

VELOX INDUSTRIES LIMITED

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 Maharashtra, India
Ph.: +91 2262536600, 9082267347 Email: veloxindustriesltd@gmail.com
CIN: L15122MH1983PLC029364

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting (“EGM”) of the Members of Velox Industries Limited (“the Company”) will be held on Monday, July 01, 2024 at 1:00 p.m. at the registered office of the Company situated at 902 Filix Commercial Complex, Opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai - 400078 at 01:00 PM to transact the following businesses:

SPECIAL BUSINESS:

1. TO APPOINT MR. MOTI P. DABHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act read with the rules made thereunder and SEBI Listing Regulations, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Moti P. Dabhi, (DIN: 10650326) who was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board of Directors at its meeting held on May 30, 2024, pursuant to Section 161 of the Act and he has submitted a declaration that he meets the requisite criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office till the ensuing General meeting commencing from May 31, 2024 and shall be eligible for further appointment for 5 years and whose period of office will not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT any of the Director of the Company or the Key Managerial Personnel be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, forms and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form DIR-12 as return of appointment with the Registrar of Companies, Mumbai.”

2. TO APPOINT M/S. BILIMORIA MEHTA & CO., (FRN: 101490W), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

To appoint M/s. Bilimoria Mehta & Co., Chartered Accountants, (Firm Registration No. 101490W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P

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Shah & Co., Chartered Accountants (Firm Registration Number: 109710W) and fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other applicable laws, if any and pursuant to recommendation of the Audit Committee and the Board of Directors M/s. Bilimoria Mehta & Co. (Firm Registration No. 101490W), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P Shah & Co., Chartered Accountants (Firm Registration Number: 109710W).

RESOLVED FURTHER THAT Bilimoria Mehta & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company until the conclusion of the ensuing Annual General Meeting on such remuneration and out of pocket expenses as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall be deemed to include any Committee constituted by the Board or any person(s) authorised by the Board/ Committee in this regard) be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution including but not limited to determination of roles and responsibilities/ scope of work of the Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including alteration in the terms and conditions of remuneration arising out of increase in scope of work, amendment in Accounting Standards or regulations and such other requirements resulting in the change in scope of work, etc.

RESOLVED FURTHER THAT any of the Director of the Company or the Key Managerial Personnel be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, forms and returns for the purpose of giving effect to the aforesaid.”

3. TO ADOPT A NEW SET OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

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“RESOLVED THAT pursuant to Section 4, Section 13, Section 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and Rules made thereunder and subject to necessary statutory approvals and modifications, if any, the consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with the following changes in existing Clause III (A):

1. To establish, maintain and operate shipping and water transport services and all ancillary services and for these purposes or as independent undertaking to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, tankers, refrigerated vessel, floating dry dock, tug-boats, barges, powered or otherwise drifters, bulk-carriers, ore or oil carriers, Liquid petroleum gas carriers commercials submarines, catamarines, hydrofoil, hovercraft, containerized vessel and specialized or otherwise ship of every description vessels, propelled or capable of being worked by steam, electricity, petrol, oil, gas or any other motive power or power producing substance with all necessary convenient equipment and engines, furniture and stores or any shares or interest of every description and to maintained, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with or dispose off any of the ships, vessel.
2. To carry on the business of storage, warehousing, custom broking services, transportation and handling of all kinds of cargo, whether containerized or not, from any port station to any container freight station or to any inland container depot and freight carriers, transportation of goods, animals or passengers from place to place either by land or by air, sea or partly by sea and partly by land or air, whether by means of motor vehicles and/ or aeroplanes or other means of transport, to establish and to construct and operate container freight stations, inland container depots, and allied activities and operate railway sidings and to own, lease, use container and deploy the containers in the business of international freight forwarding, by means of road, sea, transport and multimodal transport, and to carry on the business of clearing & shipping agent, hirers, NVOCC operations, fleet owners of trucks, trailers, cranes, bulldozers and all types of earth moving equipments and machines.
3. To carry on the business as clearing and forward agents, courier and cargo holders, handling and haulage contractors, warehousemen, carriers, agents, wholesalers, distributors, merchants, importers, exporters, traders, contractors, shipowners, ship brokers, ship agents, ship underwriters, ship managers, tug-owners, freight brokers, freight contractors and to establish, maintain, operate/ and/ or run agency lines in goods, stores, products, articles, consumable items, durable merchandise, commodities, chattels and effects of every kind and description by land, rail, water and air in any place in the world and without limiting the generality of the above, to carry on business as selling agents, buying agents, factors, mukadams, carriers, jath merchants, landing, commission agents, distributors and stockiest,

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broker, transport haulage and general contractors, barge owners, and wharfingers and/ or in any other capacity.

