



# DIVINE POWER ENERGY LIMITED

(formerly known as PDRV Enterprises Pvt. Ltd.)

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

## Postal Ballot Notice

**[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 (**'the Act'**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**), Secretarial Standard on General Meetings (**'SS-2'**) issued by the Institute of Company Secretaries of India read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred as **'MCA Circulars'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), as amended from time to time and other applicable provisions of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the following resolutions as set out hereunder are proposed to be passed by the Members of Divine Power Energy Limited (**'the Company'**) through postal ballot by way of remote e-voting only. An Explanatory Statement pursuant to Section 102 of the Act, setting out the material facts concerning the resolutions and the reasons thereof, is annexed hereto for your consideration.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered and /or names are appeared with the National Securities Depository Limited (**'NSDL'**) and Central Depository Services (India) Limited (**'CDSL'**) (NSDL & CDSL together refer as **'Depositories'**). Accordingly, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members for this postal ballot.

The Board of Directors of the Company in compliance with Rule 22(5) of the Companies (Management and Administration) Rules, 2014, has appointed M/s Sumit Bajaj & Associates, Company Secretaries Firm, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Pursuant to the provisions of Section 108, 110 of the Act, read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering remote e-voting facility to all its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services Limited (**'CDSL'**) for the purpose of providing remote e-voting facility to all its Members. Members are requested to follow the procedure as stated in the Notes for casting of votes by remote e-voting. The e-voting period facility will be available during the following period:

<b>Commencement of E-voting</b>	<b>09:00 A.M. (IST) on December 03, 2024 (Tuesday)</b>
<b>End of E-voting</b>	<b>05:00 P.M. (IST) on January 01, 2025 (Wednesday)</b>

The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

After completion of remote e-voting period, the Scrutinizer will submit his report to the Chairman of the Company or any authorized person of the Company within two working days from the conclusion of the remote e-voting. The results of the remote e-voting conducted through postal ballot along with Scrutinizer's Report will be announced within two working days from the conclusion of the remote e-voting. The said results along with the Scrutinizer's Report shall be placed on the Company's website [www.dpel.in](http://www.dpel.in) and on the website of CDSL at <https://www.evoting.cdslindia.Com/> The Company shall also intimate the results to NSE Limited, where the shares of the Company are listed.

The resolutions, if approved by the requisite votes of members by means of postal ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. on **Wednesday, January 01, 2025**.

## Special Business

### Item No.1:

#### TO 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 ₹ 122.50 (Rupees One hundred twenty two rupees Fifty paisa only) per equity shares including premium of ₹ 112.5 (Rupees one hundred Twelve Rupees fifty paisa only) per Equity Shares aggregating to Rs. 42,88,72,500.- (Rupees Forty Two Crores Eighty Eight Lakh Seventy Two Thousand five Hundred Rupees 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	6,13,72,500
2	Bansal Sons Jewellers	4,50,000	Non-Promoter	5,51,25,000
3	Rahul Bansal Huf	2,49,000	Non-Promoter	3,05,02,500
4	Divine Comex Enterprises	1,11,000	Non-Promoter	1,35,97,500

