



## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA-ORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2024-25 OF THE MEMBERS OF VAGHANI TECHNO - BUILD LIMITED WILL BE HELD ON TUESDAY, 18TH FEBRUARY, 2025, AT 11:30 A.M. IST THROUGH VIDEO CONFERENCING ("VC") OTHER AUDIO-VISUAL MEANS ("OAVM") (HEREINAFTER REFERRED TO AS "ELECTRONIC AGM"/ "E-AGM") TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESSES:**

#### **ITEM NO. 1: APPOINTMENT OF MR. RAJESHKUMAR MUKUNDKUMAR PANDYA (DIN: 10896106) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mr. Rajeshkumar Mukundkumar Pandya (DIN: 10896106) (Independent Director Registration No: IDDB-NR-202501-068733) who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors of the Company, with effect from 23<sup>rd</sup> January, 2025, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, the consent and approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Rajeshkumar Mukundkumar Pandya as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 23<sup>rd</sup> January, 2025 to 22<sup>nd</sup> January, 2030.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

#### **ITEM NO. 2: APPOINTMENT OF MR. ASHOKKUMAR DASHRATHBHAI PATEL (DIN: 10896139) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, MR.



ASHOKKUMAR DASHRATHBHAI PATEL (DIN: 10896139) (Independent Director Registration No: IDDB-NR-202501-068636) who was appointed as an Additional Director (Non-Executive Independent Director) by the Board of Directors of the Company, with effect from 23<sup>rd</sup> January, 2025, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, the consent and approval of the shareholders of the Company be and is hereby accorded to appoint Mr. ASHOKKUMAR DASHRATHBHAI PATEL (DIN: 10896139) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 23<sup>rd</sup> January, 2025 to 22<sup>nd</sup> January, 2030.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

**ITEM NO. 3: APPOINTMENT OF MRS. FALGUNI PURVESH GURU (DIN: 10896152) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mrs. Falguni Purvesh Guru (DIN- 10896152) (Independent Director Registration No: IDDB-NR-202501-068629) who was appointed as an Additional Director (Non-Executive Independent Woman Director) by the Board of Directors of the Company, with effect from 23<sup>rd</sup> January, 2025, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, the consent and approval of the shareholders of the Company be and is hereby accorded to appoint Mrs. Falguni Purvesh Guru (DIN- 10896152) as Non-Executive Independent Woman Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from 23<sup>rd</sup> January, 2025 to 22<sup>nd</sup> January, 2030.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

**ITEM NO. 4: REGULARISATION OF APPOINTMENT OF MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762) AS A DIRECTOR OF THE COMPANY:**

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



**“RESOLVED THAT** pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 05.09.2024 be and is hereby appointed as Director of the Company, liable to retire by rotation”.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to execute any agreements and documents as may be required, and as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**ITEM NO. 5: REGULARISATION OF APPOINTMENT OF MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) AS A DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 05.09.2024 be and is hereby appointed as Director of the Company, liable to retire by rotation”.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to execute any agreements and documents as may be required, and as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**ITEM NO. 6: REGULARISATION OF APPOINTMENT OF MR. PARTH TULSIBHAI PATEL (DIN: 07289967) AS DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, MR. PARTH TULSIBHAI PATEL (DIN: 07289967) who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 05.09.2024 be and is hereby appointed as Director of the Company liable to retire by roataion”.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to execute any agreements and documents as may be required, and as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”



## **ITEM NO. 7: APPOINTMENT OF MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762) AS A WHOLE-TIME DIRECTOR (KMP) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013 and such other approvals, as may be required from time to time, the consent of the members of the company be and is hereby accorded for the appointment of Mr. Arjunker Jagdishbhai Patel (DIN: 08982762) as Whole-time Director of the company for a period of Five years, liable to retire by rotation, with effect from 23<sup>rd</sup> January, 2025 as recommended by the Nomination and Remuneration committee and approved by the Board of Directors, on remuneration and other terms and conditions of the appointment as enumerated below:

For a period of 5years from 23<sup>rd</sup> January, 2025 till 22<sup>nd</sup> January, 2030

- Basic Salary of Rs. 100,000 per month with the authority to the Board to grant the increment of 15% of the salary per annum within the scale.
- Perquisites and Allowances as per the terms and conditions of the company

**RESOLVED FURTHER THAT** the Board is hereby authorized to fix, alter, reduce, review and vary such terms of appointment / remuneration within the specified limits.

**RESOLVED FURTHER THAT** in event of inadequacy or absence of profit in any financial year Mr. Arjunker Jagdishbhai Patel (DIN: 08982762) Whole-time Director shall be paid the same remuneration as stated here in above as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to execute any agreements and documents as may be required, and as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

## **ITEM NO. 8: APPOINTMENT OF MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) AS A MANAGING DIRECTOR (KMP) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force) and pursuant to Securities and Exchange Board of



India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all applicable guidelines issued by the Central Government from time to time and subject to the limits of remuneration provided in Part II Section II of Schedule V of the Companies Act, 2013 and such other approvals, as may be required from time to time, the consent of the members of the company be and is hereby accorded for the appointment of **Mr. Jatinkumar Tulsibhai Patel (DIN: 01473158)** as a Managing Director of the company for a period of Five years, liable to retire by rotation, with effect from 23<sup>rd</sup> January, 2025 as recommended by the Nomination and Remuneration committee and approved by the Board of Directors, on remuneration and other terms and conditions of the appointment as enumerated below:

For a period of 5years from 23<sup>rd</sup> January, 2025 till 22<sup>nd</sup> January, 2030

- Basic Salary of up to Rs. 100,000 per month with the authority to the Board to grant the increment of 15% of the salary per annum within the scale.
- Perquisites and Allowances as per the terms and conditions of the company

**RESOLVED FURTHER THAT** the Board is hereby authorized to fix, alter, reduce, review and vary such terms of appointment / remuneration within the specified limits.

**RESOLVED FURTHER THAT** in event of inadequacy or absence of profit in any financial year Mr. Jatinkumar Tulsibhai Patel (DIN: 01473158) Managing Director shall be paid the same remuneration as stated here in above as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to execute any agreements and documents as may be required, and as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**ITEM NO. 9: APPOINTMENT OF MR. PARTH TULSIBHAI PATEL (DIN: 07289967) AS A CHIEF FINANCIAL OFFICER (CFO) (KMP) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions of Section 2(19) & Section 203 of the Companies Act, 2013 and Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force, and as recommended by the nomination and remuneration committee and board of directors of the company, the consent of the members of the company, be and is hereby accorded for the appointment of Mr. Parth Tulsibhai Patel (DIN: 07289967) as a Chief Financial Officer (CFO) of the company for a period of Five years with effect from 23<sup>rd</sup> January, 2025 on remuneration and other terms and conditions of the appointment as enumerated below:

For a period of 5years from 23<sup>rd</sup> January, 2025 till 22<sup>nd</sup> January, 2030

- Basic Salary of up to Rs. 100,000 per month with the authority to the Board to grant the increment of 15% of the salary per annum within the scale.



- Perquisites and Allowances as per the terms and conditions of the company

**RESOLVED FURTHER THAT** the Board is hereby authorized to fix, alter, reduce, review and vary such terms of appointment / remuneration within the specified limits.

**RESOLVED FURTHER THAT** in event of inadequacy or absence of profit in any financial year Mr. Parth Tulsibhai Patel (DIN: 07289967) Director & CFO shall be paid the same remuneration as stated here in above as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of directors or Company Secretary of the Company be and are hereby severally authorised to do all acts, deeds, matters and things and to execute any agreements and documents as may be required, and as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

#### **ITEM NO. 10: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with rules made thereunder consent of the members be and is hereby accorded to adopt new set of Articles of Association in accordance with the provisions of Companies Act, 2013 in place of existing Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such act, deeds and things, which may be usual or expedient or proper to give effect to the above resolution and to file the requisite forms with the Registrar of Companies and to intimate concerned stock exchange as per listing regulations wherever required.”