RESOLVED FURTHER THAT the existing Clause III (B) containing the “The objects incidental or ancillary to the attainment of the main objects” sub-clause no. 2 to 36 be and is hereby deleted and replaced by New Clause III (B) “The objects incidental or ancillary to the attainment of the main objects” containing the sub-clause no. 4 to 57.

RESOLVED FURTHER THAT the existing Clause III C containing the “Other Objects” sub clause no. 37 to 62 be and is hereby also stands deleted in full.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary be and are hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, including filing the requisite forms with Registrar of Companies (ROC) or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

4. TO APPROVE THE ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION 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 5, Section 14 read with Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Authorities, , the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary be and are hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, including filing the requisite forms with Registrar of Companies (ROC) or submission of documents

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with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

5. CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL ALTERATIONS IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION 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 4, 5, 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the SEBI Listing Regulations, if any, (including any statutory modification or re-enactment thereof for the time being in force) and all other acts, rules, regulations, circulars, notifications and guidelines as may be applicable to the Company in this regard and subject to the approvals, consents, sanctions and permissions of the Central Government, appropriate authorities and/ or such other approvals as may be necessary, the approval of the Members of the Company be and is hereby accorded to change the name of the Company from ‘Velox Industries Limited’ to ‘Velox Shipping and Logistics Limited’ as approved by the Registrar of Companies/ MCA.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and wherever it appears in the Memorandum of Association and Articles of Association of the Company be substituted by the following clause:

The name of the Company is Velox Shipping and Logistics Limited.

RESOLVED FURTHER THAT the Directors of the Company and/or Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as it may at its absolute discretion deem necessary to give effect to this resolution without being required to seek any further consent or approval of the members and to execute all such deeds, documents, instruments and writings as may be required and to make all such filings as may be necessary, with powers on behalf of the Company to delegate and to settle all such questions, difficulties or doubts whatsoever which may arise and to give such directions and/ or instructions as may be necessary or expedient in this regard.”

6. TO INVEST THE FUNDS 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 provisions of Section 186 read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013

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(including any modification or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to:

- a) Give any loan to any person or other body corporate;
- b) Give any guarantee or provide security in connection with a loan to any other body corporate or person;
- c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate.

as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.50,00,00,000 (Rupees Fifty Crore Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Directors of the Company and/ or the Company Secretary be and is hereby severally authorised to sign, negotiate and execute all the documents, on behalf of the company, including making the necessary entries in the statutory register and filing of necessary forms with the Registrar of Companies (ROC) in accordance with the applicable provisions of the Companies Act, 2013 and to do all such acts, deeds, and things as may be deemed expedient and incidental thereto to give effect to this resolution.”

Thanking you.

Yours sincerely,
FOR VELOX INDUSTRIES LIMITED
(Formerly Khatau Exim Limited)

PINAL PAREKH
COMPANY SECRETARY/ COMPLIANCE OFFICER
eCSIN: EA025327F000006847

Date: 07/06/2024

Place: Mumbai

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Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item of the notice is annexed.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy or proxies to attend and vote on a poll only, instead of him and a proxy so appointed need not be a member of the Company. The proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of meeting.
3. Corporate members are requested to send duly certified copy of the board resolution/ power of attorney/ letter of representation authorizing its representative to attend and vote on their behalf at an Annual General Meeting.
4. In compliance with the provisions Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited, on all the resolutions set forth in this Notice.
5. In compliance with the MCA Circulars, the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members/ list of Beneficial Owners, maintained by the Company/ Depositories as at close of business hours on June 24, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
7. A copy of the Notice is available on the website of the Company <http://veloxindustriesltd.in/> website of the stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of our e-Voting agency i.e. CDSL e-voting website at www.evotingindia.com.
8. Members may vote from Friday, June 28, 2024 to Sunday, June 30, 2024. In terms of the requirements of SEBI Circular, the e-voting period begins at 10:00 AM (IST) on June 28, 2024 and ends at 5.00 P.M. (IST) on June 30, 2024. Thereafter, the e-voting module shall be disabled by CDSL.