	Private Limited			
5	Rishabh Kapoor	1,05,000	Non-Promoter	1,28,62,500
6	Ramveer Singh	1,05,000	Non-Promoter	1,28,62,500
7	Dhruvil Nimesh Joshi	1,00,500	Non-Promoter	1,23,11,250
8	Mohit Goel	1,00,500	Non-Promoter	1,23,11,250
9	Ankit Gupta	99,000	Non-Promoter	1,21,27,500
10	Dhanadeepa Consultant Private Limited	90,000	Non-Promoter	1,10,25,000
11	VKC Corporate Solutions Pvt Ltd	90,000	Non-Promoter	1,10,25,000
12	Bhavna Khemani	60,000	Non-Promoter	73,50,000
13	Ajay Purshottamdas Gupta	60,000	Non-Promoter	73,50,000
14	Kapil Garg	51,000	Non-Promoter	62,47,500
15	Shikha Bansal	51,000	Non-Promoter	62,47,500
16	Vishal Gupta	51,000	Non-Promoter	62,47,500
17	Anupam	51,000	Non-Promoter	62,47,500
18	Rajender Kumar	51,000	Non-Promoter	62,47,500
19	Neha Jain	51,000	Non-Promoter	62,47,500
20	Dhiraj Jain Huf	51,000	Non-Promoter	62,47,500
21	Sanjay Kansal	51,000	Non-Promoter	62,47,500
22	Urmila Kankaria	51,000	Non-Promoter	62,47,500
23	Vs Finycore Private Limited	21,000	Non-Promoter	25,72,500
24	Sapna Aggarwal	34,500	Non-Promoter	42,26,250
25	Vrinda Aggarwal	30,000	Non-Promoter	36,75,000
26	Trisha Aggarwal	30,000	Non-Promoter	36,75,000
27	Kavita Chhabra	30,000	Non-Promoter	36,75,000
28	Capital Trade Links Limited	30,000	Non-Promoter	36,75,000
29	Deepak Lodha HUF	30,000	Non-Promoter	36,75,000
30	Suresh H Luniya	30,000	Non-Promoter	36,75,000
31	Arya Gupta	25,500	Non-Promoter	31,23,750
32	Vinita Garg	25,500	Non-Promoter	31,23,750
33	Sa Capitals	25,500	Non-Promoter	31,23,750
34	Jyoti Arora	25,500	Non-Promoter	31,23,750
35	Chetna Kankaria	25,500	Non-Promoter	31,23,750
36	Manish Jain	25,500	Non-Promoter	31,23,750
37	Premlatha P	25,500	Non-Promoter	31,23,750
38	Harish Goyal	24,000	Non-Promoter	29,40,000
39	Umang Relan	22,500	Non-Promoter	27,56,250
40	Gaurav Relan	22,500	Non-Promoter	27,56,250
41	Komal Relan	22,500	Non-Promoter	27,56,250
42	Anil Kumar Relan	22,500	Non-Promoter	27,56,250

43	Aarav Bansal	21,000	Non-Promoter	25,72,500
44	Mayank Aggarwal HUF	21,000	Non-Promoter	25,72,500
45	Mradul Aggarwal HUF	21,000	Non-Promoter	25,72,500
46	Ravi Kumar	21,000	Non-Promoter	25,72,500
47	Dinesh Makhija	21,000	Non-Promoter	25,72,500
48	Shantanu Singh	21,000	Non-Promoter	25,72,500
49	Proalgo Capital Private Limited	21,000	Non-Promoter	25,72,500
50	Amit Vatsa	21,000	Non-Promoter	25,72,500
51	Sarvesh Sharma	21,000	Non-Promoter	25,72,500
52	Raasha Portfolio Private Limited	21,000	Non-Promoter	25,72,500
53	All Rounder Marketing Private Limited	21,000	Non-Promoter	25,72,500
54	Noida Holdings Private Limited	21,000	Non-Promoter	25,72,500
55	Garima	30,000	Non-Promoter	36,75,000
56	Meenakshi Devi	18,000	Non-Promoter	22,05,000
57	Bharat Singhal	18,000	Non-Promoter	22,05,000
58	Virender	18,000	Non-Promoter	22,05,000
59	Anil Kumar	10,500	Non-Promoter	12,86,250
60	Dilip Kumar Lalwani Sons HUF	10,500	Non-Promoter	12,86,250
61	Punit Kumar Rastogi	9,000	Non-Promoter	11,02,500
62	Kapil Khera	9,000	Non-Promoter	11,02,500
63	Somil Aggarwal	9,000	Non-Promoter	11,02,500
64	Akarsh Goel	9,000	Non-Promoter	11,02,500
	<b>TOTAL</b>	<b>35,01,000</b>		<b>428872500</b>

**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) days 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 Exchange 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 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 terms 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.

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**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

Digitally signed  
by Rajesh Giri  
Date: 2024.12.01  
17:58:10 +0530'

**Rajesh Giri  
Managing Director  
DIN: 02324760**

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**NOTES:**

- (a) An Explanatory Statement pursuant to Section 102 & 110 of the Act, setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
- (b) In accordance with the provisions of the Act, MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members, whose e-mail addresses are registered and/or names are appeared on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) respectively, as on **Friday, November 29, 2024** (**‘Cut-off Date’**).

A copy of the Postal Ballot Notice is available on the website of the Company at [www.dpel.in](http://www.dpel.in), website of the stock exchanges, i.e. National Stock Exchange of India Limited Emerge at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of e-Voting agency i.e. Central Depository Services Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).