#### **ITEM NO. 11: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION OF CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the Members of the Company, be and is hereby accorded to alter and increase the Authorised Share Capital of Company from Existing Rs. 10,00,00,000 (Rupees Ten crores only) divided into 1,00,00,000 (one crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crores) Equity Shares of Rs.10/- (Rupees Ten) each.

**“RESOLVED FURTHER THAT** pursuant to Section 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be altered to read as under:



**V. The Authorized Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three crores) Equity Shares of Rs.10/- (Rupees Ten) each.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of Directors or the Managing Director or any Director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

**ITEM NO. 12: ISSUE OF UPTO 2,35,35,491 (TWO CRORES THIRTY-FIVE LAKHS THIRTY-FIVE THOUSAND FOUR HUNDRED AND NINETY-ONE ONLY) SHARE WARRANTS, EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR, ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) IN ACCORDANCE WITH THE APPLICABLE LAW (“WARRANTS”) TO THE IDENTIFIED PROMOTERS and/ or NON-PROMOTER:**

To consider and, if thought fit, to pass with or without modification, the following Resolution to be passed as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“Listing Regulations”), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued thereon from time to time by Securities and Exchange Board of India (the “SEBI”), Stock Exchanges, Ministry of Corporate Affairs (“MCA”) and/or any other competent authorities (hereinafter singly or collectively referred to as the “Appropriate Authorities”) Consent of the Members of the company, be and is hereby accorded to offer, issue and allot, up to 2,35,35,491 (Two Crores Thirty Five Lakhs Thirty Five Thousand Four Hundred and Ninety one Only) Share Warrants, each convertible into, or exchangeable for, one fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) (“Warrants”) at a price (including the premium of Re.1/-) of Rs. 11/- (Rupees Eleven Only) each payable in cash (“Warrant Issue Price”), aggregating up to Rs. Rs. 25,88,90,401/- (Rupees Twenty-Five Crores Eighty Eight lakhs Ninety Thousand Four Hundred and One Only) (“Total Issue Size”) on a preferential basis to promoters and non-promoters as listed below (“Proposed Allottees of Warrants”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 6,47,22,600.25/- (Six Crores Forty Seven Lakhs Twenty two Thousand Six Hundred and Twenty Five Paise Only) for each Warrants, which is equivalent to 25% (twenty-five per cent) of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 19,41,67,800.75/- (Rupees Nineteen Crores Forty One Lakhs Sixty Seven Thousand Eight Hundred and Seventy Five Paise only) which is equivalent to 75% (Seventy-five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:



# Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.

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Sr.no	Name of Allottees	No of warrants	category
1.	Jatinkumar Tulsibhai Patel	5,737,212	Promoter
2.	Parth Tulsibhai Patel	5,737,212	Promoter
3.	Arjunkumar Jagdishbhai Patel	5,911,067	Promoter
4.	Ashaben Amrutbhai Patel	250,000	Non-Promoter
5.	Ashishkumar Ashokbhai Patel	250,000	Non-Promoter
6.	Ashokbhai Ramjibhai Chhabhaya	250,000	Non-Promoter
7.	Avani Ashishkumar Patel	250,000	Non-Promoter
8.	Bharat Kantilal Patel	250,000	Non-Promoter
9.	Bharatkumar Vithaldas Patel	250,000	Non-Promoter
10.	Bhavin Kiritbhai Patel	250,000	Non-Promoter
11.	Bhupendrakumar K Patel	500,000	Non-Promoter
12.	Kalpeshbhai Natwarlal Patel	250,000	Non-Promoter
13.	Lalitbhai Narottamdas Patel	250,000	Non-Promoter
14.	Neeke Bhavinkumar Patel	500,000	Non-Promoter
15.	Nirajkumar Shakarchand Patel	500,000	Non-Promoter
16.	Nitababen Hemalkumar Shah	25,000	Non-Promoter
17.	Ishita Krunal Patel	250,000	Non-Promoter
18.	Krunal N Patel	250,000	Non-Promoter
19.	Bhavin K Patel Huf	250,000	Non-Promoter
20.	Mr. Ghanshyambhai Chehrabhai Patel	250,000	Non-Promoter
21.	Punitaben Bharatbhai Patel	250,000	Non-Promoter
22.	Puravkumar Bharatbhai Patel	250,000	Non-Promoter
23.	Ravi Amrutbhai Patel	250,000	Non-Promoter
24.	Shalin Ghanshyambhai Patel	250,000	Non-Promoter
25.	Shobhanaben Bhupendrakumar Patel	250,000	Non-Promoter
26.	Umaben Rajgiri Gosai	75,000	Non-Promoter
27.	Pragneshkumar Manikantbhai Joshi	50,000	Non-Promoter
	<b>Total</b>	<b>2,35,35,491</b>	

**“RESOLVED FURTHER THAT** the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 17th January, 2025, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 165 of the ICDR Regulations is Rs.10.91/- rounded off to Rs. 11/- (Eleven only).”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.





- b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.
- c) An amount equivalent to at least 25% of the warrant issue price i.e. Rs.2.75/- (Rupees Two and Seventy Five Paise Only) per warrant shall be payable upfront along with the application and the balance 75% (i.e. Rs 8.25 Rupees Eight and Twenty Five paise only) shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.
- d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.
- h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees:



(i) receives such number of equity shares that proposed allottees would have been entitled to receive; and

(ii) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

**“RESOLVED FURTHER THAT** the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company 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.”

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

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Gujarat (“ROC”),



# Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.

Landline No.: +91 22 3100 8500 • E-mail: investor@vaghantechnobuild.com • Website: www.vaghantechnobuild.com

National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company 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.”

**Registered Office:**  
**903 & 904, 9TH FLOOR, KRUSHAL**  
**COMMERCIAL TOWER, GHATKOPAR-**  
**MAHUL ROAD, CHEMBUR (WEST),**  
**Mumbai-400089**

**Date: 23<sup>rd</sup> January, 2025**  
**Place: Ahmedabad**

**By Order of the Board of Directors,**  
**For VAGHANI TECHNO - BUILD LIMITED**

**Sd/-**  
**JATINKUMAR TULSIBHAI PATEL**  
**Managing Director**  
**DIN: 01473158**

## **NOTES:**

In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 1<sup>st</sup> Extra-ordinary General Meeting (hereinafter called as “EGM”) of the financial year 2024-25 of the Company is being convened and conducted through VC, details of circulars are given herein below at SHAREHOLDER INSTRUCTIONS FOR E-VOTING

1. Pursuant to provisions of the Companies Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, the requirements of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form is not annexed hereto.
2. As the EGM will be held through VC/OAVM, the route map of the venue of the Meeting and attendance slip is not annexed hereto.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 (“the Act”).
4. All documents referred to in the above Notice and the accompanying Explanatory Statements are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10:00 a.m. and 12:30 p.m. up to the date of the preceding date of Extra Ordinary General Meeting.
5. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
6. In compliance with the regulatory provisions, the EGM Notice has been sent electronically only to



