



S J LOGISTIS (INDIA) LIMITED

Registered Office: 901/902/903, Centrum, opposite Raila Devi Lake, Wagle Estate, Thane - 400604

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CIN: L63000MH2003PLC143614

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING (EGM)

NOTICE is hereby given that the First Extra-Ordinary General Meeting (“the EGM / the meeting”) (01/EGM/2024-25) of the Members of S J Logistics (India) Limited (“the Company”) will be held on **Friday, October 4, 2024, at 04:00 PM (IST)** through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) (“hereinafter referred to as “electronic mode”) to transact the following business:

SPECIAL BUSINESS:

1. ISSUE OF 7,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO PROMOTER AND PROMOTER GROUP CATEGORY:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions 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 Director of the Company (“the Board”) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, upto **7,00,000 (Seven Lakhs) Share Warrants** (“Warrants”) each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash or pursuant to conversion of unsecured loans or infusion of additional funds at an issue price of **Rs. 576/- (Five Hundred Seventy-Six) per Warrant**, each fully paid up at a premium of Rs. 566/- (Rupees Five Hundred Sixty-Six Only) each per Warrant (“Warrant Issue Price”) at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations aggregating to an amount not exceeding **Rs. 40,32,00,000/- (Rupees Forty Crores Thirty-Two Lakhs Only)** to the following individuals/entities (hereinafter referred to as the “Proposed Allottees of Share Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and

on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No	Names of the proposed Allottees	Category (Promoter and Promoter Group)	No. of Share warrants	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (in case of convertibles) (INR)
1.	Rajen Hasmukhlal Shah	Promoter	7,00,000	40,32,00,000	576
	Total		7,00,000	40,32,00,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Thursday, September 05, 2024, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Friday, October 04, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f. The Equity Shares to be so allotted upon the exercise of the 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 respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be lock-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so 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. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Company Secretary of the Company be and are hereby severally 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 Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), 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 Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or 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, including without limitation in connection with the

issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

2. ISSUANCE OF 6,94,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into with National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs (“MCA”), SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchanges where the shares of the Company are listed and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members be and is hereby accorded to create, issue, offer and allot, on a preferential basis, upto **6,94,000 (Six Lakhs Ninety-Four Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each** fully paid up, for cash, at an issue price of **Rs. 576/- (Five Hundred Seventy-Six)** per share at a premium of **Rs. 566/- (Rupees Five Hundred Sixty-Six Only)** each (“Issue Price”) aggregating to an amount not exceeding **Rs. 39,97,44,000 (Thirty-Nine Crores Ninety-Seven Lakhs Forty Four Thousand Only)** to the following individuals/entities (hereinafter referred to as the “Proposed Allottees of Equity Shares”), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors:

Sr. No	Names of the proposed Allottees	Category (PROMOTER/ NON-PROMOTER)	No. of Equity Shares	Outcome of the subscription/ Investment amount (INR) (Approx.)	Issue price/allotted price (INR)
1.	Finavenue Growth Fund	Non-Promoter	70,000	4,03,20,000	576
2.	Sandeep Singh	Non-Promoter	41,000	2,36,16,000	576
3.	Rakesh Laroia	Non-Promoter	40,000	2,30,40,000	576
4.	Amit Agarwal	Non-Promoter	36,000	2,07,36,000	576
5.	Vicco Laboratories (Goa)	Non-Promoter	36,000	2,07,36,000	576
6.	Vikasa India EIF I Fund - Incube Global Opportunities	Non-Promoter	36,000	2,07,36,000	576
7.	Vibha Gupta	Non-Promoter	36,000	2,07,36,000	576
8.	Pooja Kedia	Non-Promoter	36,000	2,07,36,000	576
9.	Aarusha Atul Bora	Non-Promoter	36,000	2,07,36,000	576

