

# VELOX INDUSTRIES LIMITED

Regd. Office: The Submit Business Bay, 102-03, Level-1, Service Road,  
Western Express Highway, Viley Parle (East), Mumbai - 400 052  
Ph: 022-42288300, 08146995909 Email: [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com)  
CIN: L15122MH1983PLC029364

Date: 4<sup>th</sup> July, 2022

The Manager,  
Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
25th Floor, Dalal Street,  
Mumbai - 400 001

**BSE Scrip Code-506178**

**Sub.:** Notice of Postal Ballot – seeking shareholders' approval for:

- I. Increase in Authorised share capital
- II. Issue of shares through Preferential allotment

Dear Sir/ Ma'am,

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for the below mentioned Resolution: -

Sr. No.	Resolution type	Description of the Resolution
1	Ordinary Resolution	To increase the Authorized Share Capital of the Company from Rs. 1,00,00,000/- (One Crore only) divided into 10,00,000 (Ten Lakh only) equity shares of Rs. 10/- (Ten only) each to Rs. 13,00,00,000/- (One Crore only) divided into 1,30,00,000 (One crore thirty Lakh only) equity shares of Rs. 10/- (Ten only) each.
2	Special Resolution	To create, offer, issue and allot 1,25,00,000 equity shares of the Company having face value of Re. 10 each, at a price of Rs. 10/- per equity share, for cash on Preferential Basis.

Pursuant to relevant Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI), the Notice of the Postal Ballot, has been sent through electronic mode on Monday, 04<sup>th</sup> July, 2022, to Members, whose email address was registered with the Company/RTA/Depository Participant.

A copy of the Notice of the Postal Ballot is enclosed for your reference and record. The same is also available on the website of the Company- <http://veloxindustriesltd.in/> and at website of M/s CDSL- [www.cdslindia.com](http://www.cdslindia.com)



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The Company has engaged the services of M/s. Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility. The evoting period commence on 5<sup>th</sup> July, 2022 and end on 3<sup>rd</sup> August, 2022 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of July 01, 2022 Friday (end of business hours), shall be allowed to cast their vote by e-voting.

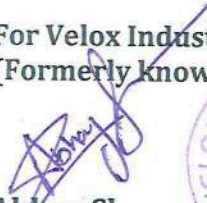
E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, 5 <sup>th</sup> July, 2022(9:00 a.m. IST)	Wednesday, 3 <sup>rd</sup> August, 2022 (5:00 pm).

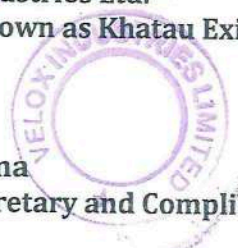
The result of the Postal Ballot will be announced not later than two working days from the conclusion of the e-voting.

**Request you to take the same on records**

Thanking you.  
Yours faithfully,

For Velox Industries Ltd.  
(Formerly known as Khatau Exim Ltd)

  
Abhay Sharma  
Company Secretary and Compliance Officer



# VELOX INDUSTRIES LIMITED

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## NOTICE OF POSTAL BALLOT THROUGH E-VOTING

*[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To,  
Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General Circular No.02/2021 dated 13th January, 2021 read with Circular No.20/2020 dated 5th May 2020, 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 and 5<sup>th</sup> May, 2022, 3/2022 allowing the companies to hold general meetings/conduct the Postal Ballot process, in view of the Covid-19 pandemic (collectively referred to as "Applicable Circulars") the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronic means only.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the below mentioned Special Businesses before 05:00 P.M. on Wednesday August 03, 2022. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. Vishal Arora, having Membership Number 4566, COP No.3645, Practicing Company Secretary, to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 Listing Regulations, the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman of the Company and the result of the Postal Ballot will be announced within 2 (Two) working days from the last day of E-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer's Report will be uploaded on the Company's website <http://veloxindustriesltd.in/>, and on the e-voting website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to the stock exchange where the equity shares of the Company is listed.

