

# Aaswa Trading and Exports Limited

**Date: April 05, 2023**

**To**

**Department of Corporate Services,**

**BSE Limited**

25<sup>th</sup> Floor,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001.

**BSE CODE: 512038**

**SUBJECT: NOTICE OF EXTRA ORDINARY GENERAL MEETING (“EGM”)**

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice convening the Extra Ordinary General Meeting scheduled to be held on Saturday, April 29, 2023 at 2.00 p.m. (IST).

In compliance with above mentioned circulars, the Notice convening the Extra Ordinary General Meeting has been sent through Registered post to Members whose Addresses are available with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting, for participation in the EGM and Voting during the EGM.

**Key information:**

Cut-off Date	Saturday, April 22, 2023
Day, Date and time of commencement of remote e-Voting	Wednesday, April 26, 2023 9:00 a.m.
Day, Date and time of end of remote e-Voting	Friday, April 28, 2023 at 5:00 p.m.
Extra Ordinary General Meeting	Saturday, April 29, 2023

Regd. Office: 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad-380008  
Corp. Office: 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar,  
Shivajinagar, Pune-411007 | CIN: L51100GJ1984PLC024704 | Cont.: +91 86696 63441  
Email Id: aaswaexports@yahoo.co.in | Website: www.aaswatrading.in

# Aaswa Trading and Exports Limited

The copy of the Notice of EGM is also available on the Website of the Company at <http://www.aaswatrading.in> and on the website of the Stock Exchange i.e., BSE limited at [www.bseindia.com](http://www.bseindia.com) and on the CDSL website at [www.evotingindia.com](http://www.evotingindia.com)

Kindly acknowledge and take on record the same.

Thanking you,

**For Aaswa Trading and Exports Limited**

UMESH  
KUMAR SAHAY



Digitally signed by  
UMESH KUMAR SAHAY  
Date: 2023.04.05  
19:48:22 +05'30'

**Umesh Kumar Sahay**  
**Director**  
**(DIN – 01733060)**

# AASWA TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008.

Corporate Office Address: 6<sup>th</sup> Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony,

Bhoslenagar, Shivajinagar, Pune 411007.

CIN: L51100GJ1984PLC024704

Tel. No. +91 86696 63441 Email Id: aaswaexports@yahoo.co.in Website: www.aaswatrading.in

## EXTRA-ORDINARY GENERAL MEETING OF AASWA TRADING AND EXPORTS LIMITED

**Day:** Saturday

**Date:** April 29, 2023

**Time:** 02:00 P.M.

**Venue:** 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411 007.

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Registered Office:

32, Milan Park Society,

Nr. Jawahar Chowk, Maninagar,

Ahmedabad- 380008

Date: March 30, 2023

Place: Ahmedabad

**By Order of the Board of Directors  
For Aaswa Trading And Exports Limited**

**Sd/-  
Umesh Kumar Sahay  
Director  
DIN: 01733060**

# AASWA TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008.

Corporate Office Address: 6<sup>th</sup> Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony,

Bhoslenagar, Shivajinagar, Pune 411007.

CIN: L51100GJ1984PLC024704

Tel. No. +91 86696 63441 Email Id: aaswaexports@yahoo.co.in Website: www.aaswatrading.in

## NOTICE

**NOTICE** is hereby given that the **Extraordinary General Meeting** of the Members of Aaswa Trading and Exports Limited will be held as under:

**Day:** Saturday

**Date:** April 29, 2023

**Time:** 02:00 p.m.

**Venue:** 6th Floor, VB Capitol Building, Range Hill Road,  
Opp. Hotel Symphony, Bhoslenagar, Shivajinagar,  
Pune 411 007.

To transact the following businesses:

### **SPECIAL BUSINESS (ES):**

#### **1. ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:**

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 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **2. PREFERENTIAL ISSUE OF 1,25,58,060 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF (A) M/S. BRANTFORD LIMITED (CIN U70103PN2022PLC212974) AND (B) EMF CLINIC PRIVATE LIMITED (CIN U85100PN2020PTC190836):**

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

**“RESOLVED THAT** pursuant to provisions of Section Sections 23(1)(b), 39,42, 62(1)(c) 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 the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 1,25,58,060 (One Crore Twenty Five Lakh Fifty Eight Thousand Sixty) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) per Equity Share at an issue price of Rs. 78.35/- (Rupees Seventy-Eight and Thirty Five Paise Only) each including a premium of Rs. 68.35/- (Rupees Sixty-Eight and Thirty Five Paise Only) per share, aggregating to Rs. 98,39,24,001/- (Rupees Ninety Eight Crore Thirty Nine Lakh Twenty Four Thousand One only) on such terms and conditions and as may think fit and at its absolute discretion to the persons mentioned herein below who are the shareholders of M/s. Brantford Limited (CIN U70103PN2022PLC212974) ‘Target company-1’ having PAN: AAKCB9133G and Registered Office at Unit No 1, 6th Floor, VB Capitol S No 209, (P) CTS, Pune 411007 and shareholders of M/s. EMF Clinic Private Limited (CIN U85100PN2020PTC190836) ‘Target company-2’ having PAN: AAFCE8966M and registered

Office at 7th Floor, Marigold Premises, Marisoft Tower 3, East wing, Kalyani nagar, Pune 411014, on preferential basis for consideration other than cash i.e. swap of Equity shares :

a) **Name of Proposed Allottee(s) belongs to Brantford Limited:**

Sr. No.	Name of Proposed Allottee(s) belongs to Brantford Limited (A)	Category (B)	No. of Shares in Brantford LIMITED (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 78.35 per shares (Share exchange ratio 18:1) = C*18
1	Umesh Kumar Sahay	Promoter	74,998	18.859	1349964
2	Abhishek Narbaria	Promoter	74,997	18.859	1349946
3	Akalpita Surendra Bedkihal	Promoter	1	0.000	18
4	Kedar Arvind Kulkarni	Promoter	1	0.000	18
5	Amit Narbaria	Promoter	1	0.000	18
6	Aditi Umesh Sahai	Promoter	1	0.000	18
7	Nikhil Dilipbhai Bhuta	Promoter	1	0.000	18
8	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	32547	8.184	585846
9	Chirag Karsandas Bathia	Non-Promoter	16072	4.042	289296
10	Morde Foods Private Limited	Non-Promoter	12764	3.210	229752
11	Shilpa Ben Mahesh Kumar Shah	Non-Promoter	11806	2.969	212508
12	Sandeep Shridhar Ghate	Non-Promoter	11322	2.847	203796
13	Amogh Girish Brahme	Non-Promoter	10714	2.694	192852
14	Aakash Hareesh Savlani	Non-Promoter	10714	2.694	192852
15	Vineet Arora	Non-Promoter	9186	2.310	165348
16	Kulbhushan Parashar	Non-Promoter	5357	1.347	96426
17	Priti Umesh Khimji	Non-Promoter	4787	1.204	86166
18	Aditya Sahaya	Non-Promoter	3510	0.883	63180
19	Bridgmonte Advisors Pvt Ltd	Non-Promoter	3191	0.802	57438
20	Nikhil Tyagi	Non-Promoter	3191	0.802	57438
21	Annapurna Sridhar	Non-Promoter	2872	0.722	51696
22	Jayaraman Vishwanathan	Non-Promoter	2872	0.722	51696
23	Marietta Barreto	Non-Promoter	2872	0.722	51696
24	Vikas Arora	Non-Promoter	2872	0.722	51696
25	Jyoti Ketan Vakharia	Non-Promoter	4148	1.04	74664
26	Rajesh Chandrakant Vaishnav	Non-Promoter	2872	0.722	51696
27	Kunal Deepak Agashe	Non-Promoter	2553	0.642	45954
28	Amit Agarwal	Non-Promoter	2552	0.642	45936
29	Tatavarthy Chinna Venkata Narasimha Rao	Non-Promoter	2234	0.562	40212
30	Amritaanshu Agrawal	Non-Promoter	2234	0.562	40212
31	Jaideep T Arora	Non-Promoter	2042	0.513	36756
32	Dipti Prashant Mehta	Non-Promoter	1596	0.401	28728
33	Vanshika Gaur	Non-Promoter	1596	0.401	28728
34	Prashant Tandon	Non-Promoter	1596	0.401	28728
35	Anurag Malhotra	Non-Promoter	1596	0.401	28728
36	Gaurav Kumar	Non-Promoter	1596	0.401	28728
37	Harshal Chadnrakant Morde	Non-Promoter	1595	0.401	28710
38	Kalawati Kishor Thakkar	Non-Promoter	1595	0.401	28710
39	Vijaya Arvind Kulkarni	Non-Promoter	1595	0.401	28710
40	Nergis Gaurav Parikh	Non-Promoter	1595	0.401	28710
41	Manish Kumar Jain	Non-Promoter	1595	0.401	28710
42	Setu Securities Pvt Ltd	Non-Promoter	1595	0.401	28710
43	Vishal Vasant Rao Kokadwar	Non-Promoter	1595	0.401	28710
44	Savio Gerard Pinto	Non-Promoter	1595	0.401	28710
45	Shanti Kaliappan	Non-Promoter	1595	0.401	28710
46	Mohit Vinodkumar Agrawal	Non-Promoter	1595	0.401	28710
47	Vinodkumar Grover	Non-Promoter	1595	0.401	28710
48	Madhu Devi	Non-Promoter	1595	0.401	28710
49	Vishal Ulhas Dhumal	Non-Promoter	1436	0.361	25848
50	Rohan Vinay Pai	Non-Promoter	1436	0.361	25848
51	Vinay Vithal Pai	Non-Promoter	1436	0.361	25848
52	Sarod Reality Private Ltd.	Non-Promoter	1436	0.361	25848
53	Niloufer Ebrahim	Non-Promoter	1436	0.361	25848
54	Vikash Kumar Choudhary	Non-Promoter	1276	0.321	22968

55	Manoj S Laungani HUF (HUF)	Non-Promoter	1276	0.321	22968
56	Manish Hathiramani	Non-Promoter	1276	0.321	22968
57	Vikas Dixit	Non-Promoter	1276	0.321	22968
58	Dsouza Brian	Non-Promoter	1250	0.314	22500
59	Ranjan Kant	Non-Promoter	1085	0.273	19530
60	Kimsuk Krishna Sinha	Non-Promoter	958	0.241	17244
61	Talib Zafar	Non-Promoter	957	0.241	17226
62	Parul Aggarwal	Non-Promoter	957	0.241	17226
63	Atul Kumar Gupta	Non-Promoter	957	0.241	17226
64	Deepak Agashe HUF(HUF)	Non-Promoter	957	0.241	17226
65	Puja Amol Peshwe	Non-Promoter	893	0.225	16074
66	Deepak Kishin Manik	Non-Promoter	862	0.217	15516
67	Ingenius Investment Advisors Llp	Non-Promoter	830	0.209	14940
68	Chandana Agarwal	Non-Promoter	638	0.160	11484
69	Sachin Popatlal Nahar	Non-Promoter	638	0.160	11484
70	Ashok Kumar Bhawsinghka (Huf)	Non-Promoter	638	0.160	11484
71	Nilesh Rameshchandra Agrawal	Non-Promoter	638	0.160	11484
72	Atmanand Sharma	Non-Promoter	638	0.160	11484
73	Vivek Doda	Non-Promoter	638	0.160	11484
74	Rajashri Laxmikant Anturlikar	Non-Promoter	638	0.160	11484
75	Manish Kumar	Non-Promoter	638	0.160	11484
76	Reshma Rajan	Non-Promoter	638	0.160	11484
77	Mukesh Nagindas Bhayani	Non-Promoter	638	0.160	11484
78	Kingsman Wealth Management Private Limited	Non-Promoter	638	0.160	11484
79	Rashmi Yashdeep Joshi	Non-Promoter	638	0.160	11484
80	Ashish Poddar	Non-Promoter	638	0.160	11484
81	Padmani Manek	Non-Promoter	638	0.160	11484
82	Vivek Joshi	Non-Promoter	638	0.160	11484
83	Sumangla Kachawa	Non-Promoter	638	0.160	11484
84	Shrividya Kachawa	Non-Promoter	638	0.160	11484
85	Shalaka Gangolli	Non-Promoter	638	0.160	11484
86	Ratnesh Mehra	Non-Promoter	638	0.160	11484
87	Sanjeev Kumar Singh	Non-Promoter	638	0.160	11484
88	Shailendra Poddar	Non-Promoter	638	0.160	11484
89	Nilav Nirad	Non-Promoter	638	0.160	11484
90	Sourav Choudhary	Non-Promoter	638	0.160	11484
91	Sarita Digumarti	Non-Promoter	638	0.160	11484
92	Sachin Goel	Non-Promoter	638	0.160	11484
93	Sanjay Eknath Bhosale	Non-Promoter	628	0.158	11304
94	Arti Singh Chauhan	Non-Promoter	511	0.128	9198
95	Santosh Rajaram Dhanawade	Non-Promoter	500	0.126	9000
96	Sahadev Baban Tavade	Non-Promoter	500	0.126	9000
97	Keshav Gopal Pawar	Non-Promoter	500	0.126	9000
98	Krishna Prasad Pandey	Non-Promoter	500	0.126	9000
99	Mangina S Rao	Non-Promoter	500	0.126	9000
100	Debashish Ghoshal	Non-Promoter	500	0.126	9000
101	Purnima Singh	Non-Promoter	447	0.112	8046
102	Vinit Bipin Shah	Non-Promoter	382	0.096	6876
103	Sameer Vasant Morde	Non-Promoter	320	0.080	5760
104	Vikrant Jaikishore Bajjal	Non-Promoter	320	0.080	5760
105	Learning Universe Llp	Non-Promoter	319	0.080	5742
106	Sandeep Nanabhau Doke	Non-Promoter	319	0.080	5742
107	Ashwini Sagar Dhomse	Non-Promoter	319	0.080	5742
108	Anjali Mahesh Chaudhari	Non-Promoter	319	0.080	5742
109	Rekha Surendra Agrawal	Non-Promoter	319	0.080	5742
110	Akshita Romit Shah	Non-Promoter	319	0.080	5742
111	Comet Investments Private Limited	Non-Promoter	319	0.080	5742
112	Uday Madhav Naik	Non-Promoter	319	0.080	5742
113	Rajat Jain	Non-Promoter	319	0.080	5742
114	Manoj Damodar Purohit	Non-Promoter	319	0.080	5742

115	Sushma Dhingra	Non-Promoter	319	0.080	5742
116	Pranav Navinchandra Doctor	Non-Promoter	319	0.080	5742
117	Laddha Nikhil Rameshkumar	Non-Promoter	319	0.080	5742
118	Shridhar Salunke	Non-Promoter	319	0.080	5742
119	Varun Jain	Non-Promoter	319	0.080	5742
120	Rajiv Sodhani	Non-Promoter	319	0.080	5742
121	Vinita Satish Laddha	Non-Promoter	319	0.080	5742
122	Kanwar Vivek	Non-Promoter	319	0.080	5742
123	Mahesh Ashok Morde	Non-Promoter	256	0.064	4608
124	Rahul Mohan Savlani	Non-Promoter	255	0.064	4590
125	Rahul Ramakant Jadhav	Non-Promoter	224	0.056	4032
126	Reshma Nilesh Thorat	Non-Promoter	191	0.048	3438
127	Meghana More	Non-Promoter	191	0.048	3438
128	Mayur Prakash Kardile	Non-Promoter	191	0.048	3438
129	Ravikumar Ashwinbhai Sharma	Non-Promoter	191	0.048	3438
130	Kannan Krishnamurti Naidu	Non-Promoter	191	0.048	3438
131	Sunny Hareesh Savlani	Non-Promoter	191	0.048	3438
132	Sanjay Bhivsen Morde	Non-Promoter	160	0.040	2880
133	Manoj Dattatray Ghule	Non-Promoter	160	0.040	2880
134	Ladhani N Hardeek	Non-Promoter	160	0.040	2880
135	Manali Ankush Morde	Non-Promoter	160	0.040	2880
136	Mangesh S Shete	Non-Promoter	160	0.040	2880
137	Vikas Digambar Gaikwad	Non-Promoter	160	0.040	2880
138	Supriya Tejas Bhoite	Non-Promoter	160	0.040	2880
139	Ankush Ashok Morde	Non-Promoter	160	0.040	2880
140	Jagruti Atul Shah	Non-Promoter	160	0.040	2880
141	Ritu Atul Shah	Non-Promoter	160	0.040	2880
142	Pawan Manojkumar Mohnani	Non-Promoter	160	0.040	2880
143	Rajesh Navinchandra Shah	Non-Promoter	159	0.040	2862
144	Parul Kartik Vakharia	Non-Promoter	128	0.032	2304
145	Rajesh Poojary	Non-Promoter	128	0.032	2304
146	Arun Mafatlal Prajapati	Non-Promoter	128	0.032	2304
147	Neha Agrawal	Non-Promoter	128	0.032	2304
148	Suyash Pravin Badjate	Non-Promoter	128	0.032	2304
149	Anuj Vishnoi	Non-Promoter	128	0.032	2304
150	Kamaldeep Singh	Non-Promoter	128	0.032	2304
151	Gorkey Patwal	Non-Promoter	128	0.032	2304
152	Makhijani Ashish Surjeet	Non-Promoter	128	0.032	2304
153	Ankita Chopra	Non-Promoter	128	0.032	2304
154	Rinku Savlani	Non-Promoter	128	0.032	2304
155	Versha Sharma	Non-Promoter	128	0.032	2304
156	Dineshkumar S Rawlani	Non-Promoter	128	0.032	2304
157	Anushka Kantilal Thube	Non-Promoter	96	0.024	1728
158	Bandini Jay Shah	Non-Promoter	96	0.024	1728
159	Virender Singh Chib	Non-Promoter	64	0.016	1152
160	Hussain Taizoon Lokhandwala	Non-Promoter	64	0.016	1152
161	Rinku Ramratan Singh	Non-Promoter	64	0.016	1152
162	Dolly M Savlani	Non-Promoter	64	0.016	1152
163	Mandip Singh	Non-Promoter	64	0.016	1152

\*\* Valuation of Brantford Limited is Rs. 5608.34 Lakh consist of 397670 equity shares of Face value of Rs. 10 Each. Each Share valued at Rs. 1410.3 each. Under swap of Shares each share of the Company Rs. 78.35 at the Ratio of 18:1, eighteen shares of M/s. Aaswa Trading & Exports Ltd for one Share of Brantford Limited.

b) **Name of Proposed Allottee(s) belongs to EMF Clinic Private Limited:**

Sr. No.	Name of Proposed Allottee(s) belongs to EMF Clinic Private Limited (A)	Category (B)	No. of Shares in EMF Clinic Private Limited (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 78.35 per shares (Share exchange ratio)
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					<b>27:1)=C*27</b>
1	Umesh Kumar Sahay	Promoter	1,00,000	50.00	27,00,000
2	Abhishek Narbaria	Promoter	1,00,000	50.00	27,00,000

\*\* Valuation of EMF Clinic Private Limited is Rs. 4230.90 Lakhs consist of 200000 equity shares of Face value of Rs. 10 Each. Each Share valued at Rs. 2115.45 each. Under swap of Shares each share of the Company Rs. 78.35 at the Ratio of 27:1, one Share of EMF Clinic Private Limited entitle for Twenty-Seven Shares of the Company.

**“RESOLVED FURTHER THAT** the members be and hereby approved and take on record the valuation report of Mr. Bhavesh M. Rathod - IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708, dated March 30, 2023 and the suggested swap ratio connected with valuation of M/s. Aaswa Trading & Exports Ltd and M/s. Brantford Limited (CIN U70103PN2022PLC212974) ‘Target company-1’ as a going concern and Fairness Opinion dated March 30, 2023 - of Swaraj Shares and Securities Private Limited, SEBI registered Category -I Merchant Banker.”

**“RESOLVED FURTHER THAT** the members be and hereby approved and take on record the valuation report of Mr. Bhavesh M. Rathod - IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708, dated March 30, 2023 and the suggested swap ratio connected with valuation of M/s. Aaswa Trading & Exports Ltd and M/s. EMF Clinic Private Limited (CIN:U85100PN2020PTC190836) ‘Target company-2’ as a going concern and Fairness Opinion dated March 30, 2023 - of Swaraj Shares and Securities Private Limited, SEBI registered Category -I Merchant Banker.”

**“RESOLVED FURTHER THAT** the members be and is hereby accorded their consent to issue 1,25,58,060 (One Crore Twenty Five Lakh Fifty Eight Thousand Sixty) Equity Shares of the Company of face value of Re. 10/- (Rupee Ten) per Equity Share consisting of (a) 71,58,060 (Seventy One Lakh Fifty Eight Thousand Sixty) equity shares of face value of Rs.10/- each to the shareholders of M/s. Brantford Limited (CIN U70103PN2022PLC212974) ‘Target company-1’ and (b) 54,00,000 (Fifty Four Lakh) equity shares of face value of Rs.10/- each to the shareholders of M/s. EMF Clinic Private Limited (CIN U85100PN2020PTC190836) ‘Target company-2’ by way of swap of shares shall be subject to and in accordance with applicable laws, at such price determined and as per Chapter V of Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other provisions of the Companies Act, 2013 and rules framed thereunder at the prevailing time.”

**“RESOLVED FURTHER THAT** the members be and hereby take on record that the promoters of M/s. Aaswa Trading and Exports Limited and that of (a) Brantford Limited and (b) M/s. EMF Clinic Private Limited are same.”

**“RESOLVED FURTHER THAT** the issue of 1,25,58,060 (One Crore Twenty Five Lakh Fifty Eight Thousand Sixty) Equity Shares of the Company of face value of Re. 10/- (Rupee Ten) per Equity Share consisting of 71,58,060 (Seventy One Lakh Fifty Eight Thousand Sixty) equity shares of face value of Rs.10/- each to the shareholders of M/s. Brantford Limited (CIN U70103PN2022PLC212974) ‘Target company-1’ and 54,00,000 (Fifty Four Lakh) equity shares of face value of Rs.10/- each to the shareholders of M/s. EMF Clinic Private Limited (CIN U85100PN2020PTC190836) ‘Target company-2’ shall rank pari-passu with the existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 1,25,58,060 (One Crore Twenty Five Lakh Fifty Eight Thousand Sixty) equity shares would 29-03-2023 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 78.35 (Rupees Seventy-Eight and Thirty Five Paise Only).”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 1,25,58,060 (One Crore Twenty Five Lakh Fifty Eight Thousand Sixty) Equity Shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for consideration other than cash basis (Swap of Shares), at a price of Rs. 78.35/- (Rupees Seventy-Eight and Thirty Five Paise Only) per share (including premium of Rs. 68.35/- (Rupees Sixty Eight and Thirty Five Paise Only) as recomputed under the said Regulation to the person belongs to promoters and non-promoter group.”

