

# VELOX SHIPPING AND LOGISTICS 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](mailto: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 Shipping and Logistics Limited (“the Company”) will be held on Thursday, January 08, 2026 at 12:30 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 to transact the following businesses:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

#### **INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment’s thereof, for the time being in force and applicable provisions of Articles of Association of the company, the consent of the members of the company, be hereby accorded to increase the authorized share capital of the company from existing Rs.13,00,00,000/- (Rupees Thirteen Crore Only) divided into 1,30,00,000 (One Crore and Thirty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs.40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

**RESOLVED FURTHER THAT** the increased authorized equity share capital shall rank pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** any one of the directors of the company be and is hereby severally authorised to sign, negotiate and execute all the documents and to do all such acts on behalf of the company for giving effect to the aforesaid resolution including filing of necessary forms with the Registrar of Companies (ROC) in accordance with the applicable provisions of the Companies Act, 2013.”

#### **ITEM NO. 2:**

#### **ALTERATION IN MEMORANDUM OF ASSOCIATION: -**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13, Section 61, Section 64 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed there under and the provisions of the Articles

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of Association of the company, in Clause 5 of the Memorandum of Association of the Company for the word and figures, "The Share Capital of the Company is Rs. 13,00,00,000 (Thirteen Crore Only), divided into 1,30,00,000 (One Crore Thirty Lakh only) Equity shares of Rs. 10/- (Ten Only) each, the following words and figures shall be substituted, namely

**V. "The Authorised Share Capital of the Company is Rs.40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs.10/- (Rupees Ten Only).**

**RESOLVED FURTHER THAT** any one of the directors of the company be and is hereby severally authorised to sign, negotiate and execute all the documents and to do all such acts on behalf of the company for giving effect to the aforesaid resolution including filing of necessary forms with the Registrar of Companies (ROC) in accordance with the applicable provisions of the Companies Act, 2013.

## **ITEM NO. 3:**

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

## **ITEM NO 4.**

### **ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS AND MATTERS RELATED THEREWITH.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b),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

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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 uniform listing agreement entered into by the Company with BSE Ltd., the stock exchange 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 Listing 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 Ministry of Corporate Affairs, SEBI, RBI 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, 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), the 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 2,83,33,333 (two crore eighty three lakh thirty three thousand three hundred and thirty three only) Fully Convertible Warrants ("Warrants") at an issue price of Rs. 12/- (Rupees Twelve Only) per warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs.10/- each, for cash, for an aggregate amount of up to Rs 33,99,99,996 (Indian Rupees thirty three crore ninety nine lakh ninety nine thousand nine hundred ninety six only), which may be exercised during the period commencing from the date of allotment of Convertible Warrants until expiry of 18 (eighteen) months from the said date of allotment in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, to the below mentioned persons/entities belonging to the 'Non-Promoter Group' category ("Proposed Allottee") in the manner as follows:

Sr.no	Investor/Details of Subscribe c	No. of warrants to be allotted	Current Status/category	Proposed Status/ category	Consideration
1	Hilda Paul Mascarenhas	13,00,000	Public	Public	1,56,00,000
2	Paul X Mascarenhas	13,00,000	Public	Public	1,56,00,000
3	Peter Almeida	9,37,416	NA	Public	1,12,48,992
4	Pramila Bharat Poojari	18,00,000	NA	Public	2,16,00,000
5	Manvi Bharat Poojary	9,00,000	NA	Public	1,08,00,000
6	Shiven Bharat Poojary	8,37,416	NA	Public	1,00,48,992

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7	Amit Arora	7,00,000	NA	Public	84,00,000
8	Sumita Arora	7,00,000	NA	Public	84,00,000
9	Anita Rana	6,50,000	NA	Public	78,00,000
10	Turshan Pal Singh Rana	6,50,000	NA	Public	78,00,000
11	Rohan Rana	1,00,000	NA	Public	12,00,000
12	Gaurav Rana	1,00,000	NA	Public	12,00,000
13	Sumitra Balara	6,50,000	NA	Public	78,00,000
14	Surendra Singh Choudhary	6,50,000	NA	Public	78,00,000
15	Mahesh Dhuri	6,91,411	NA	Public	82,96,932
16	Neha Dhuri	6,88,125	NA	Public	82,57,500
17	Ravishankar Sarvothaman	14,54,531	NA	Public	1,74,54,372
18	Vincent Arun D'souza	8,588	NA	Public	1,03,056
19	Harish Suvarna	8,588	NA	Public	1,03,056
20	Rosario Gurjao	8,588	NA	Public	1,03,056
21	Vishal Balara	15,000	NA	Public	1,80,000
22	Mr.Biju Joseph	3,07,524	NA	Public	36,90,288
23	Mr. Tapan Ghosh	3,07,524	NA	Public	36,90,288
24	Mr. Jinu John Jacob	3,07,524	NA	Public	36,90,288
25	Mr. Nottankandath Sunil Kumar	3,07,524	NA	Public	36,90,288
26	Uma	9,71,775	NA	Public	1,16,61,300
27	Sanjay Kailashchandra Patodia	15,60,057	NA	Public	1,87,20,684
28	Miker Financial Consultants Private Limited	15,60,057	Public	Public	1,87,20,684

