

GSTIN: 09AACCP3274A1ZP
CIN No. L31300DL2001PLC112176

Mob: 09810161535



DIVINE POWER ENERGY LIMITED

(formerly known as PDRV Enterprises Pvt. Ltd.)

Manufacturers of : Winding Wires and Strips (Fiberglass/DPC/DCC/SE)

Date: 26.12.2024

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited, Exchange
Plaza, NSE Building, Bandra Kurla Complex, Bandra
East, Mumbai – 400 051
Fax: 022-26598237, 022-26598238

SYMBOL: DPEL
ISIN: INE0SCO01019

Sub: Corrigendum to the Notice of the Postal Ballot of Divine Power Energy Limited

Ref.: Original Notice of Postal Ballot dated 29th November, 2024

Dear Sir/Madam,

This is in continuation to the Notice of the Postal Ballot of the Company dated 29th November, 2024, ("Postal Ballot Notice"), which has already been sent to the shareholders of the Company on 02nd December, 2024, for scheduling Postal Ballot of the Company. A Corrigendum has been sent to the members today i.e. 26th December, 2024 to inform the Shareholders to whom the Notice of Postal Ballot has been sent regarding changes in the Resolution No. 01 and Explanatory Statement. A copy of the detailed Corrigendum is enclosed herewith.

This Corrigendum to the Notice of Postal Ballot shall form an integral part of the Notice of Postal Ballot, the Notice of Postal Ballot shall always be read in conjunction with this Corrigendum. All other contents of the Notice of Postal Ballot, save and except as modified or supplemented by Corrigendum, shall remain unchanged.

Kindly note that this corrigendum to the notice is issued by order of the board to all the members of the company and stock exchange as well as others entitled thereto pursuant to section 101 of the Companies Act, 2013.

This is for your information and record.

For Divine Power Energy Limited
(formerly known as PDRV Enterprises Pvt. Ltd.)

Rajesh Giri
Managing Director
DIN: 02324760



DIVINE POWER ENERGY LIMITED

(formerly known as PDRV Enterprises Pvt. Ltd.)

Manufacturers of : Winding Wires and Strips (Fiberglass/DPC/DCC/SE)

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT OF THE MEMBERS OF DIVINE POWER ENERGY SCHEDULED ON WEDNESDAY, THE 01ST DAY OF JANUARY, 2025:

The Notice of the Postal Ballot dated 29th November, 2024 was dispatched via email to the Shareholders of the Company on 02nd December, 2024, in due compliance with the Section 108, 110 and any other provisions of the Companies Act, 2013, read with rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India and all other applicable provisions.

We would like to draw attention of all the members of the Company towards the said Notice dated 02nd December, 2024. The corrigendum is being issued to provide information to the members on amending the details of the above-said Notice, points are as mentioned below pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Pursuant to this Corrigendum, the members of the Company are hereby informed and requested to take note on the followings:

1. The Members are hereby informed that Company has taken a compliance certificate from Practicing Company Secretary confirming the entire pre-preferential holding of the allottee(s) mentioning their name(s) and no. of shares held by them are in dematerialized form and under lock-in & will be placed on website of Company for members to review. Further, a pricing certificate received by the practicing-chartered accountants confirming the pricing methodology adopted for the proposed issue along with the detailed workings will also be placed on the website. Both the certificates issued to the company will be available for inspection by Members. The Link for downloading the certificates is provided in the Notice of Postal Ballot on page no. 26 and 16 respectively.

Members are requested to take note on same and read with the amendments.

2. Members are requested to take note on Change of the Issue Price of Rs.122.50 that is being changed and shall stand substituted with the new **issue price of Rs.124.00** which is to be read and considered in the Notice wherever mentioned and applicable. In furtherance, the **valuation report to taken from the Independent Registered Valuer shall not be applicable** on the company as per the provisions and conditions given in Chapter V of the SEBI ICDR Reg, 2018. However, pricing certificate is taken from Chartered Accountant in Practice and link for the same is provided in the Notice of Postal Ballot on page no. 16.

Exp for change in Issue Price and non-applicability of Valuation Report: As we mentioned in Notice dated 02nd December 2024 that the issue price shall not be less than the price determined in accordance with Chapter V of SEBI ICDR Reg, 2018, Our price stands changed and the Valuation Report Shall not be applicable in this Preferential Issue as Per SEBI (ICDR) Regulations and accordingly the calculation of Price

for preferential issue shall be changed. According to which the new price which shall not be less than price determined in accordance with Chapter V of SEBI ICDR Reg, 2018 stands at Rs. **124**.

Hence the new price of shares in proposed preferential issue shall be Rs. 124 per equity share, accordingly the Premium per share shall be Rs. 114 (Rupees One Hundred Fourteen) and Issue size stands increased to 43,41,24,000 (Forty-Three Crore Forty-One Lakh & Twenty-Four Thousand Only).

3. Members are hereby requested to take note that company confirms that “**proposed issue doesn’t result change in control or allotment of more than five percent of the post issue fully diluted share capital of the issue to an allottee or to allottees acting in concert**” and in furtherance the company is not obliged to obtain valuation report, same information is updated with stock exchange.

Exp: Our shares are not In-frequently traded on Stock Exchange also this preferential issue shall not result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer to an allottee or to allottees acting in concert hence the company shall not need to obtain a valuation report from an Independent Registered Valuer in accordance with Regulation 165 or 166A of SEBI (ICDR) Regulations, 2018.

4. Change in Name of the Proposed allottee i.e Mohit Goel mentioned in the table “List of Allottee” given/ read on Page no.03, 15, 20 and 22 or wherever mentioned in the Postal Ballot Notice Dated 02.12.2024 shall stand substituted with the name of new proposed allottee Ms. Alka Goel.