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9. The Company has appointed M/s. Sushil Talathi & Associates, Practicing Company Secretaries, Mumbai to act as Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given as Annexure to the Notice.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on June 24, 2024. Members can vote for their entire voting rights as per their discretion.
11. After sending the notice through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: <http://veloxindustriesltd.in/>
12. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.
14. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/ Registrar and Share Transfer Agent.
15. All documents referred to in the Notice will also be available electronically for inspection, without any fees to Members from the date of circulation of the Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to veloxindustriesltd@gmail.com from their registered e-mail.
16. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to evoting are given in this Notice.
17. The Company has set Monday, June 24, 2024 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution. A

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person who is not a Member of the Company as on the said cut-off date, will not be entitled to vote and should treat this Notice, for information purposes only.

18. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Monday, June 24, 2024 (including those Members who may not receive this Notice due to non-registration of their email address can cast their votes electronically, in respect of the Resolution(s) as set out in the Notice only through the remote e-voting.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).

The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the EGM of the Company along with printed Attendance Slip and Proxy Form can be downloaded from the link CDSL-eVoting System (evotingindia.com). Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on June 24, 2024.

The procedure to login to e-Voting website is given below:

Instructions for e-Voting:

1. The Notice of the Extra Ordinary General Meeting (EGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. CDSL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/ Depository Participants. For Members who have not registered their e-Mail address, can use the details as provided in this document.
3. Launch internet browser by typing the following URL: CDSL-eVoting System (evotingindia.com)
4. Click on Shareholder – Login

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5. Put User ID and Password as provided in this document and click Login. If you are already registered with CDSL for e-Voting then you can use your existing User ID and Password for the Login.
6. If you are logging in for the first time, the Password change menu will appear. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Once the home page of e-voting opens. Click on e-voting: Active Voting Cycles.
8. Select "EVEN (Electronic Voting Event Number)" of Velox Industries Limited.
9. Once you enter the Cat Vote page will open. Now you are ready for e-voting.
10. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at cssushil.talathi@gmail.com with a copy marked to veloxindustriesltd@gmail.com and helpdesk.evoting@cdslindia.com. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. In such an event, you will need to go through "Forget Password" option available. Kindly note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct on the site to reset the same.

General Instructions:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-voting user manual for Shareholders available to the Downloads section of CDSL eVoting System (evotingindia.com).
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).

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3. The e-voting period commences on 10:00 A.M. on June 28, 2024 and will end at 05:00 P.M. on June 30, 2024. During this period, the Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 24, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of June 24, 2024.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of June 24, 2024 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
6. M/s. Sushil Talathi & Associates Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the EGM not later than three working days from the conclusion of the EGM.
8. The Results shall be declared forthwith after the submission of Consolidated Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company veloxindustriesltd@gmail.com and on the website of Stock Exchange after the declaration of the results by the Chairman.

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

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- (i) The voting period begins on 10:00 A.M. on June 28, 2024 and will end at 05:00 P.M. on June 30, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:


The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals, holding shares of the Company in demat mode and shareholders holding securities in physical mode and c) Shareholders who have not registered their e-mail address/ mobile, is explained in the instructions given herein below:

VELOX INDUSTRIES LIMITED

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 Maharashtra, India

Ph.: +91 2262536600, 9082267347 Email: veloxindustriesltd@gmail.com

CIN: L15122MH1983PLC029364

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders Holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.  |

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| | |
|--|--|
| <p>Individual Shareholders Holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none">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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting during the meeting.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.jsp3. 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 eVoting 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 eVoting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period during the meeting. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 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. NSDL and CDSL

| Login Type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

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

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

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

- i. After entering these details appropriately, click on "SUBMIT" tab.
- ii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Click on the EVSN for VELOX INDUSTRIES LIMITED.
- v. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- vii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- viii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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- x. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xi. Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; veloxindustriesltd@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (b) Procedure for procuring User ID and Password for e-voting for those shareholders whose email/mobile no. are not registered with the company/depositories.
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/ RTA email id.
 2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. you're your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL eVoting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 All grievances connected with the facility for voting by electronic means may be addressed to Mr.

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Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor,
Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013
or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ATTACHED TO THE FORMING PART OF THE NOTICE DATED JUNE 07, 2024 CONVENING THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS ON JULY 01, 2024

ITEM NO. 1:

TO APPOINT MR. MOTI P. DABHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting on May 30, 2024, appointed Mr. Moti P. Dabhi as an Additional Director (Category: Non-Executive & Independent) of the Company w.e.f. May 31, 2024. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), Mr. Moti P. Dabhi holds office as an Additional Director till the date of the ensuing General Meeting.