10.	Kaushik Daga	Non-Promoter	35,000	2,01,60,000	576
11.	Own Infracon Private Limited	Non-Promoter	35,000	2,01,60,000	576
12.	Smart Opportunity Fund	Non-Promoter	18,000	1,03,68,000	576
13.	Seema Nuwal	Non-Promoter	18,000	1,03,68,000	576
14.	Pankaj Chhparwal	Non-Promoter	18,000	1,03,68,000	576
15.	Vibha Veda	Non-Promoter	18,000	1,03,68,000	576
16.	Suresh Bhatia HUF	Non-Promoter	18,000	1,03,68,000	576
17.	Karan Maheshwari	Non-Promoter	18,000	1,03,68,000	576
18.	Heena Parth Shah	Non-Promoter	9,000	51,84,000	576
19.	Patel Arjal Ashokkumar	Non-Promoter	9,000	51,84,000	576
20.	Mukut Behari Agarwal	Non-Promoter	9,000	51,84,000	576
21.	Jyoti Jain	Non-Promoter	9,000	51,84,000	576
22.	Ashok Raj Singhee	Non-Promoter	9,000	51,84,000	576
23.	Anju Gianchandani	Non-Promoter	9,000	51,84,000	576
24.	Krishan Sethi	Non-Promoter	9,000	51,84,000	576
25.	Priyanka Agarwal	Non-Promoter	9,000	51,84,000	576
26.	Harrmit Dillon	Non-Promoter	9,000	51,84,000	576
27.	Gopal Sharma	Non-Promoter	9,000	51,84,000	576
28.	Ritesh Srivastava	Non-Promoter	9,000	51,84,000	576
29.	Astha Purwar	Non-Promoter	9,000	51,84,000	576
30.	Vishal Gupta	Non-Promoter	9,000	51,84,000	576
31.	Diksha Vig	Non-Promoter	9,000	51,84,000	576
32.	Sumit Rajvanshi	Non-Promoter	9,000	51,84,000	576
33.	Ashok Kumar Garg	Non-Promoter	9,000	51,84,000	576
34.	Caprize Global Story	Non-Promoter	5,000	28,80,000	576
	TOTAL		6,94,000	39,97,44,000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Thursday, September 05, 2024, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Friday, October 04, 2024.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a. The proposed allottees of equity shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- b. The pre-preferential shareholding of the Proposed Allottee of equity shares, if any, and Equity Shares to be allotted to the Proposed Allottees of equity shares shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be allotted to the Proposed Allottee of equity shares 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.
- d. The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of the pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e. Allotment of Equity Shares shall only be made in dematerialized form.

- f. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or the Company Secretary of the Company, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the Equity Shares to be issued and allotted to the above mentioned allottees and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

For S J Logistics (India) Limited

Sd/-

Rajen Hasmukhlal Shah

Chairman & Managing Director

DIN: 01903150

Place: Thane

Date: September 12, 2024

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business matters, is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8,2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Extra Ordinary General Meeting (the EGM/the meeting) through Video Conferencing(VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations).
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution /Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to r.doshi87@gmail.com with copies marked to the Company at cs@sjl.co.in and evoting@nsdl.co.in.
5. Registration of email ID and Bank Account details:

In case the shareholder’s email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/Depositories, the log in details for e-voting are being sent to the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

- a. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agent at its address: Maashitla Securities Private Limited Address: 451, Krishna Apra Business Square, Netaji Subhash Place, Pitampura, Delhi - 110034
 - b. *In the case of Shares held in Demat mode:*
The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
6. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of EGM will also be available on the Company’s website: www.cs@sjl.co.in websites of the National Stock Exchange of India Limited at www.nseindia.com and is also available at NSDL (agency for providing the Remote e-Voting facility) www.evoting.nsdl.com.

Members can attend and participate in the Extra Ordinary General Meeting through VC / OAVM facility only.