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- those shareholders who have registered their e-mail addresses with their DPs/ RTA/ the Company. The same is also hosted on the Company's website [www.vaghantechnobuild.com](http://www.vaghantechnobuild.com) and also on the website of the [www.bseindia.com](http://www.bseindia.com). The relevant details are also hosted on the website of the remote e-voting service provider viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Members are requested to intimate if shares are held in the same name or in the same order and names, but in more than one account to enable the company to club said accounts into one account.
  8. In order to comply with Ministry of Corporate Affairs circular on "Green Initiative in the Corporate Governance" members are requested to intimate their email address to the company.
  9. Trading/Transfer in shares of the Company shall compulsorily be done in Dematerialization from only w.e.f. 1st April, 2019 Pursuant to SEBI press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. The shareholders/members of the company, who are having equity shares in physical form, are advised to get dematerialized of their equity shares by way of surrendering to their physical share certificates to the Registrar and Transfer Agents (RTA) of the company (i.e. **Accurate Securities And Registry Pvt. Ltd.**) through their respective Depository Participants.
  10. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2021/655 dated 3rd November, 2021, The Company through its Registrar and Transfer Agent i.e. Accurate Securities And Registry Pvt. Ltd. has sent individual letters to all the members holding shares of the company in physical form for furnishing their PAN, KYC Details and bank details in form ISR-1. Further it is stated that folios wherein any one of the cited document/details including linking of PAN with Aadhar are not furnished or made available on or after 1st April, 2023, the relevant folio(s) shall be frozen by the RTA of the company. After 31<sup>st</sup> December, 2025, the frozen folios shall be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The Requisite forms are available on the website of the company under the 'Investor Info' tab. Members are requested to get in touch with RTA in this regard.
  11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated all listed companies to issue securities in demat form only while processing service request viz. issue of duplicate securities certificate; claim from unclaimed suspense account; Renewal/Exchange of securities certificates; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly members are requested to make service request by submitting a duly filled and signed form ISR-4, the format of which is available on the website of the company [www.vaghantechnobuild.com](http://www.vaghantechnobuild.com) under the 'Investor Info' tab. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all request for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and eliminate all risk associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for further assistance in this regard.
  12. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Items set out in Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), are also annexed.
  13. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure



Requirements) Regulations, 2015, the Members are being provided with the facility to cast their vote electronically, through the e-voting services provided by [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on all the resolutions set forth in this Notice. The e-voting period commences on **Saturday, 15<sup>th</sup> February, 2025 at 09:00 AM (IST)** and ends on **Monday, 17<sup>th</sup> February, 2025 at 05:00 PM (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **Tuesday, 11<sup>th</sup> February, 2025** (cut-off date), may cast their vote electronically. Thereafter the e-voting module shall be disabled. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently.

14. Voting through Electronics Means- A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice.

15. Mrs. Krishna Hardik Bhavsar, Practicing Company Secretary, Ahmedabad, Gujarat (Membership No. ACS 38257 & certificate of practice No. 17009) has been appointed as the Scrutinizer for the E-voting and remote E-voting process in the EGM in a fair and transparent manner

16. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com) and on the website of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of passing of the resolution at the 1<sup>st</sup> Extra Ordinary General Meeting of the financial year 2024-25 of the Company and communicated to the BSE Limited and, where the shares of the Company are listed.

17. Members are requested to quote Folio number/DPid in all their correspondences.

18. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital with Pin code of the post office.

19. Company has designated email id: of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id: [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com)

20. Members are requested to updated their PAN no and bank details with RTA.

## 21. **EVEN No. 132730**

22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com)

23. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically. In case of members holding shares in physical mode are requested to register / update their email id by writing to the Company at [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com) providing their folio no. and scanned self attested copy of PAN card and self attested copy of any document such as Aadhaar Card, Passport, Driving Licence, Election identity Card, etc. in support of the registered address of the member. In case of members holding shares in demat mode, members are requested to register / update their email id with the relevant depository participant.



## **SHAREHOLDER INSTRUCTIONS FOR E-VOTING NSDL e-Voting System – For Remote e-voting and e-voting during EGM**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com) and the Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**VOTING THROUGH ELECTONIC MEANS: THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA -ODINARY GENERAL MEETING ARE AS UNDER:-**



The remote e-voting period begins on Saturday, 15<sup>th</sup> February, 2025 at 09:00 A.M. and ends on Monday, 17<sup>th</sup> February, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 11<sup>th</sup> February, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 11<sup>th</sup> February, 2025.

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

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

#### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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</p>







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	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store     Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1.Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4.Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>





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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800-21-09911

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

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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

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

### **How to cast your vote electronically on NSDL e-Voting system?**

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



## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [krishna.bhav14@gmail.com](mailto:krishna.bhav14@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [vtbl1987@gmail.com](mailto:vtbl1987@gmail.com). The same will be replied by the company suitably.  
Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

### **ANNEXURE TO THE NOTICE**

#### **EXPLANATORY STATEMENT**

*(Pursuant to Section 102 of the Companies Act, 2013)*

### **ITEM NO. 1: APPOINTMENT OF MR. RAJESHKUMAR MUKUNDKUMAR PANDYA (DIN: 10896106) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**



Based on the recommendation of the Nomination and Remuneration Committee, **Mr. Rajeshkumar Mukundkumar Pandya (DIN: 10896106)** was appointed as an Additional Director in the capacity of a Non-Executive Independent Director w.e.f. 23.01.2025 by the Board of Directors of the Company in accordance with Article of Association and Section 149 (6), 161 and Schedule IV of the Companies Act, 2013("The Act").

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of Members by special resolution.

The Company has received consent from Mr. Rajeshkumar Mukundkumar Pandya to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. Further he is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

Based on recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise, it is proposed to appoint MR. RAJESHKUMAR MUKUNDKUMAR PANDYA (DIN: 10896106) as a Non - Executive Independent Director of the Company.

The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

In terms of Section 149, read with Section 152 of the Companies Act, 2013, Mr. Rajeshkumar Mukundkumar Pandya (DIN: 10896106) is not liable to retire by rotation. Mr. Rajeshkumar Mukundkumar Pandya (DIN: 10896106) if appointed, will hold office consecutive for a term up to five years on the Board of a Company from 23.01.2025 but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

The terms and conditions of Appointment of Mr. Rajeshkumar Mukundkumar Pandya (DIN: 10896106) as an Independent Non - Executive Director is available for inspection by members at the Registered Office of the Company on any working day during working hours.

Except Mr. Rajeshkumar Mukundkumar Pandya (DIN: 10896106) being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution as set out in this notice, for the approval by the Members of the Company.



## DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED

[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI]

Name of Director	Mr. Rajeshkumar Mukundkumar Pandya
DIN	10896106
Date of Birth	08/08/1981
Nationality	Indian
Date of first appointment on the Board	23.01.2025
Qualification	ITI in Electrical
Relationship with other Directors inter se	None
Nature of Experience in specific functional Area	Mr. Rajeshkumar Mukundkumar Pandya is qualified as ITI in Electrical from Gandhinagar. He has experience of 20 years in real estate sector and electricals and transportation related to infrastructure sector and Marketing .
Directorship in other companies including listed companies *	NIL
Listed entities from which the person has resigned in the past three year	NIL
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	NIL
Shareholding in the listed entity, including shareholders as a beneficial owner	NIL
No. of Board Meetings Held/ Attended	NIL
Details of Remuneration sought to be paid	NIL
Last Remuneration drawn being Sitting Fees	NIL
Disclosure of relationships between directors inter-se	Mr. Rajeshkumar Mukundkumar Pandya is not associated with any of the other directors of the company
Terms and conditions of appointment and Remuneration	Mr. Rajeshkumar Mukundkumar Pandya is appointed as a Non-Executive Independent Director of the Company for consecutive 5 years with effect from 23 <sup>rd</sup> January, 2025 to 22 <sup>nd</sup> January, 2030 with no remuneration.
Skills and capabilities required for the role and the manner in which the Director meets such requirements	The Board expects you to dedicate sufficient time and care towards the business affairs of the Company and actively participate in all the meeting of Boards, respective committees, General meeting and annual meeting of the Company.



\*Directorships in private limited companies (except deemed public companies), foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the aforesaid table.

\* Committees includes Audit Committee and Stakeholders Relationship Committee

## **ITEM NO. 2: APPOINTMENT OF MR. ASHOKKUMAR DASHRATHBHAI PATEL (DIN: 10896139) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Based on the recommendation of the Nomination and Remuneration Committee, **Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139)** was appointed as an Additional Director in the capacity of a Non-Executive Independent Director w.e.f. 23.01.2025 by the Board of Directors of the Company in accordance with Article of Association and Section 149 (6), 161 and Schedule IV of the Companies Act, 2013("The Act").

