

NOTICE OF 36th ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the members of Enbee Trade and Finance Limited will be held on Monday, September 20, 2021 at 11.30 A.M. at the Registered Office situated at B4 /C5, God's Gift CHS Ltd, N M Joshi Marg, Lower Parel, Mumbai City - 400013, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, including the Audited Balance-sheet as at 31st March 2021, the statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Director's and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Samta A. Gala (DIN: 07138965) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Akash Shailesh Gangar (DIN : 09079830) as a Non-Executive Independent Director:

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 149, 150, 151 and 160 of the Companies Act, 2013 as amended and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the Company be and is hereby accorded for the appointment of Mr. Akash Shailesh Gangar (DIN : 09079830) as a Non-Executive Independent Director on the Board of Directors of the Company, who shall hold office for a term of five years from 11/03/2021 to hold office upto 10/03/2026, shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof, as may be determined by the Board from time to time

RESOLVED FURTHER THAT any Director(s) of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

4. Re-appointment of Mr. Jayesh Gulabbhai Patel (DIN : 06942623) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment

and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Jayesh Gulabbhai Patel (DIN : 06942623) , who holds office of Independent Director and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term commencing from March 11, 2021 to hold office upto March 10, 2025.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: August 13, 2021
Place: Mumbai
Regd. Office: B4 /C5, God’s Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai – 400013

By Order of the Board
for ENBEE TRADE & FINANCE LIMITED

Sd/-
Amar N. Gala
(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.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

(2) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority letter, as applicable.

(3) An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, in respect of Item No.3 and 4 is annexed hereto.

(4) Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting hall.

(5) Members are requested to bring their copy of the Notice at the time of attending the Annual General Meeting.

(6) 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.

(7) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, **Adroit Corporate Services Private Limited** details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.

(8) Non-resident Indian Shareholders are requested to inform the Company immediately:

a. Change in residential status on return to India for permanent settlement.

b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.

c. Copy of Reserve Bank of India permission.

(9) a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.

b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.

(10) Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The ISIN No. of the Company is **INE993I01011**.

(11) Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.

(12) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

(13) 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/Registrar & Share Transfer Agent i.e. Adroit Corporate Services Private Limited

(14) Members may also note that the Notice of the Annual General Meeting will also be available on the Company's website www.enbeetrade.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even

after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: enbeetrade@gmail.com.

(15) Instructions for members for voting electronically are as under:-

- a. The voting period begins on September 17, 2021 at 9.00 a.m. and ends on September 19, 2021 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 13, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on Shareholders.
- e. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

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

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the relevant <ENBEE TRADE AND FINANCE LIMITED> on which you choose to vote.
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- o.** 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.
- p.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q.** You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- r.** 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.
- s.** **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively .Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- t. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Date: August 13, 2021
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/-
Amar N. Gala
(Chairman & Managing Director)
DIN: 07138963

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice dated August 13, 2021

Item No. 3:

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee had appointed Ms. Mr. Akash Shailesh Gangar (DIN : 09079830) as an Additional Director of the Company with effect from March 11, 2021 to hold office upto March 10, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Akash Shailesh Gangar (DIN : 09079830) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. Mr. Akash Shailesh Gangar is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. A brief profile of Mr. Akash Shailesh Gangar (DIN: 09079830), including nature of his expertise, is provided herein. The Company has received a declaration of independence from Mr. Akash Shailesh Gangar (DIN : 09079830). In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Akash Shailesh Gangar (DIN: 09079830), are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item no. 3 for approval of the Members.

Item No. 4:

The Nomination and Remuneration Committee, after evaluating the performance and contribution of Jayesh Gulabbhai Patel (DIN: 06942623) and considering the skill and expertise he brings to the Board, recommended his re-appointment to the Board of Directors for a second term . The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee have approved the re-appointment of Jayesh Gulabbhai Patel (DIN: 06942623) as an Independent Director in their meeting held on March 11, 2021 to hold office upto March 10, 2025. Mr. Jayesh Gulabbhai Patel (DIN: 06942623) is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such regulatory authority and has consented to act as Director of the Company. A brief profile of Jayesh Gulabbhai Patel (DIN: 06942623), including nature of his expertise, is provided herein. The Company has received a declaration of independence from Jayesh Gulabbhai Patel (DIN: 06942623). In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Jayesh Gulabbhai Patel (DIN: 06942623) , are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Special Resolution set out at Item no. 4 for approval of the Members.

Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Name of the Director	Mr. Akash Shailesh Gangar	Jayesh Gulabbhai Patel
Date of Birth	09/09/1990	20/04/1979
Date of Appointment	11/03/2021	11/03/2021
Qualification	B.E.IT	BCom
Expertise in specific functional area	General Management	Finance
Inter-se relationship between directors	NIL	NIL
List of Public Companies in which outside Directorship held (including Foreign Companies)	NIL	NIL
Chairman/Member of the Committee of Board of Directors of Public Companies	NIL	NIL
Shareholding	2632 shares (00.1%)	NIL

Date: August 13, 2021
Place: Mumbai
Regd. Office: B4 /C5, God's Gift CHS Ltd.,
N M Joshi Marg, Lower Parel,
Mumbai – 400013

By Order of the Board
For ENBEE TRADE & FINANCE LIMITED
Sd/-
Amar N. Gala
(Chairman & Managing Director)
DIN: 07138963