

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

((Pursuant to Section 101 of the Companies Act, 2013)

(Read with Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that Extra-Ordinary General Meeting of the members of Enbee Trade & Finance Limited, will be held on Saturday, 15th March, 2025 at 01:00 P.M. at the registered office of the Company situated at B4 /C5, God's Gift CHS Ltd, NM Joshi Marg, Lower Parel, Mumbai City-400013 to transact the following businesses:

SPECIAL BUSINESS

ITEM No.: 1

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, (including any statutory modification(s) and reenactment (s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 49,00,00,000/- (Rupees Forty-Nine Crores Only) divided into 4,90,00,000 (Four Crores and Ninety Lakhs) Equity Shares of Re. 10/- (Rupee Ten) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Re. 10/- (Rupee Ten) each ranking pari passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company shall be Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Re. 10/- (Rupee Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

RESOLVED FURTHER THAT any Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for

matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM No.: 2

TO ALTER THE ARTICLES 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 the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modifications or re- enactment thereof for the time being in force), and such other necessary approval(s), permission(s), consent(s) and sanction(s) required, if any, by the statutory authority and all other applicable laws and regulations, if any, consent of the members of the Company be and is hereby accorded, for alteration of Article 3 of the Alteration of Association of the Company by substituting in its place and stead the following:-

“The Authorized Share Capital of the Company shall be the Share Capital as specified in Clause V of the Memorandum of Association, with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf under applicable laws and/or in these presents and with the power to the Company to increase or reduce the capital and to divide the shares in the Capital for the time being into several classes, as permissible under law, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any of such rights, privileges or conditions in such manner as may for the time being be provided in the Articles of Association.”

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM No.: 3

ISSUE OF BONUS SHARES

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

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 8,16,66,670/- (Rupees Eight Crore Sixteen Lakhs and Sixty Six Thousand Seven Hundred and Seventy only) from and out of the Free Reserves account for the purpose of issue of bonus equity shares of Re. 10/- (Rupee Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Re. 10/- (Rupee Ten) each of the Company whose names appear in the Register of Members on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of Re. 10/- (Rupee Ten) each for every 6 (Six) existing fully paid-up equity shares of Re. 10/- (Rupee One) each held by them (i.e. in the ratio of 1:6) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares upon allotment shall have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company. The Bonus equity shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

ITEM No.: 4

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RE. 1/- PER SHARE

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

“**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for sub dividing the Equity Shares of the Company, such that Equity Share having nominal value of Rs.10/-(Rupees Ten Only) be sub-divided into 10(Ten)Equity Shares having nominal value of Re. 1/- (Rupee One Only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re. 1/- (One Rupee) each fully paid up. The details are as given below:

Particulars	Pre-Sub-Division/Split Share Capital Structure		Post Sub-Division/Split Share Capital Structure	
	No. of Equity Shares	Face Value (Rs.)	No. of Equity Shares	Face Value (Rs.)
Authorized Equity Share Capital				
Authorised Share Capital	4,90,00,000	10	60,00,00,000	1
Issued, Subscribed and Paid-up Equity Share Capital				

Issued, Paid-up and Subscribed Capital; *	4,90,00,000	10	57,16,66,670	1
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*Authorised share capital will be increased to Rs. 60,00,00,000 /- from Rs. 49,00,00,000/- subject to shareholder's approval and necessary filings with the Authorities

*Paid up share capital will be increased to Rs 57,16,66,670 from Rs. 49,00,00,000/- subject to the full allotment of bonus as determined and necessary approval and filings with the authorities

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid, 10 (Ten) Equity Shares of the face value of Re. 1/- each to be allotted in lieu of existing 1 (One) Equity Share of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs. 10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division of Equity Shares, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company shall be Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 60,00,00,000/- (Rupees Sixty Crores Only) Equity Shares of Re. 1/- (Rupee One) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, the existing share certificates of the Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each in the physical form shall be deemed to have been automatically cancelled and be of no effect from the Record date, and no letter of allotment shall be issued to the allottees of the new Equity Shares of Re. 1/- (Rupee One only) each on sub-division and the Company without requiring the surrender of the old/existing share certificate(s), directly issue and dispatch the new share certificates of the Company, in lieu of such old/existing share certificates within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares thereon without requiring the Board of Directors or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have

given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board of Directors or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, e-forms and other documents with stock exchanges, depositories, ROC, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (d) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