7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to cs@sjl.co.in. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
10. Members of the Company holding shares either in physical form or in dematerialized forms as on cutoff date i.e., **Friday, September 27, 2024**, will be entitled to vote on the resolutions proposed in the Notice.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. Information relating to e-voting and other instructions are as under:
 - a. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of National Securities Depository Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
 - b. The Board of Directors of the Company has appointed Mr. Rushabh Doshi, Practicing Company Secretaries (COP: 25328) as Scrutinizer to scrutinize the voting and remote e voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. **Friday, September 27, 2024**.
 - d. Remote e-voting will commence at 09:00 A.M. on Tuesday, **October 01, 2024** and will end at 05:00 P.M. on **Thursday, October 03, 2024**, when remote e-voting will be blocked by NSDL.
13. 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 for **1000 members on a first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

14. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

As per SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on October 01, 2024 at 09:00 A.M. and ends on October 03, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 27, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 27,2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository

	<p>site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 abovementioned website.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@sjl.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@sjl.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@sjl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for

VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@sjl.co.in. The same will be replied by the company suitably.
6. 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.
7. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the EGM.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

A. ISSUE OF 7,00,000 SHARE WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO PROMOTER AND PROMOTER GROUP CATEGORY:

The Board of Directors of the Company in its meeting held on September 11, 2024, subject to the approval of members, has approved the proposal for raising funds and allot Share Warrants upto **7,00,000 (Seven Lakhs) Share Warrants** ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash or pursuant to conversion of unsecured loans or infusion of additional funds at an issue price of **Rs. 576/- (Five Hundred Seventy-Six) per Warrant**, at a premium of Rs. 566/- (Rupees Five Hundred Sixty-Six Only) each per Warrant ("Warrant Issue Price") at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations aggregating to an amount not exceeding **Rs. 40,32,00,000/- (Rupees Forty Crores Thirty-Two Lakhs Only)** to the proposed allottees.

Sr. No	Names of the proposed Allottees	Category (Promoter and Promoter Group)	No. of Share warrants
1.	Rajen Hasmukhlal Shah	Promoter	7,00,000
	Total		7,00,000

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and as under NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 are as under:

1. The objects of the preferential issue:

The Company proposes to deploy the Complete proceeds of the proposed Preferential Issue of share warrants ("warrants") for its working capital requirements to drive our business growth.

The utilization of the proceeds raised for the aforementioned purpose will be completed within a period of three months from the date of receipt. Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account.

Since present preferential issue includes warrants pursuant to conversion of existing loan of Promoter in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

2. Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued

Preferential issue of 7,00,000 (Seven Lakhs) Share Warrants ("Warrants") each Warrant convertible into 1 (one) Equity Share of the Face Value of Rs. 10/- (Rupees Ten Only) each on a preferential basis, for cash or pursuant to conversion of unsecured loans or infusion of additional funds at an issue price of Rs. 576/- (Five Hundred Seventy-Six) per Warrant, each fully paid up at a premium of Rs. 566/- (Rupees Five Hundred Sixty-Six Only) each per Warrant ("Warrant Issue Price") at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations aggregating to an amount not exceeding Rs. 40,32,00,000/- (Rupees Forty Crore Thirty-Two Lakhs Only) in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

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

In terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be **Thursday, September 05, 2024**, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on **Friday, October 04, 2024**.

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

The equity shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 575.81 is determined and rounded off to Rs. 576 as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and warrants. Accordingly, the issue price for this Preferential Issue is decided at Rs. 576 (Rupees Five Hundred Seventy-Six) per share warrant which is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 477.71 per Equity Share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 575.81 per Equity Share.

Since the Proposed Preferential Issue shall not result in a change in control, However the allotment of Share warrants and Equity shares (combined) exceed limit specified under ICDR Regulations i.e., more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s) ,accordingly, the company has obtained the valuation report dated September 11, 2024 issued by Mr. Rushabh Doshi, Registered Valuer (IBBI Registration No. IBBI/RV/03/2022/15050), and consider the same for determining the price. The Valuation Report obtained by the Company is accessible on Company’s website at www.sjlogistics.co.in.

5. Practicing Company Secretary’s Certificate:

The certificate from Mr. Rushabh Doshi, Practicing Company Secretary (COP: 25328), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.sjlogistics.co.in.

