

ROCKINGDEALS CIRCULAR ECONOMY LIMITED

(Formerly known as TECHNIX ELECTRONICS LIMITED)

Regd. office: Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West, Delhi, DL- 110030
Corp. office: 12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana-121003**NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of **Rockingdeals Circular Economy Limited** (“the Company”) will be held on **Monday, February 03, 2025** at 3.00 PM through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS**Item No. 1: Increase in the Authorized Share Capital of the Company**

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

“**Resolved that** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and all other applicable provisions, if any, of the said Act read with the rules and regulations framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force) and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company from Rs. 5,73,00,000/- (Rupees five crores seventy-three lakhs only) divided into 57,30,000 (fifty-seven lakhs thirty thousand) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees seven crores Only) divided into 70,00,000 (seventy lakhs) Equity shares of Rs.10 /- (Rupees Ten Only) each by the creation of additional 12,70,000 (twelve lakhs seventy thousand) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

Resolved further that the consent of the members be and is hereby accorded to alter the memorandum of association by substituting existing clause 5 by the following new clause 5 as under:

5. “*The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees seven crores Only) divided into 70,00,000 (seventy lakhs) Equity shares of Rs.10 /- (Rupees Ten Only) each*”

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to bring about increase and alteration of the Authorized Share Capital in the manner as aforementioned, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies.”

Item No. 2: Issue of Equity Shares and Convertible Warrants on Preferential basis

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

“**Resolved that** pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing



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Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”) and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, (i) upto 5,98,650 Equity Shares (hereinafter referred to as “Equity Shares”) at an issue price of Rs. 535.00 per equity share of the face value of Rs. 10 each (including a premium of Rs. 525.00 per equity Share), or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018; and, (ii) upto 2,25,250 warrants (hereinafter referred to as “Convertible Warrant”), at an exercise price of Rs. 535.00 per underlying equity share of the face value of Rs. 10 each (including a premium of Rs. 525.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter category and non-promoter public category persons (hereinafter referred to as “Proposed Allottees”):

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted
1	Aman Preet	Promoter	0	110000
2	Vibha Gupta	Non Promoter (Public)	37000	0
3	Sandeep Singh	Non Promoter (Public)	23250	0
4	Bearbull Distributors Private Limited	Non Promoter (Public)	20000	0
5	Braham Arenja	Non Promoter (Public)	20000	0
6	Ruchika Gupta	Non Promoter (Public)	20000	20000
7	Vishal Kantilal Oswal	Non Promoter (Public)	20000	0
8	Grobiz SME Opportunity Fund	Non Promoter (Public)	19000	0
9	Smart Horizon Opportunity Fund	Non Promoter (Public)	18500	0
10	Deepak Jugalkishore Chokhani	Non Promoter (Public)	18500	0
11	Shreem Advisors (through partners - Amit Gupta, Richa Gupta)	Non Promoter (Public)	15000	0
12	Rekha R Gupta	Non Promoter (Public)	15000	0
13	Deepali Aggarwal	Non Promoter (Public)	15000	0
14	Ahanna Bhatia	Non Promoter (Public)	10000	15000
15	Dinesh Kumar HUF	Non Promoter (Public)	10000	5000



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16	Vicco Laboratories Goa (through partners - Deep Yeshwant Pendharkar, Devesh Sumant, Amit Ashok Pendharkar)	Non Promoter (Public)	9250	0
17	Amit R Agarwal	Non Promoter (Public)	9250	0
18	Vibha Veda	Non Promoter (Public)	9250	0
19	Swapnil Vijay Kabra	Non Promoter (Public)	9250	0
20	Arun Gupta	Non Promoter (Public)	9250	0
21	Hasmukh Parekh	Non Promoter (Public)	9250	0
22	Nikhil Parekh	Non Promoter (Public)	9250	0
23	Neeraj Kumar Aggarwal	Non Promoter (Public)	7500	0
24	Gaurav Jain	Non Promoter (Public)	7500	3000
25	Amit Kumar Saraogi	Non Promoter (Public)	7500	0
26	Nitin Kapoor	Non Promoter (Public)	7500	0
27	Manoj Gupta	Non Promoter (Public)	7500	0
28	Daizy Goyal	Non Promoter (Public)	7500	0
29	Rajesh R Shah	Non Promoter (Public)	7500	0
30	Priyanka Kansal	Non Promoter (Public)	7500	0
31	Pankaj Vasudeo Chhapparwal	Non Promoter (Public)	7250	0
32	Abhay D Musale	Non Promoter (Public)	6500	0
33	Anupama Tyagi	Non Promoter (Public)	6500	0
34	Neha Dipesh Jain	Non Promoter (Public)	5500	5000
35	Manoj Devidas Kulchandani	Non Promoter (Public)	5000	0
36	Pranshu Singhal	Non Promoter (Public)	5000	0
37	Gaurav Lamba	Non Promoter (Public)	5000	0
38	Charuben Yogesh Ajmera	Non Promoter (Public)	5000	4000
39	Santosh Kumar Pandey HUF	Non Promoter (Public)	5000	9000



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40	K Vikas Setia	Non Promoter (Public)	5000	4000
41	Prithish Garg	Non Promoter (Public)	5000	5000
42	Jinendra Kumar Jain	Non Promoter (Public)	5000	5000
43	Richa	Non Promoter (Public)	5000	0
44	Indubai Soma Hirve	Non Promoter (Public)	4750	0
45	Vinod K Patil	Non Promoter (Public)	4750	0
46	Pooja Jain	Non Promoter (Public)	4750	0
47	Rahil Tarachand Sanghvi	Non Promoter (Public)	4750	0
48	Anita Singh	Non Promoter (Public)	4650	0
49	Vivek Chadha	Non Promoter (Public)	4500	0
50	Mayuri Sachin Ramdesi	Non Promoter (Public)	4500	0
51	Ameya Pimpalgaonkar	Non Promoter (Public)	4500	0
52	Deepak Kumar Dua	Non Promoter (Public)	4500	0
53	Shashi Anand	Non Promoter (Public)	4500	0
54	Gopal Sharma	Non Promoter (Public)	4500	0
55	Mayank Khanna	Non Promoter (Public)	4500	0
56	Gaurav Singla	Non Promoter (Public)	4500	0
57	Anuj Sethi	Non Promoter (Public)	4500	0
58	Ansh Manchanda	Non Promoter (Public)	4500	0
59	Upneet Grover	Non Promoter (Public)	4500	0
60	Adarsh Ladda	Non Promoter (Public)	4500	0
61	Poonam Singh	Non Promoter (Public)	4500	0
62	Jasmeet Singh Budhiraja	Non Promoter (Public)	4500	0
63	Keyuri Bhavin Ganatra	Non Promoter (Public)	4500	0
64	Nirmala Ashokraj	Non Promoter (Public)	4500	0