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of Members by special resolution.

The Company has received consent from Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139) to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. Further he is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

Based on recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise, it is proposed to appoint Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139) as an Independent Non – Executive Director of the Company.

The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of his appointment.

In terms of Section 149, read with Section 152 of the Companies Act, 2013, Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139) is not liable to retire by rotation. Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139) if appointed, will hold office consecutive for a term up to five years on the Board of a Company from 23.01.2025 but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

The terms and conditions of Appointment of Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139) as an Independent Non – Executive Director is available for inspection by members at the Registered Office of the Company on any working day during working hours.

Except Mr. Ashokkumar Dashrathbhai Patel (DIN: 10896139) being appointee, none of the Directors,



Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution as set out in this notice, for the approval by the Members of the Company.

## DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED

*[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI]*

Name of Director	Mr. Ashokkumar Dashrathbhai Patel
DIN	10896139
Date of Birth	20/06/1971
Nationality	Indian
Date of first appointment on the Board	23.01.2025
Qualification	B.Com.
Relationship with other Directors inter se	None
Nature of Experience in specific functional Area	Mr. Ashokkumar Dashrathbhai Patel is qualified as B.Com. from Gujarat University, Ahmedabad. He is a businessman with an experience of 3 decades in infrastructure sector, accounting and strategic development..
Directorship in other companies including listed companies *	NIL
Listed entities from which the person has resigned in the past three year	NIL
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	NIL
Shareholding in the listed entity, including shareholders as a beneficial owner	NIL
No. of Board Meetings Held/ Attended	NIL
Details of Remuneration sought to be paid	NIL
Last Remuneration drawn being Sitting Fees	NIL
Disclosure of relationships between directors inter-se	Mr. Ashokkumar Dashrathbhai Patel is not associated with any of the other directors of the company
Terms and conditions of appointment and Remuneration	Mr. Ashokkumar Dashrathbhai Patel is appointed as a Non-Executive Independent Director of the Company for consecutive 5 years with effect from 23 <sup>rd</sup> January, 2025 to 22 <sup>nd</sup> January, 2030 with no remuneration.





Skills and capabilities required for the role and the manner in which the Director meets such requirements

The Board expects you to dedicate sufficient time and care towards the business affairs of the Company and actively participate in all the meeting of Boards, respective committees, General meeting and annual meeting of the Company.

\*Directorships in private limited companies (except deemed public companies), foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the aforesaid table.

\* Committees includes Audit Committee and Stakeholders Relationship Committee

### **ITEM NO. 3: APPOINTMENT OF MRS. FALGUNI PURVESH GURU (DIN: 10896152) AS A NON-EXECUTIVE INDEPENDENT WOMAN DIRECTOR**

Based on the recommendation of the Nomination and Remuneration Committee, **Mrs. Falguni Purvesh Guru (DIN: 10896152)** was appointed as an Additional Director in the capacity of a Non-Executive Independent Woman Director w.e.f. 23.01.2025 by the Board of Directors of the Company in accordance with Article of Association and Section 149 (6), 161 and Schedule IV of the Companies Act, 2013("The Act").

As per Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of independent director shall be subject to the approval of Members by special resolution.

The Company has received consent from Mrs. Falguni Purvesh Guru (DIN: 10896152) to act as a Director in terms of section 152 of the Act. The Company has also received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. In the opinion of the Board, she fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is Independent of the management of the Company. Further she is not debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

Based on recommendation received from the Nomination and Remuneration Committee and in view of her knowledge related to industry of the Company, it is proposed to appoint Mrs. Falguni Purvesh Guru (DIN: 10896152) as an Independent Non – Executive Woman Director of the Company.

The Independent Director shall not be paid any other remuneration except sitting fees for attending the meeting of the Board of Directors or Committee thereof from the date of her appointment.

In terms of Section 149, read with Section 152 of the Companies Act, 2013, Mrs. Falguni Purvesh Guru (DIN: 10896152) is not liable to retire by rotation. Mrs. Falguni Purvesh Guru (DIN: 10896152) if appointed, will hold office consecutive for a term up to five years on the Board of a Company from



23.01.2025 but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders.

The terms and conditions of Appointment of Mrs. Falguni Purvesh Guru (DIN: 10896152) as an Non – Executive Independent Woman Director is available for inspection by members at the Registered Office of the Company on any working day during working hours.

Except Mrs. Falguni Purvesh Guru (DIN: 10896152) being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution as set out in this notice, for the approval by the Members of the Company.

### DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED

*[Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued ICSI]*

Name of Director	Mrs. Falguni Purvesh Guru
DIN	10896152
Date of Birth	14/05/1990
Nationality	Indian
Date of first appointment on the Board	23.01.2025
Qualification	B.Com.
Relationship with other Directors inter se	None
Nature of Experience in specific functional Area	Mrs. Falguni Purvesh Guru is qualified as B.Com. from Ahmedabad. She has more than 5 years of expertise in Human Resource Relationship, accounting and Marketing
Directorship in other companies including listed companies *	NIL
Listed entities from which the person has resigned in the past three year	NIL
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	NIL
Shareholding in the listed entity, including shareholders as a beneficial owner	NIL
No. of Board Meetings Held/ Attended	NIL
Details of Remuneration sought to be paid	NIL
Last Remuneration drawn being Sitting Fees	NIL
Disclosure of relationships between directors inter-se	Mrs. Falguni Purvesh Guru is not associated with any of the other directors of the company



Terms and conditions of appointment and Remuneration	Mrs. Falguni Purvesh Guru is appointed as a Non-Executive Independent Woman Director of the Company for consecutive 5 years with effect from 23 <sup>rd</sup> January, 2025 to 22 <sup>nd</sup> January, 2030 with no remuneration.
Skills and capabilities required for the role and the manner in which the Director meets such requirements	The Board expects you to dedicate sufficient time and care towards the business affairs of the Company and actively participate in all the meeting of Boards, respective committees, General meeting and annual meeting of the Company.

\*Directorships in private limited companies (except deemed public companies), foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the aforesaid table.

\* Committees includes Audit Committee and Stakeholders Relationship Committee

#### **ITEM NO.4: REGULARISATION OF MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762) AS A DIRECTOR**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5<sup>th</sup> September, 2024, appointed **MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762)**, as an additional director of the company pursuant to the provision of the companies Act, 2013. Hence, he will hold office upto the date of Annual general meeting of the company.

Being one of the Acquirer and promoter of the company the Board considers that his association would be of immense benefit to the company and it is advantageous to have MR. ARJUNKUMAR JAGDISHBHAI PATEL on Board. Accordingly, the board recommends the resolution for approval of the shareholders of the company.

Mr. Arjunkumar Jagdishbhai Patel has conveyed his consent to act as a Director of the Company in form DIR-2 and made the necessary disclosures and declarations. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Arjunkumar Jagdishbhai Patel shall be appointed as Director by the members in the ensuing General Meeting of the company.

Mr. Arjunkumar Jagdishbhai Patel is interested in the resolution set out in this Notice with regard to his appointment. Relatives of Mr. Arjunkumar Jagdishbhai Patel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and Except above, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution

The Board recommends the Resolution as set out in this notice, for the approval by the Members of the



Company.

## **ITEM NO. 5: REGULARISATION OF MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) AS A DIRECTOR**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5<sup>th</sup> September, 2024, appointed **MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158)**, as an additional director of the company pursuant to the provision of the companies Act, 2013. Hence, he will hold office upto the date of Annual general meeting of the company.

Being one of the Acquirer and promoter the Board considers that his association would be of immense benefit to the company and it is advantageous to have MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) on Board. Accordingly, the board recommends the resolution for approval of the shareholders of the company.