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

The company intends to raise an amount not exceeding **Rs. 40,32,00,000/- (Rupees Forty Crore Thirty-Two Lakhs Only)** through issue of Share Warrants.

7. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Share Warrants pursuant to the Preferential Issue, other than, Mr. Rajen Hasmukhlal Shah, Promoter and Chairman & Managing Director of the Company.

8. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

Except contribution of Rs. 40,32,00,000/- (Rupees Forty Crore Thirty-Two Lakhs Only) by issue of Share Warrants to Mr. Rajen Hasmukhlal Shah, Promoter & Chairman and Managing Director of the Company, no contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue as above.

9. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, Share Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution and in the future within 15 days of exercise of option for conversion of equity warrants into equity.

provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

10. Identity of the natural persons who are the ultimate beneficial owners of the Share Warrant and Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, along with PAN Number, class of allottees and the percentage of pre and post Preferential issue capital that may be held by them and change in control, if any in the Company consequent to the Preferential Issue

The Share Warrant convertible into equity shares are proposed to be allotted to Promoter and Equity Shares are proposed to be allotted to non-promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Share Warrant and Equity Shares. The pre and post issue holding of the proposed allottees along with PAN, class of allottee and ultimate beneficial owners forms part of this Notice as **Annexure I (a)**.

11. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues considering both Share Warrants and Equity Shares forms part of this Notice as **Annexure II**.

12. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor.

13. The current and proposed status of the allottee of share warrant post the preferential issue namely, promoter or non-promoter investors:

Sr. No	Name of the Proposed Allottee of share warrants	Current Status of the Proposed Allottee of share warrants	Proposed Status of the Proposed Allottee of share warrants post the preferential issue
1.	Rajen Hasmukhlal Shah	Promoter	Promoter

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

15. Principal terms of assets charged as securities:

Not Applicable

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

Not Applicable

17. Material terms of the proposed Preferential Issue of the Share Warrants:

The Share Warrants being issued, upon conversion shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Share Warrants are stipulated in the special resolutions and explanatory note as set out at Item No. 1 of this Notice.

18. Lock-in-period:

The Share Warrants allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval as per the SEBI ICDR Regulations.

19. Listing

The Share Warrants proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

20. Undertaking and other disclosures:

- i. 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 current financial year 2024-25
- ii. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
- iii. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee.
- v. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- vi. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.
- vii. The proposed allottee of share warrants has not sold or transferred any Equity Shares during 90 trading days prior to the relevant date.
- viii. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ix. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- x. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- xi. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- xii. The issue of Equity Shares after conversion 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 format only.
- xiii. The Equity Shares being issued after the conversion of share warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

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.01** of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No.: 01 in the accompanying notice for approval by the Members.

Except Mr. Rajen Hasmukhlal Shah, Mr. Jeet Rajen Shah and their relatives, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 1** of this notice except and to the extent of their shareholding in the Company.

B. ISSUANCE OF 6,94,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

The Board of Directors of the Company in its meeting held on September 11, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Equity Share upto **6,94,000 (Six Lakhs Ninety-Four Thousand) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of **Rs. 576/- (Five Hundred Seventy-Six)** per share at a premium of Rs. 566/- (Rupees Five Hundred Sixty-Six Only) each (“Issue Price”) aggregating to an amount not exceeding **Rs. 39,97,44,000 (Thirty-Nine Crores Ninety-Seven Lakhs Forty Four Thousand Only)** to the following individuals/entities.

