

# Devrup Trading Limited

Regd. Off.: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court,

S. G. Highway, Ahmedabad-380060, Contact No: 079-29706309

Email id: cricwatches007@gmail.com CIN: L51103HP1982PLC005083

Website: [www.devruptradinglimited.in](http://www.devruptradinglimited.in)

## NOTICE FOR ANNUAL GENERAL MEETING

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

NOTICE is hereby given that the 41<sup>th</sup> Annual General Meeting (“AGM”) of the members of **Devrup Trading Limited** will be held on **Monday, May 15, 2023 at 11:00 a.m.** at the registered office of the company to transact the following business:

### ORDINARY BUSINESS:

- 1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon**

*To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution:*

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. Re-appointment of Mr. Jaydeep Suthar (DIN:06924403) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment**

*To consider, and if thought fit, to pass the following Resolution as an Ordinary Resolution*

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Jaydeep Suthar (DIN:06924403), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

- 3. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.**

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 3,25,00,000/- (Rupees Three Crores Twenty-Five Lakhs Only) divided into 32,50,000 (Thirty-Two Lakh Fifty Thousand) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each to Rs. 12,25,00,000/- (Rupees Twelve Crores Twenty-Five Lakhs Only) divided into 1,22,50,000 (One Crore Twenty-Two Lakh Fifty Thousand Only) Equity shares of Face Value of Rs. 10/- (Rupee Ten Only) each by addition of Rs. 9,00,00,000 (Nine Crores) divided into 90,00,000 (Nine Lakh) Equity Shares of Face Value of Rs. 10/- (Rupee Ten Only) each.

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

“V. The Authorized Share Capital of the Company is Rs. 12,25,00,000/- (Rupees Twelve Crores Twenty-Five Lakh Only) divided into 1,22,50,000 (One Crore Twenty-Two Lakh Fifty-Two Thousand) Equity Shares of Face Value of Rs. 10/- (Rupee One Only) each.”

**RESOLVED FURTHER THAT** any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts,

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deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

## 1. Issuance of equity shares on a preferential basis (“Preferential Issue”) to the Non-Promoter investors for a consideration other than cash

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

“**RESOLVED THAT** pursuant to the applicable provisions of Sections(s) 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re- enactments thereof or the time being in force) (herein after referred to as the “Act”), and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI Listing Regulations**”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with Metropolitan Stock Exchange of India Limited (“MSE”) on which the equity shares of the Company are listed, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and in accordance with the Investment cum shareholder Agreement dated April 14, 2023 executed amongst Devrup Trading Limited ( herein after referred as “**the Company**”), Utsav Conclave Private Limited (herein after referred as “**Investee Company or UCPL**”) and M/s. SS Khetan Infra Private Limited, M/s Maruti Shoppers Private Limited, M/s SS Khetan Construction Pvt Limited, M/s Bloom Dealmark Private Limited, M/s Marshal Sales Private Limited and M/s Pragya Sales Private Limited (herein after referred as “**Sellers or Proposed Allottee**”), the consent and approval of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot upto 1,10,16,000 (One Crore Ten Lakh Sixteen Thousand) fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10/- \*(Rupees Ten Only) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, aggregating to Rs. 11,01,60,000/- (Rupees Eleven Crores One Lakh Sixty Thousand Only), to the Proposed Allottees as listed in the table below, who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, by way of preferential issue on private placement basis (the “Preferential Allotment”), for consideration other than cash, i.e. swap of equity shares in the ratio of 612:1 to the Proposed Allottee towards payment of the total consideration payable for the acquisition of 18,000 (Eighteen Thousand) fully paid up Equity Shares having face value of Rs. 10/- each at a price of Rs. 6116.39/- (Rupees Six Thousand One Hundred Sixteen and Thirty-Nine Paise Only) representing 100.00 % shareholding of the Investee Company on fully diluted basis, in accordance with applicable law.