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65	Sushant Sachdeva	Non Promoter (Public)	4500	0
66	Priyanka Lahoti	Non Promoter (Public)	4500	0
67	Prakash Kumar Chandnani	Non Promoter (Public)	4500	0
68	Naba Krushna Dash	Non Promoter (Public)	4500	0
69	Vasant Sapovadia	Non Promoter (Public)	4500	0
70	Sheo Narayan	Non Promoter (Public)	4500	0
71	Ravi Navin Shah HUF	Non Promoter (Public)	4500	0
72	Vivek Kamdar	Non Promoter (Public)	3750	0
73	Sanjay & Sons HUF	Non Promoter (Public)	3000	3000
74	Aakash Goyal	Non Promoter (Public)	2500	2500
75	Saurabh Gupta	Non Promoter (Public)	2500	2500
76	Amit Gupta	Non Promoter (Public)	2000	0
77	Sunil Kumar Aggarwal	Non Promoter (Public)	1000	0
78	Raj Kumar Jha	Non Promoter (Public)	0	4750
79	Satyevir Yadav	Non Promoter (Public)	0	2500
80	Wichta Enterprises Private Limited	Non Promoter (Public)	0	20000
81	Santosh Kumar Aggarwal	Non Promoter (Public)	0	5000
		Total	5,98,650	2,25,250

Resolved further that aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.



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- d. The Equity Shares to be allotted shall be in dematerialized form only.
- e. The Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value INR 10/- each of the Company.
- f. The Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

Resolved Further That aforesaid issue and allotment of Convertible Warrants/ Resulting Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- a. In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants will be payable at the time of allotment of the Convertible Warrants. The rest 75% of the Total consideration shall be payable by the Convertible Warrant holder(s) on or before the time of exercising the option to Convert the warrants into Equity shares which in any case shall be within 18 months from the date of allotment of warrants.
- b. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- c. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- d. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- e. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.
- f. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.
- g. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- h. Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company



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within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

- i. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- j. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

Resolved further that as per the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the issue price of aforesaid Equity Shares shall be **January 03, 2025**.

Resolved Further That for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, Convertible Warrants/ Resulting Equity Shares, including but not limited to seeking listing of the Equity Shares/ Resulting Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares/ Convertible Warrants/ Resulting Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

Resolved further that all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Item No. 3: Shifting Of Registered Office From “NCT of Delhi” To The “State of Harvana”

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

“RESOLVED THAT pursuant to the provisions of Section 12(5) and 13(4) of The Companies Act, 2013 and Rule 30 of The Companies (Incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director) and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “NCT of Delhi” to the “State of Haryana”.



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RESOLVED FURTHER THAT upon shifting of the Registered Office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following New Clause,"

II. The Registered Office of the Company will be situated in the "**State of Haryana**".

"RESOLVED FURTHER THAT the Directors and the KMPs of the Company be and are hereby severally authorized to make necessary application to the Regional Director, Registrar of Companies and other Regulatory Authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including Execution/Signing/Filing of necessary forms/Documents/Affidavits/Indemnity/ Undertakings/Declarations as may be required, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to engage Counsels / Consultants/Executives / Advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other Regulatory Authorities in this matter and obtain the necessary directions and/or Order(s) upon confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above Resolution including but not limited to signing, certification and filing of the E-forms with the Registrar of Companies."

**By Order of the Board of Directors
For Rockingdeals Circular Economy Limited**

(Deepika Dixit)
Company Secretary & Compliance officer
ICSI Membership No: ACS61222

Date: 08-01-2025
Place: New Delhi



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NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://rdcel.com/investor-relations/>. The Notice can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

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The remote e-voting period begins on Friday, 31st January, 2025 at 09:00 A.M. and ends on Sunday, 2nd February, 2025 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. 27.01.2025, 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 27.01.2025.

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">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.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.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the



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	<p>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> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<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.



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Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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 :



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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.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.



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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 apoorvandassociates@gmail.com with a copy marked to



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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 (Ms. Pallavi Mhatre) 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 compliance@rockingdeals.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 compliance@rockingdeals.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.



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**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 compliance@rockingdeals.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at compliance@rockingdeals.in between 13/01/2025 (9.00 a.m. IST) and 25/01/2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

Item no. 1

Currently the Authorized Share Capital of the Company is Rs. 5.73 crores. In order to issue equity shares of the Company on private placement basis and any other mode, the Company needs to increase its authorized capital, which could go beyond the present Authorized Share Capital of the Company, available for the purpose. Thus, it necessitates an increase in the Authorized Capital of the Company.



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The Board of Directors had in their meeting held on 8th January, 2025, has approved the increase in Authorized Share Capital of the Company from the present Rs. 5.73 crores to Rs. 7.00 Crores and subsequent alteration to and substitution of the existing Clause 5 of the Memorandum of Association (“MOA”) of the Company, subject to approval of the members.

Since in terms of Sections 13 and 61 of the Companies Act, 2013 read with the relevant rules framed thereunder, any increase in the Authorized Share Capital and the consequential alteration of the capital clause of the Memorandum of Association, requires the approval of the shareholders, a resolution has been set out item no. 1 of the notice and is recommended by your directors for approval by way of an Ordinary Resolution.

The Board of Directors hereby confirm that none of the directors or key managerial personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company.

Item no. 2

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of securities. Since your Company is a listed company, the proposed issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

I. Instrument and Numbers: Your Board proposes to issue on preferential and private placement basis, (i) upto 5,98,650 Equity Shares (hereinafter referred to as “Equity Shares”) at an issue price of Rs. 535.00 per equity share of the face value of Rs. 10 each (including a premium of Rs. 525.00 per equity Share), or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018; and, (ii) upto 2,25,250 warrants (hereinafter referred to as “Convertible Warrant”), at an exercise price of Rs. 535.00 per underlying equity share of the face value of Rs. 10 each (including a premium of Rs. 525.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter category and non-promoter public category persons (hereinafter referred to as “**Proposed Allottees**”):

S. No.	Name of the Proposed Allottees	Category	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted
1	Aman Preet	Promoter	0	110000
2	Vibha Gupta	Non Promoter (Public)	37000	0
3	Sandeep Singh	Non Promoter (Public)	23250	0
4	Bearbull Distributors Private Limited	Non Promoter (Public)	20000	0
5	Braham Arenja	Non Promoter (Public)	20000	0
6	Ruchika Gupta	Non Promoter (Public)	20000	20000
7	Vishal Kantilal Oswal	Non Promoter (Public)	20000	0