Date: February 07, 2025

Place: Mumbai

**Regd. Office: B4 /C5, God’s Gift CHS Ltd., N M
Joshi Marg, Lower Parel, Mumbai – 400013**

**By Order of the Board Place
For ENBEE TRADE & FINANCE LIMITED**

**Sd/
Amarr Narendra Galla
(Chairman & Managing Director)
DIN: 07138963**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Under the Companies Act, 2013, voting is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 500,000. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. Every member entitled to vote at the Extra-Ordinary General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the Extra-Ordinary General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Members are requested to bring their copy of the Notice at the time of attending the Extra-Ordinary General Meeting.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. Members entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
6. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent.
7. The Notice of the meeting is being sent only in electronic mode to the members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA and SEBI Circular". If any member wishes to get a duly printed copy of the Notice, the company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Notices from the Company electronically.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.enbeetrade.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
10. The Register of Members and the Transfer Books of the Company shall remain closed from 9th March, 2025 to 15th March, 2025 (both days inclusive).
11. All documents referred to in accompanying Notice is open for inspection at the registered office of the Company on all working days between 10.00 a.m. to 06.00 P.M. up to the date of EGM.
12. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
13. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company has offered the option of E-Voting facility to all the members of the company. The company has appointed Feni Shah & Associates, Practicing Company Secretaries as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
14. Members holding shares in single name are especially advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination, if they are desirous of doing so.
15. Process and manner of Voting through Electronic Means;
 - a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI Listing Regulations, each as amended from time to time and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility to its Members to cast their votes electronically on resolutions set forth in this Notice. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') as the Agency to provide e-voting facility. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') and the services will be provided by CDSL.
 - b) Instructions for remote e-voting (including process and manner of e-voting) are given herein below.
 - c) The Resolutions passed by remote e-voting shall be deemed to have been passed as if they have been passed at the EGM. The Notice of the EGM indicating the instructions of remote e-voting process can be downloaded from CDSL's website www.evotingindia.com or the Company's website www.enbeetrade.com.

- d) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. Members can opt for only one mode of voting i.e., remote e- voting or voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting at the meeting will not be considered.
- e) Members holding shares in physical form or dematerialized form as on day, March 07, 2025 (**‘Cut-Off Date’**) shall be eligible to cast their vote by remote e-voting.
- f) The remote e-voting period commences on 12th March, 2025 to 14th March, 2025 during this period, the members of the Company holding shares either in physical form or in dematerialized form as on the Cut-Off Date, may cast their vote by remote e-voting. The remote e- voting module shall be disabled by CDSL for voting after 5:00 p.m. on 14th March, 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-

The remote e-voting period begins on 12th March, 2025 at 09:00 A.M. and ends on 14th March, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 7th March, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid- up equity share capital of the Company as on the cut-off date, being 7th March, 2025.

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

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

Step 1: Access to NSDL/CDSL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this

will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e- Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e- Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e- Voting Service Providers.
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

How to Log-in to CDSL e-Voting website?

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: www.evotingindia.com. either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using CDSL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID

- for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at www.evotingindia.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of CDSL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on CDSL e-Voting system.

How to cast your vote electronically on CDSL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to feni@fsassociates.co.in with a copy marked to www.evotingindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evotingindia.com or emailed to helpdesk.evoting@cdslindia.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@adroitcorporate.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) Of the Companies Act, 2013)

ANNEXURE TO THE NOTICE

ITEM NO: 1

APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The present Authorised Share Capital of the Company is Rs. 49,00,00,000/- (Rupees Forty-Nine Crores Only) divided into 4,90,00,000 (Four Crores and Ninety Lakhs) Equity Shares of Re. 10/- (Rupee Ten) each.

In order to broad base the capital structure, meet the funding requirements of the Company and to enable the Company to issue further shares, the Board at its Meeting held on 27th January 2025, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 49,00,00,000/- (Rupees Forty-Nine Crores Only) divided into 4,90,00,000 (Four Crores and Ninety Lakhs) Equity Shares of Re. 10/- (Rupee Ten) each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Re. 10/- (Rupee Ten) each, subject to shareholder's approval.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as Ordinary Resolution.

ITEM NO: 2

TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Authorized Share Capital of the company is being increased to meet evolving business requirements. Consequently, the alteration in the Capital Clause of the Memorandum of Association necessitates a corresponding amendment to the Articles of Association to ensure alignment.

Considering the same it is hereby proposed to amend in Article 3 of Article of Association of the company, subject to shareholder's approval.

The proposal for amendment of Article of Association of the Company requires approval of members.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of **Special Resolution**.

A copy of the Article of Association of the Company duly amended will be available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays.

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.

ITEM NO: 3

ISSUE OF BONUS SHARES

In appreciation of continuing support from shareholders of the Company, as recommended by the Audit Committee, the Board of Directors at its meeting held on 27th January, 2025, subject to consent of the Members of the Company, approved and recommended issue of bonus equity shares of Re. 10/- (Rupee Ten) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity share of Re. 10/- (Rupee Ten) each for every 6 (Six) existing fully paid-up equity shares of Re. 10/- (Rupee Ten) each held by them (i.e. in the ratio of 1:6), by capitalizing a sum not exceeding Rs. 8,16,66,670/- (Rupees Eight Crore Sixteen Lakhs and Sixty-Six Thousand Six Hundred and Seventy only) out of free reserves of the Company as on 31st March, 2024.

The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

After the allotment of Bonus issue the Shareholding pattern of the Company shall be as under:

Paid-up Capital	No. of Shares	Amount
Pre- Bonus Issue	4,90,00,000	49,00,00,000
Post - Bonus Issue	5,71,66,667	57,16,66,670

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares

of the Company requires the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of this Notice except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 of this Notice for approval of the Members as an Ordinary Resolution.

ITEM NO: 4

SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RE. 1/- PER SHARE

In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base of the small investors, the Board of Directors of the Company, in their meeting held on 27th January, 2025 has recommended to sub-divide (split) Company's 1 (one) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each without altering the paid-up capital of the Company, subject to the approval of the members.

The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Re. 1/- each, fully paid-up, will be dispatched to the shareholders. In case the equity shares are in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 4 of the accompanying Notice as Ordinary Resolution.

Date: February 07, 2025
Place: Mumbai
Regd. Office: B4 /C5, God's Gift CHS Ltd., N M
Joshi Marg, Lower Parel, Mumbai - 400013

By Order of the Board Place
For ENBEE TRADE & FINANCE LIMITED
Sd/
Amarr Narendra Galla
(Chairman & Managing Director)
DIN: 07138963