Sr. No.	Name of Proposed allottees	Category	PAN	Maximum Number of Equity Shares to be issued and allotted	Amount (In Rs.)
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1	SS Khetan Infra Private Limited	Non-Promoter, Body Corporate	AARCS1266J	18,36,000	1,83,60,000
2	Maruti Shoppers Private Limited	Non-Promoter, Body Corporate	AAGCM9091C	18,36,000	1,83,60,000
3	SS Khetan Construction Pvt Ltd	Non-Promoter, Body Corporate	AARCS1022N	18,36,000	1,83,60,000
4	Bloom Dealmark Private Limited	Non-Promoter, Body Corporate	AAECB6643F	21,42,000	2,14,20,000
5	Marshal Sales Private Limited	Non-Promoter, Body Corporate	AAHCM3860A	21,42,000	2,14,20,000
6	Pragya Sales Private Limited	Non-Promoter, Body Corporate	AAGCP1622C	12,24,000	1,22,40,000
Total				1,10,16,000	11,01,60,000

\* Refer point 4 of the Explanatory Statement under Item No. 4 for the basis on which price has been arrived.

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, 2018, the “**Relevant Date**” for the purpose of calculating the floor price for the preferential allotment of equity shares be and is hereby fixed as **Thursday, April 13, 2022**, being the date 30 days prior to the date of the Annual General Meeting i.e. Monday, May 15, 2023. (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on Saturday, April 15, 2023, but April 15, 2023 was falling on weekend and April 14, 2023 was falling on public holiday i.e. Bhimrao Ramji Ambedkar Jayanti, therefore preceding day i.e. Thursday, April 13, 2023 has been considered as relevant date as per the explanation provided in regulation 161 of SEBI ICDR).

**RESOLVED FURTHER THAT** the minimum price of the equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. The proposed allotment is for a consideration other than cash and allotment to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer. The value of the Sale Shares of the Investee Company has been arrived based on the valuation report dated April 14, 2023 issued by Sejal Ronak Agrawal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) and the price of the equity shares has been determined taking into account the valuation report of the registered valuer. (Please refer to paragraph 4 of item no. 4 of explanatory for the details of the valuation report obtained in relation to the Company. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company’s website i.e. <http://devruptradinglimited.in/>).

**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following terms and conditions:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations, 2018. However, in addition to the lock-in period prescribed under ICDR Regulations, 2018 the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as maybe mutually agreed upon by the Company and the Proposed Allottee.
- c) The Equity Shares to be issued and allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members or such other extended period as may be permitted in

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accordance with the SEBI ICDR Regulations, as amended from time to time. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

- e) The Equity Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash (Swap of equity shares in the ratio of 612:1), being the acquisition of 18,000 (Eighteen Thousand) fully paid-up Equity Shares from the Proposed Allottee for non-cash consideration and constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- f) The Equity Shares allotted shall be subject to applicable lock-in requirements for such period in accordance with Chapter V of the SEBI (ICDR) Regulations.
- g) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved hereinabove.
- h) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.

**RESOLVED FURTHER THAT** subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form **PAS-4** as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, complete record of private placement offers be recorded in Form **PAS-5** for the issue of invitation to subscribe to the Shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential allotment, (vii) issue and allotment of the Equity Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory (ies) including execution of any documents on behalf of the Company and to represent the Company before any government authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid

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resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**2. Give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of section 186 read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “**the Board**” which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans / any other form of debt to any person or other body corporate(s) and / or to give guarantee in connection with a loan / any other form of debt to any other body corporate(s) or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments, debt / equity / quasi-equity securities or instruments, derivatives, bonds / debentures (whether fully, partially or optionally convertible or non-convertible) and / or in other financial / money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of Limited Liability Partnership (‘LLPs’) in one or more tranches, whether in India or overseas, upto maximum amount of Rs. 100 Crores (Rupees Hundred Crores only) outstanding at any point of time in addition to the limits prescribed under section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

**3. Approve the increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 100 Crores (Rupees Hundred Crores Only)”

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“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to negotiate with the lending entities and to finalize and execute the documents and deeds as may be applicable for borrowing loan and other financial facilities on such terms and conditions as may be decided by the Board and to perform all such acts, deeds and things as may be necessary in this regard.”

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

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee constituted by Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to digitally sign and file e-Form MGT-14 and any other e-forms as may be required to file with the Registrar of Companies and to do all such acts, deeds and things necessary to give effect to this Resolution.”

