



DUCOL

ORGANICS & COLOURS LIMITED

(Formerly Known as Ducol Organics & Colours Private Limited)

CIN : U24239MH1994PLC 079015

Regd. Off : Express Building, Office No. 302, 3rd Floor, 14-E Road, Churchgate, Mumbai - 400 020. Phone : 022-46082353

Email : sales@ducol.com Website : www.ducol.com ★ An ISO 9001-2008 certified co.

Head Off.: MIDC Industrial Area, Plot, 22/2, Taloja, Taluka-Parvel, Dist. Raigad, Maharashtra

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"Annexure G"

CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, DECEMBER 31, 2024

We draw attention of all the Shareholders of Ducol Organics And Colours Limited ("**the Company**") to the Notice dated **Friday, December 06, 2024** for convening the Extra Ordinary General Meeting of the Company ("**EGM**") scheduled on **Tuesday, December 31, 2024 at 12.00 P.M. (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"). The Notice of the EGM ("**EGM Notice**") was dispatched to the members of the Company on **Saturday, December 07, 2024**, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, respectively.

This Corrigendum shall form an integral part of and should be read in conjunction with the Notice of EGM dated **Friday, December 06, 2024**.

The Company deems it appropriate to bring the latest factual position, as mentioned below to the notice of the Shareholders of the Company through this Corrigendum to the EGM Notice.

The Company is issuing this corrigendum to the EGM Notice ("**Corrigendum**") in respect of the **Current and proposed status of the Allottees, which is referenced in the following matters forming part of Explanatory Statement**.

In respect of the aforesaid subject matters, the Members are requested to take note of the following and same is reproduced to below for perusal.

1. Under page no. 02 & 03 - **the following changed has occurred in the resolution while change in the price, and relevant date** and the same is reproduced to below for perusal.

"RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("**SEBI (ICDR) Regulations, 2018**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**"), and or any other competent regulatory authority and in

accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto **19,04,751** Equity Shares of **INR 126.00** each (Face Value of INR 10.00 each at a Premium of **INR 116.00** each) aggregating to the tune of not exceeding **INR 24,00,00,000** to Strategic Investors (**Non-Promoters**), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

| Sr. No. | Name of Proposed Allottees | No. of Equity Shares proposed to be allotted | Name of the Ultimate Beneficial Owner |
|---------|---------------------------------|--|---------------------------------------|
| | Non-Promoters | | |
| 1. | Alpeshbhai Girishbhai Patel | 2,18,253 | Alpeshbhai Girishbhai Patel |
| 2. | Rekha Ketan Shah | 1,98,412 | Rekha Shah |
| 3. | IlabenNavinbhai Mehta | 1,98,412 | IlabenNavinbhai Mehta |
| 4. | Mukesh KeshubhaiThumar | 1,78,571 | Mukesh KeshubhaiThumar |
| 5. | Mitesh Bhupatrai Galani | 1,58,729 | Mitesh Bhupatrai Galani |
| 6. | Rohitkumar I Desai | 1,19,047 | Rohitkumar I Desai |
| 7. | Patel Nilamben Hetal | 99,206 | Patel Nilamben Hetal |
| 8. | Vapi Organic Chemicals Pvt. Ltd | 95, 238 | Harshida Ashok Shah |
| 9. | Shah Harsh Jayantkumar | 79,365 | Shah Harsh Jayantkumar |
| 10. | Shah Anand Mukeshbhai | 79,365 | Shah Anand Mukeshbhai |
| 11. | Kailash Bhagwan Kotak | 79,365 | Kailash Bhagwan Kotak |
| 12. | Hemang Madhusudan Baxi | 59,523 | Hemang Madhusudan Baxi |
| 13. | Shaikh Yaser Aiman | 51,587 | Shaikh Yaser Aiman |
| 14. | Vrajesh Sureshchandra Shah | 39,682 | Vrajesh Sureshchandra Shah |

| | | | |
|-----|----------------------|------------------|----------------------|
| 15. | Hetal Vrajesh Shah | 39,682 | Hetal Vrajesh Shah |
| 16. | Sahil Sharad Shah | 39,682 | Sahil Shah |
| 17. | Megha Sandeep Somani | 39,682 | Megha Somani |
| 18. | Deval KiritkumarShah | 39,682 | Deval KiritkumarShah |
| 19. | Anil Shambhu Uniyal | 39,682 | Anil Shambhu Uniyal |
| 20. | Vinit Kumar Agarwal | 39,682 | Vinit Kumar Agarwal |
| 21. | Avnish Harish Karia | 11,904 | Avnish Harish Karia |
| | Total | 19,04,751 | |