**“RESOLVED FURTHER THAT** subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned equity shares by way of swap of shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

**“RESOLVED FURTHER THAT** in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- the preferential allotment consideration by way of swap of shares and on going concern basis;
- The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for consideration other than cash (swap of equity shares);



- c) The Equity Shares shall be allotted in one or more tranches, on reconciliation of accounts of target company-1 and Target company-2 and within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottees (i.e. the share holders of target company-1 and Target company-2) in de-materialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottees and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- g) The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares by way of swap of shares, as the case may be.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board and KMP be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary or desirable including without limitation to vary modify or alter any of the relevant terms and conditions including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of equity shares to be allotted to listed allottees and to provide any clarifications related to issue and allotment of equity shares listing of equity shares on Stock Exchange and authorised for preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings instruments and such other documents (including documents in connection with appointment of agencies intermediaries and advisors) and further to authorise all such persons as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) or to any committee to give effect to this resolution including execution of any documents on behalf of the Company and to appoint any professional, advisors, bankers, consultants, advocates, Company Secretary in Practice and advisors to represent the Company before any governmental ,SEBI, SE, MCA, ROC or any regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

“**AND RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement, appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the MCA and Registrar of Companies.”

**3. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 20,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 75,00,000/- (Rupees Seventy Five Lakh Only) divided into 7,50,000 (Seven Lakh Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 (Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing **Clause V.(a)** of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause 5.(a):

**5. (a)** The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each. Any share of the Original or increased capital may from time to time be issued with guarantee or any right of preference share whether in respect of dividend or of repayment of capital or both or any other special privileges or advantages over any shares previously issued or then about to be issued or with deferred or qualified rights as compared with any

shares previously issued or subject to any provisions or conditions and with any special right or without any right of voting and generally on such terms as the company may from time to time determine.

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

**4. TO APPOINT THE STATUTORY AUDITOR OF THE COMPANY DUE TO CASUAL VACANCY:**

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

**“RESOLVED THAT** pursuant to the provision of Section 139(8), 140(2), 142 of the Companies Act, 2013 and other applicable provisions, if any, of the Act as amended from time to time or any other law for the time being in force, approval of members be and is hereby accorded to appoint M/s. MEHRA GOEL & CO., Chartered Accountants (FRN.: 000517N) having their office at 505, Chiranjiv Towers, 43, Nehru Place, New Delhi 110019, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. MUKESH M. SHAH & CO., Chartered Accountants, the existing Statutory Auditors of the Company and to conduct the audit of the accounts for the financial year 2022-23 and shall hold the office as the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting and on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**5. TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Main Objects Clause of the Memorandum of Association (“MOA”) of the Company and the existing Clause III. (A), of the MOA of the Company be altered by replacing the following new clause III. (A) and accordingly, all the number in the clauses will be renumbered:

**III. (A)**

1. To carry on business of rendering real estate services, real estate broker and agent including but not limited to searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services and

To carry on business of lead generation, appraisal of properties and asset hiring and renting on lease or commission basis including but not limited to leasing and subleasing of commercial and residential properties/ unit(s), IT park, furniture and fixtures, etc.

**“RESOLVED FURTHER THAT** the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

**6. TO APPROVE CHANGE OF NAME OF THE COMPANY FROM AASWA TRADING AND EXPORTS LIMITED TO TRUSTCO (I) LIMITED:**

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

**“RESOLVED THAT** pursuant to section 4, 13 and 14 of the Companies Act, 2013, the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, and subject to the approvals of the central government, regulatory authorities, the existing name of the Company be changed from "Aaswa Trading and Exports Limited" to "**Trustco (I) Limited**".

**"RESOLVED FURTHER THAT** the name "Aaswa Trading and Exports Limited" wherever appearing in the Memorandum and Articles of Association and other documents etc. be substituted by the new name "**Trustco (I) Limited**"."

**"RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company, be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company."

**"RESOLVED FURTHER THAT** any Directors or Company Secretary be and are hereby severally authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary."

**7. TO CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM AHMEDABAD TO PUNE:**

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

**"RESOLVED THAT** pursuant to Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director, the registered office of the Company be shifted from the State of Gujarat to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Pune and accordingly, the Clause II of the Memorandum of Association of the Company be altered by substituting the following Clause:

**II.** The Registered Office of the Company will be situated in the State of Maharashtra. i.e. within the jurisdiction of the Registrar of Companies, Pune."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) and KMP of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, deeds, petitions, affidavits and writings and filing the same with the Registrar of Companies, Regional Director, State Government and any other Authority as may be necessary."

**8. TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GIVE GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary and subject to the compliance of applicable laws, the consent of the members be and is hereby accorded to the Board of Directors and the Audit Committee from time to time to:

- (a)** give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 750 Crores;
- (b)** Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 750 Crores; and
- (c)** Make investment and acquire by way of subscription, purchase or otherwise securities of M/s. BRANTFORD LIMITED and EMF CLINIC PRIVATE LIMITED body corporates wherein the promoter group has substantial interest by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 150 Crores;

**"RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as may be necessary and expedient for implementing and giving effect to this resolution."

**"RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement, appoint any professionals, advocate for above proposed

transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies, Ahmedabad, Gujarat.”

**9. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board subject to the approval of members of the company through this general meeting under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.750 Crores (Rupees Seven Hundred Fifty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

“**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint any professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies.”

**10. APPROVAL FOR RELATED PARTY TRANSACTIONS:**

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

“**RESOLVED that** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, subject to applicable provisions of Regulation 2(1)(zb) and Regulation 23(4) of SEBI (LODR), Regulations, 2015 and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Brantford Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for purchase of its entire businesses as a going concern by purchase of its entire issued capital consisting of 3,97,670 equity shares of face value of Rs.10/- each from their respective shareholders by issue of shares (swap of Shares), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 56,08,34,001/- (Rupees Fifty Six Crore Eight Lakh Thirty Four Thousand One Only) by and between the Company and the Promoter Group of the company on the terms as agreed between Board of Directors and based on the valuation report of M/s. Brantford Limited, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and as per provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

“**RESOLVED FURTHER THAT** approval of Shareholders be and is also hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with EMF Clinic Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for purchase of its entire businesses as a going concern by purchase of its entire issued capital consisting of 2,00,000 equity shares of face value of Rs.10/- each from their respective shareholders by issue of shares (swap of Shares), on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 42,30,90,000/- (Rupees Forty Two Crore Thirty Lakh Ninety Thousand Only) by and between the Company and the Promoter Group of the company on the terms as agreed between Board of Directors and based on the valuation report of M/s. EMF Clinic Private Limited, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and as per provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**11. TO REGULARISE/ APPOINT MR. UMESH KUMAR SAHAY (DIN: 01733060) AS DIRECTOR OF THE COMPANY;**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto

or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Umesh Kumar Sahay (DIN: 01733060), who was appointed as an Additional Director (Non-Executive - Non-Independent) of the Company with effect from December 2, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Umesh Kumar Sahay for the office of Director, be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**12. APPOINTMENT OF MR. UMESH KUMAR SAHAY (DIN: 01733060) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION:**

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

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director of the Company for a period of 5 (Five) years effective from April 29, 2023 to April 28, 2028, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.";

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Umesh Kumar Sahay (DIN: 01733060) during his term of appointment;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Umesh Kumar Sahay (DIN: 01733060) as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**13. TO REGULARISE / APPOINT MR. ABHISHEK NARBARIA (DIN: 01873087) AS DIRECTOR (NON-INDEPENDENT NON-EXECUTIVE) OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Abhishek Narbaria (DIN: 01873087), who was appointed as an Additional Director (Non-Executive - Non-Independent) of the Company with effect from December 16, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Abhishek Narbaria for the office of Director, be and is hereby appointed as Director of the Company, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice."

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Abhishek Narbaria (DIN: 01873087) during his term of appointment;

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**14. TO REGULARISE / APPOINT MR. NIKHIL BHUTA (DIN: 02111646) AS DIRECTOR (NON-INDEPENDENT NON-EXECUTIVE) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Nikhil Bhuta (DIN: 02111646), who was appointed as an Additional Director (Non-Executive - Non-Independent) of the Company with effect from December 16, 2022 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Nikhil Bhuta for the office of Director, be and is hereby appointed as Director of the Company, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.”

**RESOLVED FURTHER THAT** the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Nikhil Bhuta (DIN: 02111646) during his term of appointment;

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**15. TO REGULARISE / APPOINT MRS. GAYATHRI SRINIVASAN IYER (DIN: 09054785) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Gayathri Srinivasan Iyer (DIN: 09054785), who was appointed as an Additional Director designated as an Independent Woman Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Woman Director of the Company and who hold office for first term of 5 (Five) consecutive years with effect from December 16, 2022 to December 15, 2027 and that she shall not be liable to retire by rotation;;

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**16. TO REGULARISE / APPOINT MR. RAJESH CHANDRAKANT VAISHNAV (DIN: 00119614) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614), who was appointed as an Additional Director designated as an Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company and who hold office for first term of 5 (Five) consecutive years with effect from December 16, 2022 to December 15, 2027 and that he shall not be liable to retire by rotation; and

**RESOLVED FURTHER THAT** any one of the Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**17. TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, either in rupees or in

such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs.7,50,00,00,000/- (Rupees Seven Hundred Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** pursuant to Section 180(1) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.7,50,00,00,000/- (Rupees Seven Hundred Fifty Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

#### **18. ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013:**

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for the following:

- (i) The existing Numbering of Clauses of Memorandum is to be changed from I, II, III, IV and V to 1, 2, 3, 4,5 and 6 where 6 number to be given to the subscriber clause as content and per format given in Table -A.
- (ii) The Nomenclature of Clause III. [A] "MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:" of existing Memorandum of Association of the Company be replaced with, Clause 3. (a) "The Objects to be pursued by the Company on its Incorporation are:"
- (iii) The Nomenclature of Clause III. [B] "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" of existing Memorandum of Association of the Company be replaced with, Clause 3. (b) "Matters which are necessary for furtherance of the Objects specified in Clause 3 (a) are:"
- (iv) For Replace of the words "Section 58A of the Companies Act, 1956" from the existing Clause III (B). 23 and substituting in its place "Section 73 to 76 of the Companies Act, 2013".
- (v) For Replace of the words "the Companies Act, 1956" from the existing Clause III (B). 32 and substituting in its place "the Companies Act, 2013".
- (vi) For delete clause No. III. (B). 41 & 42 and numbering of all clauses be renumbered accordingly.
- (vii) The Clause IV. "The liabilities of the members is limited" of existing Memorandum of Association of the Company be replaced with, Clause 4. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

**RESOLVED FURTHER THAT** the existing clause III (C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety. Accordingly, Memorandum of Association will no longer carry 'OTHER OBJECTS'.

**RESOLVED FURTHER THAT** any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office:  
32, Milan Park Society,  
Nr. Jawahar Chowk, Maninagar,  
Ahmedabad- 380008  
Date: March 30, 2023  
Place: Ahmedabad

**By Order of the Board of Directors  
For Aaswa Trading And Exports Limited**

**Sd/-  
Umesh Kumar Sahay  
Director  
DIN: 01733060**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
3. PROXIES IN ORDER TO BE VALID, SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING AT THE REGISTERED OFFICE AT 32, MILAN PARK SOCIETY, NEAR JAWAHAR CHOWK, MANINAGAR, AHMEDABAD 380008 OR AT CORPORATE OFFICE AT 6<sup>TH</sup> FLOOR, VB CAPITOL BUILDING, RANGE HILL ROAD, OPP. HOTEL SYMPHONY, BHOSLENAGAR, SHIVAJINAGAR, PUNE 411007.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Link Intime India Private Limited as the Registrar & Share Transfer Agent, having their office at 506-508, Amarnath Business Centre (abc-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off. C. G. Road, Ellisbridge, Ahmedabad-380006.
6. Members are requested to notify immediately any change in their address:
  - b. To their Depository Participants (Dps) in respect of their electronic share accounts, and
  - c. To the share transfer agent M/s. Link Intime India Private Limited having their office at 506-508, Amarnath Business Centre (abc-1), Beside Gala Business Centre, Near St. Xavier's College Corner, Off. C. G. Road, Ellisbridge, Ahmedabad-380006.
7. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting place.
8. Members desirous of obtaining any information forming part of this notice of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
9. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
10. Members are requested to carry the copy of the notice of the Extraordinary General Meeting sent to them. Electronic copy of the notice is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a printed copy of the same. For members who have not registered their email address, physical copies of the notice is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Notices etc. from the Company electronically.
11. Members may also note that the notice of the Extraordinary General Meeting will also be available on the Company's website [www.aaswatradings.in](http://www.aaswatradings.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the notice of the Extraordinary General Meeting at the time of attending the Extraordinary General Meeting.
12. Information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the EGM, is furnished below. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.

**Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.**

### **Voting through Electronic Means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

**The instructions for shareholders voting electronically are as under:**



- (i) **The voting period begins on Wednesday, 26<sup>th</sup> April, 2023 at 9:00 a.m. (IST) and end on Friday, 28<sup>th</sup> April, 2023 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> April, 2023 (Saturday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Now to cast your vote: Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "AASWA TRADING AND EXPORTS LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The Company has appointed M/s. Sachapara & Associates, Practicing Company Secretaries (C.P. No. 22177) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiii) In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

Registered Office:  
32, Milanpark Society,  
Nr. Jawahar Chowk,  
Maninagar, Ahmedabad 380008.  
Date: March 30, 2023  
Place: Ahmedabad

**By Order of the Board of Directors  
For Aaswa Trading and Exports Limited**

**Sd/-  
Umesh Kumar Sahay  
Director  
DIN: 01733060**

**EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

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**ITEM NO. 1: ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013.**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and some regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Considering this position, it is decided to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The Board at its meeting held on March 30, 2023 has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in Item No. 1 of the Notice for approval of the Members.

A copy of the proposed set of new AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

**ITEM NO. 2: PREFERENTIAL ISSUE OF 1,25,58,060 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF (A) M/S. BRANTFORD LIMITED (CIN U70103PN2022PLC212974) AND (B) EMF CLINIC PRIVATE LIMITED (CIN U85100PN2020PTC190836).**

**Aaswa Trading & Exports Ltd** is into Trading & Distributors. The management of the company was taken over through an Open offer under Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The Present promoter of the company consist of 5,00,720 equity shares along with PAC's 69.54% of shares in the company.

The Present paid up capital of the Company consist of 7,20,000 Equity shares of face value of Rs 10/- each aggregating Rs. 72,00,000. The Board has appointed M/r. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 30-03-2023, the valuation of each share is Rs. 78.35/- of face value of Rs 10/- each.

A. The Board proposes to acquire 3,97,670 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. Brantford Limited (CIN U70103PN2022PLC212974) (herein after referred "Brantford" alternately as "Target Company No.1").

Brantford Limited is engaged in the business of:

- i. To carry on business of rendering real estate services, real estate broker and agent including but not limited to searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services and
- ii. To carry on business of lead generation, appraisal of properties and asset hiring and renting on lease or commission basis including but not limited to leasing and subleasing of commercial and residential properties/ unit(s), IT park, furniture and fixtures, etc.

M/s. Brantford Limited is a Closely held public Limited Company incorporated under the Companies Act, 2013 (CIN: U70103PN2022PLC212974) having its Registered Office at Unit No 1, 6th Floor, VB Capitol S No 209, (P) CTS Pune 411007, engaged in the business activity as stated above.

The Board of Directors of the Company has appointed M/r. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 30-03-2023 the valuation of each share of face value of Rs 10/- each is of Rs. 78.35/-.

As per the valuation report each share of face value of Rs.10/- each of Brantford Limited as on date of valuation comes to Rs. 1410.30/- Hence for acquiring 3,97,670 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. Brantford Limited the company needs to pay Rs. 56,08,34,001/-.

The Board after due deliberation at their meeting held on 30-03-2023 decided to acquire 3,97,670 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. Brantford Limited. The company needs to issue 71,58,060 equity shares by way of swap of shares and to the ultimate shareholders of M/s. Brantford Limited in lieu of the purchase consideration of Rs. 56,08,34,001/-.

- B. The Board proposes to acquire 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. EMF Clinic Private Limited (CIN U85100PN2020PTC190836) (herein after referred "Brantford" alternately as "Target Company No.2"). EMF Clinic Private Limited is engaged in the business of:

- iii. To carry on in India or elsewhere, independently or through a network of franchisees, the business of promotion, designing, establishing, running, managing, constructing, maintaining, organizing, owning, subsidizing, investing in multi-speciality modern hospitals, dispensaries, clinics, laboratories, nursing homes, medical diagnostic centres, health centres, health clubs and other similar establishments and to act as consultants to a network of franchises in rendering operation, technical, financial and managerial assistance, including but not limited to the design, development, operation, maintenance and modification of proprietary database of information pertaining to the operations, of the franchisees, the provision of software and technical support for networking the franchisees with proprietary database for ensuring compliance with the quality standards established by the company for the operations of its franchisees and to design, develop, manufacture, import, export, buy, sell, store, formulate, maintain and deal in any kind of pharmaceuticals, chemicals, medicine, drugs, equipment, instrumentation and other related products for hospitals, dispensaries, clinics, laboratories, nursing homes, medical centers, diagnostic centers, health centers, health clubs and other similar establishments and to undertake, promote, assist or engage in all kinds of research and development work, including but not limited to medical and bio-technological research, required to promote, assist or engage in setting up hospitals and facilities for manufacturing medical equipment and to set up research laboratories, research and development centers and experimental workshop and to purchase and acquire any equipment and instruments required for carrying out research of any kind which is likely to assist any business which the LLP is authorized to carry on and to educate and train medical students, nurses paramedical staff and hospital administrators and to grant, provide or contribute to the award of stipends, scholarships, prizes and grants or any other assistance, monetary or otherwise, to further the course of medicine, to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind which are likely to assist any business which the company is authorized to carry on.

M/s. EMF Clinic Private Limited is a Closely held private Limited Company incorporated under the Companies Act, 2013 (CIN: U85100PN2020PTC190836) having its Registered Office at 7th floor, Marigold Premises, Marisoft Tower 3, East wing, Kalyani Nagar, Pune 411014, engaged in the business activity as stated above since last more than 2 years.

The Board of Directors of the Company has appointed M/r. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 30-03-2023 the valuation of each share of face value of Rs 10/- each is of Rs. 78.35/-.

As per the valuation report each share of face value of Rs.10/- each of EMF Clinic Private Limited as on date of valuation comes to Rs. 2115.45/- Hence for acquiring 2,00,000 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. EMF Clinic Private Limited the company needs to pay Rs. 43,87,60,000/-.

The Board after due deliberation at their meeting held on 30-03-2023 decided to acquire 200,000 Equity shares of Rs. 10/- i.e. 100% equity shares of EMF Clinic Private Limited the company needs to issue 54,00,000 equity shares by way of swap of shares and to the ultimate shareholders of EMF Clinic Private Limited in lieu of the purchase consideration of Rs. 43,87,60,000/-.

- C. This swap of shares need the approval of the Shareholders under the companies Act, 2013 read with rules framed there under and prior approval of the Stock Exchange (BSE) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and compliance of applicable provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India ("Issue of Capital and Disclosure Requirements") Regulations, 2018 as amended (The "SEBI ICDR Regulations").
- D. In accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the subject to necessary approvals, the Company will allot 1,25,58,060 Equity Shares of Re. 10/- each of M/s. Aaswa Trading and Exports Limited to respective shareholders of M/s. Brantford Limited and M/s. EMF Clinic Private Limited through Preferential allotment (swap of shares) in proportionate.

The Board of Directors of your Company has passed Board Resolution on 30-03-2023 to issue and allot 1,25,58,060 Equity shares of Rs. 10/- each at an issue price of Rs. 78.35/- each (at a premium of Rs. 68.35/- per share) amounting to 98,39,24,001/- (Rupees Ninety Eight Crore Thirty Nine Lakh Twenty Four Thousand One only) on preferential basis to the shareholders of Brantford Limited and EMF Clinic Private Limited in proportion to their respective shareholding in the Brantford Limited and EMF Clinic Private Limited for consideration other than cash i.e., swap of Equity shares by allotment of above said equity shares through preferential basis to augment future prospects of the Company.

The company is in receipt of letters from the proposed allottees undertaking to contribute to their respective shares after appropriate procedural aspects are completed.

**Objects of the Acquisition:**

The company could not able to reach a remarkable business growth because of proper business growth plan. The Board decided to take M/s. Brantford Limited whose business activities more or less similar to the existing business activities of the Company.

The Board considering the Pharma growth across the Board and minimize its business risk decided to acquire EMF Clinic Private Limited a proven profit-making Pharma company.

Also, this proposed allotment will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this conversion and issue of new shares, the wealth of the Shareholders and other stake holders will increase.

**COMPLAINCES AS PER SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018:**

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the equity shares allotted by way of preferential issue (including the shares issued by way of conversion of loan) shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form;
- d. The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
- e. the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceeding the relevant date and also not willful defaulters or their any prohibition to subscribe the shares.

The Board of Directors of the Company in their meeting held on 30-03-2023, approved raising of funds aggregating upto Rs. 98,39,24,001/- (Rupees Ninety Eight Crore Thirty Nine Lakh Twenty Four Thousand One only) by way of issuance of upto 1,25,58,060 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 78.35/- per Equity Share by way of swap of shares to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis by way of swap of shares.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 98,39,24,001/- by way of issue and allotment of 1,25,58,060 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 78.35/- per Equity Share for consideration other than cash by way of swap of shares, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of ICDR Regulations, are set out below:

(i) **Capital of the Company:**

\*The Authorized capital of the Company consists of 750,000 equity shares of face value of Rs.10/- each aggregating to Rs. 75,00,000/-

At present the paid-up capital of the company consist of 7,20,000 equity shares of face value of Rs.10/- each aggregating to Rs. 72,00,000/-.