**By Order of the Board of Directors  
For Devrup Trading Limited**

**Date: 14/04/2023  
Place: Ahmedabad**

**Sd/-  
Jaydeep J. Suthar  
Managing Director  
(DIN: 06924403)**

**Registered Office:**  
Block C-309, Ganesh Meredian,  
Opp. Gujarat High Court, S. G. Highway  
Ahmedabad 380060, Gujarat  
CIN: L51103GJ1982PLC097872

## **NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The explanatory statement, if any, pursuant to Section 102 of the Companies Act, 2013 relating to the Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 09<sup>th</sup> May, 2023 to 15<sup>th</sup> May, 2023 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

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5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
8. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**A. The instructions for members for voting electronically are as under: -**

- (i) The voting period begins on Friday, 12<sup>th</sup> May, 2023 at 09:00 A.M. and ends on Sunday, 14<sup>th</sup> May, 2023 at 05:00 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 Tuesday, 09<sup>th</sup> May, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department

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	(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form
- (x) Will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Devrup Trading Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- B. The Voting Rights of The Members Shall Be in Proportion to Their Shares of The Paid-Up Equity Share Capital of The Company as on the Cut-Off Date of Thursday, 09<sup>th</sup> May, 2023.
  - C. A Copy of This Notice Has Been/ Shall Be Placed on The Website of The Company and The Website Of CDSL.
  - D. Mrs. Rupali Modi, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  - E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than two working days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
  - F. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mrs. Rupali Modi, Scrutinizer, having office address at B-601 Samarpan Palace, dattapada Road, Borivali, Mumbai- 400066, E-mail: [cstrupalimodi@gmail.com](mailto:cstrupalimodi@gmail.com) so as to reach her on or before 14<sup>th</sup> May, 2023 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
  - G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e- voting/ ballot shall be able to exercise their voting right at the meeting.
  - H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website within 2 (Two) working days of conclusion of the annual general meeting and will be communicated to Metropolitan Stock Exchange of India Limited (MSE), who are required to place them on their website. The same shall also be placed on the website of CDSL.
9. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the

# DEVRUP TRADING LIMITED

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Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

10. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
11. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
12. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer agent of the Company immediately.
13. Members are requested to note that as per Companies Act, 2013, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
14. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer agent of the Company.
15. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
16. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
17. The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to Metropolitan Stock Exchange of India Limited (MSE).

**By Order of the Board of Directors  
For Devrup Trading Limited**

**Date: 14/04/2023  
Place: Ahmedabad**

**Sd/-  
Jaydeep J. Suthar  
Managing Director  
(DIN: 06924403)**

**Registered Office:**  
Block C-309, Ganesh Meredian,  
Opp. Gujarat High Court, S. G. Highway  
Ahmedabad 380060, Gujarat  
CIN: L51103GJ1982PLC097872

# DEVTRUP TRADING LIMITED

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

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the business(es) to be dealt at the 41<sup>th</sup> Annual General Meeting as mentioned under Item Nos. 1 to 6 of the accompanying Notice dated April 14, 2023:

### **Item No. 1: Approval of Audited Financial Statements**

In terms of the provisions of Section 129 of the Companies Act, 2013, the Company submits its audited financial statements for FY 2022-23 for adoption by members at the Annual General Meeting ("AGM").

Since, company have no any subsidiary or asocial company, therefore, the consolidated financial statements are not applicable.

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved audited financial statements for the financial year ended March 31, 2023. Detailed elucidations of the financial statements have been provided under various sections of the Annual Report, including the Board's Report and Management Discussion and Analysis Report.

The Audited Financial Statements of the Company along with the reports of the Board of Directors and Auditors thereon:

- have been sent to the members at their registered e-mail address; and
- have been uploaded on the website of the Company i.e., <http://devruptradinglimited.in> under the "Investors" section.

CA Sanket Shah (ICAI Membership No.150873), Statutory Auditor has issued an unmodified audit report on the financial statements and has confirmed that the financial statements, represent a true and fair view of the state of affairs of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the **ordinary resolution** set out at Item No. 1 for approval of the members of the Company.

### **Item No. 2: Re-appointment of Mr. Jaydeep Suthar (DIN: 06924403) as a Director (Executive), who retires by rotation**

A per section 152 of the Companies Act, 2013 ("Act") mandate certain number of directors to retire at every Annual General Meeting ("AGM") of the Company who can offer themselves for re-appointment. In compliance with this requirement, Mr. Jaydeep Suthar (DIN: 06924403) retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

A brief profile of Mr. Jaydeep Suthar to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	:	Mr. Jaydeep Suthar
DIN	:	06924403
Date of birth	:	18/06/1984
Date of first appointment	:	06/08/2014
Qualification	:	Graduate
Expertise	:	Administration
Director of the Company since	:	06/08/2014