The proposed allottee whose name was initially mentioned in the table “list of allottees” has become disqualified for the present preferential issue under Regulation 159(1) of the SEBI (ICDR) Regulations, 2018. The details are as follows:

S. No.	Name of Allottee	Category	No. of shares Proposed to be allotted	Total Consideration (in Rs.)
8	MOHIT GOEL	Non-Promotor	1,00,500	1,24,62,000

Due to above-mentioned disqualification and not being treated to be part of the current preferential offer, the said name has been removed from the list of proposed allottees with immediate effect and further it is now being proposed by the board to issue and allot said Equity Shares to **Ms. Alka Goel**, details for the same are given as under:

S. No.	Name of Allottee	Category	No. of shares proposed to be allotted	Total Consideration (in Rs.)
8	ALKA GOEL	Non-Promotor	1,00,500	1,24,62,000

Members are hereby requested to take note that pre-preferential shareholding of all

the proposed allottees are under locked-in, details for all are given below:

S. No	Name of the Allottee	Lock-in Date from	Lock-in Date upto
1.	Dhiraj Jain HUF	19.12.2024	10.05.2025
2.	Jyoti Arora	26.12.2024	10.05.2025

4. The Members are requested to take note that disclosure for the proposed allottee who are person acting in concert are disclosed below and any other proposed allottee under this proposed issue are not person acting in concert, same is also uploaded on the website and link for the same is provided in Notice.

S.No.	Name	Relation	Proposed Shares	% of proposed shareholding in PAC
1	Trisha Aggarwal	Immediate Relatives	30,000	0.02%
	Vrinda Aggarwal		30,000	
2	Anil Kumar Relan	Immediate Relatives	22,500	0.04%
	Gaurav Relan		22,500	
	Umang Relan		22,500	
	Komal Relan		22,500	

5. Change in the object of the Issue:

Members are requested to take note on amendment in “object of the issue” given in the notice of Postal Ballot wherever it is applicable. The following are the objectives for which the company is being raising the additional capital which are:

- a) Acquisition of a private company which is engaged in manufacturing of winding wires and strips sharing the same business vertical.
- b) For expansion of growth of business and to meet working capital requirements of target company.

Members are requested to take note on the above and read the objects with the

amendments.

6. Change in point no. 16 under the head “identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/ or who ultimately
7. control the proposed allottees, the percentage of the post Preferential Issue Capital that may be held by them and change in control that the Ultimate Beneficial Owner of ‘SA Capital’ to be read as Sandeep Agarwal.
8. Change in point no.23 of the Postal Ballot Notice under the head “proposed status of the allottee(s) post preferential issue namely promoter or non-promoter” details are hereby added for the current status and members are requested to read with the amendments.
9. The members are requested to take note on the specified links provided for the certificates taken from the Company Secretary in Practice/ Chartered Accountant in Practice on page no 16 & 26 of the Postal Ballot Notice.
10. The Members are requested to take note that the proposed issue is not being made for consideration other than cash. A separate disclosure is being submitted to the stock exchange in regard of same.

The shareholders are requested to note the corrections in the notice of Postal Ballot.

Kindly note that this corrigendum to the notice is issued by order of the board to all the members of the Company and National Stock Exchange of India Limited (“NSE”) as well as others entitled thereto pursuant to section 101 of the Companies Act, 2013. Thus, the notice shall always be read in conjunction with this corrigendum.

All other contents of the Notice of Postal Ballot remain same as before.

The corrigendum to the Notice of Postal Ballot is being uploaded at the company’s website at <https://www.dpel.in>

We regret the inconvenience caused to the members and all other concerned in this regard.

For the sake of utmost clarity and have better understanding, the revised resolution at item no.1 along with the explanatory statement of the same are reproduced after incorporating the above changes as follows:

SPECIAL BUSINESS:

Item No. 1:

TO CONSIDER AND APPROVE ISSUANCE OF EQUITY SHARES TO CERTAIN IDENTIFIED PERSONS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provision of Sections 23,42,62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 the Companies (Shares Capital and Debentures) Rules, 2014 and other relevant rules made thereunder, in accordance with applicable rules regulation, etc., issued by Securities and Exchange Board of India (**‘SEBI’**) including Chapter V of the SEBI (issue of Capital and Disclosure Requirement) Regulation, 2018 (**‘SEBI ICDR Regulation’**), SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 (**‘SEBI Listing Regulation’**), SEBI (Substantial Acquisition of Share and Takeovers) Regulation 2011(including any statutory amendment(s), modification(s) or re- enactment(s) thereof, for the time being in force and the Provisions of Memorandum of Association and Articles of Association of the Company and subject to other applicable rules and regulations and the approvals, consents, permissions and/or sanctions, as may be required form the Ministry of Corporate Affairs (**‘MCA’**), SEBI, Stock Exchange(s) and any other relevant Statutory, Government authorities of department, institution or bodies and subject to such terms conditions, alteration, correction, changes, variations and /or, modification, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and which may be agreed by the Board of Directors of the Company (**‘Board’**) the consent of the Member of the Company be and is hereby accorded to create offer issue and allot, 35,01,000/- (Thirty Five lakhs one thousand only) equity share of face value of ₹ 10 (Rupees Ten only) each fully paid up on a preferential basis at an issue price of ₹ 124 (Rupees One hundred twenty four only) per equity shares including premium of ₹ 114 (Rupees one hundred and fourteen only) per Equity Shares aggregating to Rs. 43,41,24,000 (Forty Three Crore Forty One Lakh & Twenty Four Thousand Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Reg, 2018 to the following **‘Proposed Allottees’** who belongs to non-promoter category for cash consideration on a preferential basis (**‘ Preferential Issue’**) as per the particulars set out below and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws rules and regulations:

Sr. No.	Name of Proposed Investor	No. of share	Category	Amount (In Rs.)
1	Dinesh Gupta	5,01,000	Non-Promoter	6,21,24,000
2	Bansal Sons Jewellers	4,50,000	Non-Promoter	5,58,00,000

3	Rahul Bansal Huf	2,49,000	Non-Promoter	3,08,76,000
4	Divine Comex Enterprises Private Limited	1,11,000	Non-Promoter	1,37,64,000
5	Rishabh Kapoor	1,05,000	Non-Promoter	1,30,20,000
6	Ramveer Singh	1,05,000	Non-Promoter	1,30,20,000
7	Dhruvil Nimesh Joshi	1,00,500	Non-Promoter	1,24,62,000
8	Alka Goel	1,00,500	Non-Promoter	1,24,62,000
9	Ankit Gupta	99,000	Non-Promoter	1,22,76,000
10	Dhanadeepa Consultant Private Limited	90,000	Non-Promoter	1,11,60,000
11	VKC Corporate Solutions pvt Ltd	90,000	Non-Promoter	1,11,60,000
12	Bhavna Khemani	60,000	Non-Promoter	74,40,000
13	Ajay Purshottamdas Gupta	60,000	Non-Promoter	74,40,000
14	Kapil Garg	51,000	Non-Promoter	63,24,000
15	Shikha Bansal	51,000	Non-Promoter	63,24,000
16	Vishal Gupta	51,000	Non-Promoter	63,24,000
17	Anupam	51,000	Non-Promoter	63,24,000
18	Rajender Kumar	51,000	Non-Promoter	63,24,000
19	Neha Jain	51,000	Non-Promoter	63,24,000
20	Dhiraj Jain Huf	51,000	Non-Promoter	63,24,000
21	Sanjay Kansal	51,000	Non-Promoter	63,24,000
22	Urmila Kankaria	51,000	Non-Promoter	63,24,000
23	Vs Finycore Private Limited	21,000	Non-Promoter	26,04,000
24	Sapna Aggarwal	34,500	Non-Promoter	42,78,000
25	Vrinda Aggarwal	30,000	Non-Promoter	37,20,000
26	Trisha Aggarwal	30,000	Non-Promoter	37,20,000
27	Kavita Chhabra	30,000	Non-Promoter	37,20,000
28	Capital Trade Links Limited	30,000	Non-Promoter	37,20,000
29	Deepak Lodha HUF	30,000	Non-Promoter	37,20,000
30	Suresh H Luniya	30,000	Non-Promoter	37,20,000
31	Arya Gupta	25,500	Non-Promoter	31,62,000
32	Vinita Garg	25,500	Non-Promoter	31,62,000
33	Sa Capitals	25,500	Non-Promoter	31,62,000
34	Jyoti Arora	25,500	Non-Promoter	31,62,000
35	Chetna Kankaria	25,500	Non-Promoter	31,62,000
36	Manish Jain	25,500	Non-Promoter	31,62,000
37	Premlatha P	25,500	Non-Promoter	31,62,000

38	Harish Goyal	24,000	Non-Promoter	29,76,000
39	Umang Relan	22,500	Non-Promoter	27,90,000
40	Gaurav Relan	22,500	Non-Promoter	27,90,000
41	Komal Relan	22,500	Non-Promoter	27,90,000
42	Anil Kumar Relan	22,500	Non-Promoter	27,90,000
43	Aarav Bansal	21,000	Non-Promoter	26,04,000
44	Mayank Aggarwal HUF	21,000	Non-Promoter	26,04,000
45	Mradul Aggarwal HUF	21,000	Non-Promoter	26,04,000
46	Ravi Kumar	21,000	Non-Promoter	26,04,000
47	Dinesh Makhija	21,000	Non-Promoter	26,04,000
48	Shantanu Singh	21,000	Non-Promoter	26,04,000
49	Proalgo Capital Private Limited	21,000	Non-Promoter	26,04,000
50	Amit Vatsa	21,000	Non-Promoter	26,04,000
51	Sarvesh Sharma	21,000	Non-Promoter	26,04,000
52	Raasha Portfolio Private Limited	21,000	Non-Promoter	26,04,000
53	All Rounder Marketing Private Limited	21,000	Non-Promoter	26,04,000
54	Noida Holdings Private Limited	21,000	Non-Promoter	26,04,000
55	Garima	30,000	Non-Promoter	37,20,000
56	Meenakshi Devi	18,000	Non-Promoter	22,32,000
57	Bharat Singhal	18,000	Non-Promoter	22,32,000
58	Virender	18,000	Non-Promoter	22,32,000
59	Anil Kumar	10,500	Non-Promoter	13,02,000
60	Dilip Kumar Lalwani Sons HUF	10,500	Non-Promoter	13,02,000
61	Punit Kumar Rastogi	9,000	Non-Promoter	11,16,000
62	Kapil Khera	9,000	Non-Promoter	11,16,000
63	Somil Aggarwal	9,000	Non-Promoter	11,16,000
64	Akarsh Goel	9,000	Non-Promoter	11,16,000
	TOTAL	35,01,000		434124000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of

Equity Shares be and is hereby fixed as Monday, December 02, 2024 being the 30 days prior to the date on which the resolution will be deemed to be passed i.e Wednesday January 01, 2025.

RESOLVED FURTHER THAT without prejudice to the generally of the above, the aforesaid equity share shall subject to applicable laws as well as the Memorandum and Articles of Association of the Company be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company allotted on a preferential basis to persons other than the promoters and promoter group shall be subject to lock-in for a period of 6 months from the date of trading approval or as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulation, 2018 and any other applicable law for the time being in force, the issue of the Equity Shares shall be subject to the following terms and conditions:

RESOLVED FURTHER THAT the price determined shall be subject to price determined as per Valuation Report or any other appropriate adjustments, if required, as permitted under the rules, regulations, and laws as applicable from time to time.