**\* The Authorized capital of the Company is presently not-adequate to absorb the proposed issue, we will increase the authorized capital to meet the enhance capital through preferential issue by way of swap of shares.**

The Present issue consists of 1,25,58,060 equity shares of Rs. 10/- each. Post allotment of this preferential issue of 1,25,58,060 equity shares of Rs. 10/- each the paid-up capital of the company will be 1,32,78,060 equity shares of face value of Rs. 10/- each aggregating Rs. 13,27,80,600. The proposed allottee's consist of 6 Body Corporates, 2 LLP, 3 HUF, 1 FUND and 151 Individuals.

(ii) **Date of Board Resolution:**

March 30, 2023.

(iii) **Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 SEBI (ICDR) Regulations, 2018 is 29-03-2023, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) **The Objects of the issue through preferential issue (other than cash):**

- a. For expansion and development of business operations of the Company/subsidiaries/associates/joint ventures and for the purpose of meeting its working capital requirements and any other purpose related to the business expansion.
- b. Enlarge its proposed core businesses in the real estate and related infrastructure on outright or lease basis for various industries;
- c. Invest in technology, human resources and working capital to support the Businesses of the Company.
- d. Purchase of machineries, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries.
- e. Expansion of business including searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services.
- f. This proposed allotment will help the company to improve its debt–equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.
- g. The Minority shareholders (public) will be benefited from this allotment. Both the target companies have proven track records. The minority shareholders will be benefited from the projected profits of the Company post acquisition. This two target companies accounts under the existing accounting standard will be consolidated post acquisition.
- h. The promoters of M/s. Aaswa Trading and Exports Limited (“the Company”) as well as Brantford Limited (CIN U70103PN2022PLC212974) and EMF Clinic Private Limited (CIN U85100PN2020PTC190836) are the same. The Capital and Business acumen of M/s. Brantford Limited and M/s. EMF Clinic Private Limited, will provide an additional capital to M/s. Aaswa Trading and Exports Limited, as a whole, to expand the businesses due to capital crunch in the company i.e. M/s. Aaswa Trading and Exports Limited could not able to scale up its businesses.
- i. The takeover of the management control and entire stake of M/s. Brantford Limited and M/s. EMF Clinic Private Limited on a going concern basis will result in growth in turnover of M/s. Aaswa Trading and Exports Limited which in-turn will yield higher return on net worth.
- j. With this arrangement the promoter and directors of the Company will be able to concentrate moretime in business activity as a single group entity and thus will result in overall reduction in overhead and maintenance cost and optimize their productivity:
  - i. Strengthen the Net worth of the Company (by way of consolidation of accounts of subsidiaries)
  - ii. Exploring more business in single streamline business activity and doing pharma business to reduce the market risk.
  - iii. Overall reduction in fixed overhead and maintenance cost
  - iv. Increasing in Turnover Sales and profit
  - v. Yielding in Higher return on Capital Employed and
  - vi. doing Pharma Business to reduce Market Risk
- k. The company, M/s. Aaswa Trading and Exports Limited will not cash out for this takeover, as they will be issuing shares by swap basis to the shareholders of M/s. Brantford Limited and M/s. EMF Clinic Private Limited and the valuation is advantageous to the listed company and its minority shareholders.

(v) **The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of upto 1,25,58,060 Equity shares by way of swap of shares of face value of 10/- (Rupees Ten only) each at an issue price of 78.35/- (Rupees Seventy Eight and Thirty Five Paise only) per equity share each, in one or more tranches, for an aggregate amount of Rs. 98,39,24,001 (Rupees Ninety Eight Crore Thirty Nine lakh Twenty Four Thousand and One only) on preferential basis to promoters and non-promoters of Brantford Limited and EMF Clinic Private Limited.

(vi) **Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 165\* of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Mr. Bhavesh M. Rathod - IBBI Registered valuer having Registration No. IBBI/RV/06/2019/10708 dated 30-03-2023 and same is available at the website of the company at [http://www.aaswatrading.in/investors/Preferential\\_issue\\_2023-24](http://www.aaswatrading.in/investors/Preferential_issue_2023-24) and also available at the registered office of the company.

The Company has also obtained fairness opinion on the above said valuation report from Swaraj Shares and Securities Private Limited dated 30-03-2023 from Swaraj Shares and Securities Private Limited, SEBI Registered Category- I Merchant Banker.

**(\*As the shares of the company it is infrequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the last 240 trading days).**

**Valuation Reports of Brantford Limited :**

(a) Registered Independent Valuer – Mr. Bhavesh M. Rathod - having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 has issued Valuation Report on 30-03-2023; and

(b) SEBI Registered Category I Merchant Banker- Swaraj Shares and Securities Private Limited, having branch office at 304, A Wing, 215 Atrium Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai – 400093, Maharashtra, have issued Valuation Report on 30-03-2023. Same is available at the registered office of the company.

**Valuation Reports of EMF Clinic Private Limited:**

(a) Registered Independent Valuer – Mr. Bhavesh M. Rathod - having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 has issued Valuation Report on 30-03-2023; and

(b) SEBI Registered Category I Merchant Banker- Swaraj Shares and Securities Private Limited, having branch office at 304, A Wing, 215 Atrium Near Courtyard Marriot, Andheri Kurla Road, Andheri East, Mumbai – 400093, Maharashtra, have issued Valuation Report on 30-03-2023. Same is available at the registered office of the company.

Based on the Valuations provided by the above said valuer(s), the Board has decided the price of equity shares to be issued at Rs. 78.35/- including a premium of Rs. 68.35/- per equity share of Face Value of Re.10/- each in accordance with provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Exchange method:**

The Company is issuing Equity shares to identified persons on preferential basis for consideration other than cash, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Considering the valuation reports and mutual consultation with the promoter of the Company and investors, the Board of directors of the Company has approved and passed the resolution for issue of 1,25,58,060 Equity shares valued at Rs. 78.35 /- (Rupees Seventy Eight and Thirty Five Paise only) each for issue of one equity shares of face vale of Rs.10/- each of the company for consideration other than cash i.e., by way of swap of shares.

(vii) **Pricing:**

The issue price of Rs. 78.35/- Per share of face value of Rs.10/- each and is in accordance with regulation 165 read with Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is 29-03-2023.**

The Valuation is Rs. 78.38/- per equity share as per regulation 165 read with Regulation 163(3) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

**Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: NA**

**Regulation 166A (1): Other conditions for pricing:\*NA**

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price: NA

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

Considering the aforesaid requirements under Regulation 165 & 166A(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Articles of Association of the Company, we have determined the Fair Value of Equity Shares as per Regulation 165 read with Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and the fair price for subscription as per their valuation report will be Rs. 78.35/- per equity shares of a face value of Rs. 10/- each.

\*None of the proposed allottees is going to have more than five percent of the post issue fully diluted share capital of the issuer.

**(viii) DETAILS OF SWAP OF SHARES:****SWAP OF EQUITY SHARES OF BRANTFORD LIMITED: -**

The Board after due deliberation at their meeting held on 30-03-2023 decided to acquire 3,97,670 Equity shares of Rs. 10/- i.e. 100% equity shares of M/s. Brantford Limited. The company needs to issue 71,58,060 equity shares by way of swap of shares and to the ultimate shareholders of M/s. Brantford Limited in lieu of the purchase consideration of Rs. 56,08,34,001/- and the details are as under:

Sr. No.	Name of Proposed Allottee(s) belongs to Brantford Limited (A)	Category (B)	No. of Shares in Brantford LIMITED (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 78.35 per shares (Share exchange ratio 18:1) = C*18
1	Umesh Kumar Sahay	Promoter	74,998	18.859	1349964
2	Abhishek Narbaria	Promoter	74,997	18.859	1349946
3	Akalpita Surendra Bedkihal	Promoter	1	0.000	18
4	Kedar Arvind Kulkarni	Promoter	1	0.000	18
5	Amit Narbaria	Promoter	1	0.000	18
6	Aditi Umesh Sahai	Promoter	1	0.000	18
7	Nikhil Dilipbhai Bhuta	Promoter	1	0.000	18
8	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	32547	8.184	585846
9	Chirag Karsandas Bathia	Non-Promoter	16072	4.042	289296
10	Morde Foods Private Limited	Non-Promoter	12764	3.210	229752
11	Shilpa Ben Mahesh Kumar Shah	Non-Promoter	11806	2.969	212508
12	Sandeep Shridhar Ghate	Non-Promoter	11322	2.847	203796
13	Amogh Girish Brahme	Non-Promoter	10714	2.694	192852
14	Aakash Haresh Savlani	Non-Promoter	10714	2.694	192852
15	Vineet Arora	Non-Promoter	9186	2.310	165348
16	Kulbhushan Parashar	Non-Promoter	5357	1.347	96426
17	Priti Umesh Khimji	Non-Promoter	4787	1.204	86166
18	Aditya Sahaya	Non-Promoter	3510	0.883	63180
19	Bridgemonte Advisors Pvt Ltd	Non-Promoter	3191	0.802	57438
20	Nikhil Tyagi	Non-Promoter	3191	0.802	57438
21	Annapurna Sridhar	Non-Promoter	2872	0.722	51696
22	Jayaraman Vishwanathan	Non-Promoter	2872	0.722	51696
23	Marietta Barreto	Non-Promoter	2872	0.722	51696
24	Vikas Arora	Non-Promoter	2872	0.722	51696
25	Jyoti Ketan Vakharia	Non-Promoter	4148	1.04	74664



26	Rajesh Chandrakant Vaishnav	Non-Promoter	2872	0.722	51696
27	Kunal Deepak Agashe	Non-Promoter	2553	0.642	45954
28	Amit Agarwal	Non-Promoter	2552	0.642	45936
29	Tatavarthy Chinna Venkata Narasimha Rao	Non-Promoter	2234	0.562	40212
30	Amritaanshu Agrawal	Non-Promoter	2234	0.562	40212
31	Jaideep T Arora	Non-Promoter	2042	0.513	36756
32	Dipti Prashant Mehta	Non-Promoter	1596	0.401	28728
33	Vanshika Gaur	Non-Promoter	1596	0.401	28728
34	Prashant Tandon	Non-Promoter	1596	0.401	28728
35	Anurag Malhotra	Non-Promoter	1596	0.401	28728
36	Gaurav Kumar	Non-Promoter	1596	0.401	28728
37	Harshal Chadnrakant Morde	Non-Promoter	1595	0.401	28710
38	Kalawati Kishor Thakkar	Non-Promoter	1595	0.401	28710
39	Vijaya Arvind Kulkarni	Non-Promoter	1595	0.401	28710
40	Nergis Gaurav Parikh	Non-Promoter	1595	0.401	28710
41	Manish Kumar Jain	Non-Promoter	1595	0.401	28710
42	Setu Securities Pvt Ltd	Non-Promoter	1595	0.401	28710
43	Vishal Vasanttrao Kokadwar	Non-Promoter	1595	0.401	28710
44	Savio Gerard Pinto	Non-Promoter	1595	0.401	28710
45	Shanti Kaliappan	Non-Promoter	1595	0.401	28710
46	Mohit Vinodkumar Agrawal	Non-Promoter	1595	0.401	28710
47	Vinodkumar Grover	Non-Promoter	1595	0.401	28710
48	Madhu Devi	Non-Promoter	1595	0.401	28710
49	Vishal Ulhas Dhumal	Non-Promoter	1436	0.361	25848
50	Rohan Vinay Pai	Non-Promoter	1436	0.361	25848
51	Vinay Vithal Pai	Non-Promoter	1436	0.361	25848
52	Sarod Reality Private Ltd.	Non-Promoter	1436	0.361	25848
53	Niloufer Ebrahim	Non-Promoter	1436	0.361	25848
54	Vikash Kumar Choudhary	Non-Promoter	1276	0.321	22968
55	Manoj S Laungani HUF (HUF)	Non-Promoter	1276	0.321	22968
56	Manish Hathiramani	Non-Promoter	1276	0.321	22968
57	Vikas Dixit	Non-Promoter	1276	0.321	22968
58	Dsouza Brian	Non-Promoter	1250	0.314	22500
59	Ranjan Kant	Non-Promoter	1085	0.273	19530
60	Kimsuk Krishna Sinha	Non-Promoter	958	0.241	17244
61	Talib Zafar	Non-Promoter	957	0.241	17226
62	Parul Aggarwal	Non-Promoter	957	0.241	17226
63	Atul Kumar Gupta	Non-Promoter	957	0.241	17226
64	Deepak Agashe HUF (HUF)	Non-Promoter	957	0.241	17226
65	Puja Amol Peshwe	Non-Promoter	893	0.225	16074
66	Deepak Kishin Manik	Non-Promoter	862	0.217	15516
67	Ingenius Investment Advisors Llp	Non-Promoter	830	0.209	14940
68	Chandana Agarwal	Non-Promoter	638	0.160	11484
69	Sachin Popatlal Nahar	Non-Promoter	638	0.160	11484
70	Ashok Kumar Bhawsinghka (Huf)	Non-Promoter	638	0.160	11484
71	Nilesh Rameshchandra Agrawal	Non-Promoter	638	0.160	11484
72	Atmanand Sharma	Non-Promoter	638	0.160	11484
73	Vivek Doda	Non-Promoter	638	0.160	11484
74	Rajashri Laxmikant Anturlikar	Non-Promoter	638	0.160	11484
75	Manish Kumar	Non-Promoter	638	0.160	11484
76	Reshma Rajan	Non-Promoter	638	0.160	11484
77	Mukesh Nagindas Bhayani	Non-Promoter	638	0.160	11484
78	Kingsman Wealth Management Private Limited	Non-Promoter	638	0.160	11484
79	Rashmi Yashdeep Joshi	Non-Promoter	638	0.160	11484
80	Ashish Poddar	Non-Promoter	638	0.160	11484
81	Padmani Manek	Non-Promoter	638	0.160	11484
82	Vivek Joshi	Non-Promoter	638	0.160	11484
83	Sumangla Kachawa	Non-Promoter	638	0.160	11484
84	Shrividya Kachawa	Non-Promoter	638	0.160	11484
85	Shalaka Gangolli	Non-Promoter	638	0.160	11484
86	Ratnesh Mehra	Non-Promoter	638	0.160	11484
87	Sanjeev Kumar Singh	Non-Promoter	638	0.160	11484
88	Shailendra Poddar	Non-Promoter	638	0.160	11484

89	Nilav Nirad	Non-Promoter	638	0.160	11484
90	Sourav Choudhary	Non-Promoter	638	0.160	11484
91	Sarita Digumarti	Non-Promoter	638	0.160	11484
92	Sachin Goel	Non-Promoter	638	0.160	11484
93	Sanjay Eknath Bhosale	Non-Promoter	628	0.158	11304
94	Arti Singh Chauhan	Non-Promoter	511	0.128	9198
95	Santosh Rajaram Dhanawade	Non-Promoter	500	0.126	9000
96	Sahadev Baban Tavade	Non-Promoter	500	0.126	9000
97	Keshav Gopal Pawar	Non-Promoter	500	0.126	9000
98	Krishna Prasad Pandey	Non-Promoter	500	0.126	9000
99	Mangina S Rao	Non-Promoter	500	0.126	9000
100	Debashish Ghoshal	Non-Promoter	500	0.126	9000
101	Purnima Singh	Non-Promoter	447	0.112	8046
102	Vinit Bipin Shah	Non-Promoter	382	0.096	6876
103	Sameer Vasant Morde	Non-Promoter	320	0.080	5760
104	Vikrant Jaikishore Bajjal	Non-Promoter	320	0.080	5760
105	Learning Universe Llp	Non-Promoter	319	0.080	5742
106	Sandeep Nanabhau Doke	Non-Promoter	319	0.080	5742
107	Ashwini Sagar Dhomse	Non-Promoter	319	0.080	5742
108	Anjali Mahesh Chaudhari	Non-Promoter	319	0.080	5742
109	Rekha Surendra Agrawal	Non-Promoter	319	0.080	5742
110	Akshita Romit Shah	Non-Promoter	319	0.080	5742
111	Comet Investments Private Limited	Non-Promoter	319	0.080	5742
112	Uday Madhav Naik	Non-Promoter	319	0.080	5742
113	Rajat Jain	Non-Promoter	319	0.080	5742
114	Manoj Damodar Purohit	Non-Promoter	319	0.080	5742
115	Sushma Dhingra	Non-Promoter	319	0.080	5742
116	Pranav Navinchandra Doctor	Non-Promoter	319	0.080	5742
117	Laddha Nikhil Rameshkumar	Non-Promoter	319	0.080	5742
118	Shridhar Salunke	Non-Promoter	319	0.080	5742
119	Varun Jain	Non-Promoter	319	0.080	5742
120	Rajiv Sodhani	Non-Promoter	319	0.080	5742
121	Vinita Satish Laddha	Non-Promoter	319	0.080	5742
122	Kanwar Vivek	Non-Promoter	319	0.080	5742
123	Mahesh Ashok Morde	Non-Promoter	256	0.064	4608
124	Rahul Mohan Savlani	Non-Promoter	255	0.064	4590
125	Rahul Ramakant Jadhav	Non-Promoter	224	0.056	4032
126	Reshma Nilesh Thorat	Non-Promoter	191	0.048	3438
127	Meghana More	Non-Promoter	191	0.048	3438
128	Mayur Prakash Kardile	Non-Promoter	191	0.048	3438
129	Ravikumar Ashwinbhai Sharma	Non-Promoter	191	0.048	3438
130	Kannan Krishnamurti Naidu	Non-Promoter	191	0.048	3438
131	Sunny Hareesh Savlani	Non-Promoter	191	0.048	3438
132	Sanjay Bhivsen Morde	Non-Promoter	160	0.040	2880
133	Manoj Dattatray Ghule	Non-Promoter	160	0.040	2880
134	Ladhani N Hardeek	Non-Promoter	160	0.040	2880
135	Manali Ankush Morde	Non-Promoter	160	0.040	2880
136	Mangesh S Shete	Non-Promoter	160	0.040	2880
137	Vikas Digambar Gaikwad	Non-Promoter	160	0.040	2880
138	Supriya Tejas Bhoite	Non-Promoter	160	0.040	2880
139	Ankush Ashok Morde	Non-Promoter	160	0.040	2880
140	Jagruti Atul Shah	Non-Promoter	160	0.040	2880
141	Ritu Atul Shah	Non-Promoter	160	0.040	2880
142	Pawan Manojkumar Mohnani	Non-Promoter	160	0.040	2880
143	Rajesh Navinchandra Shah	Non-Promoter	159	0.040	2862
144	Parul Kartik Vakharia	Non-Promoter	128	0.032	2304
145	Rajesh Poojary	Non-Promoter	128	0.032	2304
146	Arun Mafatlal Prajapati	Non-Promoter	128	0.032	2304
147	Neha Agrawal	Non-Promoter	128	0.032	2304
148	Suyash Pravin Badjate	Non-Promoter	128	0.032	2304
149	Anuj Vishnoi	Non-Promoter	128	0.032	2304

150	Kamaldeep Singh	Non-Promoter	128	0.032	2304
151	Gorkey Patwal	Non-Promoter	128	0.032	2304
152	Makhijani Ashish Surjeet	Non-Promoter	128	0.032	2304
153	Ankita Chopra	Non-Promoter	128	0.032	2304
154	Rinku Savlani	Non-Promoter	128	0.032	2304
155	Versha Sharma	Non-Promoter	128	0.032	2304
156	Dineshkumar S Rawlani	Non-Promoter	128	0.032	2304
157	Anushka Kantilal Thube	Non-Promoter	96	0.024	1728
158	Bandini Jay Shah	Non-Promoter	96	0.024	1728
159	Virender Singh Chib	Non-Promoter	64	0.016	1152
160	Hussain Taizoon Lokhandwala	Non-Promoter	64	0.016	1152
161	Rinku Ramratan Singh	Non-Promoter	64	0.016	1152
162	Dolly M Savlani	Non-Promoter	64	0.016	1152
163	Mandip Singh	Non-Promoter	64	0.016	1152

**SWAP OF EQUITY SHARES OF EMF CLINIC PRIVATE LIMITED: -**

The Board after due deliberation at their meeting held on 30-03-2023 decided to acquire 200,000 Equity shares of Rs. 10/- i.e. 100% equity shares of EMF Clinic Private Limited. The company needs to issue 54,00,000 equity shares by way of swap of shares and to the ultimate shareholders of EMF Clinic Private Limited in lieu of the purchase consideration of Rs. 42,30,90,000/-.

Sr. No.	Name of Proposed Allottee(s) belongs to EMF Clinic Private Limited (A)	Category (B)	No. of Shares in EMF Clinic Private Limited (C)	% (D)	**No. of shares of the Company proposed to be allotted for the Acquisition of Shares by way of swap @ Rs. 78.35 per shares (Share exchange ratio 27:1)=C*27
1	Umesh Kumar Sahay	Promoter	1,00,000	50.00	27,00,000
2	Abhishek Narbaria	Promoter	1,00,000	50.00	27,00,000

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

The Company has not made any preferential allotment during the current financial year 2023-24. Under this present preferential allotment, the company will allot 1,25,58,060 equity shares of the company to 163 (which includes 1. Umesh Kumar Sahay and 2. Abhishek Narbaria ,both are common allottees for the target companies) no of allottees.

(x) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 1,25,58,060.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottees up to 12,558,060 Equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of the Regulations.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The proposed allottees are also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

(xi) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

Part of the preferential issue of shares is being made to the Specified Allottees who are belongs to the Promoters of the Company and form part of the Promoter Group of the Company and connected with any Key Managerial Person and Directors of the Company. Even after this preferential issue there will be no change in the management of the company.