RESOLVED FURTHER THAT:

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as **Friday, November 29, 2024** (for sake of brevity hereinafter referred to as the said **"Relevant Date"**) to consider the proposed preferential issue of Equity Shares.
 - ii. All equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. Under page no. 16, the following changes has occurred due to change in relevant date and price:
- The Board of the Directors of the Company at its meeting held on **Friday, December 06, 2024** read with corresponding Board meeting dated **Tuesday, December 17, 2024** has given their consent subject to approval of Members by way of Special Resolution to issue and allot 19,04,751 Equity Shares at a price not less than **INR 126.00** each (Face Value of INR 10.00 each at a Premium of **INR 116.00** each) aggregating to the tune of **INR 24,00,00,000** to Strategic Investors (Non-Promoters) on Preferential Allotment basis.
 -
3. Under page no.17 & 18- point no. 01 to 05 of the explanatory statement, the relevant date and the Basis on which the price of the Preferential Issue has changed and same is reproduced to below for perusal.

1. Date of Board Resolution:

Friday, December 06, 2024 read with corresponding Board meeting dated Tuesday, December 17, 2024

2. The total number of securities, kinds of securities and price at which security is being offered:

The resolution set out in the accompanying notice authorizes the Board to issue and allot 19,04,751 Equity Shares at a price not less than **INR 126.00** each (Face Value of INR 10.00 each at a Premium of **INR 116.00** each) aggregating to the tune of **INR 24,00,00,000** on preferential basis for Cash consideration.

3. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment **Friday, November 29, 2024** being the date 30 days prior to **Monday, December 31, 2024** (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

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

Pursuant to Regulation 164(5) of SEBI (ICDR), Regulation, 2018, as amended, "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.

Accordingly, the Equity Shares of the Company are already listed on National Stock Exchange of India, SME Emerge Platform ("**NSE**") (referred to as "**Stock Exchange**"). The company got listed on January 19, 2023 and as on the relevant date i.e., **Friday, November 29, 2024**. Furthermore, 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.

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

- (a) INR 125.94 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) INR 115.08 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 Equity Shares on Preferential basis can be issued is INR 125.94 each. However, on the recommendation of the Audit Committee, the Board of Directors in their meeting held on **Friday, December 06, 2024**, it has been decided to issue 19,04,751 Equity Shares at a price not less than **INR 126.00 each** (Face Value of INR 10.00 each at a Premium of **INR 116.00each**) aggregating to the tune of **INR 24,00,00,000**.

5. Name of Proposed Allottees for Preferential Allotment of Equity Shares:

| Sr. No. | Name of Proposed Allottees | Category | No. of Equity Shares proposed to be allotted (Not exceeding) |
|----------------|-----------------------------------|-----------------|---|
| 1. | Alpeshbhai Girishbhai Patel | Non-Promoter | 2,18,253 |
| 2. | Rekha Ketan Shah | Non-Promoter | 1,98,412 |
| 3. | Ilaben Navinbhai Mehta | Non-Promoter | 1,98,412 |
| 4. | Mukesh Keshubhai Thumar | Non-Promoter | 1,78,571 |
| 5. | Mitesh Bhupatrai Galani | Non-Promoter | 1,58,729 |
| 6. | Rohit Kumar I Desai | Non-Promoter | 1,19,047 |
| 7. | Patel Nilamben Hetal | Non-Promoter | 99,206 |
| 8. | Vapi Organic Chemicals Pvt. Ltd. | Non-Promoter | 95,238 |
| 9. | Shah Harsh Jayantkumar | Non-Promoter | 79,365 |
| 10. | Shah Anand Mukeshbhai | Non-Promoter | 79,365 |
| 11. | Kailash Bhagwan Kotak | Non-Promoter | 79,365 |
| 12. | Hemang Madhusudan Baxi | Non-Promoter | 59,523 |
| 13. | Shaikh Yaser Aiman | Non-Promoter | 51,587 |
| 14. | Vrajesh Sureshchandra Shah | Non-Promoter | 39,682 |
| 15. | Hetal Vrajesh Shah | Non-Promoter | 39,682 |
| 16. | Sahil Sharad Shah | Non-Promoter | 39,682 |
| 17. | Megha Sandeep Somani | Non-Promoter | 39,682 |
| 18. | Deval Kiritkumar Shah | Non-Promoter | 39,682 |
| 19. | Anil Shambhu Uniyal | Non-Promoter | 39,682 |
| 20. | Vinit Kumar Agarwal | Non-Promoter | 39,682 |
| 21. | Avnish Harish Karia | Non-Promoter | 11,904 |
| | Total | | 19,04,751 |