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29	Manisha Mittal	15,60,058	NA	Public	1,87,20,696
30	Vibhuti enterprises	15,60,057	NA	Public	1,87,20,684
31	Anuradha Ashish Deobansi	10,63,254	NA	Public	1,27,59,048
32	Meghraj Deobansi	10,63,254	NA	Public	1,27,59,048
33	Krishna Meghraj Deobansi	10,63,254	NA	Public	1,27,59,048
34	Ashish Meghraj Deobansi	17,51,808	NA	Public	2,10,21,696
35	Ramendur U Trivedi	8,00,000	NA	Public	96,00,000
	<b>TOTAL</b>	<b>2,83,33,333</b>			<b>33,99,99,996</b>

**“RESOLVED FURTHER THAT** since the equity shares of the Company are non-frequently traded in accordance with Regulation 165 of Chapter V of the SEBI ICDR Regulations, the minimum issue price/floor price for the proposed Preferential Allotment shall be determined based on an independent valuation report. Accordingly, the ‘Relevant Date’ for determining the minimum issue price/floor price is December 8, 2025, being 30 days prior to the date of the Extraordinary General Meeting at which the special resolution for approving the Preferential Allotment is proposed to be passed. Based on the Valuation Report dated December 8, 2025, issued by ValuGenius Advisors LLP, a registered valuer bearing IBBI Registration No. IBBI/RV-E/07/2023/197. The valuation certificate has been signed on behalf of the LLP by CA Jainam Shah, Partner, holding IBBI Registration No. IBBI/RV/07/2020/13500, the fair value of the equity shares of the Company has been determined at INR 12 (Indian Rupees Twelve only) per equity share, and the same has been considered as the minimum issue price/floor price for the Preferential Allotment. A copy of the valuation report has been uploaded on the Company’s website at <https://veloxindustriesltd.in/#>.”

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

- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount upfront equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, 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.
- Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.
- The Warrant Issue Price and the number of Equity Shares to be allotted upon conversion of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. Each Convertible Warrant carries a right to subscribe to 1 (One) Fully Paid-up Equity Share of the Company.

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- e) The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Convertible Warrants by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the members, allot the corresponding number of Equity Shares in dematerialised form.
- f) In the event the rights attached to the Convertible Warrants are not exercised within 18 (Eighteen) months from the date of allotment, then such Convertible Warrants shall lapse and the consideration paid/adjusted thereupon shall be forfeited.
- g) The Convertible Warrants shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the members; provided that where the allotment of Convertible Warrants is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
- h) The Equity Shares arising from the exercise of the Convertible Warrants will be listed on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

**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** subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer / Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members.
- b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions



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to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;

- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency if any and advisors/advocate for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

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

Thanking you.

Yours sincerely,

**FOR VELOX SHIPPING AND LOGISTICS LIMITED**

(Formerly Velox Industries Limited)

Sd/-

**PINAL PAREKH**

**COMPANY SECRETARY/ COMPLIANCE OFFICER**

**eCSIN: EA025327F000006847**

**Date: 17<sup>th</sup> December, 2025**

**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. Alternatively members can vote by way of ballot paper sent to them with the 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 January 1, 2026 (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](http://www.bseindia.com) and on the website of our e-Voting agency i.e. CDSL e-voting website at [www.evotingindia.com](http://www.evotingindia.com).
8. Members may vote from Monday, January 5, 2026 to Wednesday, January 7, 2026. In terms of the requirements of SEBI Circular, the e-voting period begins at 10:00 AM (IST) on January 5, 2026 and ends at 5.00 P.M. (IST) on January 7, 2026. 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 January 1, 2026. 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](mailto: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 Thursday, January 1, 2026 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 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.

