

RELIC TECHNOLOGIES LIMITED

CIN: L65910MH1991PLC064323

Reg. Add.: J-BLOCK BHANGWADI SHOPPING CENTRE KALBADEVI ROAD, MUMBAI- 400002

E-mail ID: relictechnologies@gmail.com Tel No. : 022-22012231

February 19, 2025

To,

BSE Limited

The Department of Corporate Services
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001

Ref: **Scrip Code: 511712**

Subject: Notice of Extra-Ordinary General Meeting of the Company.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the Notice of the Extra-Ordinary General Meeting ("EOGM") of the Company which is scheduled to be held on Tuesday, March 18, 2025, at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), is being dispatched through e-mails today to all the members whose name appears in the Register of Members as on Friday, February 14, 2025.

The Notice of the Extra-Ordinary General Meeting is also available on the Company's website <https://relictechnologies.in/> and enclosed herewith for the reference of members.

The following are the events in connection with the e-voting:

Cut-Off Date for Dispatch of Notice	Friday, February 14, 2025
Date of Dispatch of Notice	Wednesday, February 19, 2025
Cut-Off Date for e-Voting	Tuesday, March 11, 2025
E-Voting Start Date	Thursday, March 13, 2025
E-Voting End Date	Monday, March 17, 2025
Date and Time of EOGM	Tuesday, March 18, 2025 at 11.00 A.M.
Link for e-voting website of NSDL	https://ivote.bigshareonline.com

We request you to take the same on your records.

For **Relic Technologies Limited**

(BAIJOO RAVAL)
Whole Time-Director
DIN NO-00429398

Encl: As above

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (No. 01/2024-25) ("EGM") of the Members of **RELIC TECHNOLOGIES LIMITED** ("Company") will be held on Tuesday, March 18, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), at 11.00 a.m. pursuant to applicable provisions of the Companies Act, 2013 and rules framed thereunder, read with the guidelines and notification issued by the Ministry of Corporate Affairs, Government of India, MCA Circulars and SEBI Circulars, each as amended, to transact the business as forth hereinbelow i.e. to seek the consent of the shareholders of the Company ("Members"), for the resolution appended herein below through electronic voting ("E-voting").

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

SPECIAL BUSINESS

1. AUTHORISATION UNDER SECTION 186 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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company and subject to such other approvals, sanctions and consents as may be required, 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 be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to: **(a)** give loans, from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; **(b)** give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and **(c)** acquire by way of subscription, purchase or otherwise securities of any body corporate from time-to-time, in one or more tranches, upto an aggregate amount of Rs. 100 crores (Rs. One Hundred crores only) outstanding at any point of time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided may exceed sixty percent of the total paid up share capital and free reserves and securities premium account or one hundred

percent of its free reserves and securities premium account (whichever is higher) as per section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment(s) within the aforesaid limits including the power to transfer, lien and dispose of the investment(s) so made, from time-to-time, giving loan(s) to any person or body corporate or giving guarantee(s) or providing security in connection with a loan(s) to any other person or body corporate as they may deem fit and in the best interest of the Company and to execute all deeds, documents and other writings.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, matters and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution including the power to settle any and all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

2. BORROWING POWER OF THE COMPANY:

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) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or reenactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as "the Board" which term shall include any committee constituted by the Board) to borrow any sum or sums of money from time to time for the purposes of the business of the Company upon such terms and conditions with or without security, as the Board may in its absolute discretion think fit, notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained/ to be obtained from Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed at any time, the aggregate of the paid-up Capital of the Company and its free reserves, provided however, that the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed **Rs. 100 Crores** (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution."

3. MORTGAGING/CHARGING OF THE PROPERTIES OF THE COMPANY:

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed such amount as may be approved by the members of the Company under Section 180(1)(c) of the Companies Act, 2013, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution.”

4. INCREASE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of shareholders of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 equity shares of Face Value of Rs.10/- (Rupees Ten Only) each to Rs.10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Face value of Rs.10/- (Rupees Ten only) each by the creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs.10 /- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V:

“The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each with power to increase or reduce or modify the said capital and to divide the shares for the time being of the Company into several classes and attach thereto preferential, deferred, qualified, privileges or special rights or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company for the time being or for the time being in accordance with the provisions of the Companies Act, 2013 or any other statutory enactments in force from time to time into several classes and to attach respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions including that of redemption and/or conversion (including deemed redemption/conversion) as may be determined by or in accordance with the Articles of Association of the Company or any statutory enactment/order/notification/ clarification/ guidelines as may be in force from time to time and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be in force for the time being be provided by the Articles of Association of the Company or any statutory enactment/order/modification/clarification/ guidelines as may be in force from time to time in that behalf.”

RESOLVED FURTHER THAT any one of the Directors and/or Chief Financial Officer and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, and things as may be considered necessary or desirable to give effect to the above-mentioned resolution, including but not limited to signing and filing necessary forms and documents with the Registrar of Companies;

RESOLVED FURTHER THAT any of the Directors of the Company and/or Chief Financial Officer and/or the Company Secretary of the Company, be and are hereby severally authorized to provide certified true copies of the above resolution, from time to time, to concerned persons.”