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8	Grobiz SME Opportunity Fund	Non Promoter (Public)	19000	0
9	Smart Horizon Opportunity Fund	Non Promoter (Public)	18500	0
10	Deepak Jugalkishore Chokhani	Non Promoter (Public)	18500	0
11	Shreem Advisors (through partners - Amit Gupta, Richa Gupta)	Non Promoter (Public)	15000	0
12	Rekha R Gupta	Non Promoter (Public)	15000	0
13	Deepali Aggarwal	Non Promoter (Public)	15000	0
14	Ahanna Bhatia	Non Promoter (Public)	10000	15000
15	Dinesh Kumar HUF	Non Promoter (Public)	10000	5000
16	Vicco Laboratories Goa (through partners - Deep Yeshwant Pendharkar, Devesh Sumant Pendharkar, Amit Ashok Pendharkar)	Non Promoter (Public)	9250	0
17	Amit R Agarwal	Non Promoter (Public)	9250	0
18	Vibha Veda	Non Promoter (Public)	9250	0
19	Swapnil Vijay Kabra	Non Promoter (Public)	9250	0
20	Arun Gupta	Non Promoter (Public)	9250	0
21	Hasmukh Parekh	Non Promoter (Public)	9250	0
22	Nikhil Parekh	Non Promoter (Public)	9250	0
23	Neeraj Kumar Aggarwal	Non Promoter (Public)	7500	0
24	Gaurav Jain	Non Promoter (Public)	7500	3000
25	Amit Kumar Saraogi	Non Promoter (Public)	7500	0
26	Nitin Kapoor	Non Promoter (Public)	7500	0
27	Manoj Gupta	Non Promoter (Public)	7500	0
28	Daizy Goyal	Non Promoter (Public)	7500	0
29	Rajesh R Shah	Non Promoter (Public)	7500	0
30	Priyanka Kansal	Non Promoter (Public)	7500	0
31	Pankaj Vasudeo Chhparwal	Non Promoter (Public)	7250	0



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32	Abhay D Musale	Non Promoter (Public)	6500	0
33	Anupama Tyagi	Non Promoter (Public)	6500	0
34	Neha Dipesh Jain	Non Promoter (Public)	5500	5000
35	Manoj Devidas Kulchandani	Non Promoter (Public)	5000	0
36	Pranshu Singhal	Non Promoter (Public)	5000	0
37	Gaurav Lamba	Non Promoter (Public)	5000	0
38	Charuben Yogesh Ajmera	Non Promoter (Public)	5000	4000
39	Santosh Kumar Pandey HUF	Non Promoter (Public)	5000	9000
40	K Vikas Setia	Non Promoter (Public)	5000	4000
41	Prithish Garg	Non Promoter (Public)	5000	5000
42	Jinendra Kumar Jain	Non Promoter (Public)	5000	5000
43	Richa	Non Promoter (Public)	5000	0
44	Indubai Soma Hirve	Non Promoter (Public)	4750	0
45	Vinod K Patil	Non Promoter (Public)	4750	0
46	Pooja Jain	Non Promoter (Public)	4750	0
47	Rahil Tarachand Sanghvi	Non Promoter (Public)	4750	0
48	Anita Singh	Non Promoter (Public)	4650	0
49	Vivek Chadha	Non Promoter (Public)	4500	0
50	Mayuri Sachin Ramdesi	Non Promoter (Public)	4500	0
51	Ameya Pimpalgaonkar	Non Promoter (Public)	4500	0
52	Deepak Kumar Dua	Non Promoter (Public)	4500	0
53	Shashi Anand	Non Promoter (Public)	4500	0
54	Gopal Sharma	Non Promoter (Public)	4500	0
55	Mayank Khanna	Non Promoter (Public)	4500	0
56	Gaurav Singla	Non Promoter (Public)	4500	0



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57	Anuj Sethi	Non Promoter (Public)	4500	0
58	Ansh Manchanda	Non Promoter (Public)	4500	0
59	Upneet Grover	Non Promoter (Public)	4500	0
60	Adarsh Ladda	Non Promoter (Public)	4500	0
61	Poonam Singh	Non Promoter (Public)	4500	0
62	Jasmeet Singh Budhiraja	Non Promoter (Public)	4500	0
63	Keyuri Bhavin Ganatra	Non Promoter (Public)	4500	0
64	Nirmala Ashokraj	Non Promoter (Public)	4500	0
65	Sushant Sachdeva	Non Promoter (Public)	4500	0
66	Priyanka Lahoti	Non Promoter (Public)	4500	0
67	Prakash Kumar Chandnani	Non Promoter (Public)	4500	0
68	Naba Krushna Dash	Non Promoter (Public)	4500	0
69	Vasant Sapovadia	Non Promoter (Public)	4500	0
70	Sheo Narayan	Non Promoter (Public)	4500	0
71	Ravi Navin Shah HUF	Non Promoter (Public)	4500	0
72	Vivek Kamdar	Non Promoter (Public)	3750	0
73	Sanjay & Sons HUF	Non Promoter (Public)	3000	3000
74	Aakash Goyal	Non Promoter (Public)	2500	2500
75	Saurabh Gupta	Non Promoter (Public)	2500	2500
76	Amit Gupta	Non Promoter (Public)	2000	0
77	Sunil Kumar Aggarwal	Non Promoter (Public)	1000	0
78	Raj Kumar Jha	Non Promoter (Public)	0	4750
79	Satyevir Yadav	Non Promoter (Public)	0	2500
80	Wichta Enterprises Private Limited	Non Promoter (Public)	0	20000
81	Santosh Kumar Aggarwal	Non Promoter (Public)	0	5000



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		Total	5,98,650	2,25,250
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Convertible Warrants holders shall be entitled to convert the Convertible Warrants, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company ("Resultant Equity Share"), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company. The Convertible Warrants are not proposed to be listed on any stock exchange.

- II. Pending Preferential Issue:** Presently there has been no preferential issue pending or in process except as proposed in this notice.
- III. Relevant Date:** As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price for the proposed preferential issue of securities is **January 03, 2025**.
- IV. Issue Price and Valuation Report:** In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE). As per the trading volume data available on NSE, the shares of the Company are frequently traded at NSE.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

The proposed preferential issue of equity shares and the convertible warrants would not result in any change in control of the Company. Further the present preferential issue of the equity shares and the convertible warrants is for not more than five per cent of the post issue fully diluted share capital of the Company, to any allottee or to allottees acting in concert. Accordingly, valuation report from an independent registered valuer for determining the price is not required as specified under Regulation 166(A)(1) of the SEBI ICDR Regulations is not applicable.

Article 20(A)(iii) of the Articles of Association of the Company provided that in case of preferential issue the price of such shares should be determined through a valuation report of a registered valuer subject to the rules and such other conditions, as may be prescribed under Law. In this regard the Company has obtained a share valuation report dated January 08, 2025 from Mr. Rajeev Kumar Nayak, as IBBI Registered Valuer (Regn. No. IBBI/RV/02/2022/14553 having his Office at E-5, LGF, Greater Kailash Enclave-1, New Delhi- 110048, who has arrived the fair value of equity share of the Company as Rs. 517/- per equity shares. Copy of the same has been hosted on the website of the Company which can be accessed at the link: <https://rdcel.com/investor-relations/>



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Regd. office: Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West, Delhi, DL- 110030

Corp. office: 12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana-121003

Accordingly, the pricing of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares): Or
- ii. Fair value as determined as per the Articles of Association of the Company by a registered valuer.

The Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) has been worked out to be Rs. 534.29 per equity share.

It is proposed that the Equity Shares and the Convertible Warrants shall be issued at an issue price per equity share/ exercise price of **Rs. 535.00** per underlying equity share of the face value of Rs. 10 each (including a premium of Rs. 525.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018. Accordingly, the proposed issue price shall be more than the price determined under Regulation 164 and other applicable provisions of the SEBI (ICDR) Regulations, 2018.

Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company since the listing of the Company with effect from 30.11.2023 during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Further as per the Regulation 166 (2) of the SEBI (ICDR) Regulations, 2018, the effect on the price of the equity shares of the issuer due to material price movement and confirmation of reported event or information may be excluded as per the framework specified under sub-regulation (11) of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for determination of the price for a preferential issue in accordance with regulations 164, 164A, 164B or 165 of these regulations. In this regard according to the circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/51 dated 21st May 2024, the framework for considering unaffected price shall be applicable to top 100 listed entities with effect from 1st June, 2024. Since, the Company is not in top 100 listed entities as on the Valuation Date, the aforesaid circular is not applicable in this case.

V. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

VI. Re-computation of Price: The Company shall re-compute the issue price of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants/ Resulting Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottees.

VII. Payment: In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants will be payable at the time of allotment of the Convertible Warrants. The rest 75% of the Total consideration shall be payable by the Convertible Warrant holder(s) on or before the time of exercising the option to Convert the warrants into Equity shares which in any case shall be within 18 months from the date of allotment of warrants.



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In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

VIII. Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee: Present preferential issue of Equity Shares and Convertible Warrants is proposed to be made to the following Promoter category persons and Non-Promoter category persons. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

S. No.	Name of the Proposed Allottees	Address of the Proposed Allottees	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee	Pre-issue Equity Shareholding		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post-issue Equity Shareholding (excluding Convertible Warrants)		Post-issue Equity Shareholding (Fully Diluted Basis, including Convertible Warrants)*	
					No. of Shares	%			No. of Shares	%	No. of Shares	%
1	Aman Preet	J-510C, Western Avenue, Sainik Farms, Delhi	Promoter	-	20,55,450	36.32	0	110000	20,55,450	32.85	21,65,450	33.40
2	Vibha Gupta	VIDI-701, SJR Verity, Kasavanahalli, Bengaluru -560035	Non Promoter (Public)	-	0	0.00	37000	0	37,000	0.59	37,000	0.57
3	Sandeep Singh	401, T21, Blue Ridge , Pune – 411057	Non Promoter (Public)	-	0	0.00	23250	0	23,250	0.37	23,250	0.36
4	Bearbull Distributors Private Limited	Flat-4A, 4th Floor, 188/1B, Manicktala Mian Road, Kolkata 700054	Non Promoter (Public)	Sanjay Kumar Agrawal	0	0.00	20000	0	20,000	0.32	20,000	0.31
5	Braham Arenja	N-51, Panchshila Park, New Delhi-110017	Non Promoter	-	8,000	0.14	20000	0	28,000	0.45	28,000	0.43



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			(Public)									
6	Ruchika Gupta	A-3/31, Sector-3, Rohini, Delhi 110085	Non Promoter (Public)	-	0	0.00	20000	20000	20,000	0.32	40,000	0.62
7	Vishal Kantilal Oswal		Non Promoter (Public)	-	34,000	0.60	20000	0	54,000	0.86	54,000	0.83
8	Grobiz SME Opportunity Fund	6, Thosar Wadi, 10, Hanuman Road, Nr. Khadayisa Bhavan, Vile Parle (East), Vile Parle (East), Vile Parle Police Station, Mumbai-400057	Non Promoter (Public)	Not Applicable [The entity registered as Cat-III AIF vide SEBI Regn No.: IN/AIF3/24-25/1655]	0	0.00	19000	0	19,000	0.30	19,000	0.29
9	Smart Horizon Opportunity Fund	B/908, Western Edge II, Kanakia Space, Behind Metro Mall, off Western Express Highway, Magathane, Borivali East, Mumbai – 400066, Maharashtra, India	Non Promoter (Public)	Heena Shah	0	0.00	18500	0	18,500	0.30	18,500	0.29
10	Deepak Jugalkishore Chokhani	E-903, Anmol CHS, SV Road, Goregaon West Mumbai 100404	Non Promoter (Public)	-	4,500	0.08	18500	0	23,000	0.37	23,000	0.35
11	Shreem Advisors (through partners - Amit Gupta, Richa Gupta)	9, Ground Floor, City Centre Mall, Building No. 16/2105, D.B Gupta Road, Karol Bagh, New Delhi	Non Promoter (Public)	Amit Gupta Richa Gupta	0	0.00	15000	0	15,000	0.24	15,000	0.23
12	Rekha R Gupta	C-75 Shivaji Park, West Punjabi Bagh	Non Promoter (Public)	-	6,000	0.11	15000	0	21,000	0.34	21,000	0.32



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13	Deepali Aggarwal	C-75 Shivaji Park, West Punjabi Bagh, New Delhi-110026	Non Promoter (Public)	-	0.00	15000	0	15,000	0.24	15,000	0.23
14	Ahanna Bhatia	B-191, Belvedere Tower, DLF Phase - 2, Sector - 24, Gurgaon, Sikanderpur Ghosi (68), Dlf Qe, Gurgaon, Haryana-122002	Non Promoter (Public)	-	2,500	10000	15000	12,500	0.20	27,500	0.42
15	Dinesh Kumar HUF	B-22, Gali No-19, Block-B, Jitar Nagar, Krishna Nagar, Delhi-110051	Non Promoter (Public)	Dinesh Kumar (Karta)	10,000	10000	5000	20,000	0.32	25,000	0.39
16	Vicco Laboratories Goa (through partners - Deep Yeshwant Pendharkar, Devesh Sumant Pendharkar, Amit Ashok Pendharkar)	24 I D 2, Vicco Laboratories Goa, Mologa De Orora, Corlim, Goa 403110	Non Promoter (Public)	Deep Yeshwant Pendharkar, Devesh Sumant Pendharkar, Amit Ashok Pendharkar	0	9250	0	9,250	0.15	9,250	0.14
17	Amit R Agarwal	s/104, sonam tapti chs ltd phase 14, new golden nest, thane 400105	Non Promoter (Public)	-	0	9250	0	9,250	0.15	9,250	0.14
18	Vibha Veda	E-21, Shree Ram Enclave, Flat No. 101, Kaushalaya Path, Near Gulab Udhyan, Bani Park, Jaipur, Rajasthan - 302016	Non Promoter (Public)	-	0	9250	0	9,250	0.15	9,250	0.14
19	Swapnil Vijay Kabra	301, A-Wing, Saptagiri reens 2, Kautha, Nanded-431602	Non Promoter (Public)	-	0	9250	0	9,250	0.15	9,250	0.14
20	Arun Gupta	Golden Acres- Bungalowno.6, military road, juhu, Mumbai-400049	Non Promoter (Public)	-	0	9250	0	9,250	0.15	9,250	0.14