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18. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Thursday, January 1, 2026 (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](http://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 Thursday, January 1, 2026.

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](http://evotingindia.com))
4. Click on Shareholder – Login
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.

# VELOX SHIPPING AND LOGISTICS LIMITED

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CIN: L15122MH1983PLC029364

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](mailto:cssushil.talathi@gmail.com) with a copy marked to [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com) and [helpdesk.evoting@cdslindia.com](mailto: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 CDSLeVoting System ([evotingindia.com](http://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).
3. The e-voting period commences on 10:00 A.M. on January 5, 2026 and will end at 05:00 P.M. on January 7, 2026. 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 January 1, 2026 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.

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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 January 1, 2026.
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 January 1, 2026 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](mailto: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.

- (i) The voting period begins on 10:00 A.M. on January 5, 2026 and will end at 05:00 P.M. on January 7, 2026. 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

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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:

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>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</li></ol>

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	<p>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.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders Holding securities in demat mode with NSDL Depository	<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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>



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	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 225533

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](http://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,

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- 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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  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.

- 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 SHIPPING AND LOGISTICS 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.

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

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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](mailto: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. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 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 16<sup>th</sup> DECEMBER, 2025 CONVENING THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS ON JANUARY 8, 2026**

### **ITEM 1 AND 2:**

The Company is in the process of ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS. The existing authorised share needs to be altered and increased accordingly. Hence, the authorised share capital of the Company be increased from existing Rs.13,00,00,000/- (Rupees Thirteen Crore Only) divided into 1,30,00,000 (One Crore and Thirty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each to Rs.40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore) equity shares of Rs.10/- (Rupees Ten Only) each.

The Board of Directors at their meeting held on Monday, December 8, 2025 approved the proposal for increasing the authorised share capital of the Company and consequent amendments to the Memorandum of Association of the Company. Increase in Authorised Share capital would necessitate amendment to clause V of the Memorandum of association of the Company and would require member's approval by passing the Ordinary Resolution.

Your directors recommend the above resolution as Ordinary resolution for approval of the members.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

### **ITEM NO. 3:**

The Board by way of Resolution passed in its meeting held on December 8, 2025 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 require additions, deletions and alterations as per the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration 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.

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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. 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.

## **ITEM NO. 4 ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS AND MATTERS RELATED THEREWITH**

In order to meet the capital requirement for the operations, acquisition, expansion and to have greater financial strength in day-to-day operations of the Company, it is necessary to augment long term resources. For this purpose and for general corporate purposes as may be decided by the Board of Directors from time to time in the best interests of the Company. it is proposed to issue 2,83,33,333 (two crore eighty-three lakh thirty-three thousand three hundred and thirty three only) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) ("Warrants"), to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches, in accordance with the provisions of the Section 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("ICDR") including any statutory modification(s) or re-enactment(s) thereof from time to time.

The Board of Directors of the Company at its meeting held on December 8, 2025, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of up to 2,83,33,333 (two crore eighty-three lakh thirty-three thousand three hundred and thirty three only) Warrants on preferential basis to the persons / entities belonging to 'Non-Promoter Group' Category as mentioned in the Resolution No. 3.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:-

Therefore, the Board at its meeting held on December 8, 2025 has, subject to the approval of the members of the Company ("Members") and such other approvals as may be required, accorded its approval to the issue, offer and allot by way of a preferential allotment on a private placement basis to the persons specified below ("Proposed Allottees"):



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## 1. Purposes or objects of the issue

The proceeds from the Preferential Allotment ("Issue Proceeds") are proposed to be utilized towards following objects:

### A) Strategic investment in Logistic Companies

The Company has entered into a Memorandum of Understanding for acquisition of a new logistics entity through a contribution/interest (equity investment) of INR 5 crores in Consolidated Container Shipping Line L.L.C., Dubai, United Arab Emirates. Pursuant to this investment, the said logistics company has become part of our Company.

This strategic acquisition significantly strengthens the Company's logistics portfolio and enhances its ability to serve a broader geographical region, including international markets, through the expanded operational and network capabilities of CSL Dubai.