Sr. No	Names of the proposed Allottees	Category (PROMOTER/NON-PROMOTER)	No. of Equity Shares
1.	Finavenue Growth Fund	Non-Promoter	70,000
2.	Sandeep Singh	Non-Promoter	41,000
3.	Rakesh Laroia	Non-Promoter	40,000
4.	Amit Agarwal	Non-Promoter	36,000
5.	Vicco Laboratories (Goa)	Non-Promoter	36,000
6.	Vikasa India EIF I Fund - Incube Global Opportunities	Non-Promoter	36,000
7.	Vibha Gupta	Non-Promoter	36,000
8.	Pooja Kedia	Non-Promoter	36,000
9.	Aarusha Atul Bora	Non-Promoter	36,000
10.	Kaushik Daga	Non-Promoter	35,000
11.	Own Infracon Private Limited	Non-Promoter	35,000
12.	Smart Opportunity Fund	Non-Promoter	18,000
13.	Seema Nuwal	Non-Promoter	18,000
14.	Pankaj Chhapparwal	Non-Promoter	18,000
15.	Vibha Veda	Non-Promoter	18,000
16.	Suresh Bhatia HUF	Non-Promoter	18,000
17.	Karan Maheshwari	Non-Promoter	18,000
18.	Heena Parth Shah	Non-Promoter	9,000
19.	Patel Arjal Ashokkumar	Non-Promoter	9,000
20.	Mukut Behari Agarwal	Non-Promoter	9,000
21.	Jyoti Jain	Non-Promoter	9,000
22.	Ashok Raj Singhee	Non-Promoter	9,000
23.	Anju Gianchandani	Non-Promoter	9,000
24.	Krishan Sethi	Non-Promoter	9,000
25.	Priyanka Agarwal	Non-Promoter	9,000
26.	Harrmit Dillon	Non-Promoter	9,000
27.	Gopal Sharma	Non-Promoter	9,000
28.	Ritesh Srivastava	Non-Promoter	9,000
29.	Astha Purwar	Non-Promoter	9,000

30.	Vishal Gupta	Non-Promoter	9,000
31.	Diksha Vig	Non-Promoter	9,000
32.	Sumit Rajvanshi	Non-Promoter	9,000
33.	Ashok Kumar Garg	Non-Promoter	9,000
34.	Caprize Global Story	Non-Promoter	5,000
	TOTAL		6,94,000

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") and as under NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 are as under:

1. The objects of the preferential issue:

The Company proposes to deploy the Complete proceeds of the proposed Preferential Issue of Equity Shares for its working capital requirements to drive our business growth.

The utilization of the proceeds raised for the aforementioned purpose will be completed within a period of three months from the date of receipt. Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account.

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crore and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

2. Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued

Preferential issue of **6,94,000 (Six Lakhs Ninety-Four Thousand) Equity Shares** of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of **Rs. 576/- (Five Hundred Seventy-Six)** per share at a premium of Rs. 566/- (Rupees Five Hundred Sixty-Six Only) each ("Issue Price") at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI ICDR Regulations aggregating to an amount not exceeding Rs. aggregating to an amount not exceeding **Rs. 39,97,44,000 (Thirty-Nine Crores Ninety-Seven Lakhs Forty Four Thousand Only)** in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

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

In terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Equity Shares shall be **Thursday, September 05, 2024**, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on **Friday, October 04, 2024**.

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

The equity shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 575.81 is determined and rounded off to Rs. 576 as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and warrants. Accordingly, the issue price for this Preferential Issue is decided at Rs. 576 (Rupees Five Hundred Seventy-Six) per share warrant which is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 477.71 per Equity Share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 575.81 per Equity Share.

Since the Proposed Preferential Issue shall not result in a change in control, However the allotment of Share warrants and Equity shares (combined) exceed limit specified under ICDR Regulations i.e., more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), accordingly, the company has obtained the valuation report dated September 11, 2024 issued by Mr. Rushabh Doshi, Registered Valuer (IBBI Registration No. IBBI/RV/03/2022/15050), and consider the same for determining the price. The Valuation Report obtained by the Company is accessible on Company's website at www.sjlogistics.co.in.

5. Practicing Company Secretary's Certificate:

The certificate from Mr. Rushabh Doshi, Practicing Company Secretary (COP: 25328), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.sjlogistics.co.in.

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

The company intends to raise an amount not exceeding **Rs. 39,97,44,000 (Thirty-Nine Crores Ninety-Seven Lakhs Forty Four Thousand Only)** through issue of Equity Shares.

7. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue of Equity Shares.

8. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue of Equity Shares as mentioned above.

9. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, Equity Shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution.

provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

10. Identity of the natural persons who are the ultimate beneficial owners of the Share Warrant and Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, along with PAN Number, class of allottees and the percentage of pre and post Preferential issue capital that may be held by them and change in control, if any in the Company consequent to the Preferential Issue

The Share Warrant convertible into equity shares are proposed to be allotted to Promoter and Equity Shares are proposed to be allotted to non-promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Share Warrant and Equity Shares. The pre and post issue holding of the proposed allottees along with PAN, class of allottee and ultimate beneficial owners forms part of this Notice as **Annexure I (b)**.

11. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues considering both Share Warrants and Equity Shares forms part of this Notice as **Annexure II**.

12. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor.

13. The current and proposed status of the allottee of equity shares post the preferential issue namely, promoter or non-promoter investors:

Sr. No	Names of the proposed Allottees of Equity Shares	Current Status of the Proposed Allottee of equity shares	Proposed Status of the Proposed Allottee of equity shares post the preferential issue
1.	Finavenue Growth Fund	Non-Promoter	Non-Promoter
2.	Sandeep Singh	Non-Promoter	Non-Promoter
3.	Rakesh Laroia	Non-Promoter	Non-Promoter
4.	Amit Agarwal	Non-Promoter	Non-Promoter
5.	Vicco Laboratories (Goa)	Non-Promoter	Non-Promoter
6.	Vikasa India EIF I Fund - Incube Global Opportunities	Non-Promoter	Non-Promoter
7.	Vibha Gupta	Non-Promoter	Non-Promoter
8.	Pooja Kedia	Non-Promoter	Non-Promoter
9.	Aarusha Atul Bora	Non-Promoter	Non-Promoter
10.	Kaushik Daga	Non-Promoter	Non-Promoter
11.	Own Infracon Private Limited	Non-Promoter	Non-Promoter
12.	Smart Opportunity Fund	Non-Promoter	Non-Promoter
13.	Seema Nuwal	Non-Promoter	Non-Promoter
14.	Pankaj Chhapparwal	Non-Promoter	Non-Promoter
15.	Vibha Veda	Non-Promoter	Non-Promoter
16.	Suresh Bhatia HUF	Non-Promoter	Non-Promoter
17.	Karan Maheshwari	Non-Promoter	Non-Promoter
18.	Heena Parth Shah	Non-Promoter	Non-Promoter
19.	Patel Arjal Ashokkumar	Non-Promoter	Non-Promoter
20.	Mukut Behari Agarwal	Non-Promoter	Non-Promoter
21.	Jyoti Jain	Non-Promoter	Non-Promoter
22.	Ashok Raj Singhee	Non-Promoter	Non-Promoter
23.	Anju Gianchandani	Non-Promoter	Non-Promoter
24.	Krishan Sethi	Non-Promoter	Non-Promoter
25.	Priyanka Agarwal	Non-Promoter	Non-Promoter
26.	Harrmit Dillon	Non-Promoter	Non-Promoter
27.	Gopal Sharma	Non-Promoter	Non-Promoter
28.	Ritesh Srivastava	Non-Promoter	Non-Promoter
29.	Astha Purwar	Non-Promoter	Non-Promoter
30.	Vishal Gupta	Non-Promoter	Non-Promoter
31.	Diksha Vig	Non-Promoter	Non-Promoter
32.	Sumit Rajvanshi	Non-Promoter	Non-Promoter
33.	Ashok Kumar Garg	Non-Promoter	Non-Promoter
34.	Caprize Global Story	Non-Promoter	Non-Promoter

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

During the year, no preferential allotment has been made to any person as of the date of this Notice.

15. Principal terms of assets charged as securities:

Not Applicable

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

Not Applicable

17. Material terms of the proposed Preferential Issue of the Equity Shares:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolutions and explanatory note as set out at Item No. 2 of this Notice.

