

# NATURO INDIABULL LIMITED

Regd. Office: 01st Floor, 51, Lohiya Colony, 200 Ft. Bye-Pass Vaishali Nagar Jaipur-302021

CIN: L72900RJ2016PLC055890 E-Mail: [info@naturoindiabull.com](mailto:info@naturoindiabull.com) Contact: +91-9928234076

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF NATURO INDIABULL LIMITED TO BE HELD ON WEDNESDAY, 26<sup>TH</sup> DAY OF APRIL, 2023 AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 51, 1 ST FLOOR, LOHIYA COLONY, 200 FT. BYE-PASS, VAISHALI NAGAR, JAIPUR, RAJASTHAN- 302021 TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**

#### **1. TO ACCORD APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs.11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Number of Equity Shares Issuable of Rs.10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Number of Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing shares in all respects and the existing Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly.”

“**RESOLVED FURTHER THAT**, any of the Directors the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required with the appropriate authorities and to do all such acts, deeds and things as may be necessary and/or incidental for giving effect to the forgoing resolution.”

#### **2. ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V:

*“The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or subdivide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.”*

“**RESOLVED FURTHER THAT**, any of the Directors the Company be and is hereby authorized to file, sign, verify and execute all such forms, papers or documents, as may be required with the appropriate authorities and to do all such acts, deeds and things as may be necessary and/or incidental for giving effect to the forgoing resolution.”

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### 3. ISSUANCE OF EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the BSE Limited, stock exchange where the shares of the Company are listed (“BSE”) and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on preferential basis in one or more tranches, upto 86,66,667 (Eighty Six Lakhs Sixty-Six Thousand Six Hundred Sixty Seven only) Equity share Warrants (“Warrants”) at a price of Rs. 15/- per Warrant with a right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs.5/- per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 13,00,00,005/- (Rupees Thirteen Crores and Five Only) for cash determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such other terms and conditions as may be approved by the Board.

**“RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of the equity shares is 27<sup>th</sup> March 2023 i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

**“RESOLVED FURTHER THAT** the aforesaid issue of Share Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company.
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- c) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The equity Share Warrants will be issued at Rs.15/- per share Warrant as per the valuation report of Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 dated 02nd November, 2021.
- e) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.
- g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the BSE in accordance with the Listing Regulations and all other applicable

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laws, rules and regulations.

h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.

i) The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

**By order of the Board of Directors  
For Naturo Indiabull Limited**

**SD/-**

**Gaurav Jain  
Managing Director  
DIN: 08560737**

**Place: Jaipur  
Date: April 4 2023**

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## NOTES:

1. An explanatory statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
2. In terms of section 105 of the Companies Act, 2013, a member of a Company entitled to attend and vote at the EOGM is entitled to appoint another person as a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the corporate office of the Company, duly completed and signed, not less than 48 HOURS before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The EOGM Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA") unless any member has requested for a hard copy of the same.
6. Notice of the EOGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, March 31, 2023 (Record Date).
7. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
8. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days upto the date of EOGM.
9. In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) a route map of the venue of the EOGM is enclosed.
10. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date of Wednesday 19<sup>th</sup> April, 2023, will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
11. The Board of Directors of the Company ("the Board"), has appointed M/s. Payal Kotak & Associates, Company Secretaries (COP: 20944) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

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12. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

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

- I. The voting period begins on Sunday 23<sup>rd</sup> April 2023 from 9.00 a.m. (IST) and shall end on Tuesday, 25<sup>th</sup> April 2023 at 5.00 p.m. (IST). 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 19<sup>th</sup> April 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

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 <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of

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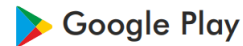
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NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. 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>
3. 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 or joining virtual meeting & voting during the meeting.
4. 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**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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 or joining virtual meeting & voting during the meeting. 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.

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	<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>
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 or joining virtual meeting & voting during the meeting.

**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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

- 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.