RESOLVED FURTHER THAT the equity shares be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) day from the date of receipt of Members' approval, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of any approval by any Regulatory Authority the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulation, as amended from time to time.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approvals from the Stock within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the equity shares issued to the Proposed Allottees shall be listed on the Stock Exchange where the existing equity Shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate account opened by the Bank for this purpose and shall be utilized by the Bank for the purpose for which the amount is raised in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT without prejudice to the generally of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- a) The Proposed Allottees of equity shares shall be required to bring in 100% of the cash consideration, on or before the date of allotment thereof;
- b) The considerations for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank account; and
- c) Allotment of equity share shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares and listing thereof with the Stock Exchanges as appropriate including but not limited to filling of requisite documents with the Registrar of Companies, Depositories and /or such other authorities as may be necessary for the purpose, to decide and approve the other term and conditions of the Preferential Issue of the aforesaid equity shares, to vary modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and /or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing 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 any Member of the Board and/ or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**For Divine Power Energy Limited
(formerly known as PDRV Enterprises Pvt. Ltd.)**

**Rajesh Giri
Managing Director
DIN: 02324760**

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1:

The Board of Directors of the Company ("Board") at its meeting held on Friday 29th November, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of upto 35,01,000/- (Thirty Five Lakhs and One Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 124/- (Rupees One Hundred & Twenty Four Only) per Equity Shares including premium of Rs. 114/- (Rupees One Hundred and Fourteen Only) which is a price determined by Registered Valuer in Valuation Report as on Relevant date in accordance with chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, aggregating a consideration not exceeding Rs. 43,41,24,000 (Forty Three Crore Forty One Lakh & Twenty Four Thousand Only) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

List of specified investors to which the Equity Shares to be offered is provided here under:

Sr. No.	Name of Proposed Investor	No. of share	Category	lot size (Number of Shares)	Amount (In Rs.)
1	Dinesh Gupta	5,01,000	Non-Promoter	1500	6,21,24,000
2	Bansal Sons Jewellers	4,50,000	Non-Promoter	1500	5,58,00,000
3	Rahul Bansal Huf	2,49,000	Non-Promoter	1500	3,08,76,000
4	Divine Comex Enterprises Private Limited	1,11,000	Non-Promoter	1500	1,37,64,000
5	Rishabh Kapoor	1,05,000	Non-Promoter	1500	1,30,20,000
6	Ramveer Singh	1,05,000	Non-Promoter	1500	1,30,20,000
7	Dhruvil Nimesh Joshi	1,00,500	Non-Promoter	1500	1,24,62,000

					0
8	Alka Goel	1,00,500	Non-Promoter	1500	1,24,62,000
9	Ankit Gupta	99,000	Non-Promoter	1500	1,22,76,000
10	Dhanadeepa Consultant Private Limited	90,000	Non-Promoter	1500	1,11,60,000
11	VKC Corporate Solutions pvt Ltd	90,000	Non-Promoter	1500	1,11,60,000
12	Bhavna Khemani	60,000	Non-Promoter	1500	74,40,000
13	Ajay Purshottamdas Gupta	60,000	Non-Promoter	1500	74,40,000
14	Kapil Garg	51,000	Non-Promoter	1500	63,24,000
15	Shikha Bansal	51,000	Non-Promoter	1500	63,24,000
16	Vishal Gupta	51,000	Non-Promoter	1500	63,24,000
17	Anupam	51,000	Non-Promoter	1500	63,24,000
18	Rajender Kumar	51,000	Non-Promoter	1500	63,24,000
19	Neha Jain	51,000	Non-Promoter	1500	63,24,000
20	Dhiraj Jain Huf	51,000	Non-Promoter	1500	63,24,000
21	Sanjay Kansal	51,000	Non-Promoter	1500	63,24,000
22	Urmila Kankaria	51,000	Non-Promoter	1500	63,24,000
23	Vs Finycore Private Limited	21,000	Non-Promoter	1500	26,04,000
24	Sapna Aggarwal	34,500	Non-Promoter	1500	42,78,000
25	Vrinda Aggarwal	30,000	Non-Promoter	1500	37,20,000
26	Trisha Aggarwal	30,000	Non-Promoter	1500	37,20,000
27	Kavita Chhabra	30,000	Non-Promoter	1500	37,20,000
28	Capital Trade Links Limited	30,000	Non-Promoter	1500	37,20,000
29	Deepak Lodha HUF	30,000	Non-	1500	37,20,000

			Promoter		
30	Suresh H Luniya	30,000	Non-Promoter	1500	37,20,000
31	Arya Gupta	25,500	Non-Promoter	1500	31,62,000
32	Vinita Garg	25,500	Non-Promoter	1500	31,62,000
33	Sa Capitals	25,500	Non-Promoter	1500	31,62,000
34	Jyoti Arora	25,500	Non-Promoter	1500	31,62,000
35	Chetna Kankaria	25,500	Non-Promoter	1500	31,62,000
36	Manish Jain	25,500	Non-Promoter	1500	31,62,000
37	Premlatha P	25,500	Non-Promoter	1500	31,62,000
38	Harish Goyal	24,000	Non-Promoter	1500	29,76,000
39	Umang Relan	22,500	Non-Promoter	1500	27,90,000
40	Gaurav Relan	22,500	Non-Promoter	1500	27,90,000
41	Komal Relan	22,500	Non-Promoter	1500	27,90,000
42	Anil Kumar Relan	22,500	Non-Promoter	1500	27,90,000
43	Aarav Bansal	21,000	Non-Promoter	1500	26,04,000
44	Mayank Aggarwal HUF	21,000	Non-Promoter	1500	26,04,000
45	Mradul Aggarwal HUF	21,000	Non-Promoter	1500	26,04,000
46	Ravi Kumar	21,000	Non-Promoter	1500	26,04,000
47	Dinesh Makhija	21,000	Non-Promoter	1500	26,04,000
48	Shantanu Singh	21,000	Non-Promoter	1500	26,04,000
49	Proalgo Capital Private Limited	21,000	Non-Promoter	1500	26,04,000
50	Amit Vatsa	21,000	Non-Promoter	1500	26,04,000
51	Sarvesh Sharma	21,000	Non-Promoter	1500	26,04,000
52	Raasha Portfolio Private Limited	21,000	Non-Promoter	1500	26,04,000
53	All Rounder Marketing	21,000	Non-	1500	26,04,000