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21	Hasmukh Parekh	3 A Upper Wood Street, Kolkata-700017	Non Promoter (Public)	-	0	0.00	9250	0	9,250	0.15	9,250	0.14
22	Nikhil Parekh	Savitri Tower 3-A, Upper Wood Street, Kolkata-700017	Non Promoter (Public)	-	0	0.00	9250	0	9,250	0.15	9,250	0.14
23	Neeraj Kumar Aggarwal	E-88, Preet Vihar, Vikas Marg, Delhi-110092	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
24	Gaurav Jain	70, Kamaynikunj Appartments ,IP Ext,New Delhi	Non Promoter (Public)	-	5500	0.10	7500	3000	13,000	0.21	16,000	0.25
25	Amit Kumar Saraogi	B-603, Balaji Apartments, Sector 14, Rohini, Delhi 110085	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
26	Nitin Kapoor	H.No 3598,sector 37-D,chandigarh	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
27	Manoj Gupta	F-89, Aravali Kunj Apartment, Plot No-44, Sector-13, Rohini, West Delhi, New Delhi-110085	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
28	Daizy Goyal	D-10, Rajkamal Enclave, Delhi Road, Meerut, Uttar Pradesh	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
29	Rajesh R Shah	604, Niligiri Nilkanth Vihar, Shahid Bhagat Kanwar, Ram marg, Ghatkopar East, Mumbai	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
30	Priyanka Kansal	KH92,1st Floor,block h,kavi nagar,ghaziabad	Non Promoter (Public)	-	0	0.00	7500	0	7,500	0.12	7,500	0.12
31	Pankaj Vasudeo Chhapparwal	B-1001, Peninsula Heights, 17th Main Road, Marenahalli, JP Nagar, Bangalore – 560078	Non Promoter (Public)	-	1750	0.03	7250	0	9,000	0.14	9,000	0.14
32	Abhay D Musale	Plot No 34, Rathi Layout, Zingabai Takli, Nagpur - 440030	Non Promoter	-	0	0.00	6500	0	6,500	0.10	6,500	0.10



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			(Public)									
33	Anupama Tyagi	D-6, 3rd Floor, Surajmal Vihar, Delhi 110092	Non Promoter (Public)	-	0	0.00	6500	0	6,500	0.10	6,500	0.10
34	Neha Dipesh Jain	B-203, Court Chamber, S V Road, Opp Moksh Plaza, Borivali WestMumbai-400092	Non Promoter (Public)	-	10000	0.18	5500	5000	15,500	0.25	20,500	0.32
35	Manoj Devidas Kulchandani	601, Roshandeep, 15th Road, Khar West, Mumbai 400052	Non Promoter (Public)	-	0	0.00	5000	0	5,000	0.08	5,000	0.08
36	Pranshu Singhal	C-2/24 Rajasthali Apartments, Pitampura, New Delhi-34	Non Promoter (Public)	-	0	0.00	5000	0	5,000	0.08	5,000	0.08
37	Gaurav Lamba	S-303, Graeter Kailash - 2, New Delhi 110048	Non Promoter (Public)	-	0	0.00	5000	0	5,000	0.08	5,000	0.08
38	Charuben Yogesh Ajmera	1502 Praman Splendour, Plot No 579, Jame Jamshed Road, Mathura, Mumbai-400019	Non Promoter (Public)	-	2000	0.04	5000	4000	7,000	0.11	11,000	0.17
39	Santosh Kumar Pandey HUF	Meena Residency Flat No, W 4, BLK B 4th Flr Teghria, B/HUMA Hosp Kolkata-700157	Non Promoter (Public)	Santosh Kumar Pandey	0	0.00	5000	9000	5,000	0.08	14,000	0.22
40	K Vikas Setia	5/1, Ritherdon Road, Vepery, Chennai-600007	Non Promoter (Public)	-	0	0.00	5000	4000	5,000	0.08	9,000	0.14
41	Prithish Garg	708, Savera Apartments, Sector-13, Rohini, Delhi-110085	Non Promoter (Public)	-	0	0.00	5000	5000	5,000	0.08	10,000	0.15
42	Jinendra Kumar Jain	C-102, 1st Floor, Jewel of India	Non Promoter (Public)	-	0	0.00	5000	5000	5,000	0.08	10,000	0.15
43	Richa	E-179, Vishwas Park, Uttam nagar, New Delhi 110059	Non Promoter (Public)	-	0	0.00	5000	0	5,000	0.08	5,000	0.08



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44	Indubai Soma Hirve	Hirve Niwas, paspoli village, saki vihar road, post nitie, Powai Mumbai - 400087	Non Promoter (Public)	-	0	0.00	4750	0	4,750	0.08	4,750	0.07
45	Vinod K Patil	Plot no 74,Chetana colony,Vidyanagar , Hubli Karnataka 580021	Non Promoter (Public)	-	0	0.00	4750	0	4,750	0.08	4,750	0.07
46	Pooja Jain	71 7th Cross Lakshmi Road, Shanti Nagar, Bangalore, Karnataka 560007	Non Promoter (Public)	-	0	0.00	4750	0	4,750	0.08	4,750	0.07
47	Rahil Tarachand Sanghvi	321/B/1. Mahatma Phule Peth, Pune	Non Promoter (Public)	-	0	0.00	4750	0	4,750	0.08	4,750	0.07
48	Anita Singh	21 Nayan Chand Dutta Street, Burtolla, Kolkata-700006	Non Promoter (Public)	-	2000	0.04	4650	0	6,650	0.11	6,650	0.10
49	Vivek Chadha	89, Nagar Nigam Avenue, Amritsar, Punjab	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
50	Mayuri Sachin Ramdesi	Flat No. 82, E Building, Kalpataru Jade Residences, Opposite Pan Card Club, Baner, Pune 411045	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
51	Ameya Pimpalgaonkar	Gadiya Vihar, A4/1, Dargha Road, Shahanoorwadi, Aurangabad 431005	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
52	Deepak Kumar Dua	B-503, Dwarka Appartments, Plot No.21, Sector 7, Dwarka, New Delhi-110075	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
53	Shashi Anand	A 104, Yash Twin Tower, Baner	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
54	Gopal Sharma	E34 Maharaja Ranjeet Singh Road, Adarsh Nagar, Delhi 110033	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07