(xii) **Proposed Allottee's:**

The name, Address, Category and PAN no of the proposed allottees are under:

**OF BRANTFORD LIMITED:**

Sr. No.	Name	Category	PAN	Address
1	Umesh Kumar Sahay	Promoter	BOIPS8195D	Flat No A 308 Survey No 22, Pristine Fontana, Behind Maratha Mandir, Pune, 411021
2	Abhishek Narbaria	Promoter	AFXPN5866M	Abhishek Narbaria Karan Gold Coast S No 329, Bavdhan, Budruk, Bavdhan Opp Crystal Honda Showroom Pune 411021
3	Akalpita Surendra Bedkihal	Promoter	ATQPB3463K	Flat 603 Bldg A Suvarnapark, Society Nr Maratha Mandir Hall, Bavdhan, Pune 411021
4	Kedar Arvind Kulkarni	Promoter	BCOPK9907K	Godai 188-Baliram Peth Jalgaon, Nashik 422001
5	Amit Narbaria	Promoter	AIDPN0768M	S/O Lakhani Lal Narbaria 191hanssari Govin Nagar, Hanssari, Jhansi 284001
6	Aditi Umesh Sahai	Promoter	AQFPA1825J	Flat No 308 A Pristine Fontana Bavdhan, Near Lmd Circle Bavdhan, Pune 411021
7	Nikhil Dilipbhai Bhuta	Promoter	AHZPB3348L	B-404 Trinity Orlem Tank Road Malad West, Mumbai Suburban, 400064
8	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	AAICN2612C	Icici Bank Ltd, Sms Dept, 1st Floor, Empire Complex, 414, Sb Marg, Lower Parel, Mumbai, Maharashtra 400013
9	Chirag Karsandas Bathia	Non-Promoter	AACPB4061G	604 B Sagar Darshan, Chandavarkar Road, Borivali West, Mumbai 400092
10	Morde Foods Private Limited	Non-Promoter	AAECM5895L	55/1 Victoria Building, Dr B Ambedkar Road, Byculla, Mumbai, 400027
11	Shilpa Ben Mahesh Kumar Shah	Non-Promoter	ACNPS4625G	A-401, Radhe Arcade, Opp City Pulse Cinema, Kудasan, Gandhinagar 382421
12	Sandeep Shridhar Ghate	Non-Promoter	AACPG0447M	S O Shridhar Gangadhar Ghate 7 Sterling Diamond, Apartment Mount Mary Road Near Mount Mary C, Church Bandra West Bandra West 400050 Mumbai Mumbai, 400050
13	Amogh Girish Brahme	Non-Promoter	BZAPB5048P	Sahkar Nagar 1 To 36 Sapakal, Hospital Road Sahakaranagar Vill, Savedi Teh Nagar Dist Ahmednagar, 414003
14	Aakash Haresh Savlani	Non-Promoter	FOYPS2933R	815/16 Bhawani Peth Swargate, Pune City Pune, Near Padumajee Compound, 411042
15	Vineet Arora	Non-Promoter	ACJPA6994L	ICICI Bank Ltd DIFC Branch 505, 5th Flr Bldg 4 East Shaikh Zayed Rd, P O Box 506529 Dubai Uae 999999
16	Kulbhushan Parashar	Non-Promoter	AOCP2889J	C-214 2ND Floor C-Block, Paryavaran Complex Saiddullajab, Delhi, 110030
17	Priti Umesh Khimji	Non-Promoter	AAHPK4531B	Office No 43 4th Floor, 227 Nariman Bhavan, Nariman Point, Mumbai 400021
18	Aditya Sahaya	Non-Promoter	AAQPS3932F	Venus apartment, flat no 48, E wing, 12th floor, Dr R., G Thadani Marg, Mumbai 400018
19	Bridgemonte Advisors Pvt Ltd	Non-Promoter	AAFCC7554F	B 9 Grd Flr Madhu Estate, B 9 Grd Flr Madhu Estate, P B Marg Lower Parel West, Mumbai 400013
20	Nikhil Tyagi	Non-Promoter	AFNPT0866R	Bank J Safra Sarasin DIFC, Dubai, UAE 506774
21	Annapurna Sridhar	Non-Promoter	AGQPS2100M	NO 128 Srila Heights East, Marredpally Secunderabad Nehrunagar, Hyderabad Telangana, 500026
22	Jayaraman Vishwanathan	Non-Promoter	AADPV1359E	3B Krystal Apartments 9A 80 Feet Road, Opp Batashowroom Hal 3rd Stage New, Thippasandra Road, Bangalore Karnataka 560075
23	Marietta Barreto	Non-Promoter	AAZPB5243K	No-113/2 Koregaon Park, Suyojana Society Pune 411001
24	Vikas Arora	Non-Promoter	ACSPA9689H	H 304, Mayur Dhawaj Apartment, Ip Extension Gurgaon, Haryana India, 110092
25	Jyoti Ketan Vakharia	Non-Promoter	AAWPV4951D	Flat No D 401 Castel Royale Grande, Near Pune University Tower No 4, General Joshi Centre Bopodi Pune, Maharashtra 411020
26	Rajesh Chandrakant	Non-Promoter	ABQPV7097K	B-101 Precious Gems, Lane No - 6.

	Vaishnav			Koregaon park, Pune 411001
27	Kunal Deepak Agashe	Non-Promoter	AGAPA3713A	Flat No -7 2nd Floor, Om Shanti CHSL, 16th Road Santacruz West Mumbai 400054
28	Amit Agarwal	Non-Promoter	ALQPA2722C	Flat No 81, Tower -1, Gulshan Ikebana, Sector 143, Ghaziabad, 201301
29	Tatavarthy Chinna Venkata Narasimha Rao	Non-Promoter	ABTPT2857N	22-10-28 Tatavarthy Vari Street, West Godavari Bhimavaram, 534201
30	Amritaanshu Agrawal	Non-Promoter	AHHPA4640G	Santushti B 313 Sector B, Mahanagar Lucknow, Lucknow 226006
31	Jaideep T Arora	Non-Promoter	ADNPA3068J	Shop No 4 Plot No 4, Shivmandir Complex Sector 13, Palm Beach Sanpada Vashi, Navi Mumbai 400705
32	Dipti Prashant Mehta	Non-Promoter	ASMPS9345N	Villa-C1-4103-598 Dubai Investment Park, First Premise Number-598034463, Po Box No- 506529, Dubai 506529
33	Vanshika Gaur	Non-Promoter	CVXPG1567Q	G 1202 Prateek Stylone, Sector 45, Noida Ghaziabad 201303
34	Prashant Tandon	Non-Promoter	ACHPT0288Q	5/30 Sector II Rajendra Nagar, Sahibabad 201005
35	Anurag Malhotra	Non-Promoter	AFLPM8178D	7 Bank AVAC, Opp Subash Park Po Shahganj, Agra 282010
36	Gaurav Kumar	Non-Promoter	ALLPK4897P	Villa B3VS012 393 Al Thanyah Fifth PC 124662 ,Dubai,Uae 124662
37	Harshal Chadnrakant Morde	Non-Promoter	AAEPM6522H	Flat No 6 Sterling Diamond, Plot No 217, 24 Mount Mary Road, Mumbai, 400050
38	Kalawati Kishor Thakkar	Non-Promoter	ABFPT7394A	Lokik Bunglow No.9, Mantri Kishor Park Bhosle Nagar Ganeshkhind, Pune 411007
39	Vijaya Arvind Kulkarni	Non-Promoter	ATIPK6619E	Fl No B-14 Motiram Nagar Warje Near Cipla, Foundation Sr No 119/8/23 Pune 411052
40	Nergis Gaurav Parikh	Non-Promoter	AKXPP4868N	43-Sonarica,4th Floor, 33-A, B G Deshmukh Marg, Peddar Road,Mumbai, 400026
41	Manish Kumar Jain	Non-Promoter	ABNPJ8042M	C3 202, Brahma Suncity, Vadgaoshi, Dukirkline Pune 411014
42	Setu Securities Pvt Ltd	Non-Promoter	AAGCS3919K	B-401, Avirahi Building,, Near Simpoli Signal, S V Road, Borivali (W) Mumbai 400092
43	Vishal Vasanttrao Kokadwar	Non-Promoter	AMSPK2746B	B/2703 Rustomjee Athena Rustomjee, Urbania Sainath Nagar, Majiwada Thane West, Thane 400601
44	Savio Gerard Pinto	Non-Promoter	ADHPP3276H	601 Allied Chs 6th Flr, St Johns Road Pali, Bandra West, Mumbai, 400050
45	Shanti Kaliappan	Non-Promoter	AHRPK1585C	802 8Th Floor 8 Boulevard Walk, Downtown Buri Khalifa 33660, Dubai
46	Mohit Vinodkumar Agrawal	Non-Promoter	ACYPA7680A	B/302, Shilalekh Hindu Soc, Shahibaug, Ahmedabad 380004
47	Vinodkumar Grover	Non-Promoter	AACPG8745J	A-12 Darshan Apartment, mount Pleasant Road, Malabar hill, Mumbai 400006
48	Madhu Devi	Non-Promoter	AHEPD7260Q	D 127 A Near Jagdish Mandir, Raj Nagar 2 Palam Colony, Bagdola Raj Nagar li, South West Delhi, 110077
49	Vishal Ulhas Dhumal	Non-Promoter	AHBPD1158Q	Row H No B1 Lunkadgreenland I Viman Nagar. Pune 411014
50	Rohan Vinay Pai	Non-Promoter	ALPPP9820P	Flat No 35 Swagat Apartments Sahawas, Society Karvenagar Behind Umesh, SUPER Market Pune 411052, Pune Maharashtra, 411052
51	Vinay Vithal Pai	Non-Promoter	ABIPP4027H	Flat No 35 Swagat Apartments Sahawas, Society Karvenagar Behind Umesh, Super Market Pune, Maharashtra, 411052
52	Sarod Reality Private Ltd.	Non-Promoter	AAMCS3549P	Office no. 503, 5th Floor, Lunkad Sky Station, Viman Nagar, Pune, 411014
53	Niloufer Ebrahim	Non-Promoter	AAAPE1043P	B-101,Precious Gems, Lane No.6, Koregaon Park, Pune, 411001

54	Vikash Kumar Choudhary	Non-Promoter	AECPC9084L	S O Bhagwan Choudhary Gopal Cloth Store Kapra Patti, Jharia Dhanbad 828111
55	Manoj S Laungani Huf(Huf)	Non-Promoter	AAHHM8984Q	121 Sea Lord B Gd Somani Marg, 117 Cuffe Parade Colaba, Near Gd Somani School, Mumbai, Maharashtra, 400005
56	Manish Hathiramani	Non-Promoter	ABBPH6662F	7c Natraj, 1/1 Lord Sinha Road, Kolkata, Kolkata
57	Vikas Dixit	Non-Promoter	AKCPD5514G	P O Box 1676, Post Code 114, Muscat, Oman 114, 999999
58	Dsouza Brian	Non-Promoter	AAHPD6973E	Flat 7 Sunkist Apts, 20 Rebello Road, Bandra, Mumbai 400050
59	Ranjan Kant	Non-Promoter	ARHPK9494J	The Boston Consulting Group, 106 1st Flr Tower D Global, L L Business Park Mehravli Gurgaon, Gurgaon 122002
60	Kimsuk Krishna Sinha	Non-Promoter	ALDPS0138H	So Dilip Kumar Sinha, F 52 Vasant Vihar, Kusum Pur Vasant Vihar 1 South W, New Delhi, 110057
61	Talib Zafar	Non-Promoter	ACUPZ1048H	Flat No-69 Sector-23 Gail Vihar, Sector-23 Sector-23 Sector-23, Ghaziabad 201301
62	Parul Aggarwal	Non-Promoter	AGKPA2421P	2007 West Heights 4, Executive Tower, Business Bay Dubai 111220
63	Atul Kumar Gupta	Non-Promoter	AACPG7082L	3 A/1601 Whispering Palms, Lokhandwala Complex Kandivali (E), Mumbai Maharashtra 400101
64	Deepak Agashe Huf(Huf)	Non-Promoter	AALHD6490E	7 Om Shanti 16th Road, Near Rajesh Khanna Garden, Santacruz West Mumbai, 400054
65	Puja Amol Peshwe	Non-Promoter	AQKPP6771F	Plot No 134 Veer Savarkar, Nagar N-5 South Cidco, Aurangabad Cidco Colony 431003
66	Deepak Kishin Manik	Non-Promoter	ADZPM5241K	A/211, 2nd floor, R.R. Reality Bldg. Tank road, off.l.b.s.marg, bhandup (w), mumbai, 400078
67	Ingenius Investment Advisors Llp	Non-Promoter	AAJFI5710N	B 702 Neelkanth Business Park, Near Vidyavihar Bus Depot, Vidyavihar West Mumbai 400086
68	Chandana Agarwal	Non-Promoter	ACRPA6177D	HNO 601 Tower 8, Sector 52 Sushant Estate, Gurgaon 122001
69	Sachin Poptlal Nahar	Non-Promoter	AALPN6995L	SR. NO 221 TO 223 Bldg-C Iren Tower Flat No -903 Pune 411007
70	Ashok Kumar Bhawsinghka (Huf)	Non-Promoter	AAQHA3496N	41B,Netaji Subhas CH. Bose RD, Ward No-97, Regent Park Kolkata 700040
71	Nilesh Rameshchandra Agrawal	Non-Promoter	ADVPA2856J	Lam Road Devlali Camp Shri Samarth Sankul Nikki Sagar Hotel Samor Nashik Devlali Nashik 422401
72	Atmanand Sharma	Non-Promoter	ATQPS5779R	Top Floorpatna Exhibition Road Patna Shyam Center, Patna 800001
73	Vivek Doda	Non-Promoter	AGKPD2744C	House No 2700 First Floor Phase 7, Mohali 160062
74	Rajashri Laxmikant Anturlikar	Non-Promoter	BMDPA1364F	558 Dattashobhaat Post Raver Main Road At Post, Raver Near Big Datta Mandir At Post Raver, Jalgaon 425508
75	Manish Kumar	Non-Promoter	AOQPK3800G	B 3 43 A Yamuna Vihar, Bhajanpura North East Delhi 110053
76	Reshma Rajan	Non-Promoter	AEFPR9008G	P.O. Box 939, Abu Dhabi UAE 999999
77	Mukesh Nagindas Bhayani	Non-Promoter	AAAPB7767K	A / 32 Ahuja Tower, Anant Desai Marg Opp Tata Motors Prabhadevi Mumbai,Maharashtra 400025
78	Kingsman Wealth Management Private Limited	Non-Promoter	AAHCK2477R	711 7th Floor Brigade Tower Brigade, Road Bangalore Karnataka
79	Rashmi Yashdeep Joshi	Non-Promoter	AJRPP0158Q	Janata Sahakari Bank F No 9 Akshay Apart Tulsibagwale Col Sahakar Nagar 2 Pune City Maharashtra 411009
80	Ashish Poddar	Non-Promoter	AJOPP1740R	B 25 / 33 6 B P, Opposite Bank Of Baroda Jawahar Nagar Extention Varanasi 221005
81	Padmani Manek	Non-Promoter	AFDPM1769C	3 C Mini Land Tank Road, Bhandup

				West Mumbai 400078
82	Vivek Joshi	Non-Promoter	ABRPJ3613Q	APT E 704, Pinnac Kanchanganga, Off D P Road Aundh, Pune 411007
83	Sumangla Kachawa	Non-Promoter	CPWPK4762E	Flat T2 1205 345 Burj Khalifa, 345225490 Pc 214505, ,Dubai,Uae 111111
84	Shrividya Kachawa	Non-Promoter	CPWPK4764C	Flat T2 1205 345 Burj Khalifa P No, 345225490 Po Box 214505, ,Dubai, Dubai,Uae 214505
85	Shalaka Gangolli	Non-Promoter	AEOPG9598M	1202 Deep Towers, Next To Walavalkar Park Oshiwara, Indradarshan Crossroad Andheri W, Mumbai Maharashtra 400053
86	Ratnesh Mehra	Non-Promoter	ACWPM6359E	B 21 Birch, Tatasherwood, Basavanagar, Bangalore 560036
87	Sanjeev Kumar Singh	Non-Promoter	AKOPS5245B	Flat 1404 Tower 14 Orchid Petals, Sohna Road Sector 49 Gurgaon, Haryana,India 122018
88	Shailendra Poddar	Non-Promoter	AFQPP1171E	32 Boehm Way Hillsborough, Hillsborough, New Jersey,Usa 08844 7140
89	Nilav Nirad	Non-Promoter	AADPN7193G	Flat T H F 505 345 Burj, Khalifa ,Dubai, UAE 28758
90	Sourav Choudhary	Non-Promoter	AOXPC4892F	Flat No 1612 336 Sh Zayed Road Dm, 107 Po Box 0 ,Dubai UAE 111111
91	Sarita Digumarti	Non-Promoter	AGRPD3934D	E 10 Chaithanya Samarpan, Whitefield Hosakote Mn Rd, Kannamangala, Bangalore 560067
92	Sachin Goel	Non-Promoter	AAFPG4272P	H NO 154 Village Neb Sarai South Delhi, 110068
93	Sanjay Eknath Bhosale	Non-Promoter	AMZPB8906F	Dreams Niwara,Q-8/2 Prayag Dham Hospital Road Near Uruli Kanchan Pune 412202
94	Arti Singh Chauhan	Non-Promoter	BUXPS3692E	House No 589, C Block Panki Kanpur Nagar 208020
95	Santosh Rajaram Dhanawade	Non-Promoter	AHVPD3124A	NEAR B.E.S.T Sub Station Near B.E.S.T sub, Station Sai Baba Chawl Sangam Nagar Salt PAN RD., Near B.E.S.TSUB STATION. MUMBAI 400037
96	Sahadev Baban Tavade	Non-Promoter	AFAPT3375A	Room No 3 Shil Krupa Apartment Bedekar Nagar Diwa, East Diwa Agasan Road Bedekar Nagar Diwa East Behind, Shil Mandir Bedekar Nagar Diwa East Thane 400612
97	Keshav Gopal Pawar	Non-Promoter	ALOPP6888L	Shiv Mandir Chsjaffar Baba Colony Kadeshwari Mandir, Marg Jaffar Baba Colony Near Shiv Mandir Mumbai Suburban 400050
98	Krishna Prasad Pandey	Non-Promoter	BFLPP0605K	S/O Ramprasad Pandey A-3flat No-08rakshalekha Society Lane No-05 Koregoan Park Pune 411001
99	Mangina S Rao	Non-Promoter	ACHPR6536R	Plot No 4 Bhel Enclave Bowenpally Secunderabad 500009
100	Debashish Ghoshal	Non-Promoter	ACWPG3140P	G 204 Royal Classic New Link Rd Next, To Citi Mall Andheri W,Mumbai, Maharashtra,India 400053
101	Purnima Singh	Non-Promoter	EVTPS8929A	A2 Flatno 1402 Saviour, Greenisle Crossing Republic Ghaziabad Ghaziabad 201016
102	Vinit Bipin Shah	Non-Promoter	CDKPS9555F	105,4TH Flr,Block No-15,Mukund, Mansion,V.P.Road,Near Trupti Sweet,Girgaon, Mumbai 400004
103	Sameer Vasant Morde	Non-Promoter	AGVPM0336Q	S NO 673 2 A 6 Vitthai Bunglow Dena Laxmi Society Bibwewadi Opp Canara Bank Lane Pune 411037
104	Vikrant Jaikishore Bajjal	Non-Promoter	AOMPB4638R	B 707 Yamuha Tower Jangid Complex, Mira Road E, ,Thane, Maharashtra,India, 401107
105	Learning Universe Llp	Non-Promoter	AAFFL8531Q	59 Mandakni Nri Colony Greater,Kailas IV Nr Hdfe Bank, New Delhi 110019

106	Sandeep Nanabhau Doke	Non-Promoter	ANBPD8779K	Eklahare, Puna Nashik Road, Eklahare Kalamb, Pune 410515
107	Ashwini Sagar Dhomse	Non-Promoter	AUIPM0750H	Laxmi Vilas Bunglow, Sr No 116 3 2 4 Baner Road Opp KFC Near Oriental Pune 411045
108	Anjali Mahesh Chaudhari	Non-Promoter	AISPC7867K	Ramtanu Chs C 4 Nandanvan, Lane No 1 Plot No 28 29, Sector 17 Nerul Thane 400615
109	Rekha Surendra Agrawal	Non-Promoter	ACVPM3441J	W/O Surendra Mittal 84-85, Sapna Sangita Road Old, Agrawal Nagar, Indore 452001
110	Akshita Romit Shah	Non-Promoter	AOTPP0002Q	A-1504 Shreepati Jewels ,15 <sup>th</sup> Floor,Tatya Gharpure Marg, Pimpalwadi, Girgaon Mumbai 400004
111	Comet Investments Private Limited	Non-Promoter	AAACC2051Q	3 FLR-2 PLOT 5/7 Kothari House, Oak Lane Off Nagindas Master Lane Fort Mumbai 400001
112	Uday Madhav Naik	Non-Promoter	ADWPN7195A	Flat no- C -1 / 603 Kamal Green Leaf, Z. Sinhgad Road Near Z P School Kirkatwadi Pune Khadakw 411024
113	Rajat Jain	Non-Promoter	AXBPJ1786A	07 Manish Bagh Colony, Indore 452001
114	Manoj Damodar Purohit	Non-Promoter	AHTPP4602K	Block No 9, 5TH Floor, 143-D, Fanaswadi, Khemka Bhavan, Mumbai. 400002
115	Sushma Dhingra	Non-Promoter	ADFPD7530A	H NO 1015, Sector 7, Panchkula, Haryana, 134109
116	Pranav Navinchandra Doctor	Non-Promoter	AADPD1195N	A / 302, Ganeshkrupa, Dattatray Road, Santacruz (West), Mumbai, Maharashtra, 400054
117	Laddha Nikhil Rameshkumar	Non-Promoter	ADQPL3435R	64 Yasholaxmi Nagar Kolhapur Road, Kabnoor Ichalkaranji Kolhapur 416115
118	Shridhar Salunke	Non-Promoter	BJRPS8611N	5/4 Vasant Vihar Chs, Pnt Colony Opposite Heera Panna Building Dombivali East Kalyan 421201
119	Varun Jain	Non-Promoter	AIFPJ2196R	B/404 Ashavari Tower, Bhd Fun Republic S G Highway Satellite Ahmedabad, Gujarat,India 380015
120	Rajiv Sodhani	Non-Promoter	AAEPS3685D	1 Pushpendra Mansion Phiroz Shah Road, Santacruz West Mumbai, Maharashtra,India 400054
121	Vinita Satish Laddha	Non-Promoter	AAFPL3050N	Morning Glory 1 3 Visava Enclave Dp, Road Aundh, ,Pune Maharashtra,India 411007
122	Kanwar Vivek	Non-Promoter	AAIPK8816G	1501 Era Iv, Marathon Next Gen Off Ganpatrao Kadam Marg Lower Parel Mumbai 400013
123	Mahesh Ashok Morde	Non-Promoter	AAAPM8280G	A-11 Railway Mens Chs Nr Meghraj Moghdoot Theatre Sector Navi Mumbai Vashi Thane 400703
124	Rahul Mohan Savlani	Non-Promoter	CRNPS5849F	815/16 Bhawani Peth Swargate Pune Near Padamjee Compound, Pune 411042
125	Rahul Ramakant Jadhav	Non-Promoter	ANFPJ1497G	204 Ramshila Apartment, Mahatma Phule Road Near Don, Taki Vijay Society Dombivli, Thane 421202
126	Reshma Nilesh Thorat	Non-Promoter	AZOPT7798P	Shewalewadi, Manchar Pune Maharashtra 410503
127	Meghana More	Non-Promoter	BMBPM1678Q	FLT NO.7,Asmita Co Op Hsg Soc, 1207/B,Apte Rd,Opp United Bank Of Ind,Shivajingr,Pune City, 411004
128	Mayur Prakash Kardile	Non-Promoter	BGUPK5147B	S/O Prakash Kondiram Kardile Sundar Plot No,5, Dhanurdhari Socmarket Yard Pune City 411037
129	Ravikumar Ashwinbhai Sharma	Non-Promoter	FSBPS4722M	14, Sukruti Society, Opp Ashish Cinema, Odhav Industria Estate, Ahmedbad 382415
130	Kannan Krishnamurti Naidu	Non-Promoter	AAEPN4922A	FL NO-2, 173 Rasta Peth Nikhil Apt Opposite Ayyappa, Temple Pune City Kasba Peth Pune 411011
131	Sunny Hareesh Savlani	Non-Promoter	FFVPS0570A	815/16 Bhawani Peth, Swargate Near