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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***

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
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"><li>• 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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>• 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 (v).</li></ul>

- 7) After entering these details appropriately, click on the “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.
  - Click on the **EVSN 230403004** for the relevant Naturo Indiabull Limited on which you choose to vote.



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- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.
- **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) 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.
  - d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e) 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.
  - f) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@naturoindiabull.com](mailto:cs@naturoindiabull.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **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.

# NATURO INDIABULL LIMITED

**Regd. Office:** 01st Floor, 51, Lohiya Colony, 200 Ft. Bye-Pass Vaishali Nagar Jaipur-302021

**CIN:** L72900RJ2016PLC055890 **E-Mail:** [info@naturoindiabull.com](mailto:info@naturoindiabull.com) **Contact:** +91-9928234076

If you have any queries or issues regarding attending EOGM & 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 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

### **ITEM NOS. 1 & 2: TO ACCORD APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

Presently the Authorised Share Capital of the Company stands at Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Number of Equity Shares Issuable of Rs. 10/- each.

The Board of Directors of the Company at its meeting held on March 31 2023 decided to increase the Authorized Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Number of Equity Shares Issuable of Rs.10/- (Rupees Ten) each to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Number of Equity Shares of Rs. 10/- (Rupees Ten) each, on account of fund raising through the proposed Rights Issue of Equity Shares.

The increase in the Authorized 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, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item no.1 for increase in Authorized Share Capital of the Company and as Special Resolution as set out in item no.2 for amendment in Clause V of the Memorandum of Association of the Company.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No.1 & 2 only to the extent of shares held by them, if any, in the Company.

### **ITEM NO.3: APPROVAL FOR ISSUANCE OF EQUITY SHARE WARRANTS ON A PREFERENTIAL BASIS**

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

# NATURO INDIABULL LIMITED

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## **A. Particulars of the Preferential Issue including the date of passing of Board resolution**

The Board of Directors at its meeting held on 31<sup>st</sup> March 2023 has subject to the approval of Members and such other approval as may be required approved the issuance of 86,66,667 Equity Share Warrants by way of the preferential issue on a private placement basis.

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

- (i) The Company is issuing 86,66,667 Equity Share Warrants by way of the preferential issue for cash consideration.
- (ii) The Company shall utilize the proceeds from the preferential issue of Equity Share Warrants to: -
  - (a) Meet Working Capital requirements
  - (b) General Corporate purpose

## **C. The total number of shares or other securities to be issued**

The resolution set out in the accompanying notice authorizes the Board to issue up to 86,66,667 (Eighty Six Lakhs Sixty-Six Thousand Six Hundred Sixty Seven only) Equity share Warrants (“Warrants”) at a price of Rs. 15/- per Warrant with a right to the warrant holder to apply for and be allotted 1 (One) Equity Share of the face value of Rs.10/- each of the Company (“Equity Shares”) at a premium of Rs.5/- per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 13,00,00,005/- (Rupees Thirteen Crores and Five Only) on preferential basis.

## **D. Issue Price, Relevant Date and the Basis on which the price has been arrived at**

The price of Equity Share Warrant to be issued is fixed at Rs. 15/-per equity share of Face Value of Rs.10/- each in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 27<sup>th</sup> March 2023 (“Relevant Date”) (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

The Company is listed on BSE, and the equity shares of the Company are frequently traded in accordance with Regulation 164 of ICDR Regulations. Accordingly, the price determined shall be the minimum price at which the allotment is to be made.

The value per share arrived is Rs.14.40/- as determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 valuation report dated 30<sup>th</sup> March 2023 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004.

The price at which the Equity Share Warrants are issued is Rs.15/- which is higher than the price determined in accordance with Regulation 164(1) of SEBI (ICDR) Regulations.

## **E. Intention of promoters/directors / key managerial personnel to subscribe to the offer:**

Mr. Gaurav Jain, the promoter and Managing Director and Mrs. Jyoti Choudhary, the promoter and Non-Executive Director of the Company has shown their interest in subscribing 9,33,334 Warrants pursuant to the offer being made by the Company.