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55	Mayank Khanna	Flat D401, Ambience, Greendale Apartments, Sopan Baug, Pune 411001	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
56	Gaurav Singla	House no 419 First Floor HUDA Plots Sector 56 Gurgaon Haryana 122011	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
57	Anuj Sethi	1043 Sector 17B Iffco Nagar, Gurugram, Haryana, 122001	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
58	Ansh Manchanda	Building 10, Flat 104, Charvi Reemz Apartments, Anjuna, Goa 403509	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
59	Upneet Grover	L41 Diamond District, Old Airport Road	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
60	Adarsh Ladda	89, Gujrat Vihar, Vikas Marg, Delhi 110092	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
61	Poonam Singh	Flat no 981 tower I-1, Gaur Grandeur sec 119 Noida	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
62	Jasmeet Singh Budhiraja	M, 10, Greater Kailash-1, New Delhi- 110048	Non Promoter (Public)	-	2500	0.04	4500	0	7,000	0.11	7,000	0.11
63	Keyuri Bhavin Ganatra	Block No. 304, Khakh Chowk, Street no. 6, lo-habitat apartment, Porbandar, Gujarat 360575	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
64	Nirmala Ashokraj	16, Wali Gardens, Museum Road, Jaipur, Rajasthan- 302004	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
65	Sushant Sachdeva	E90, Sector 52, Noida, UP - 201301	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
66	Priyanka Lahoti	72, Gali no. 8, main road, Shankar nagar, Krishna Nagar, East delhi,	Non Promoter	-	0	0.00	4500	0	4,500	0.07	4,500	0.07



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		Delhi-110051	(Public)									
67	Prakash Kumar Chandnani	Flat No. 401, Sparkle Residency, Plot No. C224, Gyan Marg Tilak Nagar, Jaipur, Rajasthan-302004, India	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
68	Naba Krushna Dash	Plot 1307, Lane 11, Sriram Nagar, Old Town, Bhubaneswar- 751002, Odisha	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
69	Vasant Sapovadia	5th Floor, Netradeep Eye Hospital, Nr. Time Square, Nr. Ayodhya Chowk, Rajkot 360006	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
70	Sheo Narayan	B1601, Aparna Serene Park, Masid banda road, Kondapur, Hyderabad, Telangana, 500084	Non Promoter (Public)	-	0	0.00	4500	0	4,500	0.07	4,500	0.07
71	Ravi Navin Shah HUF	C503, Mulund Shangrila, P K Road, Near Saidham, Mulund West, Mumbai 400080	Non Promoter (Public)	Ravi Navin Shah	0	0.00	4500	0	4,500	0.07	4,500	0.07
72	Vivek Kamdar	43, R.B. Avenue, Kolkata- 26	Non Promoter (Public)	-	0	0.00	3750	0	3,750	0.06	3,750	0.06
73	Sanjay & Sons HUF	#219/21, Panchkula, Haryana	Non Promoter (Public)	Sanjay Kumar Bansal	0	0.00	3000	3000	3,000	0.05	6,000	0.09
74	Aakash Goyal	A-39, Sita Appartment, Plot No. 10, Sector 14, Rohini, Delhi- 110025	Non Promoter (Public)	-	0	0.00	2500	2500	2,500	0.04	5,000	0.08
75	Saurabh Gupta	B-12, Moti Nagar, Delhi 110015	Non Promoter (Public)	-	0	0.00	2500	2500	2,500	0.04	5,000	0.08
76	Amit Gupta	53 Aravali Apartment, Alaknanda, New Delhi 110019	Non Promoter (Public)	-	0	0.00	2000	0	2,000	0.03	2,000	0.03



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77	Sunil Kumar Aggarwal	E-910, Second Floor, Chittaranjan Park, New Delhi 110019	Non Promoter (Public)	-	0	0.00	1000	0	1,000	0.02	1,000	0.02
78	Raj Kumar Jha	K- 502, Thakur Complex, Shree Gokul Garden, Kandivali - (E), Mumbai, 400101	Non Promoter (Public)	-	0	0.00	0	4750	0	0.00	4,750	0.07
79	Satyevir Yadav	1071, Skylark Apartments, Sector-6, Dwarka, new Delhi-110075	Non Promoter (Public)	-	0	0.00	0	2500	0	0.00	2,500	0.04
80	Wichta Enterprises Private Limited	20, Hemkunt Colony, 2nd Floor, Greater Kaliash-1, New Delhi-110048	Non Promoter (Public)	Dinesh Gupta	0	0.00	0	20000	0	0.00	20,000	0.31
81	Santosh Kumar Aggarwal	E-910, First Floor, Chittaranjan Park, New Delhi 110019	Non Promoter (Public)	-	0	0.00	0	5000	0	0.00	5,000	0.08
				TOTAL	21,44,200	37.89	5,98,650	2,25,250	27,42,850	43.83	29,68,100	45.78

The Company has obtained the Permanent Account Numbers and the Demat account number of all the Proposed Allottees. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Convertible Warrants, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations.

Proposed Allottees have not sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottees is held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have been directly or indirectly debarred or prohibited to access the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. Further, neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have not been declared as willful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.



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Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have any direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

- IX. Change in control, if any, upon preferential issue:** Consequent to the proposed preferential issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

- X. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:** There shall not be any change in the status and category of any of the these Proposed Allottees even after the preferential issue and they shall remain as part of the same category, as mentioned in the special resolution, as below:

S. No.	Name of the Proposed Allottees	Current Category (Pre-Issue)	Category (Post Issue)
1	Aman Preet	Promoter	Promoter
2	Vibha Gupta	Non Promoter (Public)	Non Promoter (Public)
3	Sandeep Singh	Non Promoter (Public)	Non Promoter (Public)
4	Bearbull Distributors Private Limited	Non Promoter (Public)	Non Promoter (Public)
5	Braham Arenja	Non Promoter (Public)	Non Promoter (Public)
6	Ruchika Gupta	Non Promoter (Public)	Non Promoter (Public)
7	Vishal Kantilal Oswal	Non Promoter (Public)	Non Promoter (Public)
8	Grobiz SME Opportunity Fund	Non Promoter (Public)	Non Promoter (Public)
9	Smart Horizon Opportunity Fund	Non Promoter (Public)	Non Promoter (Public)
10	Deepak Jugalkishore Chokhani	Non Promoter (Public)	Non Promoter (Public)
11	Shreem Advisors (through partners - Amit Gupta, Richa Gupta)	Non Promoter (Public)	Non Promoter (Public)
12	Rekha R Gupta	Non Promoter (Public)	Non Promoter (Public)
13	Deepali Aggarwal	Non Promoter (Public)	Non Promoter (Public)
14	Ahanna Bhatia	Non Promoter (Public)	Non Promoter (Public)
15	Dinesh Kumar HUF	Non Promoter (Public)	Non Promoter (Public)