				Padumajee Compound Pune 411042
132	Sanjay Bhivsen Morde	Non-Promoter	AFMPM7138L	F-3, 2/1, Panchdeep C.H.S, Sector – 29 Navi Mumbai Thane 400703
133	Manoj Dattatray Ghule	Non-Promoter	ALTPG7044E	Pune Nashik Road, Ghule Mala, Ambegaon Manchar, Pune 410503
134	Ladhani N Hardeek	Non-Promoter	AAXPH6136P	New No 33 Old No 15 Flat F1 1st Floor Kamaraj Avenue 1 <sup>st</sup> , Street Adyar Chennai 600020
135	Manali Ankush Morde	Non-Promoter	BDEPM2846Q	A 11 Railwaymens Chs Next To M, Eghdoot Theatre Sector 2 Vashi, Navi Mumbai, Thane 400703
136	Mangesh S Shete	Non-Promoter	BNHPS9432B	Vaibhav CHS, H-213/RNI-1, Sector 26, Navi Mumbai 400703
137	Vikas Digambar Gaikwad	Non-Promoter	AMSPG4282E	NO.703 A Wing Shani Soham Apt, Moriwali pada, Ambarnath East, Ambarnath, 421501
138	Supriya Tejas Bhoite	Non-Promoter	ANZPM5311N	FLT No.C-401,Crystal Grd Apt, Off Pan Card Club Rd,Nr Dhanku, De Wasti,Opp Tivoli Apt,Baner, Pune 411045
139	Ankush Ashok Morde	Non-Promoter	AODPM4212P	A-11, Railwaymens Chs, Sector -2, Vashi, Navi Mumbai 400703
140	Jagruti Atul Shah	Non-Promoter	AAIPS3785N	1503 A-WING,15TH Flr,Shreepati Tower,Tatya Gharpure Marg,Near Navakal Press,Pimpalwadi Mumbai 400004
141	Ritu Atul Shah	Non-Promoter	BCBPS4083H	FLAT NO.1503, A Wing Shreepati Tower,Pimpalwadi, T.G. Marg,Girgaum Mumbai 400004
142	Pawan Manojkumar Mohnani	Non-Promoter	BHOPM3910P	C3 Shraddha Appt Opp Kgg, Highschool Bunglow, Areakubernagar, Ahmedabad 382340
143	Rajesh Navinchandra Shah	Non-Promoter	AACPS7636J	Block No- 29, 5th Floor, New Shree, Niketan Chs Ltd 14, Dadi Sheth Marg Girgam, Chowpaty Near Chowpaty Band Stand, Mumbai 400006
144	Parul Kartik Vakharia	Non-Promoter	AACPV4830H	404, Vasant Vijay C. H. S., Sarojini Naidu Road, Kandivali (West), Mumbai 400067
145	Rajesh Poojary	Non-Promoter	AQGPP4747H	TA- 80 Subhash Nagar No 1, Ribelo Compound Rd Mahakali, Gumpha Road Andheri (E) Mumbai 400093
146	Arun Mafatlal Prajapati	Non-Promoter	AAMPP0560A	69,Girivar Bunglows, Ramwadi, Isanpur, Ahmedabad 382443
147	Neha Agrawal	Non-Promoter	BBFPA3425C	480 Kalpana Nagar, Raisen Road Piplani Huzur Bhel Bhopal 462022
148	Suyash Pravin Badjate	Non-Promoter	COUPB1613L	Near Devkinandan Building Yeola Road, Kopargaon, Ahmednagar 423601
149	Anuj Vishnoi	Non-Promoter	ATNPV8537B	108/147, S/O Ajay Vishnoi - 108/147 - Sisa Mau - S/O Ajay Vishno, Kanpur Nagar 208012
150	Kamaldeep Singh	Non-Promoter	GNQPS4895N	House no.-11, 2nd floor dhobi basti, near shalimar cinema, south delhi 110014
151	Gorkey Patwal	Non-Promoter	CIJPP7265B	23, D - 2 Block Bhawani Kunj, Vasant Kunj, South West Delhi 110070
152	Makhijani Ashish Surjeet	Non-Promoter	ANMPM4937B	Flat No 1 Sai Apart 124 Lullanagar N R Mount Carmelschool Pune City Wanow Arie Mumbai Maharashtra 411040
153	Ankita Chopra	Non-Promoter	AUXPC4444K	Fl 2 Shoba Kondhwakd Kamal Deep Park Opp Sheetal Petrol Pump Pune Maharashtra 411048
154	Rinku Savlani	Non-Promoter	BMPPS1933Q	8 5 16 Bhawani Peth, Pune 411002
155	Versha Sharma	Non-Promoter	EJVPS7154H	Flat No 1201 A-5 Gardenia Glory, Sector-46 Noida 201301
156	Dineshkumar S Rawlani	Non-Promoter	BDDPR7163N	A15 Flat No 901 Megapolis, Splendour Hinjewadi Phase 3 Man, Pune 411057
157	Anushka Kantilal Thube	Non-Promoter	ANDPT4246R	Room No 29 304, Plot No 19a Fam Society Sector 11 Thane 400709
158	Bandini Jay Shah	Non-Promoter	CDLPS0975C	Flat no 15 4th floor 105 , mukund mansion v.p road, c.p. Tank mumbai girgaon, mumbai 400004

159	Virender Singh Chib	Non-Promoter	ARFPC7265D	S/O Kuldeep Singh, Garhi, Reasi 182121
160	Hussain Taizoon Lokhandwala	Non-Promoter	AIBPL7601F	A-1,701,Shree Complex Phase-3,Vishalgad Society, Adharwadi Jail Road Kalyan West Adharwadi Kalyan Thane 421301
161	Rinku Ramratan Singh	Non-Promoter	LRTPS0582E	Room No 311 Ramchandra, Apartment Phoolpada Road Near, Marathi School Gandhi Chowk Palghar 401305
162	Dolly M Savlani	Non-Promoter	BBGPS2935G	815 Bhawani Peth, Near Padumji Compound, Police Chowkey, Pune 411042
163	Mandip Singh	Non-Promoter	AKKPS0389J	House No-1852 Sector-34d, Chandigarh Chandigarh Sector 22 Chandigarh 160022

**OF SHARES OF EMF CLINIC PRIVATE LIMITED:**

Sr. No.	Name	Category	PAN	Address
1	Umesh Kumar Sahay	Promoter	BOIPS8195D	Flat No A 308 Survey No 22, Pristine Fontana, Behind Maratha Mandir, Pune, 411021
2	Abhishek Narbaria	Promoter	AFXPN5866M	Abhishek Narbaria Karan Gold Coast S No 329, Bavdhan, Budruk, Bavdhan Opp Crystal Honda Showroom Pune 411021

(xiii) **Pre-Holdings of proposed allottee's:**

As on date the following allottee's have pre-holdings:

Sr. No.	Name	No of shares	%	Pre-holding release date	Lock In
1	Umesh Kumar Sahay	246760	34.27	31-07-2023	
2	Abhishek Narbaria	246760	34.27	31-07-2023	

\*No other proposed allottees are holding any pre-preferential holding in the company.

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xiv) **Shareholding pattern of the Company before and after the Preferential Issue:**

The pre-shareholdings of promoter is 5,00,720 (69.54%) and non-promoter (public) is 2,19,280 (30.46%) and the post subscription of shares, the post shareholdings will be consisting of 1,32,78,060 equity shares of face value of Rs.10/- each, respectively.

Sl. No.	Category	Pre-holding Holdings		Post-holding Share Holdings	
		Number	%	Number	%
<b>(A)</b>	<b>PROMOTERS -</b>				
1.1	(a) Individuals	5,00,720	69.54	86,00,720	64.77
1.2	(b) Body Corporate	-	-	-	-
	<b>s</b>	<b>5,00,720</b>	<b>69.54</b>	<b>86,00,720</b>	<b>64.77</b>
<b>(B)</b>	<b>PUBLIC</b>				
2.1	Individuals	1,82,450	25.35	36,23,330	27.29
2.2	HUF	-	-	51,678	0.39
2.3	Body Corporates	800	0.11	3,59,774	2.71
2.4	Clearing Members	-	-	-	-
2.5	Trust	36,030	5.00	36,030	0.27
2.6	Other	-	-	6,06,528	4.57

	<b>Total (B)</b>	<b>2,19,280</b>	<b>30.46</b>	<b>46,77,340</b>	<b>35.23</b>
	<b>Grand Total (A+B) =C</b>	<b>7,20,000</b>	<b>100</b>	<b>1,32,78,060</b>	<b>100</b>

(xv) **Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xvi) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:**

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners	PAN/Passport in case of NRI OR Foreign national or Fund of ultimate beneficial owner
1	Morde Foods Private Limited	Chandrakant Eknath Morde	AAAPM8279P
2	Bridgemonte Advisors Pvt Ltd	Ayinaolu Visva Srikanth	ATEPS5372C
3	Setu Securities Pvt Ltd	Chetan Rasiklal Shah	APUPS9951D
4	Sarod Reality Private Ltd.	Mrs. Rahael Shobhana Joseph	ADFPT1358L
5	Kingsman Wealth Management Private Limited	Bhatt Vishal Vipinbhai	AMWPB1892M
6	Comet Investments Private Limited	Anil Kantilal Shah Rakesh Pravinchandra Shah	ARNPS9344Q AARPS8889E
7	Nav Capital Vcc - Nav Capital Emerging Star Fund	Veerendra Kedarnath Chandalada	ADCPC4142Q
8	Ingenius Investment Advisors LLP	Babulal Bhawarlal Kharwad	ANIPK9661L
9	Learning Universe LLP	Saurabh Agarwal	AAWPA2508F
10	Ashok Kumar Bhawsinghka (HUF)	Ashok Kumar Bhawsinghka	AEHPB2066G
11	Deepak Agashe HUF(HUF)	Deepak Agashe	AMLPA6025G
12	Manoj S Laungani HUF (HUF)	Manoj Shiv Laungani	AAAPL5302Q

\* Other 151 individual shareholder's beneficiary owner will be the subscribers itself.

(xvii) **The percentage of the post-preferential issue that may be held by the Proposed Allottees and change in control, if any, in the Company consequent to the Preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted by way of swap to the shareholders of Brantford Limited	No of equity shares proposed to be allotted by way of swap to the shareholders of EMF Clinic Private Limited	Post issue holding	%	Change in holding (%)
1	Umesh Kumar Sahay	Promoter	2,46,760	34.27	1349964	2700000	4296724	32.36	(1.91)
2	Abhishek Narbaria	Promoter	2,46,760	34.27	1349946	2700000	4296706	32.36	(1.91)
3	Akalpita Surendra Bedkihal	Promoter	NA	NA	18	NA	18	0.0001	NA
4	Kedar Arvind Kulkarni	Promoter	NA	NA	18	NA	18	0.001	NA
5	Amit Narbaria	Promoter	NA	NA	18	NA	18	0.001	NA
6	Aditi Umesh Sahai	Promoter	NA	NA	18	NA	18	0.001	NA
7	Nikhil Dilipbhai Bhuta	Promoter	NA	NA	18	NA	18	0.001	NA
8	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	NA	NA	585846	NA	585846	4.4121	NA

9	Chirag Karsandas Bathia	Non-Promoter	NA	NA	289296	NA	289296	2.1787	NA
10	Morde Foods Private Limited	Non-Promoter	NA	NA	229752	NA	229752	1.7303	NA
11	Shilpa Ben Mahesh Kumar Shah	Non-Promoter	NA	NA	212508	NA	212508	1.6004	NA
12	Sandeep Shridhar Ghate	Non-Promoter	NA	NA	203796	NA	203796	1.5348	NA
13	Amogh Girish Brahme	Non-Promoter	NA	NA	192852	NA	192852	1.4524	NA
14	Aakash Haresh Savlani	Non-Promoter	NA	NA	192852	NA	192852	1.4524	NA
15	Vineet Arora	Non-Promoter	NA	NA	165348	NA	165348	1.2452	NA
16	Kulbhushan Parashar	Non-Promoter	NA	NA	96426	NA	96426	0.7262	NA
17	Priti Umesh Khimji	Non-Promoter	NA	NA	86166	NA	86166	0.6489	NA
18	Aditya Sahaya	Non-Promoter	NA	NA	63180	NA	63180	0.4758	NA
19	Bridgemonte Advisors Pvt Ltd	Non-Promoter	NA	NA	57438	NA	57438	0.4325	NA
20	Nikhil Tyagi	Non-Promoter	NA	NA	57438	NA	57438	0.4325	NA
21	Annapurna Sridhar	Non-Promoter	NA	NA	51696	NA	51696	0.3893	NA
22	Jayaraman Vishwanathan	Non-Promoter	NA	NA	51696	NA	51696	0.3893	NA
23	Marietta Barreto	Non-Promoter	NA	NA	51696	NA	51696	0.3893	NA
24	Vikas Arora	Non-Promoter	NA	NA	51696	NA	51696	0.3893	NA
25	Jyoti Ketan Vakharia	Non-Promoter	NA	NA	74664	NA	74664	0.562311	NA
26	Rajesh Chandrakant Vaishnav	Non-Promoter	NA	NA	51696	NA	51696	0.3893	NA
27	Kunal Deepak Agashe	Non-Promoter	NA	NA	45954	NA	45954	0.3461	NA
28	Amit Agarwal	Non-Promoter	NA	NA	45936	NA	45936	0.3459	NA
29	Tatavarthy Chinna Venkata Narasimha Rao	Non-Promoter	NA	NA	40212	NA	40212	0.3028	NA
30	Amritaanshu Agrawal	Non-Promoter	NA	NA	40212	NA	40212	0.3028	NA
31	Jaideep T Arora	Non-Promoter	NA	NA	36756	NA	36756	0.2768	NA
32	Dipti Prashant Mehta	Non-Promoter	NA	NA	28728	NA	28728	0.2163	NA
33	Vanshika Gaur	Non-Promoter	NA	NA	28728	NA	28728	0.2163	NA
34	Prashant Tandon	Non-Promoter	NA	NA	28728	NA	28728	0.2163	NA
35	Anurag Malhotra	Non-Promoter	NA	NA	28728	NA	28728	0.2163	NA
36	Gaurav Kumar	Non-Promoter	NA	NA	28728	NA	28728	0.2163	NA
37	Harshal Chadnrakant Morde	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA

38	Kalawati Kishor Thakkar	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
39	Vijaya Arvind Kulkarni	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
40	Nergis Gaurav Parikh	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
41	Manish Kumar Jain	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
42	Setu Securities Pvt Ltd	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
43	Vishal Vasantao Kokadwar	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
44	Savio Gerard Pinto	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
45	Shanti Kaliappan	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
46	Mohit Vinodkumar Agrawal	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
47	Vinodkumar Grover	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
48	Madhu Devi	Non-Promoter	NA	NA	28710	NA	28710	0.2162	NA
49	Vishal Ulhas Dhumal	Non-Promoter	NA	NA	25848	NA	25848	0.1946	NA
50	Rohan Vinay Pai	Non-Promoter	NA	NA	25848	NA	25848	0.1946	NA
51	Vinay Vithal Pai	Non-Promoter	NA	NA	25848	NA	25848	0.1946	NA
52	Sarod Reality Private Ltd.	Non-Promoter	NA	NA	25848	NA	25848	0.1946	NA
53	Niloufer Ebrahim	Non-Promoter	NA	NA	25848	NA	25848	0.1946	NA
54	Vikash Kumar Choudhary	Non-Promoter	NA	NA	22968	NA	22968	0.1729	NA
55	Manoj S Laungani HUF (HUF)	Non-Promoter	NA	NA	22968	NA	22968	0.1729	NA
56	Manish Hathiramani	Non-Promoter	NA	NA	22968	NA	22968	0.1729	NA
57	Vikas Dixit	Non-Promoter	NA	NA	22968	NA	22968	0.1729	NA
58	Dsouza Brian	Non-Promoter	NA	NA	22500	NA	22500	0.1694	NA
59	Ranjan Kant	Non-Promoter	NA	NA	19530	NA	19530	0.1470	NA
60	Kimsuk Krishna Sinha	Non-Promoter	NA	NA	17244	NA	17244	0.1298	NA
61	Talib Zafar	Non-Promoter	NA	NA	17226	NA	17226	0.1297	NA
62	Parul Aggarwal	Non-Promoter	NA	NA	17226	NA	17226	0.1297	NA
63	Atul Kumar Gupta	Non-Promoter	NA	NA	17226	NA	17226	0.1297	NA
64	Deepak Agashe HUF(HUF)	Non-Promoter	NA	NA	17226	NA	17226	0.1297	NA
65	Puja Amol Peshwe	Non-Promoter	NA	NA	16074	NA	16074	0.1210	NA
66	Deepak Kishin Manik	Non-Promoter	NA	NA	15516	NA	15516	0.1168	NA
67	Ingenius Investment Advisors Llp	Non-Promoter	NA	NA	14940	NA	14940	0.1125	NA

68	Chandana Agarwal	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
69	Sachin Popatlal Nahar	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
70	Ashok Kumar Bhawsinghka (Huf)	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
71	Nilesh Rameshchandra Agrawal	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
72	Atmanand Sharma	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
73	Vivek Doda	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
74	Rajashri Laxmikant Anturlikar	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
75	Manish Kumar	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
76	Reshma Rajan	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
77	Mukesh Nagindas Bhayani	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
78	Kingsman Wealth Management Private Limited	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
79	Rashmi Yashdeep Joshi	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
80	Ashish Poddar	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
81	Padmani Manek	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
82	Vivek Joshi	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
83	Sumangla Kachawa	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
84	Shrividya Kachawa	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
85	Shalaka Gangolli	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
86	Ratnesh Mehra	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
87	Sanjeev Kumar Singh	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
88	Shailendra Poddar	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
89	Nilav Nirad	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
90	Sourav Choudhary	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
91	Sarita Digumarti	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
92	Sachin Goel	Non-Promoter	NA	NA	11484	NA	11484	0.0864	NA
93	Sanjay Eknath Bhosale	Non-Promoter	NA	NA	11304	NA	11304	0.0851	NA
94	Arti Singh Chauhan	Non-Promoter	NA	NA	9198	NA	9198	0.0692	NA
95	Santosh Rajaram Dhanawade	Non-Promoter	NA	NA	9000	NA	9000	0.0677	NA
96	Sahadev Baban Tavade	Non-Promoter	NA	NA	9000	NA	9000	0.0677	NA

97	Keshav Gopal Pawar	Non-Promoter	NA	NA	9000	NA	9000	0.0677	NA
98	Krishna Prasad Pandey	Non-Promoter	NA	NA	9000	NA	9000	0.0677	NA
99	Mangina S Rao	Non-Promoter	NA	NA	9000	NA	9000	0.0677	NA
100	Debashish Ghoshal	Non-Promoter	NA	NA	9000	NA	9000	0.0677	NA
101	Purnima Singh	Non-Promoter	NA	NA	8046	NA	8046	0.0605	NA
102	Vinit Bipin Shah	Non-Promoter	NA	NA	6876	NA	6876	0.0517	NA
103	Sameer Vasant Morde	Non-Promoter	NA	NA	5760	NA	5760	0.04338	NA
104	Vikrant Jaikishore Bajjal	Non-Promoter	NA	NA	5760	NA	5760	0.04338	NA
105	Learning Universe Llp	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
106	Sandeep Nanabhau Doke	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
107	Ashwini Sagar Dhomse	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
108	Anjali Mahesh Chaudhari	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
109	Rekha Surendra Agrawal	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
110	Akshita Romit Shah	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
111	Comet Investments Private Limited	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
112	Uday Madhav Naik	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
113	Rajat Jain	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
114	Manoj Damodar Purohit	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
115	Sushma Dhingra	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
116	Pranav Navinchandra Doctor	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
117	Laddha Nikhil Rameshkumar	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
118	Shridhar Salunke	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
119	Varun Jain	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
120	Rajiv Sodhani	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
121	Vinita Satish Laddha	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
122	Kanwar Vivek	Non-Promoter	NA	NA	5742	NA	5742	0.0432	NA
123	Mahesh Ashok Morde	Non-Promoter	NA	NA	4608	NA	4608	0.0347	NA
124	Rahul Mohan Savlani	Non-Promoter	NA	NA	4590	NA	4590	0.0345	NA
125	Rahul Ramakant Jadhav	Non-Promoter	NA	NA	4032	NA	4032	0.0303	NA
126	Reshma Nilesh Thorat	Non-Promoter	NA	NA	3438	NA	3438	0.0258	NA

127	Meghana More	Non-Promoter	NA	NA	3438	NA	3438	0.0258	NA
128	Mayur Prakash Kardile	Non-Promoter	NA	NA	3438	NA	3438	0.0258	NA
129	Ravikumar Ashwinbhai Sharma	Non-Promoter	NA	NA	3438	NA	3438	0.0258	NA
130	Kannan Krishnamurti Naidu	Non-Promoter	NA	NA	3438	NA	3438	0.0258	NA
131	Sunny Hareesh Savlani	Non-Promoter	NA	NA	3438	NA	3438	0.0258	NA
132	Sanjay Bhivsen Morde	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
133	Manoj Dattatray Ghule	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
134	Ladhani N Hardeek	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
135	Manali Ankush Morde	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
136	Mangesh S Shete	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
137	Vikas Digambar Gaikwad	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
138	Supriya Tejas Bhoite	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
139	Ankush Ashok Morde	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
140	Jagruti Atul Shah	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
141	Ritu Atul Shah	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
142	Pawan Manojkumar Mohnani	Non-Promoter	NA	NA	2880	NA	2880	0.02169	NA
143	Rajesh Navinchandra Shah	Non-Promoter	NA	NA	2862	NA	2862	0.0215	NA
144	Parul Kartik Vakharia	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
145	Rajesh Poojary	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
146	Arun Mafatlal Prajapati	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
147	Neha Agrawal	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
148	Suyash Pravin Badjate	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
149	Anuj Vishnoi	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
150	Kamaldeep Singh	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
151	Gorkey Patwal	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
152	Makhijani Ashish Surjeet	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
153	Ankita Chopra	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
154	Rinku Savlani	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
155	Versha Sharma	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA



156	Dineshkumar S Rawlani	Non-Promoter	NA	NA	2304	NA	2304	0.0173	NA
157	Anushka Kantilal Thube	Non-Promoter	NA	NA	1728	NA	1728	0.0130	NA
158	Bandini Jay Shah	Non-Promoter	NA	NA	1728	NA	1728	0.0130	NA
159	Virender Singh Chib	Non-Promoter	NA	NA	1152	NA	1152	0.0086	NA
160	Hussain Taizoon Lokhandwala	Non-Promoter	NA	NA	1152	NA	1152	0.0086	NA
161	Rinku Ramratan Singh	Non-Promoter	NA	NA	1152	NA	1152	0.0086	NA
162	Dolly M Savlani	Non-Promoter	NA	NA	1152	NA	1152	0.0086	NA
163	Mandip Singh	Non-Promoter	NA	NA	1152	NA	1152	0.0086	NA

(xviii) **Undertaking:**

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per the SEBI (ICDR) Regulations, 2018. It would re-compute the price of the equity shares specified above, in terms of the provisions of the SEBI (ICDR) Regulations, 2018, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xix) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer.