- (c) Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the **Cut-off Date i.e. Friday, November 29, 2024**, will only be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (d) Corporate / 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 [cssumitbajaj@gmail.com](mailto:cssumitbajaj@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (e) Pursuant to the provision of Sections 108, 110 of the Act, read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-voting facility of NSDL to its Members, to enable them to cast their votes electronically.
- (f) The instructions for remote e-voting are annexed to this Notice. The e-voting period facility will be available during the following period:

<b>Commencement of E-voting</b>	<b>09:00 A.M. (IST) on December 03, 2024 (Tuesday)</b>
<b>End of E-voting</b>	<b>05:00 P.M. (IST) on January 01, 2025 (Wednesday)</b>

The remote e-voting shall not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. The remote e-voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the Cut-off Date.

- (g) The resolutions, if passed by the requisite majority, through Postal Ballot, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Wednesday, January 01, 2025**.
- (h) Members who have not updated their e-mail addresses/KYC details are requested to register the same in respect to the shares held by them in electronic form, with the Depository through their Depository Participant. Members holding shares in physical form and who have not updated their e-mail addresses/KYC details are requested to register/update the said details by sending the

requisite forms to the Company's Registrar and Share Transfer Agent (RTA) i.e. Bigshare Services Private Limited either by e-mail to [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or by post to 302, Kushal Bazar 32-33, Nehru Place, New Delhi-110019 India.

- (i) All relevant documents, if any, referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the registered office of the Company at Unit No. Offices, 1<sup>st</sup> Floor, CSC-II, B-Block, Surajmal Vihar, Delhi-110092 during the business hours on all working days from the date of dispatch of the Notice till the last date for voting.
- (j) The detailed process and manner for remote e-voting are explained herein below:

### **CDSL e-Voting System – For Remote e-voting**

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 09:00 A.M. (IST) on December 03, 2024 and ends on 05:00 P.M. on January 01, 2025 During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 29, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. The remote e-voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation

box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@dpel.in](mailto:cs@dpel.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can

write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

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## **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 29<sup>th</sup> 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. 122.50/- (Rupees One Hundred Twenty Two Rupees Fifty Paise Only) per Equity Shares including premium of Rs. 112.5/- (Rupees One Hundred and Twelve Rupees Fifty paise 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 42,88,72,500.- (Rupees Forty Two Crores Eighty Eight Lakh Seventy Two Thousand five Hundred Rupees 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:

<b>Sr. No.</b>	<b>Name of Proposed Investor</b>	<b>No. of share</b>	<b>Category</b>	<b>lot size (Number of Shares)</b>	<b>Amount (In Rs.)</b>
1	Dinesh Gupta	5,01,000	Non-Promoter	1500	<b>Amount (In Rs.)</b>
2	Bansal Sons Jewellers	4,50,000	Non-Promoter	1500	6,13,72,500
3	Rahul Bansal Huf	2,49,000	Non-Promoter	1500	5,51,25,000
4	Divine Comex Enterprises Private Limited	1,11,000	Non-Promoter	1500	3,05,02,500
5	Rishabh Kapoor	1,05,000	Non-Promoter	1500	1,35,97,500
6	Ramveer Singh	1,05,000	Non-Promoter	1500	1,28,62,500
7	Dhruvil Nimesh Joshi	1,00,500	Non-Promoter	1500	1,28,62,500
8	Mohit Goel	1,00,500	Non-Promoter	1500	1,23,11,250
9	Ankit Gupta	99,000	Non-Promoter	1500	1,23,11,250
10	Dhanadeepa Consultant Private Limited	90,000	Non-Promoter	1500	1,21,27,500
11	VKC Corporate Solutions Pvt Ltd	90,000	Non-Promoter	1500	1,10,25,000
12	Bhavna Khemani	60,000	Non-Promoter	1500	1,10,25,000
13	Ajay Purshottamdas Gupta	60,000	Non-Promoter	1500	73,50,000

