



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.

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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
<b>Non-Promoters</b>			
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
	<b>Total</b>	<b>19,04,751</b>	

**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.
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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:**

<b>Sr. No.</b>	<b>Name of Proposed Allottees</b>	<b>Category</b>	<b>No. of Equity Shares proposed to be allotted (Not exceeding)</b>
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
	<b>Total</b>		<b>19,04,751</b>

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
<b>A</b>	<b>Promoters Holding</b>				
<b>1</b>	<b><u>Indian</u></b>				
	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
<b>2</b>	<b><u>Foreign Promoters</u></b>	-	-		
	<b>Sub-total (A)</b>	<b>83,43,490</b>	<b>57.38</b>	<b>83,43,490</b>	<b>50.74</b>
<b>B</b>	<b>Non-promoters' holding</b>				
	<b><u>Institutional investors</u></b>	-	0.00	-	0.00
	<b><u>Non-institution</u></b>				
	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
	<b>Sub-total (B)</b>	<b>61,96,510</b>	<b>42.62</b>	<b>81,01,261</b>	<b>49.26</b>
<b>C</b>	<b>Non Promoter &amp; Non Public (C)</b>	-	0.00	-	0.00
	<b>GRAND TOTAL (D)= (A)+(B)+(C)</b>	<b>1,45,40,000</b>	<b>100.00</b>	<b>1,64,44,751</b>	<b>100.00</b>

\* 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](http://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

**50710**

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

**Aamer Ahmed Farid  
Managing Director  
DIN: 00711705**