The existing promoter shareholding is consisting of 5,00,720 equity shares (69.54%) and post allotment will change to 8600720 equity shares 64.77%.

(xx) **Minimum Public Holding Post Preferential Allotment:**

The Company further confirms that even after this allotment the Company is in compliance with rule Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE).

Here, we would like to place on record that there were change of management of the company after satisfactory completion of the open offer dated 17-06-2022 given by Mr. Abhishek Narbaria and Mr. Umesh Kumar Sahay pursuant to the regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, whereby the Management Control of the company changed now.

(xxi) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

Sr. No.	Nmae of Proposed Allottees	Pre status of the proposed allottee	Post status of the proposed allottee
1	Umesh Kumar Sahay	Promoter	Promoter
2	Abhishek Narbaria	Promoter	Promoter
3	Akalpita Surendra Bedkihal	Promoter	Promoter
4	Kedar Arvind Kulkarni	Promoter	Promoter

5	Amit Narbaria	Promoter	Promoter
6	Aditi Umesh Sahai	Promoter	Promoter
7	Nikhil Dilipbhai Bhuta	Promoter	Promoter
8	Nav Capital Vcc - Nav Capital Emerging Star Fund	Non-Promoter	Non-Promoter
9	Chirag Karsandas Bathia	Non-Promoter	Non-Promoter
10	Morde Foods Private Limited	Non-Promoter	Non-Promoter
11	Shilpa Ben Mahesh Kumar Shah	Non-Promoter	Non-Promoter
12	Sandeep Shridhar Ghate	Non-Promoter	Non-Promoter
13	Amogh Girish Brahme	Non-Promoter	Non-Promoter
14	Aakash Hareesh Savlani	Non-Promoter	Non-Promoter
15	Vineet Arora	Non-Promoter	Non-Promoter
16	Kulbhushan Parashar	Non-Promoter	Non-Promoter
17	Priti Umesh Khimji	Non-Promoter	Non-Promoter
18	Aditya Sahaya	Non-Promoter	Non-Promoter
19	Bridgmonte Advisors Pvt Ltd	Non-Promoter	Non-Promoter
20	Nikhil Tyagi	Non-Promoter	Non-Promoter
21	Annapurna Sridhar	Non-Promoter	Non-Promoter
22	Jayaraman Vishwanathan	Non-Promoter	Non-Promoter
23	Marietta Barreto	Non-Promoter	Non-Promoter
24	Vikas Arora	Non-Promoter	Non-Promoter
25	Jyoti Ketan Vakharia	Non-Promoter	Non-Promoter
26	Rajesh Chandrakant Vaishnav	Non-Promoter	Non-Promoter
27	Kunal Deepak Agashe	Non-Promoter	Non-Promoter
28	Amit Agarwal	Non-Promoter	Non-Promoter
29	Tatavarthy Chinna Venkata Narasimha Rao	Non-Promoter	Non-Promoter
30	Amritaanshu Agrawal	Non-Promoter	Non-Promoter
31	Jaideep T Arora	Non-Promoter	Non-Promoter
32	Dipti Prashant Mehta	Non-Promoter	Non-Promoter
33	Vanshika Gaur	Non-Promoter	Non-Promoter
34	Prashant Tandon	Non-Promoter	Non-Promoter
35	Anurag Malhotra	Non-Promoter	Non-Promoter
36	Gaurav Kumar	Non-Promoter	Non-Promoter
37	Harshal Chadnrakant Morde	Non-Promoter	Non-Promoter
38	Kalawati Kishor Thakkar	Non-Promoter	Non-Promoter
39	Vijaya Arvind Kulkarni	Non-Promoter	Non-Promoter
40	Nergis Gaurav Parikh	Non-Promoter	Non-Promoter
41	Manish Kumar Jain	Non-Promoter	Non-Promoter
42	Setu Securities Pvt Ltd	Non-Promoter	Non-Promoter
43	Vishal Vasant Rao Kokadwar	Non-Promoter	Non-Promoter
44	Savio Gerard Pinto	Non-Promoter	Non-Promoter
45	Shanti Kaliappan	Non-Promoter	Non-Promoter
46	Mohit Vinodkumar Agrawal	Non-Promoter	Non-Promoter
47	Vinodkumar Grover	Non-Promoter	Non-Promoter
48	Madhu Devi	Non-Promoter	Non-Promoter
49	Vishal Ulhas Dhumal	Non-Promoter	Non-Promoter
50	Rohan Vinay Pai	Non-Promoter	Non-Promoter
51	Vinay Vithal Pai	Non-Promoter	Non-Promoter
52	Sarod Reality Private Ltd.	Non-Promoter	Non-Promoter
53	Niloufer Ebrahim	Non-Promoter	Non-Promoter
54	Vikash Kumar Choudhary	Non-Promoter	Non-Promoter
55	Manoj S Laungani HUF (HUF)	Non-Promoter	Non-Promoter
56	Manish Hathiramani	Non-Promoter	Non-Promoter
57	Vikas Dixit	Non-Promoter	Non-Promoter
58	Dsouza Brian	Non-Promoter	Non-Promoter
59	Ranjan Kant	Non-Promoter	Non-Promoter
60	Kimsuk Krishna Sinha	Non-Promoter	Non-Promoter
61	Talib Zafar	Non-Promoter	Non-Promoter
62	Parul Aggarwal	Non-Promoter	Non-Promoter

63	Atul Kumar Gupta	Non-Promoter	Non-Promoter
64	Deepak Agashe HUF(HUF)	Non-Promoter	Non-Promoter
65	Puja Amol Peshwe	Non-Promoter	Non-Promoter
66	Deepak Kishin Manik	Non-Promoter	Non-Promoter
67	Ingenius Investment Advisors Llp	Non-Promoter	Non-Promoter
68	Chandana Agarwal	Non-Promoter	Non-Promoter
69	Sachin Popatlal Nahar	Non-Promoter	Non-Promoter
70	Ashok Kumar Bhawsinghka (Huf)	Non-Promoter	Non-Promoter
71	Nilesh Rameshchandra Agrawal	Non-Promoter	Non-Promoter
72	Atmanand Sharma	Non-Promoter	Non-Promoter
73	Vivek Doda	Non-Promoter	Non-Promoter
74	Rajashri Laxmikant Anturlikar	Non-Promoter	Non-Promoter
75	Manish Kumar	Non-Promoter	Non-Promoter
76	Reshma Rajan	Non-Promoter	Non-Promoter
77	Mukesh Nagindas Bhayani	Non-Promoter	Non-Promoter
78	Kingsman Wealth Management Private Limited	Non-Promoter	Non-Promoter
79	Rashmi Yashdeep Joshi	Non-Promoter	Non-Promoter
80	Ashish Poddar	Non-Promoter	Non-Promoter
81	Padmani Manek	Non-Promoter	Non-Promoter
82	Vivek Joshi	Non-Promoter	Non-Promoter
83	Sumangla Kachawa	Non-Promoter	Non-Promoter
84	Shrividya Kachawa	Non-Promoter	Non-Promoter
85	Shalaka Gangolli	Non-Promoter	Non-Promoter
86	Ratnesh Mehra	Non-Promoter	Non-Promoter
87	Sanjeev Kumar Singh	Non-Promoter	Non-Promoter
88	Shailendra Poddar	Non-Promoter	Non-Promoter
89	Nilav Nirad	Non-Promoter	Non-Promoter
90	Sourav Choudhary	Non-Promoter	Non-Promoter
91	Sarita Digumarti	Non-Promoter	Non-Promoter
92	Sachin Goel	Non-Promoter	Non-Promoter
93	Sanjay Eknath Bhosale	Non-Promoter	Non-Promoter
94	Arti Singh Chauhan	Non-Promoter	Non-Promoter
95	Santosh Rajaram Dhanawade	Non-Promoter	Non-Promoter
96	Sahadev Baban Tavade	Non-Promoter	Non-Promoter
97	Keshav Gopal Pawar	Non-Promoter	Non-Promoter
98	Krishna Prasad Pandey	Non-Promoter	Non-Promoter
99	Mangina S Rao	Non-Promoter	Non-Promoter
100	Debashish Ghoshal	Non-Promoter	Non-Promoter
101	Purnima Singh	Non-Promoter	Non-Promoter
102	Vinit Bipin Shah	Non-Promoter	Non-Promoter
103	Sameer Vasant Morde	Non-Promoter	Non-Promoter
104	Vikrant Jaikishore Baijal	Non-Promoter	Non-Promoter
105	Learning Universe Llp	Non-Promoter	Non-Promoter
106	Sandeep Nanabhau Doke	Non-Promoter	Non-Promoter
107	Ashwini Sagar Dhomse	Non-Promoter	Non-Promoter
108	Anjali Mahesh Chaudhari	Non-Promoter	Non-Promoter
109	Rekha Surendra Agrawal	Non-Promoter	Non-Promoter
110	Akshita Romit Shah	Non-Promoter	Non-Promoter
111	Comet Investments Private Limited	Non-Promoter	Non-Promoter
112	Uday Madhav Naik	Non-Promoter	Non-Promoter
113	Rajat Jain	Non-Promoter	Non-Promoter
114	Manoj Damodar Purohit	Non-Promoter	Non-Promoter
115	Sushma Dhingra	Non-Promoter	Non-Promoter
116	Pranav Navinchandra Doctor	Non-Promoter	Non-Promoter
117	Laddha Nikhil Rameshkumar	Non-Promoter	Non-Promoter
118	Shridhar Salunke	Non-Promoter	Non-Promoter
119	Varun Jain	Non-Promoter	Non-Promoter
120	Rajiv Sodhani	Non-Promoter	Non-Promoter
121	Vinita Satish Laddha	Non-Promoter	Non-Promoter

122	Kanwar Vivek	Non-Promoter	Non-Promoter
123	Mahesh Ashok Morde	Non-Promoter	Non-Promoter
124	Rahul Mohan Savlani	Non-Promoter	Non-Promoter
125	Rahul Ramakant Jadhav	Non-Promoter	Non-Promoter
126	Reshma Nilesh Thorat	Non-Promoter	Non-Promoter
127	Meghana More	Non-Promoter	Non-Promoter
128	Mayur Prakash Kardile	Non-Promoter	Non-Promoter
129	Ravikumar Ashwinbhai Sharma	Non-Promoter	Non-Promoter
130	Kannan Krishnamurti Naidu	Non-Promoter	Non-Promoter
131	Sunny Haresh Savlani	Non-Promoter	Non-Promoter
132	Sanjay Bhivsen Morde	Non-Promoter	Non-Promoter
133	Manoj Dattatray Ghule	Non-Promoter	Non-Promoter
134	Ladhani N Hardeek	Non-Promoter	Non-Promoter
135	Manali Ankush Morde	Non-Promoter	Non-Promoter
136	Mangesh S Shete	Non-Promoter	Non-Promoter
137	Vikas Digambar Gaikwad	Non-Promoter	Non-Promoter
138	Supriya Tejas Bhoite	Non-Promoter	Non-Promoter
139	Ankush Ashok Morde	Non-Promoter	Non-Promoter
140	Jagruti Atul Shah	Non-Promoter	Non-Promoter
141	Ritu Atul Shah	Non-Promoter	Non-Promoter
142	Pawan Manojkumar Mohnani	Non-Promoter	Non-Promoter
143	Rajesh Navinchandra Shah	Non-Promoter	Non-Promoter
144	Parul Kartik Vakharia	Non-Promoter	Non-Promoter
145	Rajesh Poojary	Non-Promoter	Non-Promoter
146	Arun Mafatlal Prajapati	Non-Promoter	Non-Promoter
147	Neha Agrawal	Non-Promoter	Non-Promoter
148	Suyash Pravin Badjate	Non-Promoter	Non-Promoter
149	Anuj Vishnoi	Non-Promoter	Non-Promoter
150	Kamaldeep Singh	Non-Promoter	Non-Promoter
151	Gorkey Patwal	Non-Promoter	Non-Promoter
152	Makhijani Ashish Surjeet	Non-Promoter	Non-Promoter
153	Ankita Chopra	Non-Promoter	Non-Promoter
154	Rinku Savlani	Non-Promoter	Non-Promoter
155	Versha Sharma	Non-Promoter	Non-Promoter
156	Dineshkumar S Rawlani	Non-Promoter	Non-Promoter
157	Anushka Kantilal Thube	Non-Promoter	Non-Promoter
158	Bandini Jay Shah	Non-Promoter	Non-Promoter
159	Virender Singh Chib	Non-Promoter	Non-Promoter
160	Hussain Taizoon Lokhandwala	Non-Promoter	Non-Promoter
161	Rinku Ramratan Singh	Non-Promoter	Non-Promoter
162	Dolly M Savlani	Non-Promoter	Non-Promoter
163	Mandip Singh	Non-Promoter	Non-Promoter

(xxii) **Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

**As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:**

**Promoters:**

**The specified securities**, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be.

**Provided that** not more than twenty percent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

**Provided further** that equity shares allotted in excess of the twenty percent shall be locked-in for six months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

**Non-promoters:**

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s).

**Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:**

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

(xxiii) **Practicing Company Secretary's Certificate:**

A certificate from M/s. Sachapara & Associates - Company Secretaries in practice dated 30-03-2023 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the Regulation 163(2) of SEBI (ICDR) Regulations, 2018. The certificate can be accessed at <http://www.aaswatrading.in/investors.htm> and shall be placed before the Extra-ordinary general meeting of the shareholders and also attached to this notice dated 30/03/2023.

None of the Directors/KMP or their relatives except stated above are concerned or interested in the said resolution. The company has not identifiable promoter or promoter group.

Accordingly, the Board recommends passing of the resolutions set out at Item No 2 for approval of the Members at EOGM.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

**ITEM NO. 3: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 20,00,00,000/- UNDER SECTION 61 OF COMPANIES ACT, 2013.**

The present Authorised Share Capital of the Company is Rs. 75,00,000 (Rupees Seventy Five Lakhs Only) comprising of 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of Rs.10/- each. Considering the increased fund requirements of the Company and above stated plan in item No. 2, the Board at its Meeting held on March 30, 2023, had accorded its approval for increase in Authorised Share Capital from Rs. 75,00,000 (Rupees Seventy Five Lakh Only) to Rs. 20,00,00,000 (Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten Only) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from 75,00,000 (Rupees Seventy Five Lakh Only) to Rs. 20,00,00,000 (Twenty Crore Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, **Clause V. (a)** of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

**ITEM NO. 4: TO APPOINT THE STATUTORY AUDITOR OF THE COMPANY DUE TO CASUAL VACANCY.**

**M/s. MUKESH M. SHAH & CO.**, Chartered Accountants, have tendered their resignation dated January 18, 2023 from the position of Statutory Auditors due to pre-occupation in other professional engagements, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139 of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that **M/s. MEHRA GOEL & CO.**, Chartered Accountants (FRN.: 000517N), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s. MUKESH M. SHAH & CO.**

**M/S. MEHRA GOEL & CO.**, Chartered Accountants, have conveyed their consent to be act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

**ITEM NO. 5: ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

Considering completion of present takeover of management and acquisition of shares of the Company, your new Board has to consider to change object of the Company. For this purpose, the object Clause in MOA of the Company, which is presently restricted in scope, requires to be altered so as to cover a new activities to enable your Company to consider embarking upon new projects and activities.

The new object of the Company is as stated under:

1. To carry on business of rendering real estate services, real estate broker and agent including but not limited to searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services and

To carry on business of lead generation, appraisal of properties and asset hiring and renting on lease or commission basis including but not limited to leasing and subleasing of commercial and residential properties/ unit(s), IT park, furniture and fixtures, etc.

The Board at its meeting held on March 30, 2023 has approved alteration of main object clause of the MOA of the Company and the Board now seek Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of EOGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution. The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

**ITEM NO. 6: APPROVE CHANGE OF NAME OF THE COMPANY FROM AASWA TRADING AND EXPORTS LIMITED TO TRUSTCO (I) LIMITED.**

Considering the change of object of the Company and statutory requirement given under Regulation 45 of SEBI(LODR) Regulations, 2015, at the Board meeting held on March 30, 2023, the Directors of the Company put forward the proposal to change the name of the Company by new name "Trustco (I) Limited".

The Board of Directors discussed the same and is of the opinion that the name of the company be changed from 'Aaswa Trading and Exports Limited' to 'Trustco (I) Limited'. As a result of change in the name, the Clause I of the Memorandum of Association is also required to be suitably amended which requires approval of members by way of special Resolution.

**Certificate from a practicing chartered accountant stating compliance with conditions provided in sub-regulation (1) of regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 is as stated below:**



## NIKHIL WARANKAR & CO.

Chartered Accountants

Mobile : +91 7588961692 / 9021354739

Email : canikhilwarankar@gmail.com

**The Board of Directors,  
M/S AASWA TRADING AND EXPORTS LIMITED.**

Address: 32, Milan Park Society, Near Jawahar Chowk,  
Maninagar, Ahmedabad, Gujrat, India 380008.

**Sub.: Certificate complying provision of Regulation 45 (1) of SEBI (LODR) Regulations, 2015 for change of name of M/S AASWA TRADING AND EXPORTS LIMITED.**

In context of above captioned subject, we Nikhil Warankar & Co, (FRN 153107W) Practicing Chartered Accountants, Pune have examined the relevant records of the Company and information and documents provided by management of the Company for issue Certificate stating compliance with the conditions specified in Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from **AASWA TRADING AND EXPORTS LIMITED** to **TRUSTCO (I) LIMITED**.

Based on our examination and according to information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that

- a) time period of at least one year has elapsed from the last name change:

**The Company has not changed its name since at least One year**

- b) at least fifty percent. of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name;

**Not applicable as the Company is changing its entire main object with change of its name.**

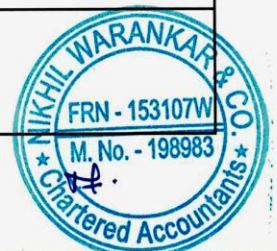
- c) the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity:

**Not applicable as the Company is changing its entire main object with change of its name.**

This Certificate is issued at the request of the Company for submission to Stock Exchange(s), where Equity Shares of the Company is listed.

Detailed bifurcation of income earned by the Company under various activities as per the format given below:

From 01.04.2022 to 31.03.2023 (Please consider last four quarters)	Amount (Rs. In lakhs)
Income from prior business activity - <b>Prior business Activities</b>	NIL





To carry on the business as merchants, packers, traders, commission agents, business agents, seller agents, brokers, adatia, buyers, seller, indentors, importers, exporters in commodities, minerals ores, raw materials, manufactured products, goods and ware, plant, machinery, spares, accessories, tools, appliances, equipments, instruments, textile, cotton, jute, wool, raw silk, yarn fibres, garments, appareits, handlooms, cottage industries, poultry and dairy mark products, oil seeds, tea coffee, coca, spices; herbs, cosmetics drugs, medicinal products, tobacco, leather wares, tomber products, rubber and rubber products , plastic and plastic products, paper and Paper products, electronics, steel and steel products, furnishes, hardware, building construction materials, paints, glass and glassware ceramics, electrical items, dyes, chemicals, petrochemical, products, fertilisers, colours, household appliances, office equipments, stationers, automobile products, gold, silver, diamonds, precious stones and jewellery and to act as Trading House.

Income from new business activity -

1. To carry on business of rendering real estate services, real estate broker and agent including but not limited to searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services and
2. To carry on business of lead generation, appraisal of properties and asset hiring and renting on lease or commission basis including but not limited to leasing and subleasing of commercial and residential properties/ unit(s), IT park, furniture and fixtures, etc.

Not Applicable as Company has recommended to members for their approval for change of main object in their Extraordinary General Meeting.

Thanking You.

Yours Faithfully,

**FOR NIKHIL WARANKAR & CO.**

Chartered Accountant's

FRN: 153107W

*Nikhil Warankar*

**CA Nikhil Warankar**

Proprietor

M. No. 198983

Date: March 30, 2023, At Pune.

Certificate No: NW-62/2022-23

UDIN: 23198983BGUBLJ1902





Your Directors recommend the above as Special Resolution.