	Private Limited		Promoter		
54	Noida Holdings Private Limited	21,000	Non-Promoter	1500	26,04,000
55	Garima	30,000	Non-Promoter	1500	37,20,000
56	Meenakshi Devi	18,000	Non-Promoter	1500	22,32,000
57	Bharat Singhal	18,000	Non-Promoter	1500	22,32,000
58	Virender	18,000	Non-Promoter	1500	22,32,000
59	Anil Kumar	10,500	Non-Promoter	1500	13,02,000
60	Dilip Kumar Lalwani Sons HUF	10,500	Non-Promoter	1500	13,02,000
61	Punit Kumar Rastogi	9,000	Non-Promoter	1500	11,16,000
62	Kapil Khera	9,000	Non-Promoter	1500	11,16,000
63	Somil Aggarwal	9,000	Non-Promoter	1500	11,16,000
64	Akarsh Goel	9,000	Non-Promoter	1500	11,16,000
	TOTAL	35,01,000			434124000

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company 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 the SEBI thereunder;
3. The Company has obtained the Permanent Account Numbers of the proposed allottees.
4. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the

SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Friday, 29th November, 2024, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 35,01,000/- (Thirty Five Lakhs and One Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 124/- (Rupees One Hundred and Twenty four Only) per Equity Shares including premium of Rs. 114/- (Rupees One Hundred and Fourteen Only) which is not less than a price determined by Registered Valuer in Valuation Report as on Relevant date in accordance with chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, aggregating a consideration not exceeding Rs. 43,41,24,000 (Forty Three Crore Forty One Lakh & Twenty Four Thousand Only) to the proposed allottees, for cash consideration, by way of a preferential issue.

2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

35,01,000/- (Thirty Five lakhs one thousand only) equity share of face value of ₹ 10 (Rupees Ten only) each fully paid up on a preferential basis at an issue price of ₹ 124 (Rupees One hundred twenty four only) per equity shares including premium of ₹ 114/ (Rupees one hundred and Fourteen only) per Equity Shares aggregating to Rs. 43,41,24,000 (Forty Three Crore Forty One Lakh & Twenty Four Thousand Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Reg, 2018) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3) Objects of the Issue:

Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto Rs. 43,41,24,000 (Forty Three Crore Forty One Lakh & Twenty Four Thousand Only) through issue of Equity shares on preferential basis to the non-promoter group/entities, for cash, on a preferential basis.

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

1. Acquisition of Vimlesh Industries Private Limited, a private Company engaged in manufacturing of Winding wires and Strips and in same industry as our company.
2. Expansion and growth of business and to meet working capital requirements of Target Company, Vimlesh Industries Private Limited.

Accordingly, the entire proceeds of preferential issue shall be utilized by the Board in furtherance of above objective(s) only.

4) Utilization of Proceeds

The Company proposes to utilise the proceeds of the issue towards the acquisition of Vimlesh Industries Private Limited, a Private Company which works in a same industry as our Company so It'll be good for growth and expansion of Company's Business.

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

The equity shares of the company are listed on National Stock Exchange of India Limited and are frequently traded in accordance with regulation 164 of the SEBI (ICDR) Regulations, 2018. and the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), Hence the Company need not to obtain a valuation report from an independent registered valuer and the prices are obtained in accordance with Section 164 of Chapter V of SEBI (ICDR) Regulations, 2018 and a certificate verifying the calculation of price has been received from a practicing Chartered Accountant, Mr. Vinayak Aggarwal. The price ascertained by him in the certificate is 124 (One Hundred & Twenty Four) which includes the premium of Rs. 114 (One Hundred and Fourteen) per equity share. This Certificate verifying the calculation and price per equity share is also available on website of company at <https://bit.ly/PricingCertificate>

6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is Monday, December 02, 2024, being the date thirty days prior to the date of Extraordinary General Meeting (EOGM), i.e. Wednesday January 01, 2025.

7) The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Equity Shares is proposed to be allotted to the Non-Promoter Individuals and entities only.

8) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue:

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

9) Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

10) Principal terms of assets charged as securities:

Not applicable.

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

Pre and Post Preferential Issue Shareholding Pattern of the Company:

S. No.	Category of Shareholder(s)	Pre-Issue		Post-Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a	Individual	15779080	73.50	15779080	63.20
b	Any Other (Bodies Corporate)	0		0	0
	Total Promoters & Promoter Group Holding (A)	15779080	73.50	15779080	63.20
B	Non-Promoters Holding				
1	Institutional Investors				
a	Mutual Funds	0		0	0
b	Alternate Investment Funds	18000	0.08	18000	0.07
c	Foreign Portfolio Investors / foreign body corporate	36000	0.17	36000	0.14
d	Financial Institutions/ Banks	0	0	0	0
e	Insurance Companies	0	0	0	0
	Sub-Total (B)(1)	54000	.25	54000	0.21
2	Central Government/ State Government				
	Sub-Total (B)(2)	0	0	0	0
3	Non-Institutions				
a	Individuals				
i	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	3561000	16.60	3661500	14.66
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	910500	4.24	3052500	12.23
b	NBFCs registered with RBI	0	0	0	0
c	Any other, specify				
	Foreign Companies	0	0	0	0
	Director & KMP & their relatives	0	0	0	0
	Hindu Undivided Family	343500	1.60	1176000	4.71
	Non-Resident Indians	177000	0.8	177000	0.71
	Clearing Member	0	0	0	0