## **SPECIAL BUSINESS:**

### **RESOLUTION(S):**

#### **Item No. 1**

#### **To increase the Authorised Share capital of the Company and consequential amendment in Memorandum of Association of the Company:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and subject to the consent of the members of the Company be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 1,00,00,000/- (One Crore only) divided into 10,00,000 (Ten Lakh only) equity shares of Rs. 10/- (Ten only) each to Rs. 13,00,00,000/- (Thirteen Crore only) divided into 1,30,00,000 (One crore Thirty Lakh) equity shares of Rs. 10/- (Ten only) each by the creation of additional 12,00,00,000 (Twelve Crore only) equity shares of Rs. 10/- (Ten only) each.

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

*The Authorized 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.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

#### **Item No. 2**

#### **To create, offer, issue and allot Equity Shares on a private placement/ preferential basis and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions (including but not limited to approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or

any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis as per Chapter V of SEBI (ICDR) Regulations, 2018 to offer and issue up to **1,25,00,000 Equity Shares of Rs. 10/- (Ten) each** for cash at par aggregating upto **INR 12,50,00,000/- (Indian Rupees Twelve Crore and Fifty Lakhs Only)** on preferential basis through private placement the (“Issue”), on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned Proposed allottees:

Sr. No	Name of allottees	No. of Equity Shares	Category	Status
1.	Appu Financial Services Limited	70,00,000	Currently: Non-Promoter Post Open Offer: Promoter & Promoter Group	Public company
2.	Suncare Traders Limited	5,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Public company
3.	Miker Financial Consultants Private Limited	6,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Private company
4.	Vinodkumar R Mali	3,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
5.	Sanjay Kailashchandra Patolida	6,00,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
6.	Amit Goyal	6,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
7.	Mukesh Bhanusahli	3,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
8.	Manoj Mittal	6,00,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
9.	Sushil D Sindhker	6,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
10.	Peter Anil Almeida	6,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual
11.	Phillip Varghese	6,25,000	Currently: Non-Promoter Post Open Offer: Non-Promoter	Individual

**RESOLVED FURTHER THAT** the ‘Relevant Date’ for determining the price of the equity shares being allotted by the Company to the Proposed Allottee in accordance with the provisions of Chapter V of SEBI ICDR Regulations, is Monday, 04<sup>th</sup> July, 2022, being the date, which is 30 (thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Wednesday, 03<sup>rd</sup> August, 2022.

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

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

-The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.

-The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

-The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

-The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.

-The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be made within a period of 15 (fifteen) days from the last date of competing offer as per SEBI (SAST) Regulations, 2011 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI (SAST) Regulations, 2011.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and 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 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** 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 faithfully,**

**For Velox Industries Ltd.  
(Formerly known as Khatau Exim Ltd)**

Sd/-  
**Abhay Sharma  
Company Secretary and Compliance Officer**

**Date:04.07.2022  
Place: Mumbai**

**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. In compliance with the provisions of 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, Rule 20 and Rule 22 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.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with 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 Friday July 01, 2022 (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.
4. A copy of the Postal Ballot 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).
5. Members may vote on the postal ballot from Tuesday, July 05, 2022 to Wednesday, August 03, 2022. In terms of the requirements of SEBI Circular, the e-voting period begins at 10.00 A.M. (IST) on July 05, 2022 and ends at 5.00 P.M. (IST) on August 03, 2022. Thereafter, the e-voting module shall be disabled by CDSL.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on July 05, 2022. Members can vote for their entire voting rights as per their discretion.





7. After sending the notice of Postal Ballot 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/>
8. 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.
9. 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 .
10. 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.
11. All documents referred to in the Postal Ballot Notice will also be available electronically for inspection, without any fees to Members from the date of circulation of the Postal Ballot 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.
12. The business set out in the postal ballot 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 e-voting are given in this Notice.
13. The Company has set Friday July 01, 2022 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 Postal Ballot Notice, for information purposes only.
14. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday July 01, 2022, (including those Members who may not receive this Postal Ballot 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 Postal Ballot Notice only through the remote e-voting.