None of the Directors or Key Managerial Person(s) or their respective relatives are deemed to be concerned or interested in any way in this resolution.

**ITEM NO. 7: CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM AHMEDABAD TO PUNE.**

The Management of the company recently changed by way of Regulation 3 & 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The New Management and promoters are operating from Pune in the state of Maharashtra.

Presently, the Company's Registered Office is located in Ahmedabad, Gujarat. The Board of Directors of your Company at their meeting held on March 30, 2023 has proposed to shift the Registered Office of the Company from the State of Gujarat to the State of Maharashtra, within the jurisdiction of the Registrar of Companies, Pune to carry on the business of the Company more economically and efficiently and with better operational convenience.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires approval of the Members by way of Special Resolution.

Therefore, the Board recommends the Resolution as set out in Item No. 7 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned in Item No. 7 of the Notice.

**ITEM NO. 8: TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GIVE GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

As a part of its business strategy, the company may be required to invest its funds or provide loan security and/or guarantee in furtherance of its business objectives or to carry out its business operations as per defined policies and guidelines.

The said investment/ Loan/ securities and/or guarantee taken together may at any time exceed the limits defined under Section 186 of the Companies Act, 2013. In terms of the provisions of section 186 of the Companies Act, 2013, to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital its free reserves and securities premium account of the Company or ii) hundred per cent of its free reserves and securities premium account of the Company whichever is more needs prior approval of shareholders of the Company by means of a special resolution.

Accordingly, present resolution is proposed for approval of the members to authorize the board of directors of the Company to:

- (a) give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate provided that the aggregate amount of such loan investment and guarantee outstanding at any time shall not exceed Rs. 750 Crores;
- (b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 750 Crores; and
- (c) Make investment and acquire by way of subscription, purchase or otherwise securities of M/s. Brantford Limited and M/s. EMF Clinic Private Limited body corporates wherein the promoter group has substantial interest by cash or swap of shares or other mode or any combination hereof provided that the total amount of such investments outstanding at any time shall not exceed Rs. 150 Crores;

which exceeds the prescribed ceiling under Section 186 of the Companies Act 2013.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution.

The Board of Directors recommends the resolution as set out at Item No. 8 for approval of the members as Special resolution.

**ITEM NO. 9: APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.**

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company would be unable to extend financial assistance by way of loan, guarantee or security to other entities in the group including Brantford Limited, EMF Clinic Private Limited or any other companies/Body Corporates.

In the light of provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of Brantford Limited, EMF Clinic Private Limited or any other entities in group up to an aggregate sum of Rs. 750 Crores (Rupees Seven Hundred Fifty Crores Only).

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies/ Firms in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

None of the Directors and Key Managerial Personnel and their relatives is any way concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

The Board of Directors Recommend the Special Resolution for approval by the members.

#### **ITEM NO. 10: APPROVAL FOR RELATED PARTY TRANSACTIONS.**

To strategically place your company with a revenue model wherein the promoters have core competency, your Company proposes to enter into transaction(s) with Brantford Limited and EMF Clinic Private Limited, which are the group Companies of your Company to purchase the entire issued share capital of the Brantford Limited and EMF Clinic Private Limited from the existing shareholders who are also the promoter shareholders of the Company. After this acquisition of stake, Brantford Limited and EMF Clinic Private Limited become wholly owned subsidiaries of the Company.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. Accordingly, transaction(s) entered into with Brantford Limited and EMF Clinic Private Limited and the shareholders of Brantford Limited and EMF Clinic Private Limited comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the shareholders of Brantford Limited and EMF Clinic Private Limited in the financial year 2023-2024. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Brantford Limited and EMF Clinic Private Limited are as follows:

Sr. No.	Particulars	Remark	
1.	Name of the Related Party	Brantford Limited	EMF Clinic Private Limited
2.	Name of Director or KMP	<ul style="list-style-type: none"> <li>• Umesh Kumar Sahay - Director</li> <li>• Abhishek Narbaria - Director</li> <li>• Amit Narbaria - Director</li> <li>• Kedar Arvind Kulkarni - Director</li> </ul>	<ul style="list-style-type: none"> <li>• Umesh Kumar Sahay - Director</li> <li>• Abhishek Narbaria - Director</li> </ul>
3.	Nature of Relationship	Promoters and some of Directors of the both companies are common.	Promoters and Directors of the both companies are common.
4.	the nature, duration of the contract and particulars of the contract or arrangement	<p><b>Nature of Contract:</b> Acquisition of 100 % stake of Brantford Limited and make it wholly owned subsidiary of the Company</p> <p><b>Duration of Contract:</b> 12-months</p> <p><b>Particulars of the contract or arrangement:</b></p> <p>1. After obtaining the necessary approvals the company will allot the shares by way of swap to the shareholders of Brantford Limited.</p>	<p><b>Nature of Contract:</b> Acquisition of 100 % stake of EMF Clinic Private Limited and make it wholly owned subsidiary of the Company</p> <p><b>Duration of Contract:</b> 12-months</p> <p><b>Particulars of the contract or arrangement:</b></p> <p>1. After obtaining the necessary approvals the company will allot the shares by way of swap to the shareholders of EMF Clinic Private Limited.</p>
5.	the material terms of the contract or arrangement including the value, if any;	Swap of shares in exchange of consideration based on the valuation carried by the registered valuer with IBB.	Swap of shares in exchange of consideration based on the valuation carried by the registered valuer with IBB.
6.	Expected monetary value of proposed aggregate transaction(s) during financial year 2023-24.	Rs. 56,08,34,001/-	Rs.42,30,90,000/-
7.	any advance paid or	NIL	NIL

	received for the contract or arrangement, if any;		
8.	the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Based on valuation of both Company, Promoters have determined value of contract.	Based on valuation of both Company, Promoters have determined value of contract.
9.	whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors;	Yes.	Yes.
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.	N.A.

None of the Directors other than Mr. Umesh Kumar Sahay and Abhishek Narbaria (including their relatives) and Key Managerial Personnel and their relatives in any way concerned or interested financially or otherwise in the resolutions. The Promoters are common among M/s. Brantford Limited, M/s. EMF Clinic Private Limited and M/s. Aaswa Trading and Exports Limited. They hold 37.72% of voting rights in Brantford Limited, 100.00% of voting rights in EMF Clinic Private Limited and 68.54% in M/s. Aaswa Trading and Exports Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors Recommend the Special Resolution for approval by the members.

**ITEM NO. 11 & 12: TO REGULARISE/ APPOINT MR. UMESH KUMAR SAHAY (DIN: 01733060) FROM ADDITIONAL DIRECTOR TO DIRECTOR AND THEN APPOINT HIM AS MANAGING DIRECTOR OF THE COMPANY.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved the appointment, under Section 161 of the Companies Act, of Mr. Umesh Kumar Sahay (DIN: 01733060) in the meeting held on December 02, 2022 with effect from December 02, 2022. His appointment comes to an end at the end of forthcoming AGM if not regularized in this EGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the Board his appointment from additional Director to Director by way of regularization and Approval of his position as the Managing Director of the Company with effect from April 29, 2023 for five years.

The Company had received consent letter from Mr. Umesh Kumar Sahay to act as a Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

**Broad particulars of the terms of appointment of and remuneration payable to Mr. Umesh Kumar Sahay are as under:**

- a. Tenure of appointment – 5 years w.e.f. April 29, 2023
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration :

Sr. No.	Financial Year	Remuneration (In Rs. p.m.)
1	FY 2023-24	Rs. 5,00,000/- per Month
2	FY 2024-25	Rs. 5,00,000/- per Month
3	FY 2025-26	Rs. 5,00,000/- per Month
4	FY 2026-27	Rs. 5,00,000/- per Month
5	FY 2027-28	Rs. 5,00,000/- per Month

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- e. Travelling allowances including insurance for business trips as per Company's Policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sahay under Section 190 of the Act.

Mr. Sahay satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Umesh Kumar Sahay are stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Sahay is interested in the resolution set out at Item No. 11 & 12 of the Notice. The relatives of Mr. Sahay may be deemed to be interested in the resolution set out at Item No. 11 & 12 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Umesh Kumar Sahay as a Managing Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Ordinary Resolution set out at Item No. 11 and Special Resolution set out at Item No. 12 of the Notice for approval of the members.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

**i. General Information**

Nature of Industries	Real estate services, real estate broker and agent.
Date or expected date of commencement of commercial production	Not Applicable
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	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

**ii. Information of appointee, Mr. Umesh Kumar Sahay / Brief Profile of Mr. Umesh Kumar Sahay {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

Description	Details
Name	Mr. Umesh Kumar Sahay
DIN	01733060
Age	41 years
Qualification	Post Graduate in Agriculture and Marketing.
Experience / Job Profile /Suitability	Mr. Umesh Kumar Sahav is Post Graduate in Agriculture and Marketing from Pune. He is well experienced in the field of Agriculture and Marketing. He is also the Founder of EFC Tech Space Private Limited, EMF Clinic Private

	Limited, EFC Limited, Whitehills Interior Limited and Brantford Limited. As on date, he is also the Director of EMF Clinic Private Limited, EFC (I) Limited, Brantford Limited, EFC Limited and Whitehills Interior Limited. Being a promoter director of the Brantford Limited, EFC Limited and EMF Clinic Private Limited, he set the company as one of the best company with Office Outfit lease out in India.
Terms and Conditions of appointment	Managing Director for a period of 5 years.
Remuneration last drawn from the Company	N.A.
Remuneration proposed	As stated above in point No. c of this statement.
Past Remuneration	He has drawn salary from EFC Limited and Brantford Limited of Rs. 36 Lakh and Rs. 12 Lakh respectively in the previous financial year.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of the Company.	December 02, 2022
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Umesh Kumar Sahay and Mr. Abhishek Narbaria are promoter Directors of the Company and also Business Partners.
Shareholding in the Company (as on the date of EGM Notice)	2,46,760 equity shares.
Directorships of other Board	1. EFC Limited 2. EMF Clinic Private Limited 3. EFC (I) Limited 4. Brantford Limited 5. Whitehills Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Managing Director levels of similar sized infrastructure, lease & rental Companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He is promoter of the Company. He and Mr. Abhishek Narbaria both are promoter Directors of the Company and Business Partners. He has no other relationship with any other managerial personnel of the Company except as stated above.
Recognition or awards	NIL

### iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Due to the Company was not in operation.
Steps taken or proposed to be taken for improvement.	The Company is taken over by new promoters and new management under regulation 3 and 4 of SEBI (SAST) Regulations, 2011 and now diversifying its entire business by changing the main object.
Expected increase in productivity and profits in measurable terms	The Company is diversifying its business. Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

### **ITEM NO. 13: TO REGULARISE/ APPOINT MR. ABHISHEK NARBARIA (DIN: 01873087) FROM ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Abhishek Narbaria (DIN: 01873087) in the meeting held on December 16, 2022 with immediate effect, who shall hold the office of Director up to the date of the ensuing Annual General Meeting. His appointment comes to an end at the end of forth coming AGM if not regularized in this EGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director (Non-Independent Non-executive) by way of regularization.

The Company had received consent letter from Mr. Abhishek Narbaria to act as a Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

**Broad particulars of the terms of appointment of and remuneration payable to Mr. Abhishek Narbaria are as under:**

- a. Tenure of appointment – Not Applicable.
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration :

Sr. No.	Financial Year	Remuneration (In Rs. p.m.)
1	FY 2023-24	Rs. 5,00,000/- per Month
2	FY 2024-25	Rs. 5,00,000/- per Month
3	FY 2025-26	Rs. 5,00,000/- per Month
4	FY 2026-27	Rs. 5,00,000/- per Month
5	FY 2027-28	Rs. 5,00,000/- per Month

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- e. Travelling allowances including insurance for business trips as per Company's Policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Narbaria under Section 190 of the Act.

Mr. Narbaria satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Abhishek Narbaria are as per given below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Narbaria is interested in the resolution set out at Item No. 13 of the Notice. The relatives of Mr. Narbaria may be deemed to be interested in the resolution set out at Item No. 13 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Narbaria as a Director of the Company, under category of Non-Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the members.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

**i. General Information**

Nature of Industries	Real estate services, real estate broker and agent.
Date or expected date of commencement of commercial	Not Applicable

production	
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	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

**ii. Information of appointee, Mr. Abhishek Narbaria/ Brief Profile of Mr. Abhishek Narbaria (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)) and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

Description	Details
Name	Mr. Abhishek Narbaria
DIN	01873087
Age	39 years
Qualification	Master's degree in IT/ Computer Application.
Experience/ Job Profile /Suitability	Mr. Abhishek Narbaria complements with his IT and administrative skills to bring efficiency and effectiveness in their business operations. Over the years, he has developed a strong and loyal IT, Engineering, Designing and compliance team to provide stability and solidity in their business approach. Mr. Abhishek holds master's degree in IT/ Computer Application.
Terms and Conditions of appointment	Director, liable to retire by rotation
Remuneration Proposed	As stated above in point No. c of this statement.
Remuneration last drawn from the Company	<b>N.A.</b>
Past Remuneration	He has drawn salary from EFC Limited and Brantford Limited of Rs. 36 Lakh and Rs. 12 Lakh respectively in the previous financial year.
Justification for choosing the appointees as Independent Director	<b>N.A.</b>
Date of first appointment on the board of the Company.	December 16, 2022
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Mr. Umesh Kumar Sahay and Mr. Abhishek Narbaria, Directors of the Company are Business Partners.
Shareholding in the Company (as on the date of EGM Notice)	2,46,760 equity shares
Directorships of other Board	1. EFC Limited 2. EFC Tech Space Private Limited 3. EMF Clinic Private Limited 4. EFC (I) Limited 5. Brantford Limited 6. Whitehills Interior Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Director levels of similar sized infrastructure, lease & rental Companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He is promoter of the Company. He and Mr. Umesh Kumar Sahay both promoter Directors of the Company and are Business Partners.  He has no other relationship with any other managerial personnel of the Company except as stated above.
Recognition or awards	NIL

**iii. Other Information**

Description	Details
Reasons of loss or inadequate profits	Due to the Company was not in operation.
Steps taken or proposed to be taken for improvement.	The Company is taken over by new promoters and new management under regulation 3 and 4 of SEBI (SAST) Regulations, 2011 and now diversifying its entire business

	by changing the main object.
Expected increase in productivity and profits in measurable terms	The Company is diversifying its business. Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

**ITEM NO. 14: TO REGULARISE/ APPOINT MR. NIKHIL BHUTA (DIN: 02111646) FROM ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Nikhil Bhuta (DIN: 02111646) in the meeting held on December 16, 2022 with immediate effect, who shall hold the office of Director up to the date of the ensuing Annual General Meeting. His appointment comes to an end at the end of forth coming AGM if not regularized in this EGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from additional Director to Director (Non-Independent Non-executive) by way of regularization.

The Company had received consent letter from Mr. Nikhil Bhuta to act as a Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Mr. Nikhil Bhuta (DIN: 02111646) being appointee is interested in his appointment. Besides this none of the other Directors and Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 14 for approval of the members as an Ordinary Resolution.

**Broad particulars of the terms of appointment of and remuneration payable to Mr. Nikhil Bhuta are as under:**

- g. Tenure of appointment – Not Applicable.
- h. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- i. The remuneration :

Sr. No.	Financial Year	Remuneration (In Rs. p.m.)
1	FY 2023-24	Rs. 5,00,000/- per Month
2	FY 2024-25	Rs. 5,00,000/- per Month
3	FY 2025-26	Rs. 5,00,000/- per Month
4	FY 2026-27	Rs. 5,00,000/- per Month
5	FY 2027-28	Rs. 5,00,000/- per Month

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- j. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- k. Travelling allowances including insurance for business trips as per Company's Policy.
- l. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013:**

**i. General Information**

Nature of Industries	Real estate services, real estate broker and agent.
Date or expected date of commencement of commercial production	Not Applicable



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	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

ii. **Brief Profile of Mr. Nikhil Bhuta (DIN: 02111646) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}**

Description	Details
Name	Mr. Nikhil Bhuta
DIN	02111646
Age	45 Years
Qualification	Chartered Accountant
Experience/ Job Profile /Suitability	Mr. Nikhil Dilipbhai Bhuta has an experience of over 20 years in the field of Finance, Taxation and Investment banking. He is a Chartered Accountant by profession and has 4 years of experience as Strategic Advisor and in Investment Banking; Worked in the position of Chief Financial officer in Mining, Oil & Gas, Trading -Sector, Manufacturing Sector for 8 years.
Terms and Conditions of appointment	Director, liable to retire by rotation
Remuneration Proposed	As stated above in point No. c of this statement.
Remuneration last drawn from the Company	N.A.
Past Remuneration	Being the promoter of EFC (I) Limited has not drawn any remuneration as Director of the company.
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the board of the Company.	December 16, 2022
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	No any Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company.
Shareholding in the Company (as on the date of EGM Notice)	NIL
Directorships of other Board	1. Finsetu Technologies Private Limited 2. EFC (I) Limited 3. Voxtur Bio Limited
Membership/Chairmanship of Committees of Board of Directors of other companies	He is member in Audit Committee and Stakeholders Relationship Committee of EFC (I) Limited.
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Director levels of similar sized infrastructure, lease & rental Companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	Common Directors in EFC (I) Limited.  No any other Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel except as stated above.
Recognition or awards	NIL

iii. **Other Information**

Description	Details
Reasons of loss or inadequate profits	Due to the Company was not in operation.
Steps taken or proposed to be taken for improvement.	The Company is taken over by new promoters and new management under regulation 3 and 4 of SEBI (SAST) Regulations, 2011 and now diversifying its entire business by changing the main object.
Expected increase in productivity and profits in measurable terms	The Company is diversifying its business. Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

**ITEM NO. 15: TO REGULARISE/ APPOINT MRS. GAYATHRI SRINIVASAN IYER (DIN: 09054785) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mrs. Gayathri Srinivasan Iyer (DIN: 09054785):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming her eligibility for such appointment and
- (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) was appointed as an Additional Director on the board on December 16, 2022 and her term of office will expire on the day of AGM. However she can be regularized as a Director with the approval of members of the Company at any general meeting. She is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mrs. Gayathri Srinivasan Iyer an Independent Woman Director for a period of Five years. She is not liable to retire by rotation.

In the opinion of the Board Mrs. Gayathri Srinivasan Iyer fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and she is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) as an Independent Woman Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of Extra Ordinary General Meeting of the members.

Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) being appointee is interested in her appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 15 for approval of the members as Special Resolution.

Brief Profile of Mrs. Gayathri Srinivasan Iyer (DIN: 09054785) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Mrs. Gayathri Srinivasan Iyer
DIN	09054785
Age	51 Years
Qualification	Chartered Accountant
Date of Appointment	December 16, 2022
Term of the Proposed Appointment	Non-Executive Independent Woman Director, not liable to retire by rotation.
Experience	Ms. Gayathri Srinivasan Iyer has over 25 years of experience in Finance Consultancy. She is a Chartered Accountant by Profession; 1 year of experience in Business Consultancy.
Other Directorship	1. EFC (I) LIMITED 2. EFC Limited
Other Listed Chairmanship/Membership	She is Chairperson of Audit Committee and Nomination and remuneration committee in EFC (I) Limited. She is also member of Stakeholders Relationship Committee in EFC (I) Limited
Partners in LLP	SUSRI ADVISORS LLP
Shareholding in the Company	NIL
Shareholdings in any	NIL

Group Companies	
Any relationship with KMP	N.A.
Any Relationship with Promoter	N.A.
Disclosure of relationships between inter-se	N.A.

**ITEM NO. 16: TO REGULARISE/ APPOINT MR. RAJESH CHANDRAKANT VAISHNAV (DIN: 00119614) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

As per Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and rule 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules regulations every Listed Company shall have requisite number of directors as Independent Directors on the Board.

In order to comply with the provisions of Section 149(4) of Companies Act 2013 it is proposed to regularise appointment of Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614) from Additional Independent Director to Independent Director of the Company.

The Company has received from Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614):

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
- (ii) intimation in Form DIR-8 in terms of Rule 14 of the said Rules to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 confirming his eligibility for such appointment and
- (iii) a declaration to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 any person appointed as an additional director can hold office up to the date of ensuing Annual General Meeting.

Since Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614) was appointed as an Additional Director on the board on December 16, 2022 and his term of office will expire on the day of ensuing AGM. However he can be regularized as a Director with the approval of members of the Company at any general meeting. He is qualified the Independent Director's Examination and fulfils the conditions for their appointment as Independent Director as specified in the Act and Listing Regulations.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Rajesh Chandrakant Vaishnav as an Independent Director for a period of Five years. He is not liable to retire by rotation.

In the opinion of the Board Mr. Rajesh Chandrakant Vaishnav fulfils the conditions as specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent from the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act the appointment of Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614) as an Independent non- executive Director is now being placed before the Members for their approval.

A copy of the draft letter for the appointment of Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of Extra Ordinary General Meeting of the members.

Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614) being appointee is interested in his appointment. Besides this none of the other Directors of the Company/their relatives are in any way concerned or interested financially or otherwise in the said resolutions.

The Board of Directors recommends the resolutions as set out at Item No. 16 for approval of the members as Special Resolution.

Brief Profile of Mr. Rajesh Chandrakant Vaishnav (DIN: 00119614) {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)}

Description	Details
Name of the Director	Mr. Rajesh Chandrakant Vaishnav
DIN	00119614
Age	66 Years
Qualification	B.Com, DBM
Date of Appointment	December 16, 2022
Term of the Proposed Appointment	Non-Executive Independent Director, not liable to retire by rotation.
Experience	Mr. Rajesh Vaishnav has vast experience in overall management with special focus on Finance Sales, Marketing and Corporate Laws.
Other Directorship	EFC (I) LIMITED RED EARTH MACHINES PRIVATE LIMITED

	AMELEC INDIA PRIVATE LIMITED
Other Listed Chairmanship/Membership	NIL
Partners in LLP	NIL
Shareholding in the Company	NIL
Shareholdings in any Group Companies	Brantford Limited: No. of Shares 2,872 EFC (I) Limited: No. of Shares 90,000
Any relationship with KMP	N.A.
Any Relationship with Promoter	N.A.
Disclosure of relationships between inter-se	N.A.

**ITEM NO. 17: TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT UNDER SECTION 180 OF THE COMPANIES ACT, 2013.**

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid – up capital and free reserve of the Company, only if the same is approved by the Members of the Company.