5. ALTERATION OF ARTICLES OF ASSOCIATION BY ADOPTING FRESH SET OF ARTICLES:

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 5, 14, 15, 61 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the Articles of Association of the Company, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the new set of

Articles of Association ("AOA"), be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

RESOLVED FURTHER THAT 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 to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any Director, Chief Financial Officer and/or Company Secretary of the Company, be and is hereby authorised severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution a may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

6. PREFERENTIAL ISSUANCE OF UPTO 15,50,000 EQUITY SHARES TO THE PERSONS BELONGING TO NON-PROMOTER PUBLIC CATEGORY

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed ("**Stock Exchange**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more

or all of them in granting such approvals, consents, permissions and / or sanctions and 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis to persons belonging to 'Non-Promoter, Public Category', up to 15,50,000 equity shares (Fifteen Lakhs Fifty Thousand Equity Shares) of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, at an at an issue price of Rs.85/- (Rupees Eighty Five only) per equity share (including a premium of Rs.75/- per share) higher than the floor price determined in accordance with the Regulation 164 read with Regulation 166A of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs.13,17,50,000 /- (Rupees Thirteen Crores Seventeen Lakhs Fifty Thousand Only) on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees");

Sr. No	Name(s) of the proposed Allottees	Investor Category	Maximum Equity Shares to be allotted
1	Viraj Chandrakant Gandhi	Individual	600,000
2	Dalal & Broacha Stock Broking Private Limited	Body Corporate	300,000
3	Kaygee Investments Private Limited	Body Corporate	150,000
4	Anuj Patodia	Individual	100,000
5	Neha Thakore	Individual	100,000
6	Ananya Bagri	Individual	45,000
7	Advait Bagri	Individual	45,000
8	Rohan Kirti Mehta	Individual	90,000
9	Minal Mukesh Desai	Individual	60,000
10	Soham Avlani	Individual	30,000
11	Aalesh Avlani	Individual	30,000
Total			15,50,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Friday, February 14, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Tuesday, March 18, 2025).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s), receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the proposed allottees, if any and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- The Equity Shares proposed to be issued shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared and/or any other corporate action/benefits, if any, for which the book closure or the record date falls subsequent to the allotment of equity shares.
- The issue and allotment of Equity Shares shall 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.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Whole Time Director and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares, opening of one or more bank accounts in the name of the Company, 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, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Whole Time Director and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or Chief Financial Officer of the Company and/or Company Secretary or any other officer(s) of the Company."

7. PREFERENTIAL ISSUANCE OF UPTO 4,41,164 (FOUR LAKHS FORTY ONE THOUSAND ONE HUNDRED AND SIXTY FOUR) FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER GROUP

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} ((hereinafter referred to as the "**Companies Act**")), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered

into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchange**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("**SEBI**") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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 has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 4,41,164 Fully convertible warrants , each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each ("Warrants") to persons belonging to "Promoter/Promoter Group and Non-Promoter Group", at an issue price of Rs. 85/- (Rupees Eighty Five only) per warrant higher than the floor price determined in accordance with the Regulation 164 read with Regulation 166A of Chapter V of SEBI ICDR Regulations, ("Warrant Issue Price") payable in cash for aggregating amount of up to Rs.3,74,98,940/- (Rupees Three Crores Seventy Four Lakhs Ninety Eight Thousand Nine Hundred and Forty Only), on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees"):

Sr. No	Name of the proposed Allottee	Category	Warrants Quantity*
1	Nehal Narendra Gandhi	Individual Promoter	30,500
2	Kunal Narendra Gandhi	Individual Promoter	36,280
3	ENAI Trading and Investment Pvt. Ltd.	Body Corporate Promoter	39,384
4	Radhika Shriram	Individual Non-Promoter	3,00,000
5	Karthik Iyer	Individual Non-Promoter	35,000
Total			4,41,164

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is Friday, February 14, 2025 (i.e. being the date, which is 30 days prior to the

date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Tuesday, March 18, 2025).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") i.e. 1 Warrant shall be convertible into 1 Equity Share, (subject to any corporate actions benefits or changes), at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of SEBI ICDR Regulations.
- Warrants and the resultant equity shares arising on exercise of rights attached to such Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

- Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- The consideration for allotment of Warrants and /or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- 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 Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- The Equity Shares allotted upon conversion of the Warrants shall be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Whole Time Director and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents

with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Whole Time Director and/or Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director and/or Chief Financial Officer and/or Company Secretary of the Company."

8. APPOINTMENT OF MR. KUNAL NARENDRA GANDHI (DIN:01516156) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to recommendations of Nomination and Remuneration Committee, Mr. Kunal Narendra Gandhi (DIN - 01516156), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 12th February 2025, in terms of Section 161(1) of the Act and Articles of Association of the Company, be and is hereby appointed as a Non-Executive Director of the Company in the promoter category liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board of Directors of the Company be and is

hereby authorised to take all steps as may be necessary, proper and expedient in their entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith and incidental thereto.”

9. APPOINTMENT MRS. DHARA PRATIK SHAH (DIN: 07530998) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Mrs. Dhara Pratik Shah (DIN: 07530998) who was appointed as an Additional Director, pursuant to Section 161 of the Act read with the Articles of Association of the Company, in the category of Non-Executive Independent Director of the Company by the Board on the recommendation of Nomination and Remuneration Committee with effect from 12th February 2025, being eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, not being liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Dhara Pratik Shah, who has submitted a declaration that she meets the criteria for independence and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company in terms of Section 149 of the Act, for a term of five consecutive years commencing from 12th February 2025 to 12th February 2030, not being liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution;

RESOLVED FURTHER THAT any one of the Directors and/or Chief Financial Officer and/or Company Secretary of the Company, be and are hereby severally authorized to do all necessary things including filing requisite forms with Registrar of Companies, Mumbai.

**By Order of the Board of Directors
For and On Behalf of Relic Technologies Limited**

Sd/-

**Baijoo Raval
Whole Time Director
DIN: 00429398**

Date: 14.02.2025
Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 & General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/ P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI Circular") and any other applicable circulars issued by MCA & SEBI in this regard (collectively referred to as MCA and SEBI circulars), the Company will be conducting its Extra-Ordinary General Meeting ("EGM"/"Meeting") through Video Conferencing or Other Audio Visual Means ("VC"/ "OAVM").
2. Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a shareholder of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Shareholders attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at relictechnologies@gmail.com and shall also be sent to the Scrutinizer at vkmassociates@yahoo.com by email through its registered email address.
4. In accordance with the provisions of Regulation 36(3) of SEBI Listing Regulations and applicable provisions of Secretarial Standard-2, a brief profile of Mr. Kunal Narendra Gandhi and Mrs. Dhara Pratik Shah, nature of expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of committees of directors,

their shareholding and relationships between directors inter se and other information, is set out in Annexure "C" to this Notice and the same forms part of this Notice.

