

## ENBEE TRADE AND FINANCE LIMITED

Regd. Office: B4 / C5 Gods Gift CHS Ltd, N M Joshi Marg, Lower Parel, Mumbai 400013

Ph: 022- 79692512, Email: enbeetrade@gmail.com

CIN No: L50100MH1985PLC036945

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Wednesday, April 17, 2024, at 9:00 a.m. (IST)	Thursday, May 16, 2024, at 5:00 p.m. (IST)

Dear Members,

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary Resolutions and Special Resolutions by way of postal ballot only, by voting through electronic means (**'remote e-Voting'**).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (**'Statement'**) is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

Pursuant to Rule 22(5) of the Rules, the Board of Directors (**"the Board"**) of the Company at its meeting held on March 21, 2024, has appointed **M/s. Amit R Dadheech & Associates**, Practicing Company Secretary (Membership No. ACS 22889; CP 8952), as the scrutinizer (**"Scrutinizer"**) to conduct the postal ballot through remote e-voting process in a fair and

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transparent manner and has communicated their consent, eligibility and availability. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Members are requested to carefully read the instructions indicated in this notice ("**Notice/Postal Ballot Notice**").

The remote e-voting period commences from 9:00 A.M. (IST) on Wednesday, April 17, 2024 and ends at 5:00 P.M. (IST) on Thursday, May 16, 2024. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person as may be authorized by him.

The approval of the members of the Company is sought in terms of applicable provisions of the Act and Listing Regulations, on the items as mentioned in this notice.

### **SPECIAL BUSINESS:**

#### **1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION 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 Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from *Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) divided into 3,40,00,000 (Three crore and Forty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 49,00,00,000/- (Rupees Forty Nine Crores Only) divided into 4,90,00,000 (Four crore and Nine Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.*

**RESOLVED FURTHER THAT** the increased authorized equity share capital shall rank pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

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“V. The Authorised Capital of the Company is Rs. 49,00,00,000/- (Rupees Forty Nine Crores Only) divided into 4,90,00,000 (Four crore and Nine Lakh) equity shares of Rs. 10/- (Rupees Ten only) each. with power to increase, reduce, reorganize, consolidate, divide and/or sub-divide the share capital and re-classify them into several classes and attach thereto respectively, such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules, regulations or resolutions of the Company or provided for in the Articles of Associations of the Company.”

**RESOLVED ALSO THAT** 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.”

### **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**:

#### **A) ALTERATION OF ARTICLE 3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Section 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 is ₹ 49,00,00,000/- (Rupees Forty Nine Crores) divided into 4,90,00,000 (Four crore and Nine lakh shares) equity shares of ₹ 10/- (Rupees Ten) each.”*

**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.”

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### **B) TO INSERT THE NEW ARTICLE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**“RESOLVED THAT** pursuant to the provisions of Section 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 to insert the following Article 6 after Article 5 to the existing Articles of Association of the Company:

*“6. The Board of Directors shall have the authority to recommend the issuance of bonus shares, and splitting of shares as and when required in the best interests of the company. Such approvals shall be subject to subsequent ratification by the shareholders during a general meeting.”*

**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.”

### **3. TO APPROVE AND RATIFY RELATED PARTY TRANSACTIONS WITH PROMOTER AND PROMOTER GROUP DURING FINANCIAL YEARS 2022-23 AND 2023-24**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to approve and ratify transactions or modification(s) of earlier/ arrangements/transactions (whether individually or series of transaction(s) taken together or otherwise) undertaken during the Financial Year 2022-2023 & Financial Year 2023-24, with the promoters and members of Promoter Group of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), have exceeded the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time”

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**RESOLVED FURTHER THAT** to give effect to the above resolution, the Board of Directors of the Company ("the Board"), including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

#### **4. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS WITH PROMOTER AND PROMOTER GROUP DURING FINANCIAL YEAR 2024-25**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with the Promoters and members of Promoter Group, of the Company during the Financial Year 2024-25, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

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### NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Adroit Corporate Services Pvt. Ltd, the Company's Registrar and Transfer Agent ('RTA'), as on **Friday, April 12, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 13 of this Notice.
5. The remote e-voting shall commence on **Wednesday, April 17, 2024, at 9:00 a.m. (IST) and shall end on Thursday, May 16, 2024, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for e-voting thereafter.