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16	Vicco Laboratories Goa (through partners - Deep Yeshwant Pendharkar, Devesh Sumant, Amit Ashok Pendharkar)	Non Promoter (Public)	Non Promoter (Public)
17	Amit R Agarwal	Non Promoter (Public)	Non Promoter (Public)
18	Vibha Veda	Non Promoter (Public)	Non Promoter (Public)
19	Swapnil Vijay Kabra	Non Promoter (Public)	Non Promoter (Public)
20	Arun Gupta	Non Promoter (Public)	Non Promoter (Public)
21	Hasmukh Parekh	Non Promoter (Public)	Non Promoter (Public)
22	Nikhil Parekh	Non Promoter (Public)	Non Promoter (Public)
23	Neeraj Kumar Aggarwal	Non Promoter (Public)	Non Promoter (Public)
24	Gaurav Jain	Non Promoter (Public)	Non Promoter (Public)
25	Amit Kumar Saraogi	Non Promoter (Public)	Non Promoter (Public)
26	Nitin Kapoor	Non Promoter (Public)	Non Promoter (Public)
27	Manoj Gupta	Non Promoter (Public)	Non Promoter (Public)
28	Daizy Goyal	Non Promoter (Public)	Non Promoter (Public)
29	Rajesh R Shah	Non Promoter (Public)	Non Promoter (Public)
30	Priyanka Kansal	Non Promoter (Public)	Non Promoter (Public)
31	Pankaj Vasudeo Chhapparwal	Non Promoter (Public)	Non Promoter (Public)
32	Abhay D Musale	Non Promoter (Public)	Non Promoter (Public)
33	Anupama Tyagi	Non Promoter (Public)	Non Promoter (Public)
34	Neha Dipesh Jain	Non Promoter (Public)	Non Promoter (Public)
35	Manoj Devidas Kulchandani	Non Promoter (Public)	Non Promoter (Public)
36	Pranshu Singhal	Non Promoter (Public)	Non Promoter (Public)
37	Gaurav Lamba	Non Promoter (Public)	Non Promoter (Public)
38	Charuben Yogesh Ajmera	Non Promoter (Public)	Non Promoter (Public)
39	Santosh Kumar Pandey HUF	Non Promoter (Public)	Non Promoter (Public)



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40	K Vikas Setia	Non Promoter (Public)	Non Promoter (Public)
41	Prithish Garg	Non Promoter (Public)	Non Promoter (Public)
42	Jinendra Kumar Jain	Non Promoter (Public)	Non Promoter (Public)
43	Richa	Non Promoter (Public)	Non Promoter (Public)
44	Indubai Soma Hirve	Non Promoter (Public)	Non Promoter (Public)
45	Vinod K Patil	Non Promoter (Public)	Non Promoter (Public)
46	Pooja Jain	Non Promoter (Public)	Non Promoter (Public)
47	Rahil Tarachand Sanghvi	Non Promoter (Public)	Non Promoter (Public)
48	Anita Singh	Non Promoter (Public)	Non Promoter (Public)
49	Vivek Chadha	Non Promoter (Public)	Non Promoter (Public)
50	Mayuri Sachin Ramdesi	Non Promoter (Public)	Non Promoter (Public)
51	Ameya Pimpalgaonkar	Non Promoter (Public)	Non Promoter (Public)
52	Deepak Kumar Dua	Non Promoter (Public)	Non Promoter (Public)
53	Shashi Anand	Non Promoter (Public)	Non Promoter (Public)
54	Gopal Sharma	Non Promoter (Public)	Non Promoter (Public)
55	Mayank Khanna	Non Promoter (Public)	Non Promoter (Public)
56	Gaurav Singla	Non Promoter (Public)	Non Promoter (Public)
57	Anuj Sethi	Non Promoter (Public)	Non Promoter (Public)
58	Ansh Manchanda	Non Promoter (Public)	Non Promoter (Public)
59	Upneet Grover	Non Promoter (Public)	Non Promoter (Public)
60	Adarsh Ladda	Non Promoter (Public)	Non Promoter (Public)
61	Poonam Singh	Non Promoter (Public)	Non Promoter (Public)
62	Jasmeet Singh Budhiraja	Non Promoter (Public)	Non Promoter (Public)
63	Keyuri Bhavin Ganatra	Non Promoter (Public)	Non Promoter (Public)
64	Nirmala Ashokraj	Non Promoter (Public)	Non Promoter (Public)



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65	Sushant Sachdeva	Non Promoter (Public)	Non Promoter (Public)
66	Priyanka Lahoti	Non Promoter (Public)	Non Promoter (Public)
67	Prakash Kumar Chandnani	Non Promoter (Public)	Non Promoter (Public)
68	Naba Krushna Dash	Non Promoter (Public)	Non Promoter (Public)
69	Vasant Sapovadia	Non Promoter (Public)	Non Promoter (Public)
70	Sheo Narayan	Non Promoter (Public)	Non Promoter (Public)
71	Ravi Navin Shah HUF	Non Promoter (Public)	Non Promoter (Public)
72	Vivek Kamdar	Non Promoter (Public)	Non Promoter (Public)
73	Sanjay & Sons HUF	Non Promoter (Public)	Non Promoter (Public)
74	Aakash Goyal	Non Promoter (Public)	Non Promoter (Public)
75	Saurabh Gupta	Non Promoter (Public)	Non Promoter (Public)
76	Amit Gupta	Non Promoter (Public)	Non Promoter (Public)
77	Sunil Kumar Aggarwal	Non Promoter (Public)	Non Promoter (Public)
78	Raj Kumar Jha	Non Promoter (Public)	Non Promoter (Public)
79	Satyevir Yadav	Non Promoter (Public)	Non Promoter (Public)
80	Wichta Enterprises Private Limited	Non Promoter (Public)	Non Promoter (Public)
81	Santosh Kumar Aggarwal	Non Promoter (Public)	Non Promoter (Public)

XI. Dues toward SEBI, Stock Exchange or Depositories: There is no outstanding dues payable to Dues toward SEBI, Stock Exchange or Depositories.

XII. Lock-in Period: The lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis by the Promoter category allottees shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges and for the non-Promoter category allottees shall be locked-in for a period of six months from the date of trading approval by the stock exchanges.

The Equity Shares allotted on a preferential basis to public category persons shall be locked-in for a period of six months from the date of trading approval of the stock exchanges.



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The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Convertible Warrants, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations.

The issuer shall ensure that equity shares purchased by the allottees between the relevant date and allotment of Convertible security or Equity shares forms part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

Intention of promoters/directors/key management persons or senior management to subscribe: There has been no intention of any of the promoters, directors, key management persons or senior management to subscribe to in the present preferential issue, except Mr. Aman Preet, who would subscribe upto 110000 Convertible Warrants.