5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. In compliance with the regulatory provisions, EGM Notice of the Company has been sent electronically only to those shareholders who have registered their e-mail address with their DPs/ RTA/ the Company, as applicable, upto the cut-off date i.e. Friday, February 14, 2025. The same is also hosted on the Company's website <https://relictechnologies.in> and also on the website of the stock exchange i.e., www.bseindia.com and website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

However, if any specific request received from the members for demanding of the physical copy of the Notice, it will be provided by the company but subject to time taken by the courier and Postal Department

7. Shareholders may please note that since the EGM of the Company will be held through VC / OAVM, the Route Map is not annexed in this Notice.
8. SEBI vide its latest Circular dated March 16, 2023, in supersession of earlier Circulars in this regard, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such Folios shall be frozen by the RTA. SEBI has introduced Forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 1, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Shareholders may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Shareholders are advised to dematerialise the shares held by them in physical form.

Relevant details and forms prescribed by SEBI in this regard including the mode of dispatch are available on the website of the Company, for information

and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

9. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form should submit their PAN along with dully filled form ISR – 1 to the Company / Bigshare Services Pvt. Ltd. (Bigshare).
10. Non-Resident Indian Shareholders are requested to inform Bigshare, immediately of:
 - A. Change in their residential status on return to India for permanent settlement.
 - B. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
11. To support 'Green Initiative', the shareholders who have not registered their email-id are requested to register the same with their DPs in case shares are held in dematerialised form and with Bigshare in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email-id registration facility to its shareholders through Bigshare, for the purpose of receiving all the communications including notice of meetings and Annual Report, etc. in electronic mode.
12. Shareholders seeking any statutory information or any other matter/ documents/ registers, etc. in connection with this EGM of the Company, may please send a request to the Company via email at - relictechnologies@gmail.com
13. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for e-voting i.e. Tuesday, March 11, 2025.

Any person/ entity, acquires shares of the Company and becomes a member after sending notice of this EGM and holding shares of the Company as on cut-off date for e-voting i.e. Tuesday, March 11, 2025, can refer to this notice and remote e-voting instructions, hosted on the Company's website at <https://relictechnologies.in>.

14. Any change of particulars including address, bank mandate and nomination for shares held in Demat form, should be notified only to the respective Depository Participants where the Member has opened his/her Demat account. The Company or its share transfer agent will not act on any direct request from these Shareholders for change of such details. However, requests for any

change in particulars in respect of shares held in physical form should be sent to Bigshare.

15. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company or Company's Registrars and Transfer Agent. The equity shares of the Company are compulsorily traded in demat form. Shareholders desirous of trading in the shares of the Company are requested to get their shares dematerialized.
16. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

17. Shareholders, who are holding shares of the Company as of the cut-off date for e-voting i.e. Tuesday, March 11, 2025, can also cast their votes during the EGM using e-voting facility, if not cast the same during the remote e-voting period mentioned below.
18. All documents referred to in this Notice and the explanatory statement along with statutory records and registers/ returns as required to be kept open for inspection under the Act, shall be made available for inspection by the shareholders electronically. Any Shareholder desirous of the inspection may send an email to the Company at relictechnologies@gmail.com up to the date of this EGM.
19. VOTING BY ELECTRONIC MEANS i.e. REMOTE E-VOTING/ E-VOTING DURING THE EGM:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars the Company is providing facility of remote e-voting to its Shareholders in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an

agreement with Bigshare Services Private Limited (Bigshare) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Bigshare.

The Shareholders can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to not more than 1000 shareholders on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.

The Company has appointed Mr. Vijay Kumar Mishra (FCS 5023, CP 4279), Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner. Those Shareholders, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting system during the EGM.

- i) The remote e-voting period will commence on Thursday, March 13, 2025 (9:00 a.m. IST) and will end on Monday, March 17, 2025 (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 i.e. Tuesday, March 11, 2025, may cast their vote by remote e-voting. The remote e-voting module will be disabled by Bigshare for voting thereafter.
- ii) The voting rights of Shareholders shall be in proportion of their holding in the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, March 11, 2025.
- iii) Only those Shareholders whose names are recorded in the Register of Shareholders of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.
- iv) The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than two working days from the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- v) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. <https://relictechnologies.in> and on the website of Bigshare e-Voting immediately after the declaration of

result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

PROCESS AND MANNER FOR REMOTE E- VOTING. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Thursday, March 13, 2025, (9:00 a.m. IST) and will end on Monday, March 17, 2025 (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 Tuesday, March 11, 2025 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.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Thursday, March 13, 2025, (9:00 a.m. IST) and will end on Monday, March 17, 2025 (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 Tuesday, March 11, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ul style="list-style-type: none"> ▪ 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. For joining the meeting click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option, Select event for which you are desire to attend the AGM/EGM under the dropdown option, click on the option VOTE NOW on right hand side top corner, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option. <p>2) If the user is not registered for Easi/Easiest, option to register is available at</p>

	<p>https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>3) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.

- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.
- Note:** The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-

Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting click on the option **VOTE NOW** on right hand side top corner.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

The following statement sets out all material facts relating to Item no.1 to Item No. 9 mentioned in the accompanying notice.