### B) Payment of Consideration for investment of Anchorage Shipping (Partnership Firm)

The Company, as announced on BSE on 29<sup>th</sup> November 2025, has agreed to acquire a 98% stake in *Anchorage Shipping*, a partnership firm, for a total consideration of ₹15,00,00,000 (Rupees Fifteen Crores only) Out of the total consideration: -

- ₹50,00,000 has already been paid;
- The remaining ₹14,50,00,000 (Rupees Fourteen Crores Fifty Lakhs only) from the Issue Proceeds will be utilized towards completing the acquisition of the said 98% stake in the partnership firm.

### C). Funding Inorganic Growth through Unidentified Acquisitions and General Corporate Purposes

#### (a) Unidentified Acquisitions

The balance Issue Proceeds amounting to tentative ₹14 crores are proposed to be utilized towards funding inorganic growth initiatives, including unidentified acquisitions within the logistics industry and for general corporate purposes.

Our Company has actively pursued strategic acquisitions in recent years with the objective of expanding its logistics footprint, strengthening operational capabilities, and enhancing its overall value proposition in the rapidly evolving logistics and supply chain ecosystem.

The primary intention of this Utilization is to support strategic acquisition opportunities. In the event any portion of the funds remains unutilized, the same shall be deployed towards General Corporate Purposes, in compliance with applicable regulatory provisions.

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## (b) General Corporate Purposes

A portion of the Net Proceeds will also be utilized towards General Corporate Purposes, including but not limited to:

- Strategic initiatives to enhance business operations;
- Brand building and strengthening of marketing activities;
- Ongoing general corporate exigencies; and
- Any other purpose as may be approved by the Board, subject to applicable regulatory requirements.

Additionally confirm fund to be used for General Corporate Purposes (GCP), if any, shall not exceed 25% of the funds to be raised through the propose preferential issue

The quantum of funds to be utilized towards each of the above purposes will be determined by the Board of Directors, based on the actual amount available under the head “Funding inorganic growth through unidentified acquisitions and General Corporate Purposes”, and the business requirements of the Company from time to time.

In accordance with the policies of our Board, the Company will have the flexibility to utilize the Net Proceeds for General Corporate Purposes as permissible under applicable law.  
(collectively referred to below as the “Objects”)

## Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:-

Sr No.	Objects	Estimated amount to be utilised for each of the objects * (Tentative amount)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Investment of New Logistics Company	5,00,00,000	Within 18 months of receipt of funds for the Warrants (as set out herein)
2	Payment of Consideration for Acquisition of Anchorage Shipping (Partnership Firm)	14,50,00,000	Within 18 months of receipt of funds for the Warrants (as set out herein)
3	Funding Inorganic Growth through Unidentified strategic investment/ Acquisition and General Corporate Purposes**	14,50,00,000	Within 18 months of receipt of funds for the Warrants (as set out herein)

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<b>Total</b>	<b>34,00,00,000</b>	
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\* Assuming 100% conversion of Warrants into Equity Shares within the stipulated time.

\*\* The amount to be utilized towards general corporate purposes does not exceed 25% (amount is Rs 8,49,99,999) of the total amount mentioned in the table above.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

Also, in terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the above Objects may deviate +/- 10% (such deviation, the "Permitted Deviation") depending upon future circumstances. Further, the same is based on the fund requirement and the proposed utilization schedule is based on management estimates, market conditions, business needs and other commercial and technical factors, and the actual deployment of funds will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors (such as competitive environment, pandemic and related government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences and increasing regulations or changes in government policies), which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

## **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. Instrument type and Maximum Numbers warrant and date of passing of Board resolution and the class or classes of persons to whom the allotment is proposed to be made:**

The Board of Directors, at its meeting held on December 08, 2025, has, subject to the approval of the Members and such other approvals as may be required, approved the resolution set out in the

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accompanying notice authorising the Board to create, offer, issue and allot, from time to time, in one or more tranches, up to 2,83,33,333 (Two Crore Eighty-Three Lakh Thirty-Three Thousand Three Hundred and Thirty-Three only) warrants, each convertible into one fully paid-up equity share of the Company (the “Warrants”).

The Warrants shall be issued at a price of INR 12/- (Indian Rupees Twelve only) per warrant ( “Warrants Issue Price”), for cash consideration, aggregating up to INR 33,99,99,996/- (Indian Rupees Thirty-Three Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Ninety-Six only).

Each Warrant shall be convertible into, or exchangeable for, one fully paid-up equity share of the Company having a face value of INR 10/- (Indian Rupees Ten only) at a conversion price of INR 12/- (Indian Rupees Twelve only), in one or more tranches, at any time during a period of 18 (Eighteen) months from the date of allotment of the Warrants ( “Warrant Allotment Period”).