14	Kapil Garg	51,000	Non-Promoter	1500	73,50,000
15	Shikha Bansal	51,000	Non-Promoter	1500	62,47,500
16	Vishal Gupta	51,000	Non-Promoter	1500	62,47,500
17	Anupam	51,000	Non-Promoter	1500	62,47,500
18	Rajender Kumar	51,000	Non-Promoter	1500	62,47,500
19	Neha Jain	51,000	Non-Promoter	1500	62,47,500
20	Dhiraj Jain Huf	51,000	Non-Promoter	1500	62,47,500
21	Sanjay Kansal	51,000	Non-Promoter	1500	62,47,500
22	Urmila Kankaria	51,000	Non-Promoter	1500	62,47,500
23	Vs Fincore Private Limited	21,000	Non-Promoter	1500	62,47,500
24	Sapna Aggarwal	34,500	Non-Promoter	1500	25,72,500
25	Vrinda Aggarwal	30,000	Non-Promoter	1500	42,26,250
26	Trisha Aggarwal	30,000	Non-Promoter	1500	36,75,000
27	Kavita Chhabra	30,000	Non-Promoter	1500	36,75,000
28	Capital Trade Links Limited	30,000	Non-Promoter	1500	36,75,000
29	Deepak Lodha HUF	30,000	Non-Promoter	1500	36,75,000
30	Suresh H Luniya	30,000	Non-Promoter	1500	36,75,000
31	Arya Gupta	25,500	Non-Promoter	1500	36,75,000
32	Vinita Garg	25,500	Non-Promoter	1500	31,23,750
33	Sa Capitals	25,500	Non-Promoter	1500	31,23,750
34	Jyoti Arora	25,500	Non-Promoter	1500	31,23,750
35	Chetna Kankaria	25,500	Non-Promoter	1500	31,23,750
36	Manish Jain	25,500	Non-Promoter	1500	31,23,750
37	Premlatha P	25,500	Non-Promoter	1500	31,23,750
38	Harish Goyal	24,000	Non-Promoter	1500	31,23,750
39	Umang Relan	22,500	Non-Promoter	1500	29,40,000
40	Gaurav Relan	22,500	Non-Promoter	1500	27,56,250
41	Komal Relan	22,500	Non-Promoter	1500	27,56,250
42	Anil Kumar Relan	22,500	Non-	1500	

			Promoter		27,56,250
43	Aarav Bansal	21,000	Non-Promoter	1500	27,56,250
44	Mayank Aggarwal HUF	21,000	Non-Promoter	1500	25,72,500
45	Mradul Aggarwal HUF	21,000	Non-Promoter	1500	25,72,500
46	Ravi Kumar	21,000	Non-Promoter	1500	25,72,500
47	Dinesh Makhija	21,000	Non-Promoter	1500	25,72,500
48	Shantanu Singh	21,000	Non-Promoter	1500	25,72,500
49	Proalgo Capital Private Limited	21,000	Non-Promoter	1500	25,72,500
50	Amit Vatsa	21,000	Non-Promoter	1500	25,72,500
51	Sarvesh Sharma	21,000	Non-Promoter	1500	25,72,500
52	Raasha Portfolio Private Limited	21,000	Non-Promoter	1500	25,72,500
53	All Rounder Marketing Private Limited	21,000	Non-Promoter	1500	25,72,500
54	Noida Holdings Private Limited	21,000	Non-Promoter	1500	25,72,500
55	Garima	30,000	Non-Promoter	1500	25,72,500
56	Meenakshi Devi	18,000	Non-Promoter	1500	36,75,000
57	Bharat Singhal	18,000	Non-Promoter	1500	22,05,000
58	Virender	18,000	Non-Promoter	1500	22,05,000
59	Anil Kumar	10,500	Non-Promoter	1500	22,05,000
60	Dilip Kumar Lalwani Sons HUF	10,500	Non-Promoter	1500	12,86,250
61	Punit Kumar Rastogi	9,000	Non-Promoter	1500	12,86,250
62	Kapil Khera	9,000	Non-Promoter	1500	11,02,500
63	Somil Aggarwal	9,000	Non-Promoter	1500	11,02,500
64	Akarsh Goel	9,000	Non-Promoter	1500	11,02,500
	<b>TOTAL</b>	<b>35,01,000</b>			<b>428872500</b>

**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, 29<sup>th</sup> 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. 122.50/- (Rupees One Hundred Twenty Two Rupees Fifty Paise Only) per Equity Shares including premium of Rs. 112.5/- (Rupees One Hundred and Twelve Rupees Fifty paise 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 42,88,72,500.- (Rupees Forty Two Crores Eighty Eight Lakh Seventy Two Thousand five Hundred Rupees 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 ₹ 122.50 (Rupees One hundred twenty two rupees Fifty paise only) per equity shares including premium of ₹ 112.5 (Rupees one hundred Twelve Rupees fifty paise only) per Equity Shares aggregating to Rs. 42,88,72,500.- (Rupees Forty Two Crores Eighty Eight Lakh Seventy Two Thousand five Hundred Rupees 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. 42,88,72,500.- (Rupees Forty Two Crores Eighty Eight Lakh Seventy Two Thousand five Hundred Rupees Only) through issue of Equity shares on preferential basis to the non-promoter group/entities, for cash, on a preferential basis.