ITEM No 1:

The Company proposes to expand its business directly and/ or indirectly. In order to accelerate the Company's growth, it may acquire companies/ businesses and / or make further investments. The said expansion may require the Company to make investments in the form of Joint Ventures, Subsidiaries or which may require giving of guarantees on behalf of Company's subsidiaries/associates/Joint Ventures. The Board of Directors of the Company proposes to make investment in other bodies corporate or grant loans, give guarantee or provide security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

While the Company's present limits as determined under Section 186 of the Companies Act, 2013 allows it to make investments/ grant loan/provide guarantees upto Rs.332.90 Lakhs, considering the future growth, it is considered appropriate to seek approval for an enabling resolution from shareholders upto a limit of Rs.100 crores. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. One Hundred Crores (Rs. 100 Crores), as proposed in the Notice. The above proposal is in the interest of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no 1, except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution as set out at Item No.1 for approval by the members of the Company.

ITEM NO 2&3:

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution. The Company intends to obtain enabling approval of the members of the Company so that the Company / Board of Directors, may, borrow monies for the business of the Company as may be considered appropriate from time to time and create security in relation thereto.

Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding Rs. 100 Crores (One hundred Crores Only) and to create charge on assets of the Company in accordance with Section 180(1)(a) of the Companies Act, 2013.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 2 and 3 of the Notice to enable the Board of Directors to borrow money in excess of the limit as specified under Companies Act 2013.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of the Directors or KMPs are concerned or deemed to be interested in the special resolutions set out at Item No2 & 3 of the Notice, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution as set out at Item No.2 and 3 for approval by the members of the Company.

ITEM NO: 4

The Shareholders are informed that the existing Authorised Share Capital of the Company is Rs.5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each out of which the paid-up share capital of the Company is Rs. 3,60,00,000 (Rupees Three Crores Sixty Lakhs Only) divided into 36,00,000 (Thirty Six Lakhs) equity shares of Rs. 10/- each.

The Board of Directors of the Company at its meeting held on 12th February 2025 have recommended the issuance of shares and warrants on preferential basis. If the resolution for issuance of preferential allotment as recommended by the Board is approved by the Shareholders of the Company, then additional 19,91,164 paid up equity shares including convertible instruments) shall be allotted to the members post completion of process which shall exceed the present Authorised Share Capital of the Company. Further, the Company may issue further equity over a period of time, as per the requirements of growth of the Company. Hence the Company would need sufficient authorized capital available.

Therefore, in view of the proposed preferential allotment and future requirements, it is proposed to increase the present Authorised Share Capital of the Company from Rs. 5 Crores to Rs.10 Crores by creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs.10/- (Rupees Ten only) each. Further, in view of increase in the Authorised Share Capital, it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs.5 crores to Rs.10 Crores.

Pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, approval of the Shareholders is required to be accorded for alteration in the Memorandum of Association ("MOA") and for increasing the Authorised Share Capital of the Company by way of passing an Ordinary Resolution.

A copy of the altered MOA will be available for inspection, electronically, upto the date of the Extra-Ordinary General Meeting by sending an email to relictechnologies@gmail.com.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of the Directors or KMPs , are concerned or interested in the resolution set out in Item no. 4, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution as set out at Item No.4 for approval by the members of the Company.

ITEM No 5

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA. The AOA will continue to include certain clauses as approved by the shareholders earlier and only the clauses under the erstwhile Act shall be suitably replaced with the provisions under the new Act.

In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new AOA of the Company would be available for inspection through electronic means till the date of Extra Ordinary General Meeting of the Company. A copy of the altered MOA will be available for inspection, electronically, upto the date of the Extra-Ordinary General Meeting by sending an email to relictechnologies@gmail.com. None of the Directors/ Key Managerial Personnel of the Company/their relatives are in any way concerned or interested (financial or otherwise), in the resolution set out in Item No. 5 of EGM Notice except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution as set out at Item No.5 for approval by the members of the Company.

ITEM No 6 AND 7

The Special Resolution contained in Item No. 6 and 7 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot 15,50,000 (Fifteen Lakhs Fifty Thousand Only) Equity Shares having face value of Rs.10/- each, to the persons belonging to "Non-Promoter, Public Category", at an issue price of Rs.85/- per equity share (including a premium of Rs.75/- per share) for aggregate amount of up to Rs.13,17,50,000/- (Rupees Thirteen Crores Seventeen Lakhs Fifty Thousand Only) & 4,41,164 (Four

Lakhs Forty One Thousand One Hundred And Sixty Four Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Rs.10 /- (Rupees Ten Only), to the persons belonging to "Promoter/Promoter Group and Non-Promoter Group", on preferential basis, at an issue price of Rs.85/- per warrant for aggregate amount of up to Rs.3,74,98,940/- (Rupees Three Crores Seventy Four Lakhs Ninety Eight Thousand Nine Hundred and Forty Only) for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members and Stock Exchanges.

The said proposal has been considered and approved by the Preferential issue Committee in its meeting held on Friday, 14th February 2025 pursuant to authority granted by the Board of Directors at their meeting held on Wednesday, 12th February 2025.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 163 of the SEBI (ICDR) Regulations are set forth below:

1. OBJECTS OF THE PREFERENTIAL ISSUE:

The proceeds of the issue (Issue Proceeds) are proposed to be utilized for the purpose of working capital, investment/ acquisition of entities, further investment/grant of loans to other entities and general corporate purpose.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

2. PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING OF BOARD RESOLUTION, KIND OF SECURITIES OFFERED, MAXIMUM NUMBER OF SECURITIES TO BE ISSUED, MANNER OF ISSUE OF SHARES, CLASS OR CLASSES OF PERSONS TO WHOM ALLOTMENT IS PROPOSED TO BE MADE AND THE ISSUE PRICE:

The Preferential issue Committee in its meeting held on Friday, 14th February 2025 pursuant to authority granted by the Board of Directors at their meeting held on Wednesday, 12th February 2025 had subject to the approval of the Members of the Company and subject to receipt of such other approval(s) or permission(s) from any regulatory authority(ies) as may be required, approved the creation, issue, offer and allotment of the following securities to

the Proposed Allottees, on a Preferential and Private Placement basis, for cash consideration

- a. 15,50,000 Equity Shares (Fifteen Lakhs Fifty Thousand Equity Shares) of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of Rs.85/- (Rupees Eighty Five only) per equity share (including a premium of Rs.75/- per share) payable in cash for aggregating amount of up to Rs.13,17,50,000 /- (Rupees Thirteen Crores Seventeen Lakhs Fifty Thousand Only) – proposed to be allotted to Non Promoters.
- b. 4,41,164 Fully convertible warrants , each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs.10/- each (“Warrants”) at an issue price of Rs.85/- (Rupees Eighty Five only) per warrant payable in cash for aggregating amount of up to Rs.3,74,98,940/- (Rupees Three Crores Seventy Four Lakhs Ninety Eight Thousand Nine Hundred and Forty Only) – proposed to be allotted to Promoters as well as Non Promoters.

The Equity Shares being allotted and Equity Shares arising out of the conversion of the Warrants shall rank pari passu with the existing Equity Shares of the Company, in all respects, in accordance with applicable law. The Preferential Allotment to the Proposed Allottees will be subject to applicable transfer restrictions stipulated under Regulation 168 of the SEBI ICDR Regulations. The other terms and conditions of the Preferential Allotment of the Equity Shares are as stated in the resolution and this statement.

3. RELEVANT DATE:

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares and Warrants is Friday, February 14, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Tuesday, March 18, 2025)

4. BASIS ON WHICH PRICE HAS BEEN ARRIVED AT, JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM IF ANY)

The Equity Shares of the Company are listed on BSE Limited. The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 21.42/- or

- the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 37.19/-, Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity Shares/Warrants may be issued comes to Rs. 37.19 each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/Convertible warrants issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to an allottee/s. Hence, in terms of Regulation 166A of ICDR Regulations and also as required under the Companies Act, 2013, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Bhavesh M. Rathod, Chartered Accountant, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/10708), having office at 12D, White Sprint, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066. is Rs. 75.14/- per Equity Share/Warrant.

After considering the above, it was decided to issue these equity shares/warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 85/- each.

5. AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SUCH SECURITIES:

Equity Shares: Rs.13,17,50,000/- (Rupees Thirteen Crores Seventeen Lakhs Fifty Thousand Only)

Warrants: Rs.3,74,98,940/- (Rupees Three Crores Seventy Four Lakhs Ninety Eight Thousand Nine Hundred and Forty Only)

6. NAME AND ADDRESS OF THE VALUER WHO PERFORMED VALUATION:

Mr. Bhavesh M. Rathod, Chartered Accountant, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/06/2019/10708), having office at 12D, White Sprint, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066.

7. PRINCIPAL TERMS OF ASSETS CHARGED AS SECURITIES:

Not applicable as Equity Shares and Equity Warrants are being issued.

8. MATERIAL TERMS OF RAISING SUCH SECURITIES:

The same has been disclosed in the respective resolution and members are requested to refer to the same.

9. JUSTIFICATION FOR THE ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:

Not Applicable as the proposed allotment is for cash consideration.

10. VALUATION FOR CONSIDERATION OTHER THAN CASH: Not applicable**11. THE CLASS OR CLASSES OF PERSONS TO WHOM THE ALLOTMENT IS MADE:**

The Preferential Issue of Equity Shares/ Warrants is proposed to be made to the Proposed Allottees, who fall under "Promoter/ Promoter Group" and "Non-Promoter, Public Category" of the Company.

12. CURRENT AND PROPOSED STATUS OF THE ALLOTTEE (S) POST THE PREFERENTIAL ISSUES NAMELY PROMOTER OR NON-PROMOTER:

SR NO	NAME OF THE PROPOSED ALLOTTEE(S)	CURRENT STATUS	POST STATUS
1.	Viraj Chandrakant Gandhi	Non Promoter	Non Promoter
2.	Dalal & Broacha Stock Broking Private Limited	Non Promoter	Non Promoter
3.	Kaygee Investments Private Limited	Non Promoter	Non Promoter
4.	Anuj Patodia	Non Promoter	Non Promoter
5.	Neha Thakore	Non Promoter	Non Promoter
6.	Advait Bagri	Non Promoter	Non Promoter
7.	Ananya Bagri	Non Promoter	Non Promoter
8.	Rohan Mehta	Non Promoter	Non Promoter
9.	Minal Mukesh Desai	Non Promoter	Non Promoter
10.	Soham Avlani	Non Promoter	Non Promoter
11.	Aalesh Avlani	Non Promoter	Non Promoter
12.	Radhika Shriram	Non Promoter	Non Promoter
13.	Karthik Iyer	Non Promoter	Non Promoter
14.	Nehal Narendra Gandhi	Promoter	Promoter
15.	Kunal Narendra Gandhi	Promoter	Promoter
16.	ENAI Trading and Investment Pvt. Ltd.	Promoter	Promoter

13. THE INTENT OF THE PROMOTERS, DIRECTORS, KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF THE COMPANY TO SUBSCRIBE TO THE OFFER:

Promoter /Promoter Group and Director of the Company are subscribing to the issue to the extent of number of Warrants and Equity shares proposed to be issued, written against their names, as detailed in the following table:

Sr. No	Proposed Allottees	Category	No. of Securities
	WARRANTS		
1	Nehal Narendra Gandhi	Promoter	30,500
2	Kunal Narendra Gandhi	Promoter/ Non Executive Director	36,280
3	Enai Trading and Investment Pvt. Ltd.	Promoter	39,384

Except these Warrants and Equity shares as mentioned above, none of the other promoters, directors, key managerial personnel or senior management promoters are subscribing any other securities in the proposed issue.