## **F. Principal terms of the assets charged as securities:**

Not Applicable

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

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

**H. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:**

The details of the Proposed Allottees are as per the following table:

The details of the Proposed Allottees are as per the following table: Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre Issue		Post Conversion of Equity Share Warrants #1		PAN
			Shares	%	Shares	%	
Mr. Gaurav Jain	Promoter	Mr. GAURAV JAIN	13,76,000	13.49	18,42,667	9.77	AJPPJ8602D
Mrs. Jyoti Choudhary	Promoter	Mrs. Jyoti Choudhary	13,89,968	13.63	18,56,635	9.84	BEFPC4533L
Mr. Ashok Sharma	Public	Mr. Ashok Sharma	-	-	25,77,778	13.66	ISIPS4427R
Mrs. Manisha Bairwa	Public	Mrs. Manisha Bairwa	-	-	25,77,778	13.66	GGRPB8635R
Mrs. Sugna Devi	Public	Mrs. Sugna Devi	-	-	25,77,777	13.66	GOYPD9720 L

#1 The percentage is calculated on Total no. of Equity Shares – 1,88,64,715 (Comprising of 1,01,98,048 existing Equity Share and Preferential Issue of 86,66,667 Equity Share Warrants to the Allottees)

**I. PRE & POST SHAREHOLDING**

Particulars	Pre issue Shareholding		No of Equity Share Warrants to be allotted in the Preferential Issue	Post Issue Shareholding	
	No. of Shares	Percentage %		No. of Shares	Percentage %
<b>(A) Promoter &amp; Promoter Group</b>					
<b>A1) Indian</b>					
<b>(a) Individuals</b>					
Gaurav Jain (Allottee 1)	13,76,000	13.49	4,66,667	18,42,667	9.77
Jyoti Choudhary (Allottee 2)	13,89,968	13.63	4,66,667	18,56,635	9.84
(b) Bodies Corporates	-	-	-	-	-
<b>A2) Foreign</b>					
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	<b>27,65,968</b>	<b>27.12</b>	<b>9,33,334</b>	<b>36,99,302</b>	<b>19.61</b>
<b>(B) Public</b>	<b>74,32,080</b>	<b>72.88</b>	-	<b>1,51,65,413</b>	<b>80.39</b>

# NATURO INDIABULL LIMITED

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<b>B1) Institutions (Domestic)</b>					
NBFCs registered with RBI	24000	0.24	Nil	24,000	0.13
<b>Sub Total B1</b>	<b>24000</b>	<b>0.24</b>	<b>Nil</b>	<b>24,000</b>	<b>0.13</b>
<b>B2) Institutions (Foreign)</b>	Nil	Nil	Nil	Nil	Nil
<b>B3) Central Government/ State Government(s)/ President of India</b>	Nil	Nil	Nil	Nil	Nil
<b>B4) Non-Institutions</b>	<b>74,08,080</b>	<b>72.63</b>	<b>77,33,333</b>	<b>1,51,41,413</b>	<b>80.26</b>
Individual Shareholding	70,36,080	68.99	-	1,47,69,413	78.29
Ashok Sharma (Allottee 3)	-	-	25,77,778	25,77,778	13.66
Manisha Bairwa (Allottee 4)	-	-	25,77,778	25,77,778	13.66
Sugna Devi (Allottee 5)	-	-	25,77,777	25,77,777	13.66
<b>Body Corporate</b>	28,000	0.27	Nil	28,000	0.15
<b>Non-Resident Indians (NRIs)</b>	1,32,000	1.29	Nil	1,32,000	0.70
<b>Any Other (Specify)</b>	<b>2,12,000</b>	<b>2.08</b>	<b>Nil</b>	<b>2,12,000</b>	<b>1.12</b>
HUF	2,00,000	1.96	Nil	2,00,000	1.06
LLP	12,000	0.12	Nil	12,000	0.06
<b>Total Public Shareholding B=B1+B2+B3+B4</b>	<b>74,32,080</b>	<b>72.88</b>	<b>77,33,333</b>	<b>1,51,65,413</b>	<b>80.39</b>
<b>C) Non-Promoter - Non Public</b>	Nil	Nil	Nil	Nil	Nil
<b>TOTAL (A+B+C)</b>	<b>1,01,98,048</b>	<b>100</b>	<b>77,33,333</b>	<b>1,88,64,715</b>	<b>100</b>