MR. JATINKUMAR TULSIBHAI PATEL has conveyed his consent to act as a Director of the Company in form DIR-2 and made the necessary disclosures and declarations. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, MR. JATINKUMAR TULSIBHAI PATEL shall be appointed as Director by the members in the ensuing General Meeting of the company.

MR. JATINKUMAR TULSIBHAI PATEL is interested in the resolution set out in this Notice with regard to his appointment. Mr Parth Tulsibhai Patel (DIN 07289967) being relative of MR. JATINKUMAR TULSIBHAI PATEL may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and Except above, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution

The Board recommends the Resolutions as set out in this notice, for the approval by the Members of the Company.

## **ITEM NO. 6: REGULARISATION OF MR. PARTH TULSIBHAI PATEL (DIN: 07289967) AS A DIRECTOR**

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 5<sup>th</sup> September, 2024, appointed **MR. PARTH TULSIBHAI PATEL (DIN: 07289967)** as an additional director of the company pursuant to the provision of the companies Act, 2013. Hence, he will hold office upto the date of Annual general meeting of the company.

The Board considers that his association would be of immense benefit to the company and it is advantageous to have MR. PARTH TULSIBHAI PATEL (DIN: 07289967) on Board. Accordingly, the board recommends the resolution for approval of the shareholders of the company.

MR. PARTH TULSIBHAI PATEL has conveyed his consent to act as a Director of the Company in form DIR-2 and made the necessary disclosures and declarations. He is not disqualified from being appointed as a



# Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.  
Landline No.: +91 22 3100 8500 • E-mail: investor@vaghanitechnobuild.com • Website: www.vaghanitechnobuild.com

Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, MR. PARTH TULSIBHAI PATEL shall be appointed as Director by the members in the ensuing General Meeting of the company.

MR. PARTH TULSIBHAI PATEL being appointee is interested in the resolution set out in this Notice with regard to his appointment. MR. JATINKUMAR TULSIBHAI PATEL being relatives of MR. PARTH TULSIBHAI PATEL and his relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and Except above, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution

The Board recommends the Resolutions as set out in this notice, for the approval by the Members of the Company.

## ITEM NO. 7, 8 and 9:

**APPOINTMENT OF MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762) AS A WHOLE-TIME DIRECTOR , APPOINTMENT OF MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) AS A MANAGING DIRECTOR and APPOINTMENT OF MR. PARTH TULSIBHAI PATEL (DIN: 07289967) AS A CHIEF FINANCIAL OFFICER (CFO)**

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under

### I. General Information:

- Nature of Industry- Infrastructure & Construction Industry
- Date or expected date of commencement of commercial production- N.A.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable
- Financial performance based on given indicators (In lakhs)

Particulars	Current Year 31-03-2024	Previous Year 31-03-2023
Revenue from Operations	NIL	NIL
Other Income	16.50	15.99
Total Income	16.50	15.99
Total Expenditure	7.33	8.09
Prior Period Adjustment	0	0
Profit / (Loss) Before exceptional and extraordinary items and Tax	9.17	7.91
Less: Exceptional and Extraordinary Items	0	0
<b>Profit/ (Loss) Before Taxation</b>	<b>9.17</b>	<b>7.91</b>
Less: - Current Tax	1.43	1.23



- MAT Credit entitlement	-1.43	-1.23
- Tax adjustment relating to prior years	0	0
- Deferred Tax	19.29	9.85
<b>Profit / (Loss) After Tax</b>	<b>(10.12)</b>	<b>(1.95)</b>

e. Foreign investments or collaboration, if any: The Company has investments from NRI of upto 0.05% of the paid-up share capital of the Company.

There are no foreign collaborations.

## APPOINTMENT OF MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762) AS A WHOLE-TIME DIRECTOR

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 23<sup>rd</sup> January, 2025, appointed **MR. ARJUNKUMAR JAGDISHBHAI PATEL (DIN: 08982762)**, an additional director of the company as **Whole-Time Director** of the Company with effect from 23<sup>rd</sup> January, 2025 for a period of 5 (five) years, subject to the approval of the Members.

Mr. Arjunker Jagdishbhai Patel (DIN: 08982762) a masters in law has experience in Sales and Marketing , Operations and Management.

Mr. Arjunker Jagdishbhai Patel has conveyed his consent to act as a Whole time Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Arjunker Jagdishbhai Patel for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Mr. Arjunker Jagdishbhai Patel satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment.

The terms and conditions of appointment of Mr. Arjunker Jagdishbhai Patel, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are given in the said resolution.

## II. Information about the appointee

Sr. No.	Particulars	Details
1	Background details	Mr. Arjunker Jagdishbhai Patel has completed his Master of Law from GLS University of Gujarat. He is having experience in Sales and Marketing , Operations and Management..
2	Past remuneration	NIL
3	Recognition or awards	NA
4	Job profile and his suitability	He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. He has the overall responsibility for the operations and financial performance of the



		Company. He has good experience in Management. He has rich experience of handling various areas of business.
5	Remuneration proposed	as stated in resolution no 7
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India also the size of the company, profile of the position and person.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mr. Arjunkumar Jagdishbhai Patel holds 13,11,031 shares in the Company. He is not a relative of any directors of the company as per section 2(77) of The Companies Act, 2013

### III. Other Information

a. Reasons of loss or inadequate profits:

The Company incurred a loss of Rs. 10.12 Lakhs as the operations of the Company were at a halt and the Company is currently in the process of reviving its operations. The company was acquired under open offer.

b. Steps taken or proposed to be taken for improvement:

The Board of Directors are taking necessary steps to revive the operations of the Company and is expected to start the operations in this financial year.

c. Expected increase in productivity and profits in measurable terms:

The Company has drawn up an Annual Business Plan which it will endeavour to achieve.

Where in any financial year during his tenure as Whole time Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

Mr. Arjunkumar Jagdishbhai Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such regulatory authority. The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms.

A copy of the agreement entered into by the Company with Mr. Arjunkumar Jagdishbhai Patel containing the terms and conditions of appointment and remuneration payable to him would be available for inspection by the members on sending a request to the company on any working day during working hours.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

Mr. Arjunkumar Jagdishbhai Patel is interested in the resolution set out in this Notice with regard to his appointment. Relatives of Mr. Arjunkumar Jagdishbhai Patel may be deemed to be interested in the



resolution to the extent of their shareholding interest, if any, in the Company.

Save and Except above, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Special Resolution set out at Item No. 7 whether the entity is a related party to the particular transaction or not.

The Board recommends the Resolutions as set out in this notice, for the approval by the Members of the Company.

## DETAILS OF DIRECTORS SEEKING APPOINTMENT

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief particulars of the Directors seeking appointment is given as under:

Name of Director	Mr. Arjunkumar Jagdishbhai Patel
DIN	08982762
Date of Birth	11/06/1999
Age	25 years
Nationality	Indian
Date of first appointment on the Board	05/09/2024
Qualification	Master of Law from GLS University of Gujarat
Shareholding in Company	13,11,031
Relationship with other Directors inter se	NA
Expertise in specific functional areas	Mr. Arjunkumar Jagdishbhai Patel, a masters in law and having experience in Sales and Marketing, Operations and Management.
Names of the listed Companies in which person holds Directorship. (excluding this company)	NIL
Names of listed Companies in which person ceased to be a Director in past three years.	NIL
Chairmanship / Membership of Committees of listed Companies (excluding this company)	NIL
*Other Directorships of other Boards.	NIL
No. of Board Meetings Held/ Attended (so far For in FY 2024-25)	4
Last Remuneration drawn	NIL
Terms and conditions of appointment and Remuneration sought to be paid	As per the resolution No 7

(\*) Includes names of other Public Companies in which the person holds Chairmanship, Directorship and Membership of Committees of the Board of Directors





## APPOINTMENT OF MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158) AS A MANAGING DIRECTOR

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 23<sup>rd</sup> January, 2025, appointed **MR. JATINKUMAR TULSIBHAI PATEL (DIN: 01473158)**, an additional director of the company as **Managing Director** of the Company with effect from 23<sup>rd</sup> January, 2025 for a period of 5 (five) years, subject to the approval of the Members.