4. Pursuant to **Regulation 163(1) (d) of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018**, the Shareholding pattern of issuer before and after preferential issue has been inserted under page no.21 of **point no.11** of the explanatory statement and same is reproduced to below for perusal.

| Sr. No | Category | Pre-Preferential Issue* | | Post Preferential Issue of Equity Shares | |
|----------|---|-------------------------|--------------------|--|--------------------|
| | | No of shares held | % of share holding | No of shares held | % of share holding |
| A | Promoters Holding | | | | |
| 1 | <u>Indian</u> | | | | |
| | Individual | 83,43,490 | 57.38 | 83,43,490 | 50.73 |
| | Bodies corporate | - | 0.00 | - | 0.00 |
| | Sub-total | 83,43,490 | 57.38 | 83,43,490 | 50.73 |
| 2 | <u>Foreign Promoters</u> | - | - | | |
| | Sub-total (A) | 83,43,490 | 57.38 | 83,43,490 | 50.74 |
| B | Non-promoters' holding | | | | |
| | <u>Institutional investors</u> | - | 0.00 | - | 0.00 |
| | <u>Non-institution</u> | | | | |
| | Private corporate bodies & LLP | 5,80,600 | 3.99 | 6,75,838 | 4.11 |
| | Indian public & HUF | 49,32,710 | 33.86 | 67,42,223 | 41.00 |
| | (Others (including NRIs, Clearing members)) | 6,83,200 | 4.77 | 6,83,200 | 4.15 |
| | Sub-total (B) | 61,96,510 | 42.62 | 81,01,261 | 49.26 |
| C | Non Promoter & Non Public (C) | - | 0.00 | - | 0.00 |
| | GRAND TOTAL (D)= (A)+(B)+(C) | 1,45,40,000 | 100.00 | 1,64,44,751 | 100.00 |

* Pre-Preferential Issue shareholding as per *Benpos December 06, 2024*.

5. **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, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues** inserted under page no.22 & 23 of **point no.13** of the explanatory statement and same is reproduced to below for perusal.

| Sr. No. | Proposed Allottees | Ultimate Beneficial Owner | Pre- Preferential Issue* | | No. of Equity Shares proposed to be allotted | Post Preferential Issue (1,64,44,751 Equity Shares) | |
|---------|----------------------------------|-----------------------------|--------------------------|--------------------|--|---|--------------------|
| | Non-Promoters | | No of shares held | % of share holding | | No of shares held | % of share holding |
| 1. | Alpeshbhai Girishbhai Patel | Alpeshbhai Girishbhai Patel | - | - | 2,18,253 | 2,18,253 | 1.33 |
| 2. | Rekha Ketan Shah | Rekha Ketan Shah | - | - | 1,98,412 | 1,98,412 | 1.21 |
| 3. | Ilaben Navinbhai Mehta | Ilaben Navinbhai Mehta | - | - | 1,98,412 | 1,98,412 | 1.21 |
| 4. | Mukesh Keshubhai Thumar | Mukesh Keshubhai Thumar | - | - | 1,78,571 | 1,78,571 | 1.09 |
| 5. | Mitesh Bhupatrai Galani | Mitesh Bhupatrai Galani | 3200 | 0.02 | 1,58,729 | 1,61,929 | 0.98 |
| 6. | Rohit Kumar I Desai | RohitKumar I Desai | - | - | 1,19,047 | 1,19,047 | 0.72 |
| 7. | Patel Nilamben Hetal | Patel Nilamben Hetal | - | - | 99,206 | 99,206 | 0.60 |
| 8. | Vapi Organic Chemicals Pvt. Ltd. | Harshida Ashok Shah | - | - | 95238 | 95238 | 0.58 |
| 9. | Shah Harsh Jayantkumar | Shah Harsh Jayantkumar | - | - | 79,365 | 79,365 | 0.48 |
| 10. | Shah Anand Mukeshbhai | Shah Anand Mukeshbhai | - | - | 79,365 | 79,365 | 0.48 |
| 11. | Kailash Bhagwan Kotak | Kailash Bhagwan Kotak | 1600 | 0.01 | 79,365 | 80,965 | 0.49 |
| 12. | Hemang Madhusudan Baxi | Hemang Madhusudan Baxi | - | - | 59,523 | 59,523 | 0.36 |
| 13. | Shaikh Yaser Aiman | Shaikh Yaser Aiman | - | - | 51,587 | 51,587 | 0.31 |
| 14. | Vrajesh Sureshchandra Shah | Vrajesh Sureshchandra Shah | 800 | 0.00 | 39,682 | 40,482 | 0.24 |