## **Allotees category: -**

The Warrants shall be allotted to public shareholders under the non-promoter category, in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, and other applicable laws.

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

The Company intent to raise up to Rs. 33,99,99,996 (Indian Rupees thirty-three crore ninety-nine lakh ninety-nine thousand nine hundred ninety-six only) through the proposed preferential issue of Warrants.

## **4. Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the Preferential Allotment; contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects.**

None of the other promoters, directors, key managerial personnel, or senior management personnel or their respective relatives have any interest, financial or otherwise, in the proposed special resolution relating to the Preferential Allotment set out in this Notice, nor do they intend to subscribe to the Warrants under the proposed Preferential Allotment.

## **5. The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the Preferential Allotment is set out in **Annexure A** to this Notice.

## **6. Pending Preferential Issue:**

Presently there has been no preferential issue pending or in process except as proposed in this notice.

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## 7. Proposed time schedule / timeline and time frame within which the Preferential Allotment shall be completed

As required under the SEBI (ICDR) Regulations, Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 3 Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

## 8. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr.no	Investor/Details of Subscribe (All investors in Public category)	Ultimate Beneficial Owner of the proposed Allottee(s) & His/Her/ PAN/Passport	PAN	Pre-Preferential Allotment as on December 6, 2025		No. of warrants to be allotted	Post-Preferential Allotment*	
				No.	%		No.	%
1	Hilda Paul Mascarenhas	NA	ACZPM3908L	7000	0.09	13,07,000	3.60	7000
2	Paul X Mascarenhas	NA	AADPM1403E	9000	0.11	13,09,000	3.61	9000
3	Peter Almeida	NA	ABGPA4053J	0	0.00	9,37,416	2.58	0
4	Pramila Bharat Poojari	NA	CYWPP4795F	0	0.00	18,00,000	4.96	0
5	Manvi Bharat Poojary	NA	GETPP5893H	0	0.00	9,00,000	2.48	0
6	Shiven Bharat Poojary	NA	HQCPP9630J	0	0.00	8,37,416	2.31	0
7	Amit Arora	NA	AEZPA0431Q	0	0.00	7,00,000	1.93	0
8	Sumita Arora	NA	AIMPA6838J	0	0.00	7,00,000	1.93	0

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9	Anita Rana	NA	AEJPR7321G	0	0.00	6,50,000	1.79	0
10	Turshan Pal Singh Rana	NA	ABEPR9577L	0	0.00	6,50,000	1.79	0
11	Rohan Rana	NA	BIDPR1851C	0	0.00	1,00,000	0.28	0
12	Gaurav Rana	NA	BFYPR0391R	0	0.00	1,00,000	0.28	0
13	Sumitra Balara	NA	ACXPS9136N	0	0.00	6,50,000	1.79	0
14	Surendra Singh Choudhary	NA	AAIPC9919N	0	0.00	6,50,000	1.79	0
15	Mahesh Dhuri	NA	AFMPD6445D	0	0.00	6,91,411	1.90	0
16	Neha Dhuri	NA	AQFPD4128F	0	0.00	6,88,125	1.90	0
17	Ravishankar Sarvothaman	NA	BTZPS5462F	0	0.00	14,54,531	4.01	0
18	Vincent Arun D'souza	NA	ABYPD5254C	0	0.00	8,588	0.02	0
19	Harish Suvarna	NA	AFOPS1454F	0	0.00	8,588	0.02	0
20	Rosario Gurjao	NA	AFSPG6623E	0	0.00	8,588	0.02	0
21	Vishal Balhara	NA	AXRPB6126G	0	0.00	15,000	0.04	0
22	Biju Joseph	NA	AGRPJ0127A	0	0.00	3,07,524	0.85	0
23	Tapan Ghosh	NA	AITPG2862M	0	0.00	3,07,524	0.85	0
24	Jinu John Jacob	NA	AEHPJ8003K	0	0.00	3,07,524	0.85	0
25	Nottankanda th Sunil Kumar	NA	ANDPS3864J	0	0.00	3,07,524	0.85	0
26	Uma	NA	AAJPU9201G	0	0.00	9,71,775	2.68	0
27	Sanjay Kailashchand ra Patodia	NA	AADPP6178R	0	0.00	15,60,057	4.30	0
28	Miker Financial Consultants Private Limited	1. Manisha Nikunj Mittal(ABM PM5594L) 2. Nikunj Anilkumar Mittal (AACPM392 7E)	AAECM1798G	705463	8.85	22,65,520	6.24	705463
29	Manisha Mittal		ABMPM5594L	0	0.00	15,60,058	4.30	0