Mr. Jatinkumar Tulsibhai Patel (DIN: 01473158) has experience in Sales and Marketing and Operations Management. He is having commendable expertise in analysing upcoming business trends and launching business plans for new market development.

Mr. Jatinkumar Tulsibhai Patel has conveyed his consent to act as a Managing Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Jatinkumar Tulsibhai Patel for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Mr. Jatinkumar Tulsibhai Patel satisfies all the other conditions set out in Part-I of Schedule V of the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment.

The terms and conditions of appointment of Mr. Jatinkumar Tulsibhai Patel, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as stated in the said resolution:

### II. Information about the appointee

Sr. No.	Particulars	Details
1	Background details	Mr. Jatinkumar Tulsibhai Patel has experience in Sales and Marketing and Operations Management. He is having commendable expertise in analysing upcoming business trends and launching business plans for new market development.
2	Past remuneration	NIL
3	Recognition or awards	NA.
4	Job profile and his suitability	He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. He has the overall responsibility for the operations and financial performance of the Company. He has vast experience in Management.
5	Remuneration proposed	As stated in resolution no 8
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India also the size of the company, profile of the position and person.



7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mr. Jatinkumar Tulsibhai Patel holds 12,72,472 shares in the Company. He is brother of Mr. Parth Tulsibhai Patel, Director of the Company
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### III. Other Information

a. Reasons of loss or inadequate profits: The Company incurred a loss of Rs. 10.12 Lakhs as the operations of the Company were at a halt and the Company is currently in the process of reviving its operations.

b. Steps taken or proposed to be taken for improvement: The Board of Directors are taking necessary steps to revive the operations and is expected to start the operations in this financial year.

c. Expected increase in productivity and profits in measurable terms: The Company has drawn up an Annual Business Plan which it will endeavour to achieve.

Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

Mr. Jatinkumar Tulsibhai Patel is not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, he is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such regulatory authority. The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms.

A copy of the agreement entered into by the Company with Mr. Jatinkumar Tulsibhai Patel containing the terms and conditions of appointment and remuneration payable to him would be available for inspection by the members on sending a request to the company on any working day during working hours.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

Mr. Jatinkumar Tulsibhai Patel is interested in the resolution set out in this Notice with regard to his appointment. Mr. Parth Tulsibhai Patel being relative and other relatives of Mr. Jatinkumar Tulsibhai Patel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and Except above, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution no 8

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Special Resolution set out at Item No. 8 whether the entity is a related party to the particular transaction or not.

The Board recommends the Resolutions as set out in this notice, for the approval by the Members of the Company.



## DETAILS OF DIRECTORS SEEKING APPOINTMENT

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief particulars of the Directors seeking appointment is given as under:

Name of Director	Mr. Jatinkumar Tulsibhai Patel
DIN	01473158
Date of Birth	06/09/1987
Age	36 years
Nationality	Indian
Date of first appointment on the Board	05/09/2024
Qualification	Higher Secondary Education from Gujarat.
Shareholding in Company	12,72,472 Equity Shares
Relationship with other Directors inter se	He is brother of Mr. Parth Tulsibhai Patel, Director of the Company
Expertise in specific functional areas	He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. He has the overall responsibility for the operations and financial performance of the Company. He has vast experience in Management.
Names of the listed Companies in which person holds Directorship. (excluding this company)	NIL
Names of listed Companies in which person ceased to be a Director in past three years.	NIL
Chairmanship / Membership of Committees of listed Companies (excluding this company)	NIL
*Other Directorships of other Boards.	NIL
No. of Board Meetings Held/ Attended (so far For in FY 2024-25)	4
Last Remuneration drawn	NIL
Terms and conditions of appointment and Remuneration sought to be paid	As stated in resolution no 8

(\* ) Includes names of other Public Companies in which the person holds Chairmanship, Directorship and Membership of Committees of the Board of Directors

## APPOINTMENT OF MR. PARTH TULSIBHAI PATEL (DIN: 07289967) AS A CHIEF FINANCIAL OFFICER (CFO)

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 23<sup>rd</sup> January, 2025, appointed **MR. PARTH TULSIBHAI PATEL (DIN: 07289967)**, an additional director of the company as **Chief Financial Officer (CFO)** of the Company with effect from 23<sup>rd</sup> January, 2025 for a period of 5 (five) years, subject to the approval of the Members.

Mr. Parth Tulsibhai Patel (DIN: 07289967) has experience in Finance, strategic planning and accounting and construction projects..



Mr. Parth Tulsibhai Patel has conveyed his consent to act as a Chief Financial officer (CFO) of the Company and made the necessary disclosures and declarations. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. Mr. Parth Tulsibhai Patel satisfies all the other conditions for being eligible for his appointment.

The terms and conditions of appointment of Mr. Parth Tulsibhai Patel, as approved by the Board of Directors upon recommendation of the Nomination & Remuneration Committee, are as stated in the resolution :

## II. Information about the appointee

Sr. No.	Particulars	Details
1	Background details	Mr. Parth Tulsibhai Patel has completed his Bachelor's Degree in Commerce from National College of Commerce, Gujarat University. He has experience in Finance, strategic planning and accounting and construction projects
2	Past remuneration	NIL
3	Recognition or awards	NA
4	Job profile and his suitability	He is one of the core managerial personnel, who uses his wide business networks in expanding the business opportunities of the Company. He has the overall responsibility for the operations and financial performance of the Company. He has vast experience in Management.
5	Remuneration proposed	As stated in resolution no 9
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India also the size of the company, profile of the position and person.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any	Mr. Parth Tulsibhai Patel holds 10,30,072 shares in the Company. He is brother of Mr. Jatinkumar Tulsibhai Patel.

## III. Other Information

### a. Reasons of loss or inadequate profits:

The Company incurred a loss of Rs. 10.12 Lakhs as the operations of the Company were at a halt and the Company is currently in the process of reviving its operations.



**b. Steps taken or proposed to be taken for improvement:**

The Board of Directors are taking necessary steps to revive the operations and is expected to start the operations in this financial year.

**c. Expected increase in productivity and profits in measurable terms:**

The Company has drawn up an Annual Business Plan which it will endeavour to achieve.

Where in any financial year during his tenure as CFO, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/ allowances as aforesaid.

Mr. Parth Tulsibhai Patel is not debarred from holding of office by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such regulatory authority. The Company have also received required disclosures/ declarations under the provisions of the Companies Act, 2013 and Listing Regulations in the prescribed forms.

The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debentures or any other secured creditors before the date of appointment of such managerial person(s).

Mr. Parth Tulsibhai Patel is interested in Item No. 9 resolution as set out in this Notice with regard to his appointment. Mr. Jatinkumar Tulsibhai Patel being relative and other relatives of Mr. Parth Tulsibhai Patel may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and Except above, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Special Resolution set out at Item No. 9 whether the entity is a related party to the particular transaction or not.

The Board recommends the Resolutions as set out in this notice, for the approval by the Members of the Company.