## J. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern on exercise of Warrants.

## K. Change in control, if any, in the Company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue of Warrants and upon conversion of Warrants there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

## L. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on BSE for a period of more than 90 trading days prior to the relevant date, the company is not required to recompute the price per equity share.

## M. Basis of justification for price (including premium) at which the offer is made

The value of preferential issue of Equity Share Warrants of Naturo Indiabull Limited has been derived as per Valuation Report being prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations. the same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company between 10:00 A.M. and 1:00 P.M on all working days between Monday and Friday of every week upto the date of this EGM.

## N. Lock in period:

The equity share warrants proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018.

## O. Terms of Issue of the Equity Share Warrants, if any.

- Issue of Equity Share Warrants –

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The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company.

An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).

In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

The equity Share Warrants will be issued at Rs.15/- per share Warrant as per the valuation report of Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 dated 30<sup>th</sup> March 2023.

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

Apart from the said right of adjustment mentioned above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of Equity shareholder(s) of the Company.

The Company shall procure the listing and trading approval for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the BSE in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.

The Equity Share issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

## **P. Statutory Auditor's Certificate**

A certificate from M/s. Mittal & Associates, Chartered Accountants, Mumbai, Statutory Auditors of the Company, certifying that the issue of Equity Share Warrants is being made in accordance with requirements of ICDR Regulations and relevant provisions of the Companies Act, 2013, shall be open for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on any working day up to the date of the meeting.

## **Q. Principal terms of the assets charged as securities:**

Not Applicable

## **R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price**

The Company has not made any preferential issue of shares/ warrants during the year.

## **S. Other Disclosures –**

- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.
- None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

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The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By order of the Board of Directors  
For Naturo Indiabull Limited**

**Place: Jaipur  
Date: April 4 2023**

**SD/-  
Gaurav Jain  
Managing Director  
DIN: 08560737**

## PROXY FORM

Name of the Member(s):			
Registered Address:			
Folio No./Client id:		DP Id:	

I/We, being the member(s) of Naturo Indiabull Limited, holding \_\_\_\_\_ shares hereby appoint:

1. Name \_\_\_\_\_ Address \_\_\_\_\_

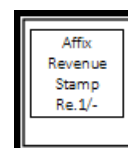
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

2. Name \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Wednesday, 26<sup>th</sup> April 2023 at 12:00 p.m. at the registered office of the company situated at 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolution	Voted	
		For	Against
1.	APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY		
2.	ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY		
3.	ISSUANCE OF EQUITY SHARE WARRANTS ON PREFERENTIAL BASIS		



Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

Signature of Shareholder(s) \_\_\_\_\_

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

### Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the Extra Ordinary General Meeting.
3. Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

## ATTENDANCE SLIP

<b>DPID No.:</b>	<b>Folio No.:</b>
<b>Client ID No.:</b>	<b>No. of shares held:</b>

\*Applicable for investors holding shares in electronic form Name and address of the Shareholder(s)/Proxy holder:

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I / We hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Wednesday 26<sup>th</sup> April, 2023 at 12:00 p.m. at the registered office of the company situated at 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021.

\_\_\_\_\_  
**Member's / Proxy's Signature**

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)



# **NATURO INDIABULL LIMITED**

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## **Route Map for Extra-Ordinary General Meeting**

Date : April 26, 2023

Day : Wednesday

Time : 12:00 P.M.

Address : 01st Floor, 51, Lohiya Colony, 200 Feet Bye-Pass, Vaishali Nagar, Jaipur-302021.

# NATURO INDIABULL LIMITED

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