| | | | | | | | |
|-----|-----------------------|-----------------------|------|------|--------|--------|------|
| 15. | Hetal Vrajesh Shah | Hetal Vrajesh Shah | - | - | 39,682 | 39,682 | 0.24 |
| 16. | Sahil Sharad Shah | Sahil Sharad Shah | - | - | 39,682 | 39,682 | 0.24 |
| 17. | Megha Sandeep Somani | Megha Sandeep Somani | 1600 | 0.01 | 39,682 | 41,282 | 0.25 |
| 18. | Deval Kiritkumar Shah | Deval Kiritkumar Shah | - | - | 39,682 | 39,682 | 0.24 |
| 19. | Anil Shambhu Uniyal | Anil Shambhu Uniyal | - | - | 39,682 | 39,682 | 0.24 |
| 20. | Vinit Kumar Agarwal | Vinit Kumar Agarwal | - | - | 39,682 | 39,682 | 0.24 |
| 21. | Avnish Harish Karia | Avnish Harish Karia | - | - | 11,904 | 11,904 | 0.07 |

* Pre-Preferential Issue *shareholding as per Benpos December 06, 2024.*

6. **The Current and Proposed status of the allottees post the preferential issue *namely, promoter or non-promoter*** inserted under page no. 23 & 24 of **point no.14** of the explanatory statement and same is reproduced to below for perusal.

| Sr. No. | Name of the Proposed Allottees | Current status of the allottees namely promoter or non-promoter | Proposed status of the allottees post the preferential issue namely promoter or non-promoter |
|---------|----------------------------------|---|--|
| 1. | Alpeshbhai Girishbhai Patel | Non-Promoter | Non-Promoter |
| 2. | Rekha Ketan Shah | Non-Promoter | Non-Promoter |
| 3. | IlabenNavinbhai Mehta | Non-Promoter | Non-Promoter |
| 4. | Mukesh KeshubhaiThumar | Non-Promoter | Non-Promoter |
| 5. | Mitesh Bhupatrai Galani | Non-Promoter | Non-Promoter |
| 6. | Rohitkumar I Desai | Non-Promoter | Non-Promoter |
| 7. | Patel Nilamben Hetal | Non-Promoter | Non-Promoter |
| 8. | Vapi Organic Chemicals Pvt. Ltd. | Non-Promoter | Non-Promoter |
| 9. | Shah Harsh Jayantkumar | Non-Promoter | Non-Promoter |
| 10. | Shah Anand Mukeshbhai | Non-Promoter | Non-Promoter |
| 11. | Kailash Bhagwan Kotak | Non-Promoter | Non-Promoter |
| 12. | Hemang Madhusudan Baxi | Non-Promoter | Non-Promoter |
| 13. | Shaikh Yaser Aiman | Non-Promoter | Non-Promoter |
| 14. | Vrajesh Sureshchandra Shah | Non-Promoter | Non-Promoter |
| 15. | Hetal Vrajesh Shah | Non-Promoter | Non-Promoter |
| 16. | Sahil Sharad Shah | Non-Promoter | Non-Promoter |
| 17. | Megha Sandeep Somani | Non-Promoter | Non-Promoter |
| 18. | Deval KiritkumarShah | Non-Promoter | Non-Promoter |
| 19. | Anil Shambhu Uniyal | Non-Promoter | Non-Promoter |
| 20. | Vinit Kumar Agarwal | Non-Promoter | Non-Promoter |
| 21. | Avnish Harish Karia | Non-Promoter | Non-Promoter |

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the members of the Company on **Saturday, December 07, 2024**, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. Accordingly, all concerned shareholders are requested to take note of the above changes. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged. Corrigendum to the EGM Notice shall also be available on the website of the Company at <http://www.ducol.com/> and stock exchange i.e. National Stock Exchange of India Limited at www.nseindia.com.

All other contents of the EGM Notice save and except as amended / clarified by this corrigendum, shall remain unchanged.

**By Order of the Board of
Directors**

AAMER
AHMED

SAFID

Digitally signed by
AAMER AHMED
FARID
Date: 2024.12.17
18:09:13 +05'30'

Aamer Ahmed Farid
Managing Director
DIN: 00711705