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30	Vibhuti enterprises	1. Anil Kumar Mittal(AA BPM4779 K) 2. Apurva anil Mittal (AACPM3 922B)	AAEFV7720N	0	0.00	15,60,057	4.30	0
31	Anuradha Ashish Deobansi	NA	AJGPT9184P	0	0.00	10,63,254	2.93	0
32	Meghraj Deobansi	NA	ABCPD5614L	0	0.00	10,63,254	2.93	0
33	Krishna Meghraj Deobansi	NA	ALGPD3756P	0	0.00	10,63,254	2.93	0
34	Ashish Meghraj Deobansi	NA	AIRPD4813F	0	0.00	17,51,808	4.82	0
35	Ramendur U Trivedi	NA	AJGPT9183L	0	0.00	8,00,000	2.20	0

## 9. Undertaking

- 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.
- Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and / or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

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- (f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

## **10.Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter**

As mentioned above, the Proposed Allottees are Non-Promoter Category of the Company, and such status will continue to remain the same post the Preferential Issue.

## **11.Practicing Company Secretary Certificate**

The certificate from Hiren Gediya of Hiren Gediya & Associates, COP No. 27151 , a practicing company secretary firm, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM and will also be made available on the Company's website and will be accessible at link: <https://veloxindustriesltd.in/>

## **12.Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered value.**

Not applicable as the Preferential Allotment is for cash consideration.

## **13.Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is December 08, 2025, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

## **14.The manner of issue of shares**

The Warrants shall be issued and allotted to the Proposed Allottees by way of preferential allotment on a private placement basis, for cash consideration in one or more tranches. Minimum amount of INR 3/- (Indian Rupees three only), which is equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of INR 9/- (Indian Rupees nine only) for each Warrant, which is equivalent to 75% of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

## **15.Monitoring of the utilization of Issue proceeds:**

Not applicable since the size of the issue does not exceeds Rs. 100 crores.

## **16.Name and Address of the independent registered valuer who performed the valuation and Basis or justification for the price (including the premium, if any) has been arrived at**

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In terms of Regulation 161 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Relevant Date for the purpose of determination of the issue price of equity shares has been reckoned as December 08, 2025.

The equity shares of the Company are listed on BSE Limited (“BSE”) and are infrequently traded within the meaning of the SEBI ICDR Regulations. Accordingly, the issue price has been determined in compliance with Regulation 165 of the SEBI ICDR Regulations, applicable to preferential issues of equity shares of infrequently traded listed companies, taking into account valuation parameters such as book value, comparable trading multiples, and other customary valuation parameters.

In this regard, the Company has obtained a valuation Report from ValuGenius Advisors LLP, a registered valuer bearing IBBI Registration No. IBBI/RV-E/07/2023/197. The valuation certificate has been signed on behalf of the LLP by CA Jainam Shah, Partner, holding IBBI Registration No. IBBI/RV/07/2020/13500 and Certificate of Practice No. COP/05/ONL/20-21/34, having its office at 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali (West), Mumbai – 400092. The said Independent Registered Valuer has confirmed the minimum price for the preferential issue as per Chapter V of the SEBI ICDR Regulations, along with the detailed working thereof. The valuation report is available on the Company’s website at <http://veloxindustriesltd.in>.

As per the valuation certificate, the fair value of each equity share of the Company has been determined at ₹12/- (Rupees Twelve Only) per equity share for the purposes of the preferential issue.

Method of determination of price as per the Articles of Association of the Company: Not applicable, as the Articles of Association of the Company do not prescribe any methodology for determination of floor price or minimum price for shares issued on a preferential basis.

The Valuation report is placed before the board of directors at its meeting held on December 08<sup>th</sup> 2025 for considerations. The Valuation report is placed on the website of the company at <http://veloxindustriesltd.in>. Accordingly, the issue price of warrants proposed to be allotted on a preferential basis has been fixed at ₹12/- (Rupees Twelve Only) per warrant, which is not less than and is in compliance with the minimum price determined in accordance with the provisions of the SEBI ICDR Regulations.