# DEVTRUP TRADING LIMITED

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Directorship in other public limited companies including listed companies	:	NIL
Membership of Committees of other public limited companies	:	NIL
Listed entities from which the person has resigned in the past three years	:	Nil
No. of Shares held in the Company	:	3400
No. of Board Meetings Held/ Attended	:	07/07
Details of Remuneration sought to be paid	:	Rs. 8,000
Last Remuneration drawn (per annum)	:	Rs. 8,000
Disclosure of relationships between directors inter-se	:	NIL
Terms and conditions of reappointment and Remuneration	:	Mr. Jaydeep Suthar shall be reappointed as Director (Executive), liable to retire by rotation.

The Company has received declaration from Mr. Jaydeep Suthar that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Jaydeep Suthar has contributed immensely to the Company's growth. He has a rich and varied experience particularly in operations, digitization.

Except the above, none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends resolution at Item No. 2 relating to re-appointment of Mr. Jaydeep Suthar as Director (Executive), for approval of the members as an **Ordinary Resolution**.

### Item No. 3

Presently, the Authorized Share Capital of the Company is Rs. 3,25,00,000/- (Rupees Three Crores Twenty-Five Lakh Only) divided into 32,50,000 (Thirty-Two Lakhs Fifty Thousand) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each.

In order to increase in capital of the company through preferential issue as mentioned in the resolution no. 4 of this notice or to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 12,25,00,000/- (Rupees Twelve Crore Twenty-Five Lakh Only) divided into 1,22,50,000 (One Crore Twenty-Two Lakh Fifty Thousand) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each by addition of Rs. 9,00,00,000 (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakh) Equity Shares of Face Value of Re. 10/- (Rupee Ten) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.3 of this Notice

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

# DEVRUP TRADING LIMITED

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## Item No. 4

The Board of Directors of the Company in their meeting held on April 14, 2023, have approved the acquisition of 100.00% equity stake (represented by 18,000 Equity shares of Re. 10/- each), on fully diluted basis, in Utsav Conclave Private Limited (“Investee Company”), from its existing shareholders at a price Rs. 6116.39 each for a total maximum consideration of Rs. 11.01 Crores for swap of equity shares in the ratio of 612 (Six Hundred Twelve) shares the company in exchange of 1 (one) share of investee company. Accordingly, an Investment Cum Shareholder Agreement dated April 14, 2023 was executed amongst the Company, Investee Company, M/s. SS Khetan Infra Private Limited, M/s Maruti Shoppers Private Limited, M/s SS Khetan Construction Pvt Limited, M/s Bloom Dealmark Private Limited, M/s Marshal Sales Private Limited and M/s Pragya Sales Private Limited (Proposed Allottees or Sellers).

Further, as per the Investment Cum Shareholder Agreement, the Company shall be acquiring 18,000 equity shares having face value of Rs. 10/- each (‘Sale Shares’) of the Investee Company representing 100.00% of the shareholding, against the swap of equity shares in the ratio of 612 (Six Hundred Twelve) equity shares of the company in exchange 1 (one) share of the investee company, on fully diluted basis, from its existing shareholders of Investee Company for a consideration by issuance of upto 1,10,16,000 equity shares of Rs. 10/- each of the Company at a price of Rs. 10/- (Rupees Ten Only) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), as amended.

As approved by the Board of Directors of the Company in their meeting held on April 14, 2023 and subject to the receipt of the shareholders’ and regulatory approvals and subject to the satisfaction of the terms and conditions of the Investment Cum Shareholder Agreement dated April 14, 2023 and in order to discharge the part of the purchase consideration, the Company proposes to issue upto 1,10,16,000 (One Crore Ten Lakh Sixteen Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 10/- (Rupees Ten Only) per equity share, aggregating to Rs. 11,01,60,000/- (Rupees Eleven Crores One Lakh Sixty Thousand Only) to Proposed Allottees, on preferential basis under the Companies Act, 2013 and rules thereunder (“Act”) and the (“SEBI ICDR Regulations”) as amended, and other applicable laws.

As per Section 62 read with Section 42, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (“Act”), and in accordance with the provisions of Chapter V “Preferential Issue” of the SEBI ICDR Regulations as amended, the approval of shareholders by way of special resolution is required for allotment of Equity Shares on preferential allotment.

Therefore, the consent of the members is being sought by way of a special resolution to issue equity shares to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations and any other applicable laws.