Further, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has received a notice in writing pursuant to Section 160 of the Act from a Member signifying intention to propose the candidature of Mr. Moti P. Dabhi as an Independent Director of the Company.

Mr. Moti P. Dabhi is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received the consent and requisite declarations from Mr. Moti P. Dabhi as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he 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. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

In the opinion of the Board, Mr. Moti P. Dabhi fulfils the conditions for his appointment as an Independent Director, as specified in the Companies Act, 2013 and SEBI Listing Regulations and is independent of the management. Mr. Moti P. Dabhi possesses the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk management, Compliance & Corporate Governance.

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Further, he possesses the integrity, expertise, experience and proficiency for appointment as an Independent Director and is a person of high repute. Considering his expertise and knowledge, the Board considers that the appointment of Mr. Moti P. Dabhi as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends appointment of Mr. Moti P. Dabhi as an Independent Director of the Company, not liable to retire by rotation.

Accordingly, the Board recommends the resolution as set out at Item No. 1 of this notice for approval of the Members of the Company as an Ordinary Resolution. The copy of draft letter of appointment setting out the terms and conditions of her appointment is available electronically for inspection by the Members. The same is also available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the date of EOGM.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Moti P. Dabhi including his profile and specific areas of expertise are given in this Addendum to the EOGM Notice as “Annexure 1”.

Except Mr. Moti P. Dabhi and his relatives, no other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 2

APPOINTMENT OF M/S. BILIMORIA MEHTA & CO., (FRN: 101490W), CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

Appointment of M/s. Bilimoria Mehta & Co., Chartered Accountants, (Firm Registration No. 101490W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. P Shah & Co. (FRN: 109710W). The members at the Annual General Meeting of the Company held on September 26, 2022 had appointed M/s. P Shah & Co., Chartered Accountants, (FRN: 109710W) as the Statutory Auditors of the Company to hold office for a term of five years.

M/s. P Shah & Co., Chartered Accountants, (FRN: 109710W) have tendered their resignation letter dated May 30, 2024 from the position of Statutory Auditors due to non-receipt of peer review certificate, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting.

Further, the Board of Directors has, based on the recommendation of the Audit Committee and subject to approval of the shareholders, had appointed M/s. Bilimoria Mehta & Co., Chartered Accountants, (Firm Registration No. 101490W) to hold the office of statutory auditors till the conclusion of ensuing Annual General Meeting.

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As required under section 139 of the Companies Act, 2013, M/s. Bilimoria Mehta & Co., Chartered Accountants, (Firm Registration No. 101490W) have informed the Company that their appointment, if made, shall be in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The brief profile of M/s. Bilimoria Mehta & Co., Chartered Accountants has been given under "Annexure 2."

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution except to the extent of their shareholding if any.

Your directors recommend the Resolution set out in Item No. 2 as an Ordinary Resolution for your approval.

ITEM NO. 3

ADOPTION OF NEW SET OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Members are requested to note that the Board of Directors of the Company at their meeting held on May 30, 2024 approved the proposal to adopt the new set of Memorandum of Association including alteration of the main object clause and objects incidental/ ancillary to it, subject to approval from Registrar of Companies and Members of the Company.

Now, the Company intends to diversify and expand its business activity by having presence only in logistics sector. Therefore, it is required to amend the object clause and ancillary clauses by removing the clauses in its Memorandum of Association which is relating to the food industry, in order to align it with the new business activity of logistics sector and proposed change of name.

As per the provisions of Section 13 read with relevant rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be obtained for altering the object clauses in the Memorandum of Association of the Company. A copy of the proposed amended Memorandum of Association of the Company is available for physical inspection by Members of the Company at the registered office of the Company during normal business hours on all working days from the date of dispatch of the Notice, up to the date of the Extra Ordinary General Meeting as stated in the Notice.

The Board recommends that the resolution set forth in Item No. 3 for the approval of Members as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

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ITEM NO. 4

ADOPTION OF NEW SET OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board by way of Resolution passed in its meeting held on May 30, 2024 has approved the adoption of amended and restated Articles of Association of the Company, subject to the approval of the shareholders of the Company.

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws.

It is proposed to adopt the articles contained in the amended and restated Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing Articles of Association of the Company. Pursuant to Section 14 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required for adoption of amended and restated Articles of Association.

A copy of the proposed amended Articles of Association of the Company is available for physical inspection by Members of the Company at the registered office of the Company during normal business hours on all working days from the date of dispatch of the Notice, up to the date of the Extra Ordinary General Meeting as stated in the Notice.