**4) Utilization of Proceeds**

The Company proposes to utilise the proceeds of the issue towards the investment in 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. However, the Proposed Preferential Issue shall 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 in accordance with regulation 166A of the SEBI (ICDR) Regulations, 2018, the Company has obtained a valuation report from an independent registered valuer and considered the same for determining the price.

**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 Individual and entities only.

**7) 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.

**8) 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.

**9) Principal terms of assets charged as securities:**

Not applicable.

**10) 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
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a	Individual	15779080	73.50	15779080	63.20
b	Any Other (Bodies Corporate)	0		0	0
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	15779080	<b>73.50</b>	15779080	<b>63.20</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
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
	<b>Sub-Total (B)(1)</b>	<b>54000</b>	<b>.25</b>	<b>54000</b>	<b>0.21</b>
<b>2</b>	<b>Central Government/ State Government</b>				
	<b>Sub-Total (B)(2)</b>	0	0	0	0
<b>3</b>	<b>Non-Institutions</b>				
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
	<b>Sub-Total (B)(3)</b>	<b>5634000</b>	<b>26.25</b>	<b>9135000</b>	<b>36.59</b>
	<b>Total Public Shareholding (B)</b>	<b>5688000</b>	<b>26.50</b>	<b>9189000</b>	<b>36.80</b>
	<b>Total (A)+(B)</b>	<b>21467080</b>	<b>100</b>	<b>24968080</b>	<b>100</b>

**\*NOTES:**

• As on 29<sup>th</sup> 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.

**11) 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	Mohit goel	NIL	NIL	1,00,500	0.40%
9	ANKIT GUPTA	NIL	NIL	99,00	0.40%
10	DHANADEEPA CONSULTANT PRIVATE LIMITED	NIL	NIL	90,000	0.36%
11	VKC CORPORATE SOLUTIONSPVT 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	NIL	NIL	51,000	0.20%
21	SANJAY KANSAL	NIL	NIL	51,000	0.20%
22	URMILA KANKARIA	NIL	NIL	51,000	0.20%
23	VS FINYCORE 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	NIL	NIL	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%

**12) Name and address of valuer who performed valuation:**

Ms. Mohini Sharma, a Registered Valuer, Reg No: IBBI/RV/03/2022/15133, office situated at D-5/91 Sangam Vihar New Delhi-110080 has been appointed as Registered Valuer for the purpose of ascertaining valuation for the given purpose here in accordance with Chapter-V of SEBI (ICDR) Regulations, 2018.

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

The Company intends to raise an amount of upto Rs. 42,88,72,500./- (Rupees Forty Two Crores Eighty Eight Lakh Seventy Two Thousand five Hundred Rupees Only) by way of issue of Equity Shares.

**14) 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.

**15) 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.

**16) 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	Mohit 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	Self
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
	<b>TOTAL</b>		<b>35,01,000</b>	

**17) 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.

**18) 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.

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

As Per Valuation Report dated 02.12.2024 issued by Ms. Mohini Sharma, a Registered Valuer, Reg No: IBBI/RV/03/2022/15133 situated at D-5/91 Sangam Vihar New Delhi-110080

**20) 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 shall be locked in as per the requirements of SEBI (ICDR) Regulations 2018 as amended from time to time.

**21) 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.

**22) 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.

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

All the proposed Allottees shall be Non-Promoter Investors of the Company post Preferential Issue.