Necessary information / disclosures in respect of the proposed preferential allotment in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

### 1. Objects of the Preferential Issue:

The company created a strong foothold in the market as a Trustworthy Trader and Supplier of various Agriculture products. Therefore, the company desirous to enter into new industry/sector i.e. Real Estate and activities related thereto, in the new market to set the same trust and loyalty of the existing customer base as well as new customer base. Further, the allotment of upto 1,10,16,000 (One Crore Ten Lakh Sixteen Thousand) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company to M/s. SS Khetan Infra Private Limited, M/s Maruti Shoppers Private Limited, M/s SS Khetan Construction Pvt Limited, M/s Bloom Dealmark Private Limited, M/s Marshal Sales Private Limited and M/s Pragya Sales Private Limited, shareholders of the Investee Company, is to discharge the total purchase consideration payable for the acquisition of Sale Shares in the Investee Company.

# DEVRUP TRADING LIMITED

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## 2. Size of the preferential issue:

It is proposed to issue and allot in aggregate up to 1,10,16,000 (One Crore Ten Lakh Sixteen Thousand) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company at an issue price of Rs.10/- (Rupees Ten Only) per equity share to discharge the total payment of Purchase Consideration for acquisition of 18,000 Sale Shares in Investee Company from its existing shareholders in the ratio of 612:1 i.e. Six Hundred Twelve equity Shares of the company in exchange of one share of the Investee company.

## 3. Price of the preferential issue:

The Company proposes to offer, issue and allot equity shares each at an issue price of Rs. 10/- (Rupees Ten Only) per equity share. Please refer point 4 below for the basis of determining the price of the preferential allotment.

## 4. Basis on which the price has been arrived at along with report of the Independent registered valuer:

The equity shares of the company are not frequently traded on the stock exchange as per sub-regulation (5) of regulation 164 of SEBI (ICDR) Regulations, 2018, the allotment of equity shares to the proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer and allotment of equity shares to the proposed allottees for consideration other than cash i.e. swap of shares in the ratio of 612:1, therefore, the price of the equity shares is determined as per valuation report in pursuance to regulation 163(3), 165 and 166A under Chapter V of SEBI (ICDR) Regulations, 2018. The company has obtained:

- a) Valuation report dated April 14, 2023 issued by Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment other than cash consideration arrived at Rs. \*9.85 (Rupees Nine and Eight Five Paise Only) per equity shares. There is no change in control, consequent to proposed to present preferential issue to the proposed allottees.
- b) The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company's website i.e. <http://devruptradinglimited.in/>

*\*The company cannot issue equity shares below to face value of the equity shares of the company, since the equity shares value in accordance with valuer report arrived at Rs. 9.85 which is less than the face value of the equity shares of the company, therefore for purpose of determining the swap/exchange ratio of equity shares Rs 10/- taken as value of equity share of the company.*

## 5. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Thursday, April 13, 2023 i.e. a date 30 (thirty) days prior to the date of this AGM. (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on Saturday, April 15, 2023, but April 15, 2023 was falling on weekend and April 14, 2023 was falling on public holiday i.e. Bhimrao Ramji Ambedkar Jayanti, therefore preceding day i.e. Thursday, April 13, 2023 has been considered as relevant date as per the explanation provided in regulation 161 of SEBI ICDR).

## 6. Date of Board Resolution:

Date of passing of Board resolution for approving preferential issue: Friday, April 14, 2023.

# DEVRUP TRADING LIMITED

**7. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on Metropolitan Stock Exchange of India Limited (MSE) and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

**8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage of post-preferential offer capital that may be held by them:**

The Equity Shares shall be issued and allotted to the Proposed Allottees (under Non-Promoter Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:

Name of the Proposed Allottee	Category	PAN	Pre-Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment	
			No. of Shares	% of voting rights		No. of Shares	% of voting rights
SS Khetan Infra Private Limited	Non-Promoter, Body Corporate	AARCS 1266J	-	-	18,36,000	18,36,000	15.12
Maruti Shoppers Private Limited	Non-Promoter, Body Corporate	AAGC M9091C	-	-	18,36,000	18,36,000	15.12
SS Khetan Construction Pvt Ltd	Non-Promoter, Body Corporate	AARCS 1022N	-	-	18,36,000	18,36,000	15.12
Bloom Dealmark Private Limited	Non-Promoter, Body Corporate	AAECB 6643F	-	-	21,42,000	21,42,000	17.64
Marshal Sales Private Limited	Non-Promoter, Body Corporate	AAHC M3860A	-	-	21,42,000	21,42,000	17.64
Pragya Sales Private Limited	Non-Promoter, Body Corporate	AAGCP 1622C	-	-	12,24,000	12,24,000	10.08

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment. However, the allotment to the proposed allottees is more than five percent of the post issue diluted share capital of the company.