14. SHAREHOLDING PATTERN OF THE ISSUER BEFORE AND AFTER THE PREFERENTIAL ISSUE:

Pre and Post Shareholding Pattern of the Company is annexed and marked as Annexure "A".

15. THE IDENTITY OF THE NATURAL PERSONS WHO ARE THE ULTIMATE BENEFICIAL OWNERS OF THE EQUITY SHARES PROPOSED TO BE ALLOTTED AND/OR WHO ULTIMATELY CONTROL THE PROPOSED ALLOTTEE(S):

Sr. No	Name	Pre-issu e shar eholding struc ture	Equity shares to be allotted	Post Equity Issue Shareho lding	No of warr ants to be allot ted	Post Warrant s Issue shareho ldings	Name of the ultimat e benefic ial owners
1	Dalal & Broacha Stock Broking Private Limited	-	3,00,000	3,00,000	-	3,00,000	1. Nailesh P. Dalal 2. Vipul P. Dalal
2	Kaygee Investmen ts Private Limited	-	1,50,000	1,50,000	-	1,50,000	1. Premch and Godha

							2. Prashant Godha 3. Pranay Godha 4. Usha Godha
3	ENAI Trading and Investment Pvt. Ltd.	3,85,616	-	3,85,616	39,384	4,25,000	1. Kunal Narendra Gandhi 2. Nehal Narendra Gandhi

16. PROPOSED TIME LIMIT WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants/ equity shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said Warrants/ Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and /or Regulatory Authorities etc.

17. THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THE ALLOTTEES AND CHANGE IN CONTROL, IF ANY, IN THE ISSUER COMPANY CONSEQUENT TO THE PREFERENTIAL ISSUE:

The percentage of post Preferential Issue capital that may be held by the Allottees is given Annexure "B".

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

18. THE NUMBER 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:

During the Financial Year, the Company has not made any allotment on preferential basis till date.

19. CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS:

The Promoters intend to subscribe to 1,06,164 Warrants under this offer, aggregating to Rs.90,23,940, assuming full conversion of Warrants.

20. LOCK IN PERIOD:

- The Equity Shares/ Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding , if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

21. CERTIFICATE FROM PRACTISING COMPANY SECRETARY

The certificate from Mr. Deepak Rane, Practicing Company Secretary, (ACS 24110; CP-8717) certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://relictechnologies.in>.

22. THE IDENTITY OF THE PROPOSED ALLOTTEE, MAXIMUM NUMBER OF EQUITY SHARES/ WARRANTS PROPOSED TO BE ISSUED AND THE PERCENTAGE OF POST ISSUE CAPITAL THAT MAY BE HELD BY THE PROPOSED ALLOTTEE:

The identity of the proposed allottee, maximum number of Equity Shares/ Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee is annexed and marked as Annexure "B".

23. UNDERTAKINGS:

- 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.
- None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- The Company does not have any outstanding dues to the SEBI, stock exchanges or the depositories.
- None of the allottees have sold or transferred any equity shares during the 90 trading days preceeding the relevant date.
- The Equity Shares held by the proposed allottees in the Company are in dematerialised form only.

In terms of Sections 42 and 62 of the Act and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations approval of Members by way of special resolution is required for the resolution as set out in Item No. 6 and 7 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 6 and 7 for your approval by way of a special resolution.

Except Mr. Kunal Narendra Gandhi, Non-Executive Director who proposes to participate in the proposed issue and Mr. Mukesh Jugaldas Desai, Independent Director who's relative proposes to participate in the proposed issue, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 6 and 7 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

ITEM NO. 8

Mr. Kunal Narendra Gandhi, (DIN: 01516156) was appointed by the Board of Directors of the Company at its meeting held on 12th February 2025 as an additional director in the capacity of Non-Executive Non-Independent Director.

As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a Director on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier and accordingly, approval of members is being sought.

Brief Profile:

Mr. Kunal Narendra Gandhi has done Master of Science from Lancaster University, Lancaster, U.K. and is Managing Director of Lyka Labs Limited from 11th July, 2019.

In respect of his appointment, a notice in writing in the prescribed manner, as required under section 160 of the Act and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director. Further, Mr. Kunal Narendra Gandhi, is not debarred from holding the office of Director by virtue of any SEBI order or any other such Authority.

Further, Company has received consent from Mr. Kunal Narendra Gandhi, for his appointment as a Non-Executive Non Independent Director of the Company who will be liable to retire by rotation.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Mr. Kunal Narendra Gandhi, is provided in Annexure "C" to the Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Kunal Narendra Gandhi, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

The Board recommends the Special resolution set forth in Item No. 8 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 9

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 12th February 2025 appointed Mrs. Dhara Pratik Shah (DIN-07530998) as an Additional Director in the category of Non-Executive Independent Director on the Board of the Company, in terms of Section 149(4) read with Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014 on the recommendation of the Nomination and Remuneration Committee of the Board, for a term of Five years w.e.f. 12th February 2025 to 12th February 2030 (both days inclusive) subject to the approval of the shareholders through Special Resolution.

Mrs. Dhara Pratik Shah holds office as an Additional Director upto the date of forthcoming Annual General Meeting. As per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly the present Special Resolution is proposed.

Pursuant to Sections 149 and 152 of the Act, it is proposed to appoint Mrs. Dhara Pratik Shah as an Independent Director, not liable to retire by rotation.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 ("Act") proposing the candidature of Mrs. Dhara Pratik Shah for the office of Director of the Company.

The Company has received:

- i. Consent in writing from Mrs. Dhara Pratik Shah to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

- ii. Intimation in Form DIR-8 in terms of the Appointment Rules from Mrs. Dhara Pratik Shah to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- iii. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Mrs. Dhara Pratik Shah has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

Mrs. Dhara Pratik Shah has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mrs. Dhara Pratik Shah has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with the Company or its subsidiaries amounting to ten percent or more of its gross turnover.