**24) 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: [www.dpel.in](http://www.dpel.in).

**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.

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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 Digitally signed by  
Rajesh Giri  
Date: 2024.12.01  
17:58:23 +05'30'

**Rajesh Giri  
Managing Director  
DIN: 02324760**

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# Sumit Bajaj & Associates

(Practicing Company Secretaries)

Office Address: Office No.804, Arunachal Building, 19, Barakhamba Road, New Delhi-110001

Email Id: cssumitbajaj@gmail.com, Tel: +91-9910613098

Registration No. S2019DE677200, Peer Review No. 2885/2023

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## COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To

The Board of Directors  
Divine Power Energy Limited  
(formerly known as PDRV Enterprises Pvt. Ltd.)  
Unit No. Offices, First Floor, CSC-II,  
B-Block, Surajmal Vihar, East Delhi, Delhi-110092

I Sumit Bajaj, Practicing Company Secretary have been appointed *vide* by the Board of Directors on 29<sup>th</sup> November, 2024 by Divine Power Energy Limited (hereinafter referred to as '**Company**'), having CIN:- L31300DL2001PLC112176 and having its Registered Office at Unit No. Offices, First Floor, CSC-II, B-Block, Surajmal Vihar, East Delhi, Delhi-110092 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of 35,01,000 (Thirty-Five Lakhs One Thousands) Equity Shares with face value of Rs. 10 each, fully paid up on a preferential basis with an issue price of Rs.122.50/- each ('**Proposed Preferential issue**'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 29<sup>th</sup> November, 2024.

On the basis of relevant management inquiries, necessary representations and information received from/furnished by the management of the Company ("**Management**"), as required under the aforesaid Regulations, we have verified that issue is being made in accordance with the requirements of these Regulations, we have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue. More specifically, I have performed the following procedure to confirm the compliance with required conditions:

- (i) Reviewed the Memorandum of Association and Articles of Association of the Company;
- (ii) Reviewed the present capital structure including the details of the authorized, subscribed, issued, paid up share capital of the Company along with the shareholding pattern;
- (iii) Reviewed the resolutions passed at the meeting of Board of Directors;
- (iv) Reviewed the list of proposed allottees;
- (v) Noted that the relevant date in accordance with Regulation 161 of the Regulations for the purpose of minimum issue price is 02<sup>nd</sup> December, 2024;



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Registration No. S2019DE677200, Peer Review No. 2885/2023

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- (vi) Reviewed the statutory registers of the Company and list of shareholders issued by RTA;
- (vii) Reviewed the disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees, promoter or promoter group during the 90 trading days preceding the relevant date;
- (viii) Reviewed the details of buying, selling and dealing in equity shares of the Company by the proposed allottees, promoter or promoter group during the 90 trading days preceding the relevant date;
- (ix) Verified that the Company has obtained the Permanent Account Numbers of the proposed allottees;
- (x) Reviewed the notice of Annual General Meeting for seeking approval of shareholders, explanatory Statement;
- (xi) Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 122.50/- per equity shares;
- (xii) With respect to the compliance with minimum price for proposed preferential issue in accordance with Regulation 164(1) of SEBI ICDR Regulations, have been worked out by the Ms. Mohini Sharma, a Registered Valuer, Reg No: IBBI/RV/03/2022/15133, office situated at D-5/91 Sangam Vihar New Delhi-110080
- (xiii) Board/Shareholders' resolution and statutory registers to verify that promoter(s) or the promoters group has not failed to exercise any warrants of the Company which were previously subscribed by them: **(Not Applicable)**
- (xiv) Verified that the valuation report has been issued by the Independent Registered Valuer for determining the price for issuance of securities;
- (xv) Valuation Report of the assets done by the Independent Registered Valuer for issuance of securities for consideration other than cash; **(Not applicable)**

## Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.



# Sumit Bajaj & Associates

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5. It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, implementing and maintaining internal control relevant to preparation of draft Postal Ballot Notice and explanatory statement, determination of relevant date and minimum price of the shares and making estimates that are reasonable in circumstances.

## Conclusion

Based on our examination of such information/documents, explanation and written representation furnished to us by the management and to the best knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with requirements of the Chapter V of SEBI (ICDR) Regulations to the extent applicable and applicable provision of Companies Act, 2013 and rules framed thereunder except with respect to special resolution of shareholder which is to be passed by ensuing Annual General Meeting on 30<sup>th</sup> August, 2024. Accordingly, we confirm that proposed preferential issue is being made in accordance with requirements contained in SEBI (ICDR) Regulations.

For Sumit Bajaj & Associates  
(Practicing Company Secretary)

SUMIT  
BAJAJ

Digitally signed by  
SUMIT BAJAJ  
Date: 2024.12.02  
17:35:00 +05'30'

Place: New Delhi

Date: 02.12.2024

UDIN: A045042F003211909

CS Sumit Bajaj  
(Proprietor)

C. P. No: 23948

M. No.: 45042