# DEVTRUP TRADING LIMITED

## 9. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or senior management to subscribe to the preferential issue.

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or senior management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

## 10. Current and proposed status of the allottee(s) post the preferential issues:

Currently, no proposed allottees are existing shareholders of the company under any category and pursuant to this allotment the proposed allottees shall be covered under the head non-promoter category under shareholding pattern of the Company. Therefore, no change in control is proposed, pursuant to present preferential issue.

## 11. Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of March 31, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		Post-Issue Shareholding	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian				
a.	Individuals/Hindu undivided Family	--	--	--	--
b.	Body Corporate	--	--	--	--
	Sub-Total (A)(1)	--	--	--	--
2	Foreign Promoters				
a.	Individuals/Hindu undivided Family	--	--	--	--
b.	Bodies Corporate	--	--	--	--
	Sub-Total (A)(2)	--	--	--	--
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)</b>		--	--	--	--
B	Non-Promoters Holding-				
1.	Institutions (Domestic)				
a.	Banks	--	--	--	--
b.	Any Other	--	--	--	--
	Sub-Total (B)(1)	--	--	--	--
2.	Institutions (Foreign)				
a.	Foreign Portfolio Investors	--	--	--	--
b.	Any Other	--	--	--	--
	Sub-Total (B)(2)	--	--	--	--
3.	Central Government / State Government(s)				
a.	Central Government / President of India	--	--	--	--
b.	State Government / Governor	--	--	--	--
	Sub-Total (B)(3)	--	--	--	--

## DEVRUP TRADING LIMITED

4.	Non-Institution				
a.	Directors and their relatives	53,300	4.72	53,300	0.44
b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	76,800	6.80	76,800	0.63
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	947800	83.86	947800	7.80
e.	Non-Resident Indians (NRIs)	--	--	--	--
f.	Bodies Corporate	52,300	4.63	1,10,68,300	91.13
g.	Any Other				
	(i) Clearing Members	--	--	--	--
	(ii) Hindu Undivided Families	--	--	--	--
	(iii) Trusts	--	--	--	--
	(iv) Clearing Members	--	--	--	--
	Sub-Total (B)(4)	11,30,200	100	1,21,46,200	100.00
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	11,30,200	100	1,21,46,200	100.00
	<b>Total (A+B)</b>	11,30,200	100	1,21,46,200	100.00

### 12. Amount which the Company intends to raise by way of such securities/ size of the issue:

The equity shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

### 13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.:

As part of the consideration payable to Proposed Allottees for acquisition of 18,000 fully paid-up equity shares having face value of Rs 10/- (Rupee Ten Only) each of the Investee Company (the "Sale Shares") held by the Proposed Allottees, shall be discharged fully by the Company by way of issuance of its equity shares to the shareholders in the swap ratio as specified above. As per Regulation 163(3) and 166A of the SEBI (ICDR) Regulations, 2018, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash and allotment to the proposed allottee is more than five percent of the post issue fully diluted share capital of the issuer.

The value of the Sale Shares of the Investee Company has been arrived based on the valuation report dated April 14, 2023 issued by Sejal Ronak Agrawal, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) and the price of the equity shares has been determined taking into account the valuation report of the registered valuer. Please refer to paragraph 4 above for the details of the valuation report obtained in relation to the Company.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company's website i.e. <http://devruptradinglimited.in/>

### 14. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.

# DEVTRUP TRADING LIMITED

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\*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

**15. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:**

There shall be no change in the management or control of the Company pursuant to the above-mentioned Preferential Allotment.

In Pursuance to regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, allotment to the all proposed allottees is more than five percent of the post issue fully diluted share capital of the issuer.

Hence, the company has obtained valuation report from the Independent Registered Valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. No. IBBI/RV60/2020/13106) in accordance with Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. <http://devruptradinglimited.in/>

**16. Lock-in Period:**

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The Equity shares allotted on a preferential basis to proposed allottees (other than the promoters and promoter group) shall be locked-in for a period of **Six months** from the date of trading approval.
- The entire \*pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of **90 trading days** from the date of trading approval.