XIII. Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

S.No	Category	Pre Issue		Proposed Allotment of Equity Shares	Proposed Allotment of Convertible Warrants	Post-issue Equity Shareholding (Fully Diluted Basis, excluding the proposed conversion of warrants)		Post-issue Equity Shareholding (Fully Diluted Basis, including the proposed conversion of warrants)*	
		No. of Shares held	%			No. of Shares held	%	No. of Shares held	%
A.	Promoters' holding								
	Indian								
1	Individual	36,78,780	65.01	0	1,10,000	36,78,780	58.79	37,88,780	58.44
2	Body Corporate	0	0.00	0	0	0	0.00	0	0.00
3	Others - HUF	0	0.00	0	0	0	0.00	0	0.00
	Sub Total	36,78,780	65.01	0	1,10,000	36,78,780	58.79	37,88,780	58.44



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1	Foreign Promoters	0	0.00	0	0	0	0.00	0	0.00
	Sub Total	0	0.00	0	0	0	0.00	0	0.00
	Total Promoters Holding (A)	36,78,780	65.01	0	1,10,000	36,78,780	58.79	37,88,780	58.44
B.	Non Promoters' holding								
1	Institutional Investors	10,000	0.18	37,500	0	47,500	0.76	47,500	0.73
2	Non-Institution:								
	Body Corporate	3,31,750	5.86	20,000	20,000	3,51,750	5.62	3,71,750	5.73
	Individuals	14,52,970	25.68	4,94,400	78,250	19,47,370	31.12	20,25,620	31.25
	Other (Including NRIs, HUF, Clearing Members & IEPF)	1,85,500	3.28	46,750	17,000	2,32,250	3.71	2,49,250	3.84
	Total Non-Promoters Holding (B)	19,80,220	34.99	5,98,650	1,15,250	25,78,870	41.21	26,94,120	41.56
	Grand Total (A+B)	56,59,000	100.00	5,98,650	2,25,250	62,57,650	100.00	64,82,900	100.00

* Assuming full conversion of Convertible Warrants.

Allotment of Equity Shares/ Convertible Warrants/ Resulting Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company. The Company is and post preferential issue would be, in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

XIV. Objects and purpose of the Preferential Issue: The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds"/ "Gross Proceeds") towards the objects of this Preferential issue. The details of the Issue Proceeds are as below:

SN	Type of Securities to be Issued	Number of Securities	Issue Price (Per Security) in Rs.	Amount to be raised from preferential issue (Rs. In lakhs)	Amount (Rs. In lakhs) to be received on allotment of Equity Shares/ Convertible Warrants	Amount (Rs. In lakhs) to be received on allotment of Resulting Equity Shares upon conversion of Convertible Warrants within a period of 18 months
1	Equity Shares	5,98,650	535	3202.78	3202.78	N.A.
2	Convertible Warrants/ Resulting Equity Shares	2,25,250	535	1205.09	301.27	903.82



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Total	4407.87	3504.05	903.82
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The details of the objects of the Preferential Issue (hereinafter collectively referred to as “Objects”), are as below:

SN	Particulars	Amount (Rs. In lakhs)	% of total Issue Proceeds
1	Capital expenditure*	500.00	11.34
2	To meet the additional working capital requirements of the Company**	3000.00	68.06
3	General corporate purposes***	907.87	20.60
	Total	4407.87	100.00

* The Company proposes make capital expenditure of Rs. 500 lakhs, out of which Rs. 200 lakhs will be used for establishment of an e-waste plant, Rs. 300 lakhs to be used for establishment of two new warehouses (Hub) and infrastructural facilities in Dubai, southern India and western India.

** We propose to utilize Rs. 3000 lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. This will ensure sufficient liquidity for day-to-day operations and business activities and also enable to expand the business operations of our Company.

***In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining proceeds (balance remained after the capital expenditure and the working capital requirements), not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose for the Company, including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds: As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

SN	Particulars	Amount (Rs. In lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Capital expenditure	500.00	By March 31, 2026
2	To meet the additional working capital requirements of the Company	3000.00	By March 31, 2026
3	General corporate purposes***	907.87	By March 31, 2026



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	Total	4407.87	
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(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.)

Note: In terms of NSE Notice No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

Schedule of Implementation and Deployment of Funds: The present Preferential Issue is for Equity Shares as well as for Convertible Warrants. The Issue Proceeds from the Convertible Warrants shall be received by the Company within a maximum period of 18 months period from the date of allotment of such Warrants in terms of Chapter V of the SEBI ICDR Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of Issue Proceeds, latest by March 31, 2026, as mentioned in aforesaid table.

If the proceeds are not utilized (in full or in part) for the objects stated above during the period stated above due to any such factors, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds in line with the aforesaid objects of the issue and compliance with the applicable laws and regulations for the time being in force.

Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 till the date the amount is fully utilized by the Company for the purpose mentioned above.

Monitoring Agency: In terms of Regulation 162A of the SEBI ICDR Regulations, since the proposed issue Proceed is less than Rs. 100 crores, appointment of Monitoring Agency is not applicable.

XV. Proposed time of Allotment: The allotment of the Equity Shares and the Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

XVI. Undertaking with regard to re-computation of issue price: In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Equity Shares and Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-



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computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

XVII. Certificate of the Practicing Company Secretary: A certificate from Practicing Company Secretary namely M/s. Apoorv & Associates, Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website <https://rdcel.com/investor-relations/>.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares and Convertible Warrants is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. of this Notice, except Mr Aman Preet, Mr. Kulbir Chopra, Mr. Avneet Chopra and Ms.Preeti Singh, who are promoters/ shareholders/ Director of the Company.

Item No. 3

As per Provisions of section 12 & 13 of the Companies Act, 2013 read with rule 30 of the Companies (Incorporation) Rules, 2014, shifting of registered office of the Company from one State to another requires approval of the members by Special Resolution followed by approval of Regional Director, Ministry of Corporate Affairs, Govt. of India.

Presently, the registered office of the company is situated in the National Capital Territory of Delhi at **Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West, Delhi, DL- 110030.** and its corporate office situated at **12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana-121003** and company have its major operations from its corporate office itself, shifting of registered office to the same location shall increase the effectiveness in corporate functioning of the Company. The registered office of the Company is on lease and Company do not want to renew/ extend the lease of the premises

Further to improve the overall operational efficiency, streamline document management system and achieve overall effectiveness, the Board of Directors consider it important to alter/change the registered office of the Company. The Directors, therefore, consider that the memorandum of association of the company should be altered so as to change the place of its registered office from its situation **Shop Kh No 424 Basement Ghitorni, Gadaipur, New Delhi, South West, Delhi, DL- 110030** to **12/3 Milestone Near Sarai Metro Station, Mathura Road, Faridabad, Haryana-121003**

After the proposal is approved by the shareholders, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Regional Director for confirmation of the alteration to the memorandum of association of the company so as to shift the company's registered office from the National Capital Territory of Delhi to the State of Haryana

The proposed change will not be detrimental to the interests of any of the stakeholders of the Company in any manner whatsoever.





Phn.: 92122 00000

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None of the Directors of the company is any way interested or concerned in the said special resolution.

The Board recommends the Special Resolution for your approval.

By Order of the Board of Directors
For **Rockingdeals Circular Economy Limited**

(Deepika Dixit)
Company Secretary & Compliance officer
ICSI Membership No: ACS61222

Date: 08-01-2025
Place: New Delhi