The Board recommends that the resolution set forth in Item No. 4 for the approval of Members as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

ITEM NO. 5

CHANGE OF NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY

The Members are requested to note that the Board of Directors of the Company at their meeting held on May 30, 2024 approved the proposal to change the name of the Company from 'Velox Industries Limited' to 'Velox Shipping and Logistics Limited' as approved by the Registrar of Companies/ MCA and consequential alteration in Articles of Association and Memorandum of Association of the Company, subject to approval from Registrar of Companies and Members of the Company.

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Consequent to the adoption of the new set of Memorandum of Association including new Object, the Company is required to change the name to give the synopsis of its principal business activity and aligning it with the Main Object of Company and as per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be accorded for changing the name of the Company & consequent alteration in Memorandum of Association and Articles of Association of the Company.

Further the proposed name would cater to the Company's need for enhanced and better brand connect/ loyalty with the evolving needs of all our stakeholders. The proposed name would also help the Company in achieving the purpose of aligning its vision; mission, brand values, brand persona and customer connect/ recall value.

A copy of the proposed amended Articles of Association and Memorandum of Association of the Company is available for physical inspection by Members of the Company at the registered office of the Company during normal business hours on all working days from the date of dispatch of the Notice, up to the date of the Extra Ordinary General Meeting as stated in the Notice.

Further, the Company has obtained certificate from M/s. Bilimoria Mehta & Co., Practicing Chartered Accountants, Mumbai, in compliance with Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. A copy of the aforesaid certificate is annexed as "Annexure 3".

The Board recommends that the resolution set forth in Item No. 5 for the approval of Members as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

INVESTMENT OF THE FUNDS OF THE COMPANY

Pursuant to the provisions of the Section 186 of the Companies Act, 2013 read with the relevant rules framed thereunder and any other applicable provisions, if any, of the Companies Act, 2013, no Company shall give any loan, guarantee, provide security or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make loans/ investments and provide guarantees/securities to persons or bodies corporate, from time to

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time, prior approval of the Members is being sought for obtaining the limits upto Rs.50 Crores, over and above the limit as prescribed under Section 186 of the Companies Act, 2013.

The Board recommends that the resolution set forth in Item No. 6 for the approval of Members as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

FOR VELOX INDUSTRIES LIMITED
(Formerly Khatau Exim Limited)

PINAL PAREKH
COMPANY SECRETARY/ COMPLIANCE OFFICER
eCSIN: EA025327F000006847

Date: 07/06/2024

Place: Mumbai

VELOX INDUSTRIES LIMITED

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ANNEXURE 1

| Sr. No. | Particulars | Disclosures |
|---------|--|---|
| 1 | Name of Independent Director | Mr. Moti P. Dabhi |
| 2 | Reason for change viz. appointment, resignation, removal, death or otherwise | Appointment |
| 3 | Date and term of appointment | Date: 31/05/2024 Terms: Appointed as an Independent Director (Non-Executive) of the Company for a period of 5 (five) years, subject to the approval of shareholders of the Company at ensuing General Meeting of the Company. |
| 4 | Brief profile | Mr. Moti Dabhi is a law graduate and has specialized in legal studies and jurisprudence. He has experience in Litigation and Dispute Resolution, Consumer Protection Law, Corporate and Commercial Law, Regulatory Compliance and Risk Management, etc. He has been a panellist for various legal counsel and representation to the company and Active volunteer with Green Catalyst. |
| 5 | Disclosure of relationships between directors | Mr. Moti Dabhi is not related to any Director, Key Managerial Personnel of the Company or any of their respective relatives. |

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ANNEXURE 2

| Sr. No. | Particulars | Disclosures |
|---------|---|--|
| 1 | Name of the Company | Velox Industries Limited |
| 2 | Name of the Auditor | M/s. Bilimoria Mehta & Co., (Firm Registration No. 101490W) |
| 3 | Reason for change viz., appointment, resignation, removal, death or otherwise | (1) Appointment to fill in the casual vacancy caused due to the resignation of M/s. P Shah & Co., Chartered Accountants and to hold office from May 30, 2024 till the date of next annual general meeting to be held in 2024; and (2) appointment as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of the annual general meeting to be held in 2024 till the conclusion of Annual General Meeting to be held in the year 2029. |
| 4 | Brief profile | M/s. Bilimoria Mehta & Co. is registered with the institute of Chartered Accountants of India (Firm Registration No. 101490W). Over the years, they have created a niche for itself in the fields of Audit & Assurance, Direct & Indirect Tax Consultancy, Advisory on Corporate Laws, FEMA, Management Consultancy, etc. The Firm has around 6 professionals and team of 170+ enthusiastic and ambitious members having diverse experience. Bilimoria Mehta & Co. has offices in Mumbai, New Delhi and Kolkata. |