Firms	0	0	0	0
Trusts	0	0	0	0
Body Corporate	642000	3.01	1068000	4.28
Sub-Total (B)(3)	5634000	26.25	9135000	36.59
Total Public Shareholding (B)	5688000	26.50	9189000	36.80
Total (A)+(B)	21467080	100	24968080	100

***NOTES:**

- As on 29th November, 2024
- This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

12) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S.No.	Proposed Allottees	Pre-Issue Holding	% pre holding	No. of share	% post holding
1	Dinesh Gupta	NIL	NIL	5,01,000	2.01%
2	Bansal Sons Jewellers	NIL	NIL	4,50,000	1.80%
3	Rahul Bansal Huf	NIL	NIL	2,49,000	1.00%
4	Divine Comex Enterprises Private Limited	NIL	NIL	1,11,000	0.44%
5	Rishabh Kapoor	NIL	NIL	1,05,000	0.42%
6	Ramveer singh	NIL	NIL	1,05,000	0.42%
7	Dhruvil nimesh joshi	NIL	NIL	1,00,500	0.40%
8	Alka goel	NIL	NIL	1,00,500	0.40%
9	Ankit Gupta	NIL	NIL	99,000	0.40%
10	Dhanadeepa Consultant Private Limited	NIL	NIL	90,000	0.36%
11	VKC Corporate Solutions pvt Ltd	NIL	NIL	90,000	0.36%
12	Bhavna Khemani	NIL	NIL	60,000	0.24%
13	Ajay Purshottamdas Gupta	NIL	NIL	60,000	0.24%
14	Kapil Garg	NIL	NIL	51,000	0.20%
15	Shikha Bansal	NIL	NIL	51,000	0.20%
16	Vishal Gupta	NIL	NIL	51,000	0.20%
17	Anupam	NIL	NIL	51,000	0.20%
18	Rajender Kumar	NIL	NIL	51,000	0.20%
19	Neha Jain	NIL	NIL	51,000	0.20%
20	Dhiraj Jain Huf	1500	0.01	51,000	0.20%
21	Sanjay Kansal	NIL	NIL	51,000	0.20%
22	Urmila Kankaria	NIL	NIL	51,000	0.20%
23	Vs Fincore Private Limited	NIL	NIL	21,000	0.08%

24	Sapna Aggarwal	NIL	NIL	34,500	0.14%
25	Vrinda Aggarwal	NIL	NIL	30,000	0.12%
26	Trisha Aggarwal	NIL	NIL	30,000	0.12%
27	Kavita Chhabra	NIL	NIL	30,000	0.12%
28	Capital Trade Links Limited	NIL	NIL	30,000	0.12%
29	Deepak Lodha Huf	NIL	NIL	30,000	0.12%
30	Suresh H Luniya	NIL	NIL	30,000	0.12%
31	Arya Gupta	NIL	NIL	25,500	0.10%
32	Vinita Garg	NIL	NIL	25,500	0.10%
33	SA Capitals	NIL	NIL	25,500	0.10%
34	Jyoti Arora	12000	0.05	25,500	0.10%
35	Chetna Kankaria	NIL	NIL	25,500	0.10%
36	Manish Jain	NIL	NIL	25,500	0.10%
37	Premlatha P	NIL	NIL	25,500	0.10%
38	Harish Goyal	NIL	NIL	24,000	0.10%
39	Umang Relan	NIL	NIL	22,500	0.09%
40	Gaurav Relan	NIL	NIL	22,500	0.09%
41	Komal Relan	NIL	NIL	22,500	0.09%
42	Anil Kumar Relan	NIL	NIL	22,500	0.09%
43	Aarav Bansal	NIL	NIL	21,000	0.08%
44	Mayank Aggarwal Huf	NIL	NIL	21,000	0.08%
45	Mradul Aggarwal Huf	NIL	NIL	21,000	0.08%
46	Ravi Kumar	NIL	NIL	21,000	0.08%
47	Dinesh Makhija	NIL	NIL	21,000	0.08%
48	Shantanu singh	NIL	NIL	21,000	0.08%
49	Proalgo capital private ltd.	NIL	NIL	21,000	0.08%
50	Amit Vatsa	NIL	NIL	21,000	0.08%
51	Sarvesh Sharma	NIL	NIL	21,000	0.08%
52	Raasha portfolio private limited	NIL	NIL	21,000	0.08%
53	All Rounder Marketing Pvt Ltd	NIL	NIL	21,000	0.08%
54	Noida Holdings Private Limited	NIL	NIL	21,000	0.08%
55	Garima	NIL	NIL	30,000	0.12%
56	Meenakshi Devi	NIL	NIL	18,000	0.07%
57	Bharat Singhal	NIL	NIL	18,000	0.07%
58	Virender	NIL	NIL	18,000	0.07%
59	Anil Kumar	NIL	NIL	10,500	0.04%
60	Dilip Kumar Lalwani Sons Huf	NIL	NIL	10,500	0.04%
61	Punit kumar rastogi	NIL	NIL	9,000	0.04%

62	Kapil Khera	NIL	NIL	9,000	0.04%
63	Somil aggarwal	NIL	NIL	9,000	0.04%
64	Akarsh goel	NIL	NIL	9,000	0.04%

13) Name and address of valuer who performed valuation:

No need to appoint Registered valuer as per Regulation 165 or 166A of SEBI (ICDR) Regulations, 2018.

14) Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount of upto Rs. 43,41,24,000 (Forty Three Crore Forty One Lakh & Twenty Four Thousand Only) by way of issue of Equity Shares.