## **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:

### **(a) Information and Instructions For E-Voting by Individual Shareholders holding shares of the Company in Demat Mode**

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b> .	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are  <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e- Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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  <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

**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.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**B) Information and Instructions For E-Voting by shareholders, other than Individual shareholders, holding securities in demat mode and shareholders holding securities in physical mode.**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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.
- vi. If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details 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. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for VELOX INDUSTRIES LIMITED.
- xi. 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.

xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xvi. 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.

**xvii. 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.

**C) 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’s email id i.e [veloxindustriesltd@gmail.com](mailto:veloxindustriesltd@gmail.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while remote e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**Item No. 1**

The present Authorised Share Capital of the Company is Rs.1,00,00,000 (Rupees One crore) comprising of 10,00,000 (Ten Lakh) Equity Shares of Rs.10/- each.

In order to facilitate the future requirements of the Company, it is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 1,00,00,000/- (One Crore only) divided into 10,00,000 (Ten Lakh only) equity shares of Rs. 10/- (Ten only) each to 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 by the creation of additional 12,00,00,000 (Twelve Crore only) equity shares of Rs. 10/- (Ten only) each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 1.00 P.M. on all working days of the Company (Except Saturdays, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.1 of this Notice.

**Item No. 2**

As per Section 62(1)(c) of the Companies Act, 2013 (as amended) read with Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable, a listed issuer is permitted to make a preferential issue of specified securities, if a special resolution has been passed by its members.

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on 29.06.2022 accorded its approval for raising funds through issuance of up to 1,25,00,000 Equity Shares of Rs. 10/- (Ten) each for cash at par aggregating upto Rs. 12,50,00,000/- (In words) on preferential basis through private placement the ("Issue"), to the Proposed allottees as given below:

<b>Sr. No</b>	<b>Name of allottees</b>	<b>No. of Equity Shares</b>	<b>Face value</b>	<b>Total amount of Equity shares issued</b>
1.	Appu Financial Services Limited	70,00,000	10	700,00,000
2.	Suncare Traders Limited	5,25,000	10	52,50,000

3.	Miker Financial Consultants Private Limited	6,25,000	10	6,250,000
4.	Vinodkumar R Mali	3,25,000	10	3,25,000
5.	Sanjay Kailashchandra Patolida	6,00,000	10	60,00,000
6.	Amit Goyal	6,25,000	10	62,50,000
7.	Mukesh Kanji Bhanusahli	3,25,000	10	32,50,000
8.	Manoj Mittal	6,00,000	10	60,00,000
9.	Sushil D Sindhker	6,25,000	10	62,50,000
10.	Peter Anil Almeida	6,25,000	10	62,50,000
11.	Phillip Varghese	6,25,000	10	62,50,000

The Preferential Allotment represents 97.28% of the Company's Total Emerging Voting Share capital post the issue.

The Board of directors of the Company in their meeting held on June 29, 2022 subject to necessary approval(s), have approved the Preferential Allotment. In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 (the "Act") and rules made thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Allotment requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

**Salient features of the preferential issue of Equity Shares are as under:**

1. The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Act read with the applicable provisions of the rules made thereunder.
2. Relevant Date' for determining the price of the equity shares being allotted by the Company to the Proposed Allottee in accordance with the provisions of Chapter V of SEBI ICDR Regulations, is Monday, 04<sup>th</sup> July, 2022, being the date, which is 30 (thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., Wednesday, 03<sup>rd</sup> August, 2022.
3. The equity shares of the Company are listed on BSE Limited ("BSE") and the equity shares are not frequently traded in accordance with the Regulation 165 of the SEBI ICDR Regulations and the price determined by the issuer by taking into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies and as per the valuation and recommendation given by the register valuer, namely CA Hitendra Ranka, registration no. IBBI/RV/06/2019/11695, the issue price of the shares of the company will be made at the fair value per equity share i.e. Rs. 10/- (Rupees Ten only)
4. This is the first preferential issue of equity shares by the Company in this financial year and no other persons have been allotted any securities on a preferential basis during the current year

**Following disclosures for the issue of Equity Shares on preferential basis are made in accordance with the provisions of Section 42, 62 (1)(c) of the Act and Rule 13 of the Companies (Share Capital and Debentures Rules), 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the ICDR Regulations:**

**A. The objects of the preferential issue:**

The Company, upon change in control, would require infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes and working capital requirements. Accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Equity Shares on Preferential basis.