To,

The Board of Directors
Velox Industries Limited
902, Filix Commercial Complex,
Opposite Asian Paints L.B.S. Marg,
Bhandup Mumbai 400078

CERTIFICATE UNDER REGULATION 45 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

With reference to the application for approval regarding the change of name of the company 'Velox Industries Limited' to 'Velox Shipping and Logistics Limited' we have examined the relevant records of the company and information provided by the management of the company in relation to the issue of certificate for compliance with the conditions mentioned under sub Regulation (1) Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for change in company's name from **Velox Industries Limited** to **Velox Shipping and Logistics Limited**.

We do hereby confirm that-

a) Time period of at least one year has elapsed from the last name change that occurred in the year - **The company has not changed its name since at least one year**

b) More than fifty percent of total revenue in the preceding one-year period has been accounted for new activity suggested by the new name - **Applicable since there is a change in the activity/project of the company in the preceding one-year period**

| Total Income (in ₹) | Revenue From Operations (in ₹) | Percentage of Total Revenue |
|---------------------|--------------------------------|-----------------------------|
| 40,66,784 | 25,00,000 | 61.47% |

c) The amount invested in the new activity/project is at least fifty percent, of the assets of the listed entity - **Not Applicable as the assets pertaining to new activity/ project is less than fifty percent, of the assets of the listed entity**

For Bilimoria Mehta & Co.
Chartered Accountants
Firm Registration No: 101490W

Jalpesh K. Vora
Partner
Membership Number: 106636

UDIN: 24106636BKGWBX9545
Place of Signature: Mumbai
Date: 07/06/2024

VELOX INDUSTRIES LIMITED

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 Maharashtra, India
Ph.: +91 2262536600, 9082267347 Email: veloxindustriesltd@gmail.com
CIN: L15122MH1983PLC029364

PROXY FORM

MGT 11

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

CIN: L52242MH1983PLC029364

Name of the Company: VELOX INDUSTRIES LIMITED

Registered Office: 902 Filix Commercial Complex, opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai - 400078

Name of the Member (s): [●]

Registered address: [●]

E-mail id : [●]

Folio No. : [●]

I / We, being the member(s) of [●] Equity Shares of the Company, hereby appoint

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/ her
2. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/ her
3. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/ her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the Company, to be held on Monday, July 01, 2024 at 01:00 PM at the registered office of the Company at 902 Filix Commercial Complex, opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai - 400078, in respect of such resolutions set out in the Notice convening the meeting.

Signed this ___ day of _____ 2024

Signature of Proxy Holder(s)

Revenue
Stamp

Note: The proxy must be returned so as to reach the Registered Office of the Company not later than 24 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.

VELOX INDUSTRIES LIMITED

Regd. Office: 902 Filix Commercial Complex, opp Asian Paints L.B.S. Marg, Bhandup Mumbai 400078 Maharashtra, India
Ph.: +91 2262536600, 9082267347 Email: veloxindustriesltd@gmail.com
CIN: L15122MH1983PLC029364

| |
|------------------------|
| ATTENDANCE SLIP |
|------------------------|

| |
|----------------|
| Folio No: |
| No. of Shares: |

Velox Industries Limited
Registered Office: 902 Filix Commercial Complex, opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai - 400078

I/ We hereby record my/ our presence at the Annual General Meeting of the Company being held on Monday, July 01, 2024 at 01:00 PM, held at the registered office of the Company at 902 Filix Commercial Complex, opp Asian Paints, L.B.S. Marg, Bhandup, Mumbai - 400078

A. Name(s) of the Member:

1. Mr./ Ms.

and Joint Holder(s)

2. Mr./ Ms.

(In block letters)

3. Mr./Ms.

B. Address :
.....

C. Father's/Husband's
Name (of the Member) :

Mr.....

D. Name of Proxy

Mr./ Ms.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Note: Please complete the Attendance slip and hand it over at the Registration Counter at the venue

VELOX INDUSTRIES LIMITED

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Ph.: +91 2262536600, 9082267347 Email: veloxindustriesltd@gmail.com
CIN: L15122MH1983PLC029364

ROUTE MAP