## **17.Valuation and Justification for the allotment proposed to be made for consideration other than Cash**

Not applicable

## **18. The number of persons to whom Preferential Allotment have already been made during the year, in terms of numbers of securities as well as price**

The Company has not made any preferential issue of securities in this financial year, other than the proposed issuances as stated in this notice.

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**19.Intent of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the Preferential Allotment; contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects**

None of the other promoters, directors, key managerial personnel, or senior management personnel or their respective relatives have any interest, financial or otherwise, in the proposed special resolution relating to the Preferential Allotment set out in this Notice, nor do they intend to subscribe to the Warrants under the proposed Preferential Allotment.

**20.Principal terms of assets charged as securities**

None

**21.The change in control, if any, in the Company that would occur consequent to the Preferential Allotment**

As per the pre-issue and post-issue shareholding pattern disclosed in Point No. 7 of this Explanatory Statement, the post-preferential shareholding percentages have been computed on the assumption that all the warrants proposed to be allotted are fully converted into equity shares of the Company.

Based on the aforesaid shareholding pattern, there shall be no change in control of the Company pursuant to the proposed preferential issue and consequent allotment of equity shares / conversion of warrants into equity shares.

**22.Material terms of raising such securities the material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below**

**a. Tenure: The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.**

**b. Conversion and other related matters:**

- (i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
- (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- (iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all

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encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.

- (iv) The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.
- (v) The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.
- (vi) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.
- (vii) The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph b(i) above.

**c. Lock-in:**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

**d. Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

## 23. Other disclosures

- a. 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.
- b. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- c. Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

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- d. Company share is non frequently traded shares additionally. the Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

## 24.Current and proposed status of status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr.no	Investor/Details of Subscribe	No. of warrants to be allotted	Current Status	Proposed Status
1	Hilda Paul Mascarenhas	13,00,000	Public	Public
2	Paul X Mascarenhas	13,00,000	Public	Public
3	Peter Almeida	9,37,416	NA	Public
4	Pramila Bharat Poojari	18,00,000	NA	Public
5	Manvi Bharat Poojary	9,00,000	NA	Public
6	Shiven Bharat Poojary	8,37,416	NA	Public
7	Amit Arora	7,00,000	NA	Public
8	Sumita Arora	7,00,000	NA	Public
9	Anita Rana	6,50,000	NA	Public
10	Turshan Pal Singh Rana	6,50,000	NA	Public
11	Rohan Rana	1,00,000	NA	Public
12	Gaurav Rana	1,00,000	NA	Public
13	Sumitra Balara	6,50,000	NA	Public
14	Surendra Singh Choudhary	6,50,000	NA	Public
15	Mahesh Dhuri	6,91,411	NA	Public
16	Neha Dhuri	6,88,125	NA	Public
17	Ravishankar Sarvothaman	14,54,531	NA	Public
18	Vincent Arun D'souza	8,588	NA	Public
19	Harish Suvarna	8,588	NA	Public
20	Rosario Gurjao	8,588	NA	Public
21	Vishal Balhara	15,000	NA	Public
22	Mr.Biju Joseph	3,07,524	NA	Public
23	Mr. Tapan Ghosh	3,07,524	NA	Public
24	Mr. Jinu John Jacob	3,07,524	NA	Public
25	Mr. Nottankandath Sunil Kumar	3,07,524	NA	Public
26	Uma	9,71,775	NA	Public
27	Sanjay Kailashchandra Patodia	15,60,057	NA	Public
28	Miker Financial Consultants Private Limited	15,60,057	Public	Public



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29	Manisha Mittal	15,60,058	NA	Public
30	Vibhuti enterprises	15,60,057	NA	Public
31	Anuradha Ashish Deobansi	10,63,254	NA	Public
32	Meghraj Deobansi	10,63,254	NA	Public
33	Krishna Meghraj Deobansi	10,63,254	NA	Public
34	Ashish Meghraj Deobansi	17,51,808	NA	Public
35	Ramendur U Trivedi	8,00,000	NA	Public
	<b>TOTAL</b>	<b>2,83,33,333</b>		

## 25. Material terms of raising such securities

Material terms of exercise of the Warrants are as under:

- Non-Promoter each Warrant shall be convertible into 1 (one) fully paid-up equity share of the face value of Rs. 10/- each, upon payment of 100% of the exercise price for such Warrant i.e. INR 12/- per equity share, in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 months from the date of allotment of respective Warrant. If the option to convert the Warrants into equity shares is not exercised within the period of 18 (eighteen) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company shall be forfeited by the Company.
- the Warrants shall not have any rights (including right to receive dividends and voting rights) until such Warrants are converted into equity shares in the manner set out herein;
- the right attached to the Warrants may be exercised, in one or more tranches, during the exercise period of 18 months from the date of allotment of respective Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be converted, subject to the Company having received the balance 75% of the exercise price payable thereon, either at or prior to the date of such exercise. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares of face value of Rs. 10/- each, in dematerialized form;
- the equity shares allotted upon exercise of the option to convert the Warrants shall be fully paid-up and shall rank pari passu with the existing equity shares of the Company listed on the Stock Exchanges bearing ISIN INE092P01017 in all aspects (including with respect to entitlement to dividend and voting powers other than any statutory lock-in under the SEBI ICDR Regulations) from the respective dates of allotment thereof, in accordance with the applicable law and shall be subject to the requirements of all applicable laws and the provisions of the memorandum of association and articles of association of the Company;
- the Warrant holder shall pay the Warrant exercise amount from its bank accounts for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the conversion date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants;
- The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with

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Regulation 169 of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

- (g) The Warrants will not be listed at any stock exchange, in India or abroad, however the equity shares to be allotted pursuant to exercise of the Warrants will be listed and traded on the Stock Exchanges subject to the receipt of applicable regulatory approvals; and
- (h) The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Allotment.

In accordance with the provisions of Sections 23, 42, and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Warrants to the Proposed Allottees is being sought by way of a special resolution as set out in item no. 3 of this EGM Notice. None of the promoters, directors, managers or key managerial personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement other documents will be available for inspection by the Members of the Company as per applicable law.

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## ANNEXURE A

**Shareholding pattern of the Company before and after the Preferential Allotment:**

Sr. No	Category	Pre- Issue		Post -Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters holding				
1	Indian				
	Individual				
	Bodies corporate	57,50,000	72.11	57,50,000	15.84
	Sub-Total				
2	Foreign Promoters	1,70,850	2.14	1,70,850	0.47
	Sub- total(A)	59,20,850	74.25	59,20,850	16.31
B	Non- Promoters Holding				
1	Institutional Investors				
2	Non-Institution				
	Private Corporate Bodies	7,05,463	8.85	22,65,520	6.24
	Directors and Relatives				
	Indian Public	12,70,420	15.94	2,64,83,639	72.94
	Others (including NRI's)				
	Others (Clearing Members /Firm and HUF)	77,267	0.97	16,37,324	4.51
	Sub Total (B)	20,53,150	25.75	3,03,86,483	83.69
	<b>GRAND TOTAL (A+B)</b>	79,74,000	100	3,63,07,333	100

Sr. No	Category	Pre- Issue		Post -Issue	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding

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A	Promoters holding				
1	Indian				
	Individual				
	Bodies corporate	57,50,000	72.11	57,50,000	15.84
	Sub-Total				
2	Foreign Promoters	1,70,850	2.14	1,70,850	0.47
	Sub- total(A)	59,20,850	74.25	59,20,850	16.31
B	Non-Promoters Holding				
1	Institutional Investors				
2	Non-Institution				
	Private Corporate Bodies	7,05,463	8.85	22,65,520	6.24
	Directors and Relatives				
	Indian Public	12,70,420	15.94	2,80,43,696	77.24
	Others (including NRI's)				
	Others (Clearing Members and HUF)	77,267	0.97	77,267	0.21
	Sub Total (B)	20,53,150	25.75	3,03,86,483	83.69
	GRAND TOTAL (A+B)	79,74,000	100.00	3,63,07,333	100.00

\*The shareholding pattern outlined above assumes that all Warrants issued pursuant to this issuance and allotment of 2,83,33,333 equity shares upon the conversion of all Warrants, if any. Should the rights for allotment of equity shares against all or any of the Warrant(s) not be exercised, the shareholding pattern will be modified correspondingly.

\*\* The pre-preferential shareholding pattern has been considered as of March 31, 2025.

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## 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 SHIPPING AND LOGISTICS 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 \_\_\_\_\_ 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 \_\_\_\_\_ 2025

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.

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CIN: L15122MH1983PLC029364

## ATTENDANCE SLIP

Folio No:

No. of Shares:

**Velox Shipping and Logistics 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 Extra Ordinary General Meeting of the Company being held on \_\_\_\_\_, 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

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## ROUTE MAP