**B. Type and number of securities to be issued**

The Company proposes to create, issue, offer and allot, by way of a preferential issue up to 1,25,00,000 equity shares of Re 10/- (Indian Rupees Ten only) face value, for cash, at an issue price of Rs. 10/- (Indian Rupees ten only) for a consideration aggregate amount of Rs. 12,50,00,000 (Indian Rupees Twelve Crore Fifty lakhs only).

**C. Proposal / Intent of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

None of the existing promoter, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

*The proposed Preferential allotment is to be made to Appu Financial Services Limited, Suncare Traders Limited, Miker Financial Consultants Private Limited, Vinod Kumar R Mali, Sanjay Kailash Chandra Patodia, Amit Goyal, Mukesh Kanji Bhanushali, Manoj Mittal, Sushil D Sindhker, Peter Anil Almeida, Phillip Varghese who presently are non-promoters, however, post the completion of the Preferential Issue and the Open Offer, Appu Financial Services Limited will be classified into Promoter & Promoter Group of the Company.*

The Board of Directors of the Company have approved the preferential allotment to Appu Financial Services Limited, Suncare Traders Limited, Miker Financial Consultants Private Limited, Vinod Kumar R Mali, Sanjay Kailash Chandra Patodia, Amit Goyal, Mukesh Kanji Bhanushali, Manoj Mittal, Sushil D Sindhker, Peter Anil Almeida, Phillip Varghese (who presently do not belong to the promoter & promoter group) in their meeting held on Wednesday June 29, 2022.

Apart from this, **Appu Financial Services Limited (hereinafter referred to as “Acquirers”)**(also the allottee under proposed issue) has entered into a Share Purchase Agreement (“SPA”) with Zeus Trading Enterprise Limited (“Current Promoter”) for acquisition of 1,70,850 Equity Shares representing 48.95 % of the present paid up equity share capital of the Company. Pursuant to the SPA and the proposed preferential allotment, the Acquirer have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 and have already made a Public Announcement, dated June 29, 2022, for acquisition of 33,40,740 Equity Shares from the shareholders of “Velox Industries Limited”.

***Post completion of the Open Offer, the Acquirers would be classified in the Promoter & Promoter Group Category of the Company and all other allottees except Acquirers will remain part of Non-Promoter Category.***

**D. Equity Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after the proposed preferential issue to promoters is likely to be as follows:

Sr. No.	Category	Pre-Issue		Post-Issue (Post SPA and Preferential Allotment) #		Post-Issue (Upon Completion of Open Offer) ##	
		Shares	%	Shares	%	Shares	%
<b>A</b>	<b>Promoters Holding</b>						
1	Indian						
	Individuals	-	-	-	-		
	Body Corporates	-	-	71,70,850	55.81	1,05,11,590*	81.81
	Sub-Total	-	-	-	-		
2	Foreign	1,70,850	48.95	-	-		
	Sub-Total (A)	1,70,850	48.95	71,70,850	55.81	1,05,11,590	81.81
<b>B</b>	<b>Non-Promoters Holding</b>						
1	Institutional Investors	-	-	-	-		
2	Non-Institutional Investors						
	Individuals including (HUF)	50,625	14.51	44,00,625	34.25	23,37,410*	18.19*
	Body Corporates	1,27,525	36.54	12,77,525	9.94		
	Others						
	Sub-Total (B)	1,27,525	36.54	56,78,150	44.19	23,37,410	18.19
	<b>GRAND TOTAL</b>	<b>3,49,000</b>	<b>100</b>	<b>1,28,49,000</b>	<b>100</b>	<b>1,28,49,000</b>	<b>100</b>

\*Assuming full acceptance of Open Offer Shares offered to the public shareholders of the Company.