## **DETAILS OF DIRECTORS SEEKING APPOINTMENT**

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief particulars of the Directors seeking appointment is given as under:

Name of Director	Mr. Parth Tulsibhai Patel
DIN	07289967
Date of Birth	28/07/1990
Age	33 years
Nationality	Indian
Date of first appointment on the Board	05/09/2024
Qualification	B.Com.
Shareholding in Company	10,30,072 Equity Shares
Relationship with other Directors inter	He is brother of Mr. Mr. Jatinkumar Tulsibhai



se	Patel, Director of the Company
Expertise in specific functional areas	Mr. Parth Tulsibhai Patel has completed his Bachelor's Degree in Commerce from National College of Commerce, Gujarat University. He has experience in Finance, strategic planning and accounting and construction projects
Names of the listed Companies in which person holds Directorship. (excluding this company)	NIL
Names of listed Companies in which person ceased to be a Director in past three years.	NIL
Chairmanship / Membership of Committees of listed Companies (excluding this company)	NIL
*Other Directorships of other Boards.	NIL
No. of Board Meetings Held/ Attended (so far For in FY 2024-25)	4
Last Remuneration drawn	NIL
Terms and conditions of appointment and Remuneration sought to be paid	As stated in the resolution 9

(\* ) Includes names of other Public Companies in which the person holds Chairmanship, Directorship and Membership of Committees of the Board of Directors

## ITEM NO. 10: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

Chairman informed the Board that the Companies Act, 2013 ("the Act") has been amended frequently by way of notifications and amendment acts including Companies (Amendment) Act, 2020. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI or Central Government in this behalf. In view of frequent changes, it was thought fit by the Board of Directors of the Company that certain clauses of the existing AOA of the Company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of AOA to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove. Since the changes required for aligning the existing AOA with the Act and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA. During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of the AOA have also been changed and were required to be renumbered.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set forth in Item No. 10 of the Notice for approval of the Members.



## **ITEM NO. 11: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE V IN THE MEMORANDUM OF ASSOCIATION**

To meet the requirements of growing business, the Company has come up with a Preferential Offer, which necessitates increasing the authorized share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹10,00,00,000/- (Rupees Ten Crore Only) and it is proposed to increase the same by ₹20,00,00,000 /- (Rupees Twenty Crore Only) to make it ₹30,00,00,000/- (Rupees Thirty Crore Only).

Increase in the Authorized Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 11 of the Notice.

The Board recommends the resolution as set out under Item No. 11 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

## **ITEM NO. 12: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS**

The company is looking to raise additional funds to meet its working capital requirement and for general corporate purpose. As on date company does not have enough fund to meet business requirement.

Towards this, it is proposed to issue and allot upto 2,35,35,491 (Two Crores Thirty Five Lakhs Thirty Five Thousand Four Hundred and Ninety one Only) Share Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 11/- (Rupees Eleven only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs. 25,88,90,401/- (Rupees Twenty Five Crores Eighty Eight lakhs Ninety Thousand Four Hundred and One Only) ("Total Issue Size") on a preferential basis to the promoter and non-promoter group of company ("Warrant Holder(s)" / "Proposed Allottee(s)"), on preferential basis since raising funds through Convertible Warrants on Preferential basis is considered to be most cost & time effective way for raising additional capital.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottees has been approved by the Board of the Company on 23<sup>rd</sup> January, 2025, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to



necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India (“SEBI”).

IT may be noted that;

1. All equity shares of the company are already made fully paid up as on date. Further, all convertible warrant allotted by way of preferential issue shall be made fully paid at the time of the allotment.
2. Existing Shareholding of Proposed allottees, if any , will be in locked in for the period as specified under Regulation 167 of SEBI (ICDR) Regulations, 2018 or as per applicable guidelines issued under the same.
3. The company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with Stock Exchange where the equity shares of the company are listed and the SEBI ( LODR) Regulations, 2015 as amended, any circular , notification issued by the SEBI there under.
4. The company has obtained permanent account numbers of proposed all allottees.
5. The proposed allottees have represented and declared to the company that they neither sold nor transfer any equity shares of the company during the 90 trading days preceding the relevant date.

The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

#### **A. Objects of the Preferential Issue:**

The company is looking to raise additional funds to meet its working capital requirement and for general corporate purpose and to expand the existing business of the Company Therefore, the Company has proposed the Issue of warrants on preferential basis to selected promoters and Non-promoters to meet its requirements in due course.

#### **B. The total number of warrants to be issued:**

**2,35,35,491** (Two Crores Thirty Five Lakhs Thirty Five Thousand Four Hundred and Ninety one Only) Share Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- ( Rupee Ten Only) (“Equity Share”) each (“Warrants”) at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 11 /- (Rupees Eleven only) each payable in cash (“Warrant Issue Price”), aggregating upto Rs. 25,88,90,401/- (Rupees Twenty Five Crores Eighty Eight lakhs Ninety Thousand Four Hundred and One Only) (“Total Issue Size”) on a preferential basis to promoter and non-promoter group listed below (“Warrant Holder(s)” / “Proposed Allottee(s)”) subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of Rs. 2.75 (Two rupees and seventy five paise Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price as upfront payment (“Warrant Subscription Price”) entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of Rs. 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 8.25/- (Eight Rupees and twenty five paise only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price .

C. Terms of Issue of the warrants, if any: General terms & conditions as mentioned here and per the resolution. No specific terms.

D. Relevant Date: 17<sup>th</sup> January, 2025





# Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.

Landline No.: +91 22 3100 8500 • E-mail: investor@vaghantechnobuild.com • Website: www.vaghantechnobuild.com

In accordance with the provisions of SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted shall be the date 30 (thirty) days prior to the date of passing of this Special Resolution by the Members of the Company or in the case where “Relevant Date” falls on weekend/ holidays, the day preceding the weekend/holidays, will be reckoned to be the Relevant Date.

E. Pricing of Preferential Issue: Rs. 11/- (Rupees Eleven Only) per Equity Shares as determined in terms of Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018 upon each warrant get fully converted into equity of Rs. 10/- each after exercising the attached right upon paying the full amount.

F. Basis on which the price has been arrived at:

The equity shares of Company are listed on the BSE GSM: Stage 4. The shares of the Company are infrequently traded in accordance with regulation 165 of SEBI (ICDR) Regulations, 2018:

The price of the equity shares has been determined based on the valuation made by independent valuer CS ABHISHEK CHHAJED (IBBI Registered Valuer) (Registration No. IBBI/RV/03/2020/13674) , having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad, as per section 165, as shares of the company being infrequently traded on BSE Limited. The copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM Notice and the same may be accessed on the Company’s website: [www.vaghantechnobuild.com](http://www.vaghantechnobuild.com)

The Value derived through valuation report is Rs. 10.91/- (Rupees Ten and Ninety paise only) rounded off to Rs. 11/- (Rupees Eleven Only) and the board intends to issue at a price of Rs. Rs. 11/- (Rupees Eleven Only) which is same price derived through Valuation Report. Since, there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

G. Intention of Promoters/Directors/Key Managerial Personnel to subscribe to the offer:

Promoters & Directors or key managerial personnel of the Company intends to subscribe to Warrants convertible into Equity Shares proposed to be issued under the Preferential Issue.

The proposed allottees is intending to participate / subscribe to the proposed issue of warrants.

H. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares 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:

Sr. No.	Details of Subscriber	Category / Class of Subscriber	Pre Issue holding (in number & in % )	Number of Warrants proposed to be allotted	Post Issue holding (in number & in % )	Ultimate Beneficial Owners of proposed allottee
1	Jatinkumar Tulsibhai Patel	Promoter	12,72,472 (24.38%)	5737212	70,09,684 (24.38%)	N.A.
2	Parth Tulsibhai Patel	Promoter	10,30,072 (19.73)	5737212	67,67,284 (23.53%)	N.A.



# Vaghani Techno-Build Limited

CORPORATE IDENTITY NUMBER : L74999MH1994PLC187866

Registered Office: 903, Krushal Commercial Tower, Ghatkopar-Mahul Road, Chembur (West), Mumbai 400 089.