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6. The Board of Directors has appointed **Mr. Amit R Dadheech** (Membership No. ACS 22889; CP 8952), of Amit R Dadheech & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot **within two working days** from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.enbeetrade.com](http://www.enbeetrade.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., **Thursday, May 16, 2024, at 5:00 p.m. (IST)**.
10. Members may download the Notice from the website of the Company at [www.enbeetrade.com](http://www.enbeetrade.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com).
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to [enbeetrade@gmail.com](mailto:enbeetrade@gmail.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID between the periods April 17, 2024 to May 16, 2024.

### **13. Process to cast votes through remote e-voting:**

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

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

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

**Details of Step 1 are mentioned below:**

**A) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.**

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In terms of **SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> .	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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</p>



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	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL Depository</b></p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login into 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 E-voting 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants(DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option and 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</p>

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	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 to <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free no. 1800 22 55 33

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

**Details on Step 2 are mentioned below:**

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

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

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- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  6. If you are a first-time user follow the steps given below:

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

7. After entering these details appropriately, click on **“SUBMIT”** tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach **‘Password Creation’** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant Company **“Enbee Trade And Finance Limited”** on which you choose to vote.
11. 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.

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12. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
13. 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.
14. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
16. 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.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**By order of the Board of Directors  
ENBEE TRADE AND FINANCE LIMITED**

**Sd/-**

**Amarr Narendra Galla**

**Managing Director**

**DIN: 07138963**

**Date: 16/04/2024**

**Place: Mumbai**

**Registered Office:**

B4 / C5 Gods Gift CHS Ltd, N M Joshi Marg,

Lower Parel, Mumbai 400013

**Tel:** 022- 79692512,

**Email:** enbeetrade@gmail.com

**CIN No:** L50100MH1985PLC036945

## **ENBEE TRADE AND FINANCE LIMITED**

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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')**

The following Statement sets out all material facts relating to Item No(s). 1 to 4 mentioned in the accompanying Notice.

#### **Item No. 1**

The present Authorised Share Capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) divided into 3,40,00,000 (Three crore and Forty lakh shares) Equity shares of Rs. 10/- (Rupees Ten) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 21st March 2024, had accorded its approval for increasing the Authorised Share Capital from existing *Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) divided into 3,40,00,000 (Three crore and Forty lakh shares) Equity shares of Rs. 10/- (Rupees Ten) each* to *Rs. 49,00,00,000/- (Rupees Forty Nine Crores Only) divided into 4,90,00,000 (Four crore and Nine lakh shares) equity shares of Rs. 10/- (Rupees Ten) each*, subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company by creation of 1,50,00,000 (One Crore Fifty Lakh) additional equity shares of Rs.10/- 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 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.

A copy of the Memorandum 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.

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

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### Item No. 2

#### A. Alteration in Article 3 of Article of Association of the Company

The present Authorised Share Capital of the Company is Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) divided into 3,40,00,000 (Three crore and Forty lakh shares) Equity shares of Rs. 10/- (Rupees Ten) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 21st March 2024, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 34,00,00,000/- (Rupees Thirty Four Crores Only) divided into 3,40,00,000 (Three crore and Forty lakh shares) Equity shares of Rs. 10/- (Rupees Ten) each to Rs. 49,00,00,000/- (Rupees Forty Nine Crores Only) divided into 4,90,00,000 (Four crore and Nine lakh shares) equity shares of Rs. 10/- (Rupees Ten) each, subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company by creation of 1,50,00,000 (One Crore Fifty Lakh) additional equity shares of Rs.10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Article 3 of the Article 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 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.

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### **B. Addition of New Clause in the Article of Association of the Company**

Since company proposes to incorporate a new clause to the existing Articles of Association pertaining to approval of Bonus Shares it is proposed to amend the existing Articles of Association of the Company as stated above in the item no. 2 and has been incorporated in the proposed altered Articles.