*\*Proposed allottees does not hold equity shares in the company. Hence, not required to lock in of pre-preferential shareholding.*

**17. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year.

**18. Listing:**

The Company will make an application to the Metropolitan Stock Exchange of India Limited (MSE) ("Stock Exchange") at which the existing shares are listed, for listing of the Equity Shares.

**19. Principle terms of assets charged as securities:** Not Applicable

**20. Name and address of valuer who performed valuation**

# DEVRUP TRADING LIMITED

The Valuation was performed by Independent valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. No. IBBI/RV/06/2020/13106) having her office at 7, Ritu Apartment, Bhairavnath Road, Maninagar , Ahmedabad-380008.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. <http://devruptradinglimited.in/>

## 21. Practicing Company Secretary Certificate:

The Certificate issued by Mrs. Rupali Modi, Practicing Company Secretary, Mumbai, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2018, will be placed before the shareholders at the Annual General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link <http://devruptradinglimited.in/>

## 22. Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees, the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of the post Preferential Issue Capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue, is as follows:

Sr. No.	Name of Proposed allottees	Address of the proposed allottee	Category	PAN	Ultimate Beneficial Ownership
1	M/s SS Khetan Infra Private Limited	386, S. K. Deb Road, Block - A, Shyam Villa, 4th Floor, Flat - A/10 & A/11, Kolkata-700048, West bengal	Non-Promoter, Body Corporate	AARCS1266J	Mr. Vishal Kumar Shyamsukha
2	M/s Maruti Shoppers Private Limited	14/3, Oriya Para Road, Garulia, Near Nandu Tea Stall, Garulia, North Twenty-Four Parganas Parganas-743133, North West Bengal	Non-Promoter, Body Corporate	AAGCM9091C	Mr. Prakash Shaw
3	M/s SS Khetan Construction Pvt Ltd	32, G. T. Road (South), 5th Floor, Howrah - 711101, West Bengal	Non-Promoter, Body Corporate	AARCS1022N	Mr. Rajesh Kumar
4	M/s Bloom Dealmark Private Limited	DD-96, Narayan Talla East, Baguiati Kolkata Kolkata- 700059, West Bengal	Non-Promoter, Body Corporate	AAECB6643F	Mr. Anup Kumar Singh
5	M/s Marshal Sales Private Limited	14/3, Oriya Para Road, Garulia,	Non-Promoter,	AAHCM3860A	Mr. Shilpa Shaw

# DEVTRUP TRADING LIMITED

		Near Nandu Tea Stall, Garulia, North Twenty Four Parganas Parganas- 743133, North West Bengal	Body Corporate		
6	M/s Pragma Sales Private Limited	14/3, Oriya Para Road, Near Nandu Tea Stall, Garulia, North TwentyFour Parganas - 743133 North West Bengal	Non-Promoter, Body Corporate	AAGCPI622C	Mr. Rabi Shaw

## 23. Other Disclosures

- a) The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations, 2018.
- c) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- e) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.
- f) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

Since the Companies equity shares are listed on recognized Stock Exchange (MSE) for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. May 15, 2023.

Your directors recommend the passing of the Resolution No. 04 of the Notice as a **Special Resolution** by the Members.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 4 of this Notice, except to their shareholding in the Company.

## Item: 5

In terms of the provisions of section 186 of the Companies Act, 2013, authority to the Board of Directors of the Company to give loan(s), give guarantee(s), provide security(ies) and to make investment(s) together with loan(s) / guarantee(s) / security(ies) already given and investments already

# DEVTRUP TRADING LIMITED

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made by the Company to other body corporate(s) or person(s) or bank(s) or other financial institution(s) in the ordinary course of business exceeding the prescribed limits i.e. i) sixty per cent of the aggregate of the paid-up share capital, its free reserves and securities premium account of the Company or, ii) hundred per cent of its free reserves and securities premium account of the Company, whichever is more, needs prior approval of shareholders of the Company by means of a special resolution.