Landline No.: +91 22 3100 8500 • E-mail: investor@vaghantechnobuild.com • Website: www.vaghantechnobuild.com

3	Arjinkumar Jagdishbhai Patel	Promoter	13,11,031 (25.12)	5911067	72,22,098 (25.12%)	N.A.
4	Ashaben Amrutbhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
5	Ashishkumar Ashokbhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
6	Ashokbhai Ramjibhai Chhabhaya	Non-promoter	-	250000	250000 (0.87%)	N.A.
7	Avani Ashishkumar Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
8	Bharat Kantilal Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
9	Bharatkumar Vithaldas Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
10	Bhavin Kiritbhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
11	Bhupendrakumar K Patel	Non-promoter	-	500000	500000 (1.74%)	N.A.
12	Kalpeshbhai Natwarlal Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
13	Lalitbhai Narottamdas Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
14	Neeki Bhavinkumar Patel	Non-promoter	-	500000	500000 (1.74%)	N.A.
15	Nirajkumar Shakarchand Patel	Non-promoter	-	500000	500000 (1.74%)	N.A.
16	Nitababen Hemalkumar Shah	Non-promoter	-	25000	25000 (0.09%)	N.A.
17	Ishita Krunal Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
18	Krunal N Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
19	Bhavin K Patel Huf	Non-promoter	-	250000	250000 (0.87%)	N.A.
20	Mr. Ghanshyambhai Chehrabhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
21	Punitaben Bharatbhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
22	Puravkumar Bharatbhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
23	Ravi Amrutbhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
24	Shalin Ghanshyambhai Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.



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25	Shobhanaben Bhupendrakumar Patel	Non-promoter	-	250000	250000 (0.87%)	N.A.
26	Umaben Rajgiri Gosai	Non-promoter	-	75000	75000 (0.26%)	N.A.
27	Pragneshkumar Manikantbhai Joshi	Non-promoter	15	50000	50015 (0.17%)	N.A.
<b>TOTAL</b>			<b>36,13,590 (69.23%)</b>	<b>2,35,35,491</b>	<b>2,71,49,081 (94.41%)</b>	

## I. The pre-issue and post-issue shareholding pattern of the Company:

Category of Shareholders	Pre-issue *		Post-Allotment #	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>Promoter &amp; Promoter Group</b>				
<b>1. Indian</b>				
a. Individuals / HUF	38,55,975	73.87	21241466	73.87
b. Bodies Corporate	-	-	-	-
<b>Total Promoter/ Promoter Group (A)</b>	<b>38,55,975</b>	<b>73.87</b>	<b>21241466</b>	<b>73.87</b>
<b>Public Shareholders</b>				
a. Non-Institutions	13,64,025	26.13	7514025	26.13
<b>Total Public Shareholding (B)</b>	<b>13,64,025</b>	<b>26.13</b>	<b>7514025</b>	<b>26.13</b>
<b>TOTAL (A+B)</b>	<b>52,20,000</b>	<b>100</b>	<b>2,87,55,491</b>	<b>100</b>

\*pre issue shareholding pattern as on 31.12.2024

# Assuming all the Warrants is converted into Equity Shares of the Company.

## J. Proposed time within which the allotment shall be completed:

As required under the Regulation 170(1) of SEBI (ICDR) Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s), as the case may be.

K. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price: N.A.

L. Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares after conversion from the warrants.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable

N. Lock in period: The proposed allotment of the warrants and later equity shares upon exercising the



rights attached to the warrants shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations.

O. Valuation Report and Issue Price certificate: Valuation Report issued by the Registered valuer valuing the equity share of the company and the certificate from Practising Company Secretary certifying that the issue of warrants in accordance with requirements of SEBI (ICDR) Regulations are being made available on the website of the company at [www.vaghanitechnobuild.com](http://www.vaghanitechnobuild.com).

P. Undertakings :

- i) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- ii) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- iii) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- iv) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- v) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- vi) 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 the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vii) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- viii) 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.
- ix) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares and warrants and upon allotment of equity shares consequent to conversion of warrants.

Q. Listing:

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued and allotted on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, including voting rights and dividend or any other corporate actions. Convertible Warrants shall not be listed.

R The issuer, the promoters or any of its promoters or directors is not a wilful defaulter or fraudulent borrower and economic offender hence the disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

S. Principal terms of assets charged as securities : Not applicable.

T. Number of person to whom allotment on preferential basis have already been made during the year: Not Applicable.

U. Company Secretary's Certificate

The certificate from Mrs. Krishna Bhavsar of M/s. Krishna Bhavsar and Associates, Practicing Company



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Secretary (ICSI Membership No.: 38257 CP No: 17009) 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 [www.vaghantechnobuild.com](http://www.vaghantechnobuild.com)

V. The current and proposed status of the allottee(s) post the preferential issue as per reg 163(1) j of SEBI ICDR.

Sr.no.	Name of Allottees	Current status of allottees	Proposed status of the allottee
1.	Jatinkumar Tulsibhai Patel	Promoter	Promoter
2.	Parth Tulsibhai Patel	Promoter	Promoter
3.	Arjunker Jagdishbhai Patel	Promoter	Promoter
4.	Ashaben Amrutbhai Patel	Non-Promoter	Non-Promoter
5.	Ashishkumar Ashokbhai Pabhiatel	Non-Promoter	Non-Promoter
6.	Ashokbhai Ramjibhai Chhabhaya	Non-Promoter	Non-Promoter
7.	Avani Ashishkumar Patel	Non-Promoter	Non-Promoter
8.	Bharat Kantilal Patel	Non-Promoter	Non-Promoter
9.	Bharatkumar Vithaldas Patel	Non-Promoter	Non-Promoter
10.	Bhavin Kiritbhai Patel	Non-Promoter	Non-Promoter
11.	Bhupendrakumar K Patel	Non-Promoter	Non-Promoter
12.	Kalpeshbhai Natwarlal Patel	Non-Promoter	Non-Promoter
13.	Lalitbhai Narottamdas Patel	Non-Promoter	Non-Promoter
14.	Neeki Bhavinkumar Patel	Non-Promoter	Non-Promoter
15.	Nirajkumar Shakarchand Patel	Non-Promoter	Non-Promoter
16.	Nitabehen Hemalkumar Shah	Non-Promoter	Non-Promoter
17.	Ishita Krunal Patel	Non-Promoter	Non-Promoter
18.	Krunal N Patel	Non-Promoter	Non-Promoter
19.	Bhavin K Patel HUF	Non-Promoter	Non-Promoter
20.	Mr. Ghanshyambhai Chehrabhai Patel	Non-Promoter	Non-Promoter
21.	Punitaben Bharatbhai Patel	Non-Promoter	Non-Promoter



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22.	Puravkumar Bharatbhai Patel	Non-Promoter	Non-Promoter
23.	Ravi Amrutbhai Patel	Non-Promoter	Non-Promoter
24.	Shalin Ghanshyambhai Patel	Non-Promoter	Non-Promoter
25.	Shobhanaben Bhupendrakumar Patel	Non-Promoter	Non-Promoter
26.	Umaben Rajgiri Gosai	Non-Promoter	Non-Promoter
27.	Pragneshkumar Manikantbhai Joshi	Non-Promoter	Non-Promoter

## W. Other disclosures

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares/Warrants under the preferential issue is for a cash consideration.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.

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, the approval of the members for issue of Equity Shares and Warrants (fully convertible to equity shares) to the Investor is being sought by way of a special resolution as set out in the said item no. 12 of the Notice.

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.12 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Jatinkumar T. Patel, Parth T. Patel and Arjunkumar J. Patel 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. 12 of this notice.

**Registered Office:**  
903 & 904, 9TH FLOOR, KRUSHAL  
COMMERCIAL TOWER, GHATKOPAR-  
MAHUL ROAD, CHEMBUR (WEST),  
Mumbai-400089

**Date:** 23<sup>rd</sup> January, 2025  
**Place:** Ahmedabad

**By Order of the Board of Directors,**  
**For VAGHANI TECHNO - BUILD LIMITED**

**Sd/-**  
**JATINKUMAR TULSIBHAI PATEL**  
**Managing Director**  
**DIN: 01473158**