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**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company during the Financial Year 2022-2023 & Financial Year 2023-24. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meetings, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

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CIN No: L50100MH1985PLC036945

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 3 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

Particulars	Promoter /Promoter Group	Category	Purpose	Interest Rate	Closing as on 31-03-2023	Net deductions	Net additions	Closing as of 31-03-24	Start Date	Tenure	End Date
AMARR NARENDRA GALLA	Promoter	Individual	Business Loan	9%	9,00,00,000	4,49,99,800	24,99,800	7,25,00,000	21-10-2021	60 MONTHS	20-10-2026
BHARATHI NARENDRA GALA	Promoter Group	Individual	Business Loan	9%	3,50,00,000	2,24,01,630	2,04,01,630	7,30,00,000	24-12-2022	60 MONTHS	23-12-2027
MEHUL NARENDRA GALA	Promoter Group	Individual	Business Loan	9%	1,50,00,000	1,53,85,270	1,53,85,270	3,10,00,000	05-11-2022	60 MONTHS	04-11-2027
NEEL BHARATH MAMANI A	Promoter Group	Individual	Business Loan	9%	75,00,000	76,93,450	64,93,450	63,00,000	08-11-2022	60 MONTHS	07-11-2027
NEHA MEHUL GALA	Promoter Group	Individual	Business Loan	9%	1,50,00,000	1,53,85,270	1,33,85,270	1,30,00,000	08-11-2022	60 MONTHS	07-11-2027
REKHA BHARATH MAMANI A	Promoter Group	Individual	Business Loan	9%	75,00,000	76,93,450	64,93,450	63,00,000	20-12-2022	60 MONTHS	19-12-2027
SSAMTA AMAR GAALA	Promoter Group	Individual	Business Loan	9%	6,75,00,000	4,46,92,680	2,06,42,680	9,23,35,000	08-11-2022	60 MONTHS	07-11-2027

### Arm's length pricing:

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.



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The RPTs will be entered based on the comparable/market price of the relevant material and service. Where comparable/market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the **Ordinary Resolutions** as set out in Item nos. 3 of this Notice, for approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in nos. 3 of this Notice.

### **Item No. 4**

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary (ies), exceed(s) ₹ 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meetings held on March 21, 2024 and April 15, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

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CIN No: L50100MH1985PLC036945

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 4 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

SN	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<b>Name of the related party</b>	<b>Relationship with the listed entity</b>
		AMARR NARENDRA GALA	Promoter
		BHARATHI NARENDRA GALA	Promoter Group
		MEHUL NARENDRA GALA HUF	Promoter Group
		NEEL BHARAT MAMANIA	Promoter Group
		NEHA MEHUL GALA	Promoter Group
		REKHA BHARAT MAMANIA	Promoter Group
		SSAMTA AMAR GAALA	Promoter Group
2.	Type, tenure, material terms and particulars	<p><b>Business Loan</b> Tenure will be 60 months for each of the transaction.</p> <p>Material terms and conditions are based on that <i>the lender shall provide unsecured loan up to a sum of Rs. 12,00,00,000/- (Rupees Twelve crore Only), in one or more tranches, to the Company at an interest rate of 9% per annum during a period commencing from the date of this document, wherein the amount interest will payable on Monthly basis. The Lender can provide unsecured loan not exceeding a sum of Rs.12,00,00,000/- (Rupees Twelve crore Only) to the Company until such time this agreement is not explicitly terminated or modified by the parties, The tenor of the Loan shall be 60 (sixty) months and will be renewable on mutual consent. Further, the unsecured loan of the aforementioned amount shall be excluding any adjustments pursuant to any conversions or repayments and will be considered as a fresh limit at any given point of time.</i></p>	
3.	Value of the transaction	Any Amount above Rs. 48 Lakhs extended by any of the individual.	

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4.	The percentage of the listed entity's annual audited consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Since the transactions do not have the fixed amount or/and variable so percentage cannot be provided at this stage.
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"><li>• nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure;</li></ul>	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature	Not Applicable

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	of security; and	
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the listed entity	The approval and management of related party transactions (RPTs) are undertaken to meet the working capital requirements of the company.  The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis.
7.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

### Arm's length pricing:

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by a reputed external independent consulting firm and the firm has confirmed that the proposed terms of the contract/agreement meet the arm's length testing criteria. The related party transaction(s)/contract(s)/arrangement(s) also qualifies as contract under ordinary course of business.

The RPTs will be entered based on the comparable/market price of the relevant material and service. Where comparable/market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up as applicable at the sole discretion of the independent consulting firm has been considered as per arm's length pricing criteria.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the **Ordinary Resolutions** as set out in Item No. 4 of this Notice, for approval by the Members of the Company.

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None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in No. 4 of this Notice.

**By order of the Board of Directors  
ENBEE TRADE AND FINANCE LIMITED**

**Sd/-**

**Amarr Narendra Galla**

**Managing Director**

**DIN: 07138963**

**Date: 16/04/2024**

**Place: Mumbai**

**Registered Office:**

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