15) Material terms of the proposed Preferential Issue of the Equity Shares:

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

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

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

17) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

The Equity Shares are proposed to be allotted to non-promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Sr. No.	Name of Proposed Investor	Category	No. of shares to be allotted	Ultimate Beneficial Owner
1	Dinesh Gupta	Non-Promoter	5,01,000	Self
2	Bansal Sons Jewellers	Non-Promoter	4,50,000	Rahul Bansal Manish Bansal
3	Rahul Bansal Huf	Non-Promoter	2,49,000	Rahul Bansal
4	Divine Comex Enterprises Private Limited	Non-Promoter	1,11,000	1) Mukesh 2) Shiv Kumar
5	Rishabh Kapoor	Non-Promoter	1,05,000	Self

6	Ramveer Singh	Non-Promoter	1,05,000	Self
7	Dhruvil Nimesh Joshi	Non-Promoter	1,00,500	Self
8	Alka Goel	Non-Promoter	1,00,500	Self
9	Ankit Gupta	Non-Promoter	99,000	Self
10	Dhanadeepa Consultant Private Limited	Non-Promoter	90,000	1) Shalu Kumar 2) Ombir
11	VKC Corporate Solutions Pvt. Ltd.	Non-Promoter	90,000	1) Vinay Kumar Chawla 2) Archana Chawla
12	Bhavna Khemani	Non-Promoter	60,000	Self
13	Ajay Purshottamdas Gupta	Non-Promoter	60,000	Self
14	Kapil Garg	Non-Promoter	51,000	Self
15	Shikha Bansal	Non-Promoter	51,000	Self
16	Vishal Gupta	Non-Promoter	51,000	Self
17	Anupam	Non-Promoter	51,000	Self
18	Rajender Kumar	Non-Promoter	51,000	Self
19	Neha Jain	Non-Promoter	51,000	Self
20	Dhiraj Jain Huf	Non-Promoter	51,000	Dhiraj Jain
21	Sanjay Kansal	Non-Promoter	51,000	Self
22	Urmila Kankaria	Non-Promoter	51,000	Self
23	Vs Fyncore Private Limited	Non-Promoter	21,000	1) Vipin Aggarwal 2) Sapna Aggarwal
24	Sapna Aggarwal	Non-Promoter	34,500	Self
25	Vrinda Aggarwal	Non-Promoter	30,000	Self
26	Trisha Aggarwal	Non-Promoter	30,000	Self
27	Kavita Chhabra	Non-Promoter	30,000	Self
28	Capital Trade Links Limited	Non-Promoter	30,000	1) Krishan Kumar 2) Vinay Kumar Chawla 3) Ashish Kapoor 4) Parul Singh 5) Mahendra Kumar Sharma
29	Deepak Lodha HUF	Non-Promoter	30,000	Deepak Lodha
30	Suresh H Luniya	Non-Promoter	30,000	Self
31	Arya Gupta	Non-Promoter	25,500	Self
32	Vinita Garg	Non-Promoter	25,500	Self
33	Sa Capitals	Non-Promoter	25,500	Sandeep Agarwal
34	Jyoti Arora	Non-Promoter	25,500	Self
35	Chetna Kankaria	Non-Promoter	25,500	Self

36	Manish Jain	Non-Promoter	25,500	Self
37	Premlatha P	Non-Promoter	25,500	Self
38	Harish Goyal	Non-Promoter	24,000	Self
39	Umang Relan	Non-Promoter	22,500	Self
40	Gaurav Relan	Non-Promoter	22,500	Self
41	Komal Relan	Non-Promoter	22,500	Self
42	Anil Kumar Relan	Non-Promoter	22,500	Self
43	Aarav Bansal	Non-Promoter	21,000	Self
44	Mayank Aggarwal HUF	Non-Promoter	21,000	Mayank Aggarwal
45	Mradul Aggarwal HUF	Non-Promoter	21,000	Mradul Aggarwal
46	Ravi Kumar	Non-Promoter	21,000	Self
47	Dinesh Makhija	Non-Promoter	21,000	Self
48	Shantanu Singh	Non-Promoter	21,000	Self
49	Proalgo Capital Private Limited	Non-Promoter	21,000	1) Amit Mittal 2) Sakshi Mittal
50	Amit Vatsa	Non-Promoter	21,000	Self
51	Sarvesh Sharma	Non-Promoter	21,000	Self
52	Raasha Portfolio Private Limited	Non-Promoter	21,000	1) Natasha Vinay Fatehchandka 2) Geeta Aatish Devrukhkar
53	All Rounder Marketing Private Limited	Non-Promoter	21,000	1) Bhushan Kumar 2) Rajiv Mehta
54	Noida Holdings Private Limited	Non-Promoter	21,000	1) Pankaj Saraogi 2) Ranjana Saraogi 3) Kunal Saraogi
55	Garima	Non-Promoter	30,000	Self
56	Meenakshi Devi	Non-Promoter	18,000	Self
57	Bharat Singhal	Non-Promoter	18,000	Self
58	Virender	Non-Promoter	18,000	Self
59	Anil Kumar	Non-Promoter	10,500	Self
60	Dilip Kumar Lalwani Sons HUF	Non-Promoter	10,500	Dilip Kumar Lalwani
61	Punit Kumar Rastogi	Non-Promoter	9,000	Self
62	Kapil Khera	Non-Promoter	9,000	Self
63	Somil Aggarwal	Non-Promoter	9,000	Self
64	Akarsh Goel	Non-Promoter	9,000	Self
	TOTAL		35,01,000	

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

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

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

Not Applicable, as No contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue as above.

20) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Valuation is not Required as per Regulation 165 and 166A of SEBI (ICDR) Regulations, 2018 and Allotment is to be made for cash consideration only.