Brief profile of Mrs. Dhara Pratik Shah, nature of her expertise in functional areas and names of companies in which she holds directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under applicable provisions of the Listing Regulations, are provided in Annexure "C" to the Notice.

After reviewing the profile of Mrs. Dhara Pratik Shah the Nomination and Remuneration Committee and the Board was of the view that Mrs. Dhara Pratik Shah possesses appropriate skills, experience and knowledge as required for the role of an Independent Director.

The skills coupled with her rich experience will benefit the Company. Accordingly, the Board has recommended her candidature as an Independent Director of the Company. The Board considers that appointment of Mrs. Dhara Pratik Shah would be of immense benefit to the Company and is justified.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mrs. Dhara Pratik Shah as an Independent Director requires approval of Members of the Company by Special Resolution.

Mrs. Dhara Pratik Shah being appointee is deemed to be concerned or interested in their respective resolution(s). Save as provided above, none of the Directors or Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the Special resolution no. 9 as set out in the Notice.

The Board recommends the Special resolution set forth in Item No. 9 of the accompanying Notice for the approval of the Members of the Company.

**By Order of the Board of Directors
For and On Behalf of Relic Technologies Limited**

Sd/-

**Baijoo Raval
Whole Time Director
DIN: 00429398**

Date: 14th Febraury 2025

Place: Mumbai

Annexure A - Pre and Post Preferential issue shareholding pattern of Relic Technologies Limited

Sr. No.	Description	Name of Shareholder	Pre Preferential Issue as on February 07, 2025		Name of Shareholder	Preferential Issue of Equity Shares		Preferential Issue of Equity Warrants (*)		Post Preferential Issue	
			No. of shares	%		No. of shares	%	No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group										
1	Indian										
	Individuals/ Hindu Undivided Family	Nehal Narendra Gandhi	6,09,500	16.93	Nehal Narendra Gandhi	-	-	30,500	0.85	6,40,000	11.45
		Kunal Narendra Gandhi	13,88,720	38.58	Kunal Narendra Gandhi	-	-	36,280	1.01	14,25,000	25.49
(b)	Central Government/ State Government(s)	Names	-	-	Names	-	-	-	-	-	-
(c)	Bodies Corporate	Names			Names						
		ENAI Trading And Investment Pvt.Ltd.	3,85,616	10.71	ENAI Trading And Investment Pvt.Ltd.	-	-	39,384	1.09	4,25,000	7.60
(d)	Financial Institutions/ Banks		-	-		-	-	-	-	-	-
(e)	Any Others		-	-		-	-	-	-	-	-
	Sub Total(A) (1)		23,83,836	66.22		-	-	1,06,164	2.95	24,90,000	44.53
2	Foreign										
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)		-	-		-	-	-	-	-	-
(b)	Bodies Corporate		-	-		-	-	-	-	-	-
(c)	Institutions		-	-		-	-	-	-	-	-
(d)	Any Others		-	-		-	-	-	-	-	-
	Sub Total(A) (2)		-	-		-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A) (1) + (A) (2)		23,83,836	66.22		-	-	1,06,164	2.95	24,90,000	44.53

Annexure A - Pre and Post Preferential issue shareholding pattern of Relic Technologies Limited

Sr. No.	Description	Name of Shareholder	Pre Preferential Issue as on February 07, 2025		Name of Shareholder	Preferential Issue of Equity Shares		Preferential Issue of Equity Warrants (*)		Post Preferential Issue	
			No. of shares	%		No. of shares	%	No. of shares	%	No. of shares	%
(B)	Public shareholding										
1	Institutions										
(a)	Mutual Funds/ UTI		1,000	0.03		-	-	-	-	1,000	0.02
(b)	Financial Institutions / Banks			-		-	-	-	-	-	-
(c)	Alternate Investment Funds			-		-	-	-	-	-	-
(d)	Venture Capital Funds			-		-	-	-	-	-	-
(e)	Insurance Companies			-		-	-	-	-	-	-
(f)	Foreign Portfolio Investors			-		-	-	-	-	-	-
(g)	Foreign Venture Capital Investors			-		-	-	-	-	-	-
(h)	Any Other			-		-	-	-	-	-	-
	Sub-Total (B)(1)		1,000	0.03		-	-	-	-	1,000	0.02
2	Non-institutions										
(a)	Bodies Corporate		1,04,780	2.91		4,50,000	12.50	-	-	5,54,780	9.92
(b)	Individuals										
I	i. Resident Individuals shareholders holding nominal share capital up to Rs. 2 lakhs		8,31,072	23.09						8,31,072	14.86
II	ii. Resident Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs.		2,04,074	5.67		11,00,000	30.56	3,35,000	9.31	16,39,074	29.32
(c)	Non Resident Indians (NRIs)		5,277	0.15						5,277	0.09
(d)	Any Other		69,961	1.94						69,961	1.25
	Sub-Total (B)(2)		12,15,164	33.75		15,50,000	43.06	3,35,000	9.31	31,00,164	55.45

Annexure A - Pre and Post Preferential issue shareholding pattern of Relic Technologies Limited

Sr. No.	Description	Name of Shareholder	Pre Preferential Issue as on February 07, 2025		Name of Shareholder	Preferential Issue of Equity Shares		Preferential Issue of Equity Warrants (*)		Post Preferential Issue	
			No. of shares	%		No. of shares	%	No. of shares	%	No. of shares	%
(B)	Total Public Shareholding (B) = (B)(1) + (B)(2)		12,16,164	33.78		15,50,000	43.06	3,35,000	9.31	31,01,164	55.47
	TOTAL (A) + (B)		36,00,000	100.00		15,50,000	43.06	4,41,164	12.25	55,91,164	100.00
(C)	Shares held by Custodians and against which DRs have been issued		-	-		-	-	-	-	-	-
	GRAND TOTAL (A) + (B) + (C)		36,00,000	100.00		15,50,000	43.06	4,41,164	12.25	55,91,164	100.00