18. Lock-in-period:

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval as per the SEBI ICDR Regulations.

19. Listing

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

20. Undertaking and other disclosures:

- i. 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 current financial year 2024-2025
- ii. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations.
- iii. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- v. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.
- vi. Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.
- vii. The investors have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Investors has further confirmed that the Investors shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.
- viii. The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- ix. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- x. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- xi. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the Company but failed to exercise them.
- xii. The issue of 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 format only.

- xiii. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

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 equity shares as specifically described in the resolutions set out at **Item No.02** of this Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the **Special Resolution** as set out in the Item No. 02 in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this **Special Resolution** as set out at **Item No. 2** of this notice except and to the extent of their shareholding in the Company.

**Annexure I – (a)
Details of the Proposed Allottee (Share Warrants) ***

Sr No.	Name of the Proposed Allottee	Category	No. of Warrants convertible to Equity Shares	Pre-Issue Shareholding		Post-Issue Shareholding		Ultimate Beneficial Owners
				No. of Shares	% of Total Equity Capital	No. of Shares	% of Total Equity Capital	
1	Rajen Hasmukhlal Shah	Promoter	7,00,000	54,75,450	37.81%	61,75,450	38.90%	Self
TOTAL			7,00,000	54,75,450	37.81%	61,75,450	38.90%	

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

**Annexure I – (b)
Details of the Proposed Allottee (Equity Shares) ***

Sr No.	Name of the Proposed Allottee	Category	No. of Equity Shares to be allotted	Pre-Issue Shareholding		Post-Issue Shareholding		Ultimate Beneficial Owners
				No. of Shares	% of Total Equity Capital	No. of Shares	% of Total Equity Capital	
1	Finavenue Growth Fund	Public	70,000	-	0.00%	70,000	0.44%	@
2	Sandeep Singh	Public	41,000	1,45,000	1.00%	1,86,000	1.17%	Self
3	Rakesh Laroia	Public	40,000	-	0.00%	40,000	0.25%	Self
4	Amit Agarwal	Public	36,000	2,000	0.01%	38,000	0.24%	Self
5	Vicco Laboratories (Goa)	Public	36,000	33,000	0.23%	69,000	0.43%	@
6	Vikasa India Eif I Fund - Incube Global Opportunities	Public	36,000	-	0.00%	36,000	0.23%	@
7	Vibha Gupta	Public	36,000	-	0.00%	36,000	0.23%	Self
8	Pooja Kedia	Public	36,000	-	0.00%	36,000	0.23%	Self
9	Aarusha Atul Bora	Public	36,000	-	0.00%	36,000	0.23%	Self
10	Kaushik Daga	Public	35,000	-	0.00%	35,000	0.22%	Self
11	Own Infracon Private Limited	Public	35,000	1,01,000	0.70%	1,36,000	0.86%	@
12	Smart Opportunity Fund	Public	18,000	-	0.00%	18,000	0.11%	@
13	Seema Nuwal	Public	18,000	-	0.00%	18,000	0.11%	Self
14	Pankaj Chhparwal	Public	18,000	500	0.00%	18,500	0.12%	Self
15	Vibha Veda	Public	18,000	-	0.00%	18,000	0.11%	Self
16	Suresh Bhatia HUF	Public	18,000	-	0.00%	18,000	0.11%	@
17	Karan Maheshwari	Public	18,000	-	0.00%	18,000	0.11%	Self
18	Heena Parth Shah	Public	9,000	-	0.00%	9,000	0.06%	Self
19	Patel Arjal Ashokkumar	Public	9,000	-	0.00%	9,000	0.06%	Self
20	Mukut Behari Agarwal	Public	9,000	-	0.00%	9,000	0.06%	Self
21	Jyoti Jain	Public	9,000	2,000	0.01%	11,000	0.07%	Self
22	Ashok Raj Singhee	Public	9,000	-	0.00%	9,000	0.06%	Self
23	Anju Gianchandani	Public	9,000	-	0.00%	9,000	0.06%	Self
24	Krishan Sethi	Public	9,000	-	0.00%	9,000	0.06%	Self
25	Priyanka Agarwal	Public	9,000	-	0.00%	9,000	0.06%	Self
26	Harrmit Dillon	Public	9,000	6,000	0.04%	15,000	0.09%	Self
27	Gopal Sharma	Public	9,000	-	0.00%	9,000	0.06%	Self
28	Ritesh Srivastava	Public	9,000	-	0.00%	9,000	0.06%	Self
29	Astha Purwar	Public	9,000	1,000	0.01%	10,000	0.06%	Self
30	Vishal Gupta	Public	9,000	-	0.00%	9,000	0.06%	Self
31	Diksha Vig	Public	9,000	1,000	0.01%	10,000	0.06%	Self