(#) In the post issue shareholding, the Acquirer i.e., Appu Financial Services Limited, is only included in the promoter & promoter group category and all other allottees except acquirer under the preferential issue forms part of Non-Promoter Category. The post shareholding may change depending upon the number of shares tendered by the existing Public Shareholders in the Open Offer.

(##) These include the shares transferred to the Acquirers pursuant to the Share Purchase Agreement dated June 29, 2022 and the shares accepted in the Takeover open offer made by the proposed allottees along with other acquirers.

**Notes:**

(1) The pre-issue shareholding pattern is as on June 29, 2022

(2) Post shareholding structure may change depending upon any other corporate action in between.

**E. Proposed time within which the preferential issue shall be completed:**

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the last date of competing offer as per SEBI (SAST) Regulations, 2011 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI (SAST) Regulations, 2011.

**F. Identity of the Proposed Allottee and the percentage of post preferential issue capital that may be held by it:**

The details of the proposed allottees are as per the following table.

Name of Proposed Allottees	Pre-Issue		Post-Issue	
	Shares	%	Shares	%
Appu Financial Services Ltd	Nil	Nil	70,00,000	54.48
Suncare Traders Limited	Nil	Nil	5,25,000	4.09
Miker Financial Consultants Private Limited	Nil	Nil	6,25,000	4.86
Vinodkumar R Mali	Nil	Nil	3,25,000	2.53
Sanjay Kailashchandra Patodia	Nil	Nil	6,00,000	4.67
Amit Goyal	Nil	Nil	6,25,000	4.86
Mukesh Kanji Bhanushali	Nil	Nil	3,25,000	2.53
Manoj Mittal	Nil	Nil	6,00,000	4.67
Sushil D Sindhker	Nil	Nil	6,25,000	4.86
Peter Anil Almeida	Nil	Nil	6,25,000	4.86
Phillip Varghese	Nil	Nil	6,25,000	4.86

The above shareholding details of Appu Financial Service Limited in the Company, only represents the shareholding before and after the proposed Preferential Issue. Hence, the above shareholding details do not take into consideration the acquisitions proposed to be made by Appu Financial Service Limited pursuant to the SPA and the open offer.

**G. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them is given in the following table:

Sr. No.	Name of Proposed Allottees	Pre-Issue Holding as on cut-off date	% On Pre Issue Paidup Capital	No. of Equity Shares proposed to be allotted*	% on Post Issue Paidup Capital	Ultimate Beneficial owners
1.	Appu Financial Services Ltd	Nil	Nil	70,00,000	54.48	1.Malay Das 2.Ranjit Pathak
2.	Suncare Traders Limited	Nil	Nil	5,25,000	4.09	1.Manishaben Manishkumar Muchhala 2. Falguni Rajanbhai Shah 3. Akshay Makadiya 4. Pareshbhai Ganpatbhai Sengal 5. Dineshkumar Tribhovanbhai Rathod 6. Manjulaben Parmar 7. Priyanka Kakhani
3.	Miker Financial Consultants Private Limited	Nil	Nil	6,25,000	4.86	1. Manisha Nikunj Mittal 2. Nikunj Anilkumar Mittal
4.	Vinodkumar R Mali	Nil	Nil	3,25,000	2.53	Not Applicable, being allottee is a natural person
5.	Sanjay Kailashchandra Patodia	Nil	Nil	6,00,000	4.67	Not Applicable, being allottee is a natural person

