of this notice.

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

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

19. Lock-in period:

The aforesaid Convertible Warrants allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.

20. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares of the Company. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects

21. Other Disclosures/ Undertakings:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. The Issuer Company undertakes that they shall re-compute the price of the Convertible Warrants issued in terms of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- c. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the above Convertible Warrants shall continue to be locked-in till the time such amount is paid by the Allottees.
- d. The Proposed Allottees have not sold any equity shares of the Company in the last 90 trading days preceding the Relevant Date.
- e. The Company does not have any outstanding dues to SEBI, the Stock Exchange or the Depositories and the Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement entered with the Stock Exchange and the Listing Regulations.



f. The issue of Convertible Warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized form only.

22. Shareholding pattern of the issuer before and after the preferential issue:

| Sr. No. | Category of shareholding | Pre issue* | | Allotment | | Post issue* | |
|------------|---|---------------------|--------------------------|--------------------|--------------------|---------------------|--------------------------|
| | | Total No. of shares | % of Total No. of Shares | No. of Shares held | % of Share holding | Total No. of shares | % of Total No. of Shares |
| (A) | Shareholding of Promoter and Promoter Group | | | | | | |
| 1 | Indians | | | | | | |
| | Individuals / Hindu Undivided Family | 6,9,72,000 | 60.90 | 3,54,000 | 29.5 | 73,26,000 | 57.92 |
| | Bodies Corporate | 14,28,000 | 12.47 | - | - | 14,28,000 | 11.29 |
| | Sub Total (A) | 84,00,000 | 73.38 | 3,54,000 | 29.5 | 87,54,000 | 69.21 |
| 2 | Foreign | | | | | | |
| | Individuals (Non-Resident Individuals / Foreign Individuals) | - | - | - | - | - | - |
| | Sub Total (A)(2) | - | - | - | - | - | - |
| (B) | Public Shareholdings | | | | | | |
| 1 | Institutional Investors | - | - | - | - | - | - |
| 2 | Central Government/State Government (s)/ President of India | - | - | - | - | - | - |
| 3 | Non-Institutions | | | | | | |
| | Individual | - | - | - | - | - | - |
| | a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs. | 16,08,000 | 14.05 | - | - | 16,08,000 | 12.71 |
| | b) Individual shareholders holding nominal share capital in excess of Rs.2 lakhs. | 9,15,000 | 7.99 | 8,46,000 | 70.5 | 17,61,000 | 13.92 |
| 4 | NBFCs Registered with RBI | - | - | - | - | - | - |
| 5 | Employee Trusts | - | - | - | - | - | - |
| 6 | Any Other (Specify) | | | | | | |
| | a) HUF | 2,16,000 | 1.89 | - | - | 2,16,000 | 1.71 |
| | b) Bodies Corporates | 1,83,000 | 1.60 | - | - | 1,83,000 | 1.45 |

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| | | | | | | | |
|------------|--------------------------------------|--------------------|---------------|------------------|-------------|--------------------|---------------|
| | c) NRIs | 1,20,000 | 1.05 | - | - | 1,20,000 | 0.95 |
| | d) Clearing members | 6,000 | 0.05 | - | - | 6,000 | 0.04 |
| | e) Foreign Nationals | - | - | - | - | - | - |
| | f) Trust | - | - | - | - | - | - |
| | g) IEPF | - | - | - | - | - | - |
| | h) LLP | - | - | - | - | - | - |
| | i) Societies | - | - | - | - | - | - |
| | Sub Total (B) | 30,48,000 | 28.63 | 8,46,000 | 70.5 | 38,94,000 | 30.79 |
| | TOTAL (A+B) | | | | | | |
| (C) | Non-Promoter - Non Public | | | | | | |
| 1 | Shares underlying DRs | - | - | - | - | - | - |
| 2 | Shares held by Employee Trust | - | - | - | - | - | - |
| | Sub-Total (C) | - | - | - | - | - | - |
| | Grand Total (A+B+C) | 1,14,48,000 | 100.00 | 12,00,000 | 100 | 1,26,48,000 | 100.00 |

***Note: -**

1. The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared. The table contains data as per the BENPOS dated 30/12/2022.

2. The percentage of post issue shareholding has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

23. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

24. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Hemang Mehta (Membership No. FCS 4965), Proprietor of M/s H. M. Mehta & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be made available online for inspection on the website of the Company at <https://krishnaallied.com/wp-content/uploads/2023/01/PCS-Compliance-Certificate-for-Preferential-issue.pdf>

25. Regulation 164A of the SEBI (ICDR) Regulations, 2018 relating to Stressed Companies.

Not applicable to our Company.

26. Principal terms of assets charged as securities

Not applicable.



27. Material terms of the proposed Preferential Issue of the Convertible Warrants:

The material terms of the proposed preferential issue of the Convertible Warrants are stipulated in the Special Resolution as set out at Item No. 2 of this Notice.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No. 1 of this Notice.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set in the accompanying notice for your approval.

Except Mr. Ankur Ashwin Shah, Mrs. Preyal Ankur Shah, along with their relatives, no other Director, Key Managerial Personnel and their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution.