32	Sumit Rajvanshi	Public	9,000	-	0.00%	9,000	0.06%	Self
33	Ashok Kumar Garg	Public	9,000	-	0.00%	9,000	0.06%	Self
34	Caprize Global Story	Public	5,000	-	0.00%	5,000	0.03%	@
			6,94,000	2,91,500	2.01%	9,85,500	6.21%	

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

@ Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

Sr. No.	Details of Proposed Allottees	Ultimate Beneficial owner who ultimately controls the Allottees
1	Finavenue Growth Fund	As this is Alternate Investment Fund, requirement of ultimate beneficial owner not required (Reg 163(1)(f) of ICDR)
2	Vicco Laboratories (Goa)	Deep Yeshwant Pendharkar Devesh Sumant Pendharkar Amit Ashok Pendharkar
3	Vikasa India Eif I Fund - Incube Global Opportunities	As this is Alternate Investment Fund, requirement of ultimate beneficial owner not required (Reg 163(1)(f) of ICDR)
4	Own Infracon Private Limited	Manmohini Kaur Charandeep Singh
5	Smart Opportunity Fund	As this is Alternate Investment Fund, requirement of ultimate beneficial owner not required (Reg 163(1)(f) of ICDR)
6	Suresh Bhatia Huf	Suresh Bhatia is beneficial owner and Karta of HUF
7	Caprize Global Story	Piyush Vishanraj Mehta

Annexure II
Pre and Post Issue Shareholding pattern of the Company*

Sr. No.	Category of Shareholder(s)	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters & Promoter Group Holding				
1	Indian				
	a) Individual	71,89,740	49.64%	78,89,740	49.69%
	b) Others (Body Corporate)				
	Total Promoters & Promoter Group Holding (A)	71,89,740	49.64%	78,89,740	49.69%
B	Non-Promoters / Public Holding				
1	Institutional Investors				
	a) Mutual Funds				
	b) Alternate Investment Funds	1,49,000	1.03%	2,73,000	1.72%
	c) Foreign Portfolio Investors / foreign body corporate	4,000	0.03%	4,000	0.03%
	d) Financial Institutions/ Banks				
	e) Insurance Companies				
	Sub-Total (B)(1)	1,53,000	1.06%	2,77,000	1.74%
2	Central Government/ State Government				
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
	a) Individuals				
	i) Individual shareholders holding nominal share capital upto Rs.2 lakhs	31,86,060	22.00%	34,02,060	21.43%
	ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	29,59,830	20.44%	32,55,830	20.51%
	b) NBFCs registered with RBI				
	c) Any other, specify				
	i) Foreign Companies				
	ii) Hindu Undivided Family	2,59,000	1.79%	2,77,000	1.74%
	iii) Non-Resident Indians	1,02,500	0.71%	1,02,500	0.65%
	iv) Clearing Member				
	v) Firms				
	vi) Trusts				
	vii) Body Corporate	6,33,000	4.37%	6,73,000	4.24%
	Sub-Total (B)(3)	71,40,390	49.30%	77,10,390	48.56%
	Total Public Shareholding (B)	72,93,390	50.36%	79,87,390	50.31%
	Total (A)+(B)	1,44,83,130	100.00%	1,58,77,130	100.00%

***The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.**