(*) Assuming full Conversion of Warrants into Equity Shares

Annexure B

The identity of the proposed allottee, maximum number of Share Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottee:

Name of Proposed Allottees	Category	Pre-issue Shareholdings		No. of Equity	No. of Warrants	*Post Preferential Issue	
		No. of Shares	%			No. of Shares	%
Nehal Narendra Gandhi	Promoter Group	6,09,500	16.93	-	30,500	6,40,000	11.45
Kunal Narendra Gandhi	Promoter Group	13,88,720	38.58	-	36,280	14,25,000	25.49
Enai Trading And Investment Pvt. Ltd.	Promoter Group	3,85,616	10.71	-	39,384	4,25,000	7.60
Viraj Chandrakant Gandhi	Non-Promoter	-	0.00	6,00,000	-	6,00,000	10.73
Dalal & Broacha Stock Broking Pvt. Ltd.	Non-Promoter	-	0.00	3,00,000	-	3,00,000	5.37
Kaygee Investments Private Limited	Non-Promoter	-	0.00	1,50,000	-	1,50,000	2.68
Anuj Patodia	Non-Promoter	-	0.00	1,00,000	-	1,00,000	1.79
Neha Thakore	Non-Promoter	-	0.00	1,00,000	-	1,00,000	1.79
Advait Bagri	Non-Promoter	-	0.00	45,000	-	45,000	0.80
Ananya Bagri	Non-Promoter	-	0.00	45,000	-	45,000	0.80
Rohan Mehta	Non-Promoter	-	0.00	90,000	-	90,000	1.61
Minal Mukesh Desai	Non-Promoter	3,000	0.08	60,000	-	63,000	1.13
Soham Avlani	Non-Promoter	-	0.00	30,000	-	30,000	0.54
Aalesh Avlani	Non-Promoter	-	0.00	30,000	-	30,000	0.54
Radhika Shriram	Non-Promoter	-	0.00	-	3,00,000	3,00,000	5.37
Karthik Iyer	Non-Promoter	-	0.00	-	35,000	35,000	0.63
Total		23,86,836	66.30	15,50,000	4,41,164	43,78,000	78.30

**The post preferential percentage of shareholding has been calculated assuming that all the warrants allotted will be converted into equity shares.*

ANNEXURE C

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING EXTRA ORDINARY GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting]

PARTICULARS	Mr. Kunal Narendra Gandhi
DESIGNATION	Non-Executive Non-Independent Director
DIN	01516156
AGE	37
DATE OF BIRTH	05/04/1987
QUALIFICATIONS	Master of Science from Lancaster University, Lancaster, U.K.
NATIONALITY	Indian Citizen
EXPERIENCE ((including expertise in specific functional areas)/ Brief Resume	He was appointed as Vice President - Business Development of the Lyka Labs Limited since April 2010. On 01 January, 2016, Lyka Labs Limited appointed him as Chief Executive Officer. He was appointed as Joint Managing Director on 12 February, 2019.
Terms and Conditions of appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
details of remuneration sought to be paid and the remuneration last drawn	As may be decided by the Board of Directors of the Company
Date of first appointment on the Board	12 th February, 2025
Relationship with other Directors/Key Managerial Personnel	Not related to any of the directors of the Company.
No. of Board Meetings attended during the financial year	NIL
Board Membership of other listed and unlisted companies.	1. Lyka Labs Limited 2. Lyka Bdr International Limited 3. Enai Trading And Investment Private Limited 4. Lyka Generics Limited 5. Hiralaxmi Multitrade Private Limited
Audit committee	Lyka Labs Limited : Member
Stakeholders Relationship Committee	Lyka Labs Limited : Member
Nomination and Remuneration Committee	NIL
Corporate Social Responsibility Committee	Lyka Labs Limited: Chairman
No of Equity Shares held in Company	NIL

*****The Directorship, Committee Memberships and Chairmanships do not include position in foreign companies, unlisted companies, private companies, position as an advisory board member, and position in companies under Section 8 of Companies Act, 2013.***

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE FORTHCOMING EXTRA ORDINARY GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting]

PARTICULARS	Mrs. Dhara Pratik Shah
DESIGNATION	Independent Director
DIN	07530998
AGE	37
DATE OF BIRTH	22/11/1987
QUALIFICATIONS	LLB & Company Secretary
NATIONALITY	Indian Citizen
EXPERIENCE ((including expertise in specific functional areas)/ Brief Resume	Company Secretary With Omfurn India Limited Since August 2017
Terms and Conditions of appointment	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.
details of remuneration sought to be paid and the remuneration last drawn	As may be decided by the Board of Directors of the Company
Date of first appointment on the Board	12 th February, 2025
Relationship with other Directors/Key Managerial Personnel	Not related to any of the directors of the Company.
No. of Board Meetings attended during the financial year	NIL
Board Membership of other listed and unlisted companies	1. Lyka Exports Limited 2. Lyka BDR International Limited 3. Lyka Labs Limited
Audit committee	1. Lyka Labs Limited: Member 2. Lyka BDR International Limited: Member
Stakeholders Relationship Committee	Lyka Exports Limited: Member
Nomination and Remuneration Committee	1. Lyka Labs Limited: Chairperson 2. Lyka BDR International Limited: Chairperson
Corporate Social Responsibility Committee	Lyka Labs Limited: Member
No. of Equity Shares held in Company	NIL

*****The Directorship, Committee Memberships and Chairmanships do not include position in foreign companies, unlisted companies, private companies, position as an advisory board member, and position in companies under Section 8 of Companies Act, 2013.***