The Company has entered into Investment agreements to acquire 100.00% shareholding of Utsav Conclave Private Limited from its shareholders in the swap of equity shares. The proposed transaction of acquisition of shares will exceed the limits prescribed under provisions of section 186 of the Companies Act, 2013 and the Rules made thereunder. Therefore, it is proposed to give powers to the Board of Directors or any duly constituted committee thereof, for making this investment or any other future investment(s), providing loan(s), or giving guarantee(s) or providing securities in connection with loans to body corporate(s) or person or to acquire or invest funds in inter-corporate investments, upto an amount not exceeding Rs. 100,00,00,000/- (Rupees Hundred crore only) as per section 186 of the Companies Act, 2013.

Your directors recommend the resolution for approval of the shareholders by way of a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except to the extent of their directorships and shareholding in the body corporate(s) in which investments may be made or loans / guarantees may be given pursuant to this Special Resolution.

## **Item: 6**

As per provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of a Company could borrow money together with the moneys already borrowed in the ordinary course of business, to the extent of paid-up share capital and free reserves of the Company and for borrowing moneys in excess of the Paid-Up Share Capital and Free Reserves, the approval of the Members of the Company in General Meeting by way of Special Resolution has to be obtained.

The Company borrow funds and may borrow funds from time to time to meet its operational and business requirement for which it is required to obtain approval of the Members by way Special Resolution in General Meeting to authorize to the Board to borrow funds in excess of the Paid-Up Share Capital and Free Reserves.

Hence, Members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve up to Rs. 100 Crores.

Your directors recommend the passing of the Resolution No. 06 of the Notice as a **Special Resolution** by the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

**By Order of the Board of Directors  
For Devrup Trading Limited**

**Date: 14/04/2023  
Place: Ahmedabad**

**Sd/-  
Jaydeep J. Suthar  
Managing Director  
(DIN: 06924403)**

**Registered Office:**  
Block C-309, Ganesh Meredian,  
Opp. Gujarat High Court, S. G. Highway  
Ahmedabad 380060, Gujarat  
CIN: L51103GJ1982PLC097872

# Devrup Trading Limited

Regd. Off.: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court,  
S. G. Highway, Ahmedabad-380060, Contact No: 079-29706309  
Email id: cricwatches007@gmail.com CIN: L51103HP1982PLC005083  
Website: [www.devruptradinglimited.in](http://www.devruptradinglimited.in)

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**ATTENDANCE SLIP**  
**ANNUAL GENERAL MEETING– Monday, 15<sup>th</sup> May, 2023 at 11:00 a.m.**

<b>DP Id.</b>		<b>Client Id. / Ben. A/c.</b>	
<b>Folio No.</b>		<b>No. of Shares</b>	

s

I certify that I am a registered shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on – **Monday, 15<sup>th</sup> May, 2023 at 11:00 a.m.** at **Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-380060.**

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Full Name of the Shareholder / Proxy (In Block Letter)

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Signature

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# Devrup Trading Limited

Regd. Off.: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court,  
S. G. Highway, Ahmedabad-380060, Contact No: 079-29706309  
Email id: cricwatches007@gmail.com CIN: L51103HP1982PLC005083  
Website: [www.devruptadinglimited.in](http://www.devruptadinglimited.in)

## Form No. MGT-11

### Proxy form

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

CIN: L51103GJ1982PLC097872

Name of the company: DEVRUP TRADING LTD

Registered office: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-380060

Name of the member (s)	
Registered address	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint:

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ..... or failing him,

2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the Monday, 15<sup>th</sup> May, 2023 at 11:00 a.m. at Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad-380060 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1	Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon		
2	Re-appointment of Mr. Jaydeep Suthar (DIN:06924403) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment		
3	Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association		
4	Issuance of equity shares on a preferential basis ("Preferential Issue") to the Non-Promoter investors for a consideration other than cash		
5	Give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the companies act, 2013		
6	Approve the increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013		

Signed this..... day of..... 2023

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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.

Affix  
Rs. 1 /-  
Revenue  
Stamp

# Devrup Trading Limited

Regd. Off.: Cabin No. 2, C-309, Ganesh Meridian, Opp. Gujarat High Court,  
S. G. Highway, Ahmedabad-380060, Contact No: 079-29706309  
Email id: cricwatches007@gmail.com CIN: L51103HP1982PLC005083  
Website: [www.devruptradinglimited.in](http://www.devruptradinglimited.in)

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If Undelivered, please return to: -  
**M/s MCS Share Transfer Agent Ltd.**  
**Unit: Devrup Trading Limited**  
101 Shatdal Complex,  
Opp Bata Show Room, Ashram Road,  
Ahmedabad- 380009, Gujarat.