6.	Amit Goyal	Nil	Nil	6,25,000	4.86	Not Applicable, being allottee is a natural person
7.	Mukesh Kanji Bhanushali	Nil	Nil	3,25,000	2.53	Not Applicable, being allottee is a natural person
8.	Manoj Mittal	Nil	Nil	6,00,000	4.67	Not Applicable, being allottee is a natural person
9.	Sushil D Sindhker	Nil	Nil	6,25,000	4.86	Not Applicable, being allottee is a natural person
10.	Peter Anil Almeida	Nil	Nil	6,25,000	4.86	Not Applicable, being allottee is a natural person
11.	Phillip Varghese	Nil	Nil	6,25,000	4.86	Not Applicable, being allottee is a natural person

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

There will be a change in the control of the Company, since post preferential allotment of Equity Shares to Appu Financial Services Limited ('the acquirer') will acquire and exercise control to the extent of 55.81% in the Company. Further, they have already made a Public Announcement, dated June 29, 2022 for acquisition of 33,40,740 Equity Shares from the shareholders of the Company, in terms of the provisions of Regulation 3(1) and Regulation 4 of Takeover Regulations.

**I. Lock-in Period:**

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

**J. Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, July 04, 2022 for the purpose of computation of issue price of Equity Shares.

In compliance with Regulation 166A of the SEBI ICDR Regulations as the preferential issue to the proposed allottees, is more than five per cent of the post issue fully diluted share capital of the Company and there would be subsequent change in control in the Company, thus the minimum issue price per Equity share is higher of the price determined through following methods was considered:

1. The Equity Shares of the Company are listed on BSE Limited ("BSE") and are infrequently traded as per provisions of ICDR Regulations. Thus, the price is determined in compliance with Regulation 165 of SEBI ICDR Regulations for Preferential Issue taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares. A certificate from Mr. Hitendra Ranka, registration no. IBBI/RV/06/2019/11695 having office situated at #528, Saffron Business Park, Jashodanagar, Ahmedabad – 382445, the Independent Registered Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations along with the calculation thereof has been obtained and is available on the Company's website <http://veloxindustriesltd.in>
2. The fair value of each equity share determined through Valuation certificate of Mr. Hitendra Ranka,

registration no. IBBI/RV/06/2019/11695 having office situated at #528, Saffron Business Park, Jashodanagar, Ahmedabad – 382445 i.e., Rs.10/- per Equity Share. Since there is a change in control, pursuant to the Preferential Offer, the Valuation Report also considers the control premium per Equity Share over and above the fair value.

3. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 10/- (Rupees Ten Only) each to the proposed allottees, which is higher than above mentioned prices

#### **K. Undertaking:**

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 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. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

#### **L. Company Secretary's Certificate**

The certificate from M/s Vishal Arora (Firm Regn. No. 3645), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <http://veloxindustriestd.in>

#### **M. Recommendations and Voting Pattern of the committee of Independent directors of the Company**

The committee of Independent Directors comprising of Ms. Rashi Dewan and Mr. Prabhat Khurana in their meeting held on Saturday July 02, 2022 has considered the proposal to make the preferential allotment of 1,25,00,000 Equity Shares to the proposed allottees. The committee has considered that the Issue price of Rs.10/- has been determined taking in consideration the Valuation report provided by Mr. Hitendra Ranka, registration no. IBBI/RV/06/2019/11695 having office situated at #528, Saffron Business Park,

Jashodanagar, Ahmedabad – 382445, the Independent Registered Valuer confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. The issue price of INR 10/- is fair and appropriate, being equivalent to face value of the equity shares of the company, as the fair value of equity share of the company is negative, therefore the control premium will be nil in the issue. Thus, the committee is of the view that the Issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

<b>S. No.</b>	<b>Name of the Independent Directors</b>	<b>Assent</b>	<b>Dissent</b>
1.	Ms. Rashi Dewan	✓	-
2.	Mr. Prabhat Khurana	✓	-

**N. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of this **Notice** except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No.1 & 2 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

**Thanking you.**  
**Yours faithfully,**

**For Velox Industries Ltd.**  
**(Formerly known as Khatau Exim Ltd)**

Sd/-  
**Abhay Sharma**  
**Company Secretary and Compliance Officer**