Considering the current business plan and growing fund requirement for expansion of Business, the company may cross anytime limit of borrowing as specified under Section 180 (1) (c) of the Companies Act, 2013. So, to comply provision of Section 180 (1) (c) of the Act, company need to obtain approval of members by way of special Resolution.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid-up capital and free reserve i.e. Up to Rs. 750 Crores.

Further, as per the provisions of Section 180(1)(a) of the Companies Act, 2013, a company shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, unless approval of the Shareholders is obtained by way of a Special Resolution.

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company.

Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 17 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 18: ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013.**

On advent of Companies Act, 2013 and provisions of Section 4 & 13 and other applicable provision of the Companies Act, 2013, if any, the Company is required to amend MoA of the Company as per the Provisions/ format of Table- A.

The proposed amendment in MoA of the Company requires the approvals of the members of the Company by way of a Special Resolution.

Accordingly, the Board recommends the Special Resolution set forth in Item No. 18 of the Notice for approval of the Members.

None of the Directors and KMP are interested in the aforesaid resolution.

Registered Office:  
32, Milanpark Society,  
Nr. Jawahar Chowk,  
Maninagar, Ahmedabad 380008.

Date: March 30, 2023  
Place: Ahmedabad

**By Order of the Board of Directors  
For Aaswa Trading and Exports Limited**

**Sd/-  
Umesh Kumar Sahay  
Director  
DIN: 01733060**

# AASWA TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008

Corporate Office Address: 6<sup>th</sup> Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony,  
Bhoslenagar, Shivajinagar, Pune 411007

CIN: L51100GJ1984PLC024704

Tel. No. 079-25462907 Email Id: aaswaexports@yahoo.co.in Website: www.aaswatrading.in

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## **ATTENDANCE SLIP** **EXTRAORDINARY GENERAL MEETING**

I hereby record my presence at the **Extraordinary General Meeting of the Company** to be held **at 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411007, on Saturday, April 29, 2023 at 02.00 P.M.**

Name of the Member: \_\_\_\_\_

Folio/Client ID No.: \_\_\_\_\_

Name of the Proxy/Representative (in Block Letters)  
(To be filled in if the Proxy/Representative attends  
Instead of the Member) \_\_\_\_\_

Signature of the Member or Proxy/Representative: \_\_\_\_\_

### **Note:**

- 1) Members are requested to bring their copies of the Notice to the EGM, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office at 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad- GJ 380008 or at Corporate office at 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411007 of the Company not less than **FORTY EIGHT HOURS before the commencement of the meeting.**
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

# AASWA TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008

Corporate Office Address: 6<sup>th</sup> Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony,

Bhoslenagar, Shivajinagar, Pune 411007

CIN: L51100GJ1984PLC024704

Tel. No. 079-25462907 Email Id: aaswaexports@yahoo.co.in Website: www.aaswatrading.in

## PROXY FORM (FORM NO. MGT-11)

### EXTRAORDINARY GENERAL MEETING

[Pursuant to this Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : AASWA TRADING AND EXPORTS LIMITED  
Registered office : 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008.  
Corporate office : 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411007.

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email-Id: \_\_\_\_

Folio No/Client ID: \_\_\_\_\_ DPID: \_\_\_\_\_

I/We, being the member (s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

As my/ our proxy to attend and vote (on a poll)for me/ us and on my/our behalf at the Extraordinary General Meeting of Aaswa Trading and Exports Limited to be held on 29th day of April, 2023 at 02.00 P.M. on Saturday at Corporate office and at any adjournment thereof in respect of such resolutions are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
<b>SPECIAL BUSINESS</b>				
1	ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013.			

2	PREFERENTIAL ISSUE OF 1,25,58,060 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF (A) M/S. BRANTFORD LIMITED (CIN U70103PN2022PLC212974) AND (B) EMF CLINIC PRIVATE LIMITED (CIN U85100PN2020PTC190836).			
3	TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 20,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013.			
4	TO APPOINT THE STATUTORY AUDITOR OF THE COMPANY DUE TO CASUAL VACANCY.			
5	TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.			
6	TO APPROVE CHANGE OF NAME OF THE COMPANY FROM AASWA TRADING AND EXPORTS LIMITED TO TRUSTCO (I) LIMITED.			
7	TO CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM AHMEDABAD TO PUNE.			
8	TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GIVE GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.			
9	APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.			
10	APPROVAL FOR RELATED PARTY TRANSACTIONS.			
11	TO REGULARISE / APPOINT MR. UMESH KUMAR SAHAY (DIN: 01733060) AS DIRECTOR OF THE COMPANY.			
12	APPOINTMENT OF MR. UMESH KUMAR SAHAY (DIN: 01733060) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION.			
13	TO REGULARISE / APPOINT MR. ABHISHEK NARBARIA (DIN: 01873087) AS DIRECTOR (NON-INDEPENDENT NON-EXECUTIVE) OF THE COMPANY.			
14	TO REGULARISE / APPOINT MR. NIKHIL BHUTA (DIN: 02111646) AS DIRECTOR (NON-INDEPENDENT NON-EXECUTIVE) OF THE COMPANY.			
15	TO REGULARISE / APPOINT MRS. GAYATHRI SRINIVASAN IYER (DIN: 09054785) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.			
16	TO REGULARISE / APPOINT MR. RAJESH CHANDRAKANT VAISHNAV (DIN: 00119614) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.			
17	TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.			
18	ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

**Affix  
Revenue  
Stamp**

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office/Corporate office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

# AASWA TRADING AND EXPORTS LIMITED

Regd. Office Address: 32, Milan Park Society, Near Jawahar Chowk, Maninagar, Ahmedabad 380008

Corporate Office Address: 6<sup>th</sup> Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony,

Bhoslenagar, Shivajinagar, Pune 411007

CIN: L51100GJ1984PLC024704

Tel. No. 079-25462907 Email Id: aaswaexports@yahoo.co.in Website: www.aaswatrading.in

**Form No. MGT-12**

**POLLING PAPER**

**[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]**

**Name of the Company** : AASWA TRADING AND EXPORTS LIMITED  
**CIN** : L51100GJ1984PLC024704  
**Registered Office** : 32, Milan Park Society, Nr. Jawahar Chowk, Maninagar, Ahmedabad 380008.  
**Corporate Office** : 6th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411007.  
**Website** : <http://www.aaswatrading.in/>  
**Email Id** : aaswaexports@yahoo.co.in

## BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First-named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>SPECIAL BUSINESS</b>				
1	ADOPTION OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013.			
2	PREFERENTIAL ISSUE OF 1,25,58,060 EQUITY SHARES BY WAY OF SWAP OF SHARES (CONSIDERATION OTHER THAN CASH) FOR AN ACQUISITION OF 100% STAKE OF (A) M/S. BRANTFORD LIMITED (CIN U70103PN2022PLC212974) AND (B) EMF CLINIC PRIVATE LIMITED (CIN U85100PN2020PTC190836).			
3	TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 20,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013.			
4	TO APPOINT THE STATUTORY AUDITOR OF THE COMPANY DUE TO CASUAL VACANCY.			
5	TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.			
6	TO APPROVE CHANGE OF NAME OF THE COMPANY FROM AASWA TRADING AND EXPORTS LIMITED TO TRUSTCO (I) LIMITED.			
7	TO CHANGE OF REGISTERED OFFICE OF THE COMPANY FROM AHMEDABAD TO PUNE.			
8	TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GIVE GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.			
9	APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013.			
10	APPROVAL FOR RELATED PARTY TRANSACTIONS.			
11	TO REGULARISE / APPOINT MR. UMESH KUMAR			

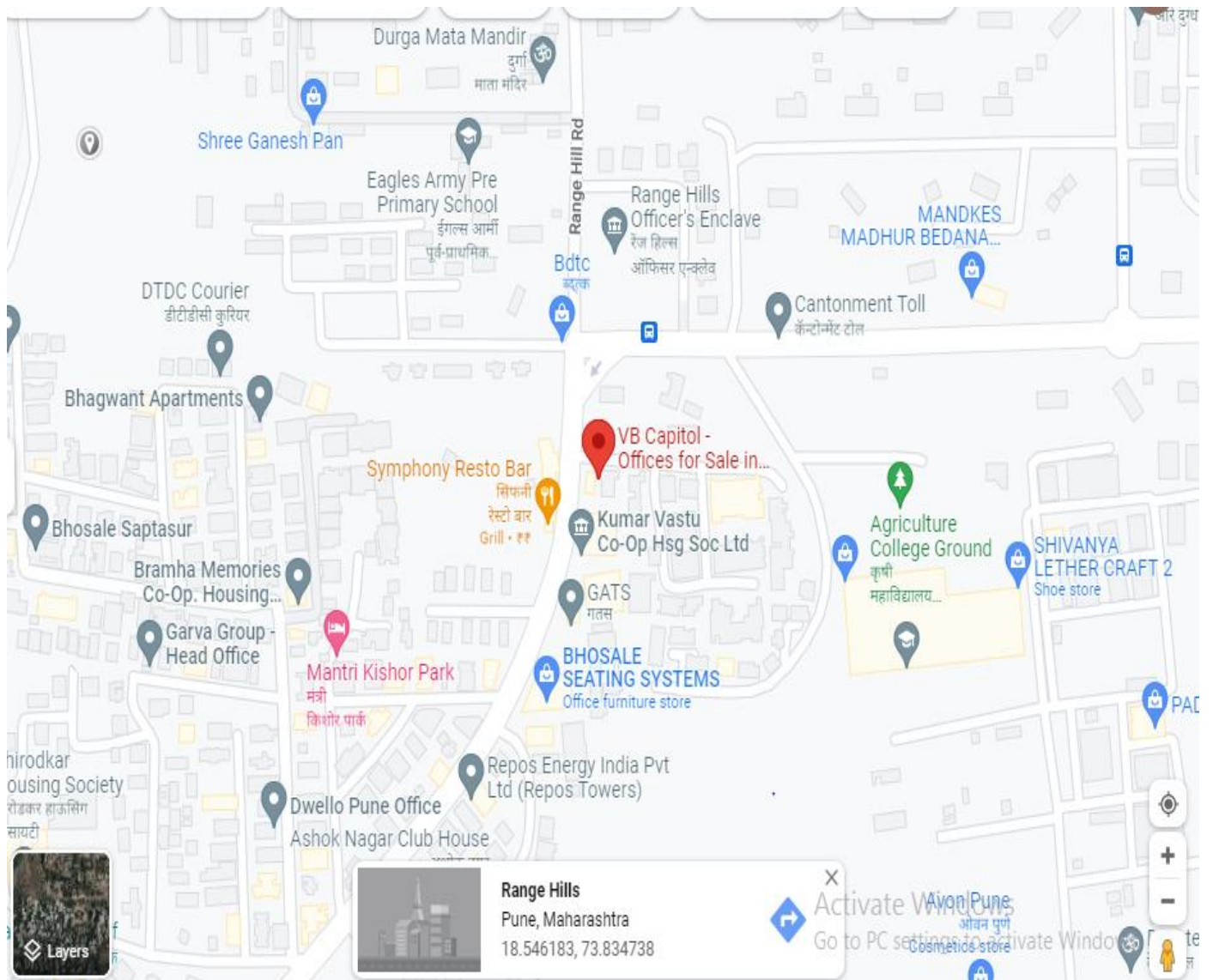


	SAHAY (DIN: 01733060) AS DIRECTOR OF THE COMPANY.			
12	APPOINTMENT OF MR. UMESH KUMAR SAHAY (DIN: 01733060) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION.			
13	TO REGULARISE / APPOINT MR. ABHISHEK NARBARIA (DIN: 01873087) AS DIRECTOR (NON-INDEPENDENT NON-EXECUTIVE) OF THE COMPANY.			
14	TO REGULARISE / APPOINT MR. NIKHIL BHUTA (DIN: 02111646) AS DIRECTOR (NON-INDEPENDENT NON-EXECUTIVE) OF THE COMPANY.			
15	TO REGULARISE / APPOINT MRS. GAYATHRI SRINIVASAN IYER (DIN: 09054785) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.			
16	TO REGULARISE / APPOINT MR. RAJESH CHANDRAKANT VAISHNAV (DIN: 00119614) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.			
17	TO CONSIDER AND APPROVE THE INCREASE IN BORROWING LIMIT AND CREATION OF SECURITY ON THE ASSETS OF THE COMPANY UNDER SECTION 180 OF THE COMPANIES ACT, 2013.			
18	ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER PROVISIONS OF THE COMPANIES ACT, 2013.			

Place :  
Date:

(Signature of the shareholder)

Route Map for venue of EGM of Aaswa Trading and Exports Limited to be held on Saturday, April 29, 2023 at 02.00 p.m. at Unit No. 1,2,3 And 4, 6th Floor, VB Capitol S No 209(P), CTS Pune, Pune MH 411007.



**CERTIFICATE ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY AASWA TRADING AND EXPORTS LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2018.**

To  
**The Board of Directors**  
AASWA TRADING AND EXPORTS LIMITED  
32, Milanpark Society, Nr. Jawahar Chowk,  
Maninagar, Ahmedabad 380008.

Dear Sir,

We, Sachapara & Associates – having CP No. 22177, Practicing Company Secretary, have been appointed by the AASWA TRADING AND EXPORTS LIMITED having CIN L51100GJ1984PLC024704 and having its Registered Office at 32, Milan Park Society, Nr Jawahar Chowk, Maninagar, Ahmedabad 380008 and Corporate Office Address at 6<sup>th</sup> Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune 411007 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as “Regulations”).

In connection with the proposed issuance of 1,25,58,060 (One Crore Twenty Five Lakh Fifty Eight Thousand Sixty) Equity shares by way of swap of Equity shares by way of preferential issue (hereinafter ‘Proposed Preferential Issue’) of the Company to below mentioned Allottees (hereinafter ‘Proposed Allottees’), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the “ICDR Regulations”).

**LIST OF PROPOSED EQUITY SHARE HOLDERS**

Sr. No.	Name of Proposed Allottee(s) belongs to Brantford Limited
1	Umesh Kumar Sahay
2	Abhishek Narbaria
3	Akalpita Surendra Bedkihal
4	Kedar Arvind Kulkarni
5	Amit Narbaria
6	Aditi Umesh Sahai
7	Nikhil Dilipbhai Bhuta
8	Nav Capital Vcc - Nav Capital Emerging Star Fund
9	Chirag Karsandas Bathia
10	Morde Foods Private Limited
11	Shilpa Ben Mahesh Kumar Shah
12	Sandeep Shridhar Ghate
13	Amogh Girish Brahme
14	Aakash Hareish Savlani
15	Vineet Arora
16	Kulbhushan Parashar
17	Priti Umesh Khimji
18	Aditya Sahaya
19	Bridgemonte Advisors Pvt Ltd
20	Nikhil Tyagi
21	Annapurna Sridhar
22	Jayaraman Vishwanathan
23	Marietta Barreto
24	Vikas Arora
25	Jyoti Ketan Vakharia
26	Rajesh Chandrakant Vaishnav
27	Kunal Deepak Agashe
28	Amit Agarwal
29	Tatavarthy Chinna Venkata Narasimha Rao
30	Amritaanshu Agrawal
31	Jaideep T Arora
32	Dipti Prashant Mehta
33	Vanshika Gaur



34	Prashant Tandon
35	Anurag Malhotra
36	Gaurav Kumar
37	Harshal Chadhrakant Morde
38	Kalawati Kishor Thakkar
39	Vijaya Arvind Kulkarni
40	Nergis Gaurav Parikh
41	Manish Kumar Jain
42	Setu Securities Pvt Ltd
43	Vishal Vasantao Kokadwar
44	Savio Gerard Pinto
45	Shanti Kaliappan
46	Mohit Vinodkumar Agrawal
47	Vinodkumar Grover
48	Madhu Devi
49	Vishal Ulhas Dhumal
50	Rohan Vinay Pai
51	Vinay Vithal Pai
52	Sarod Reality Private Ltd.
53	Niloufer Ebrahim
54	Vikash Kumar Choudhary
55	Manoj S Laungani HUF (HUF)
56	Manish Hathiramani
57	Vikas Dixit
58	Dsouza Brian
59	Ranjan Kant
60	Kimsuk Krishna Sinha
61	Talib Zafar
62	Parul Aggarwal
63	Atul Kumar Gupta
64	Deepak Agashe HUF(HUF)
65	Puja Amol Peshwe
66	Deepak Kishin Manik
67	Ingenius Investment Advisors LLP
68	Chandana Agarwal
69	Sachin Popatlal Nahar
70	Ashok Kumar Bhawsinghka (Huf)
71	Nilesh Rameshchandra Agrawal
72	Atmanand Sharma
73	Vivek Doda
74	Rajashri Laxmikant Anturlikar
75	Manish Kumar
76	Reshma Rajan
77	Mukesh Nagindas Bhayani
78	Kingsman Wealth Management Private Limited
79	Rashmi Yashdeep Joshi
80	Ashish Poddar
81	Padmani Manek
82	Vivek Joshi
83	Sumangla Kachawa
84	Shrividya Kachawa
85	Shalaka Gangolli
86	Ratnesh Mehra
87	Sanjeev Kumar Singh
88	Shailendra Poddar
89	Nilav Nirad
90	Sourav Choudhary
91	Sarita Digumarti
92	Sachin Goel
93	Sanjay Eknath Bhosale
94	Arti Singh Chauhan
95	Santosh Rajaram Dhanawade
96	Sahadev Baban Tavade
97	Keshav Gopal Pawar



98	Krishna Prasad Pandey
99	Mangina S Rao
100	Debashish Ghoshal
101	Purnima Singh
102	Vinit Bipin Shah
103	Sameer Vasant Morde
104	Vikrant Jaikishore Bajjal
105	Learning Universe Llp
106	Sandeep Nanabhau Doke
107	Ashwini Sagar Dhomse
108	Anjali Mahesh Chaudhari
109	Rekha Surendra Agrawal
110	Akshita Romit Shah
111	Comet Investments Private Limited
112	Uday Madhav Naik
113	Rajat Jain
114	Manoj Damodar Purohit
115	Sushma Dhingra
116	Pranav Navinchandra Doctor
117	Laddha Nikhil Rameshkumar
118	Shridhar Salunke
119	Varun Jain
120	Rajiv Sodhani
121	Vinita Satish Laddha
122	Kanwar Vivek
123	Mahesh Ashok Morde
124	Rahul Mohan Savlani
125	Rahul Ramakant Jadhav
126	Reshma Nilesh Thorat
127	Meghana More
128	Mayur Prakash Kardile
129	Ravikumar Ashwinbhai Sharma
130	Kannan Krishnamurti Naidu
131	Sunny Haresh Savlani
132	Sanjay Bhivsen Morde
133	Manoj Dattatray Ghule
134	Ladhani N Hardeek
135	Manali Ankush Morde
136	Mangesh S Shete
137	Vikas Digambar Gaikwad
138	Supriya Tejas Bhoite
139	Ankush Ashok Morde
140	Jagruti Atul Shah
141	Ritu Atul Shah
142	Pawan Manojkumar Mohnani
143	Rajesh Navinchandra Shah
144	Parul Kartik Vakharia
145	Rajesh Poojary
146	Arun Mafatlal Prajapati
147	Neha Agrawal
148	Suyash Pravin Badjate
149	Anuj Vishnoi
150	Kamaldeep Singh
151	Gorkey Patwal
152	Makhijani Ashish Surjeet
153	Ankita Chopra
154	Rinku Savlani
155	Versha Sharma
156	Dineshkumar S Rawlani
157	Anushka Kantilal Thube
158	Bandini Jay Shah
159	Virender Singh Chib
160	Hussain Taizoon Lokhandwala
161	Rinku Ramratan Singh





162	Dolly M Savlani
163	Mandip Singh

Sr. No.	Name of Proposed Allottee(s) belongs to EMF Clinic Private Limited
1	Umesh Kumar Sahay
2	Abhishek Narbaria

#### MANAGEMENT'S RESPONSIBILITY

The compliance with Chapter V of the ICDR Regulations for the preferential issue and allotment of Equity Shares by way of swap of shares is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/ presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The Management is also responsible for providing all relevant information to the SEBI, and/or BSE Limited.

The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI (ICDR) Regulations, 2018:

- a. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
- b. Determine the minimum price of the equity shares and warrants in accordance with Regulation 165 of the SEBI (ICDR) Regulations, 2018.
- c. Compliance with the all other requirements of the SEBI (ICDR) Regulations, 2018.

#### CERTIFIER'S RESPONSIBILITY

Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of chapter V of the SEBI (ICDR) Regulations, 2018, it is our responsibility to obtain limited assurance and conclude as to whether the details of the Proposed Preferential Issue is in accordance with the requirements of the SEBI (ICDR) Regulations, 2018 as applicable to the preferential issue.

We conducted our examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.

A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the engagement:

- i. With respect to conditions specified in Regulation 159 & 160 of the SEBI (ICDR) Regulations, 2018, we have performed the following procedures to confirm the compliance with required conditions:
  - a) Noted the relevant date March 29, 2023 being the date thirty days prior to the date on which the resolution shall be deemed to be passed, i.e. the April 29, 2023 which is the last date specified in the Notice for e-voting;
  - b) Verified that the Company has obtained requisite consent/undertaking from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company from the relevant date up to a period of 90 trading days from the date of allotment of such securities;
  - c) Verified from the undertaking obtained by the Company from Proposed Allottees, the 'preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form;
  - d) Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottees; and



- ii. Read the Extraordinary General Meeting Notice and verified that special resolution for Proposed Preferential Issue of equity shares of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;
- iii. With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, 2018 and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue;
- iv. Read the certified copy of the resolution passed at the Board meeting held on the March 30, 2023 produced before us by the management containing the list of the Proposed Allottees;
- v. Conducted relevant management inquiries and obtained necessary representations.

#### **CERTIFICATION**

Based on my/our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of my/our knowledge and belief, I/we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations except special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations.

#### **RESTRICTION ON USE**

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI (ICDR) Regulations, 2018 and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company and on the website of the Company so as to provide them requisite information for approving the proposed preferential issue of Equity shares for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

For Sachapara & Associates  
Practicing Company Secretaries



**CS Chirag Sachapara**  
M. No. A59034  
CP No. 22177  
PR No. 1301/2021  
UDIN: A059034D003345471

Dated this March 30, 2023 at Mumbai