21) Lock-in Period:

•The equity shares to be allotted to other than the promoters and promoter group on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 (2) of the SEBI ICDR Regulations. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any has been locked in as per the Regulation 167 (6) of SEBI (ICDR) Regulations 2018 as amended from time to time.

Details of Lock-in created is as follows:

S. No	Name of the Allottee	Lock-in Date from	Lock-in Date upto
1.	Dhiraj Jain HUF	19.12.2024	10.05.2025
2.	Jyoti Arora	26.12.2024	10.05.2025

22) Listing:

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

23) Compliances:

The Company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

24) The proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter/public:

All the proposed Allottees shall be Non-Promoter/public Investors of the Company post Preferential Issue in the following manner:

Sr. No.	Name of Proposed Investor	Category (Pre & Post Issue)	No. of shares to be allotted
1	Dinesh Gupta	Non-Promoter/Public	5,01,000
2	Bansal Sons Jewellers	Non-Promoter/Public	4,50,000
3	Rahul Bansal Huf	Non-Promoter/Public	2,49,000
4	Divine Comex Enterprises Private Limited	Non-Promoter/Public	1,11,000
5	Rishabh Kapoor	Non-Promoter/Public	1,05,000
6	Ramveer Singh	Non-Promoter/Public	1,05,000
7	Dhruvil Nimesh Joshi	Non-Promoter/Public	1,00,500
8	Alka Goel	Non-Promoter/Public	1,00,500
9	Ankit Gupta	Non-Promoter/Public	99,000
10	Dhanadeepa Consultant Private Limited	Non-Promoter/Public	90,000
11	VKC Corporate Solutions Pvt. Ltd.	Non-Promoter/Public	90,000
12	Bhavna Khemani	Non-Promoter/Public	60,000
13	Ajay Purshottamdas Gupta	Non-Promoter/Public	60,000
14	Kapil Garg	Non-Promoter/Public	51,000
15	Shikha Bansal	Non-Promoter/Public	51,000
16	Vishal Gupta	Non-Promoter/Public	51,000
17	Anupam	Non-Promoter/Public	51,000
18	Rajender Kumar	Non-Promoter/Public	51,000
19	Neha Jain	Non-Promoter/Public	51,000
20	Dhiraj Jain Huf	Non-Promoter/Public	51,000
21	Sanjay Kansal	Non-Promoter/Public	51,000
22	Urmila Kankaria	Non-Promoter/Public	51,000
23	Vs Fyncore Private Limited	Non-Promoter/Public	21,000

24	Sapna Aggarwal	Non-Promoter/Public	34,500
25	Vrinda Aggarwal	Non-Promoter/Public	30,000
26	Trisha Aggarwal	Non-Promoter/Public	30,000
27	Kavita Chhabra	Non-Promoter/Public	30,000
28	Capital Trade Links Limited	Non-Promoter/Public	30,000
29	Deepak Lodha HUF	Non-Promoter/Public	30,000
30	Suresh H Luniya	Non-Promoter/Public	30,000
31	Arya Gupta	Non-Promoter/Public	25,500
32	Vinita Garg	Non-Promoter/Public	25,500
33	Sa Capitals	Non-Promoter/Public	25,500
34	Jyoti Arora	Non-Promoter/Public	25,500
35	Chetna Kankaria	Non-Promoter/Public	25,500
36	Manish Jain	Non-Promoter/Public	25,500
37	Premlatha P	Non-Promoter/Public	25,500
38	Harish Goyal	Non-Promoter/Public	24,000
39	Umang Relan	Non-Promoter/Public	22,500
40	Gaurav Relan	Non-Promoter/Public	22,500
41	Komal Relan	Non-Promoter/Public	22,500
42	Anil Kumar Relan	Non-Promoter/Public	22,500
43	Aarav Bansal	Non-Promoter/Public	21,000
44	Mayank Aggarwal HUF	Non-Promoter/Public	21,000
45	Mradul Aggarwal HUF	Non-Promoter/Public	21,000
46	Ravi Kumar	Non-Promoter/Public	21,000
47	Dinesh Makhija	Non-Promoter/Public	21,000
48	Shantanu Singh	Non-Promoter/Public	21,000
49	Proalgo Capital Private Limited	Non-Promoter/Public	21,000
50	Amit Vatsa	Non-Promoter/Public	21,000
51	Sarvesh Sharma	Non-Promoter/Public	21,000
52	Raasha Portfolio Private Limited	Non-Promoter/Public	21,000
53	All Rounder Marketing Private Limited	Non-Promoter/Public	21,000
54	Noida Holdings Private Limited	Non-Promoter/Public	21,000
55	Garima	Non-Promoter/Public	30,000
56	Meenakshi Devi	Non-Promoter/Public	18,000
57	Bharat Singhal	Non-Promoter/Public	18,000
58	Virender	Non-Promoter/Public	18,000
59	Anil Kumar	Non-Promoter/Public	10,500

60	Dilip Kumar Lalwani Sons HUF	Non-Promoter/Public	10,500
61	Punit Kumar Rastogi	Non-Promoter/Public	9,000
62	Kapil Khera	Non-Promoter/Public	9,000
63	Somil Aggarwal	Non-Promoter/Public	9,000
64	Akarsh Goel	Non-Promoter/Public	9,000
	TOTAL		35,01,000

25) Undertakings:

- a) Neither the Company nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- d) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- e) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall recompute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- f) The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- g) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- i) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI.

23) Company Secretary's Certificate:

The certificate from M/s Sumit Bajaj & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in 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 and will be accessible at link: https://bit.ly/PCSCertificate_DPEL.

24) Other disclosures:

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

For Divine Power Energy Limited
(formerly known as PDRV Enterprises Pvt. Ltd.)

Rajesh Giri
Managing Director
DIN: 02324760
