

# MILGREY FINANCE AND INVESTMENTS LTD.

Regd. Office: 31, Whispering Palms Shopping Center, Lokhandwala, Kandivali (East), Mumbai - 400 101

E-mail: milgreynfinance@gmail.com, Website: www.milgrey.in

Tel No: 022-29651621 CIN: L67120MH1983PLC030316

**NOTICE** is hereby given that the **Extra-Ordinary General Meeting** of the members of the Milgrey Finance and Investments Limited will be held on Monday, 2<sup>nd</sup> May 2022 at 9.00 a.m. at the registered office of the Company situated at 31, Whispering Palms Shopping Center, Lokhandwala, Kandivali (East) Mumbai – 400 101, to transact the following business:

## **SPECIAL BUSINESSES:**

### **1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, and the rules enacted thereunder (to the extent applicable and including any amendments thereto or re-enactment thereof for the time being in force) and the rules framed thereunder the consent of the Shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from **Rs. 2,00,00,000 /- (Rupees Two Crore only) consisting of 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 36,00,00,000/- (Rupees Thirty-Six Crore Only) consisting of 3,60,00,000 (Three Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each**, by creation of additional **3,40,00,000 (Three Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each**, ranking pari passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the memorandum of association of the Company, relating to share capital, be and is hereby altered by deleting the same and substituting in its place, the following as the new Clause V:

*“V. The authorised capital of the Company is Rs. 36,00,00,000/- (Rupees Thirty-Six Crore only) divided into 3,60,00,000 (Three Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each with power to increase and /or reduce the capital of the Company as provided in the Articles of the Company.”*

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

### **2. ISSUE CONVERTIBLE EQUITY WARRANTS THROUGH PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT:**

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

**“RESOLVED THAT** pursuant to sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable rules, notifications guidelines issued by various authorities including but not limited to the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities and subject to the consent of the lenders, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot, on preferential basis, in one or more tranches for up to **3,27,00,000 (Three Crore Twenty Seven Lakhs) Convertible Equity Warrants (“Warrants”)** with each warrant convertible into 1 (one) fully paid up equity share of the company of Rs. 10/- (Rupees Ten only) each at a price of Rs. 16/- (Rupees Sixteen only) aggregating to Rs. 52,32,00,000/- (Rupees Fifty-Two Crore Thirty-Two Lakhs only) being the price determined as per the provisions of Regulation 164 & 166A of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the promoter and non-promoter group category, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date.

The details of the proposed allottees and the maximum number of convertible Equity Warrants of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name of the Proposed Allottees	Category	Maximum No. of warrants proposed to be allotted
1.	Rashi Gupta	Promoter	80,00,000
2.	Nirmal Lunkar	Non-promoter	19,15,000
3.	Nitesh Kanwarlal Chopra HUF	Non-promoter	19,15,000
4.	Sandeep Agarwal	Non-promoter	13,07,000
5.	Chandrashekhar	Non-promoter	12,87,000
6.	Pinkesh Jain	Non-promoter	12,87,000
7.	Blue Angel Stockbrokers Private Limited	Non-promoter	56,26,000
8.	Amit Kumar Arora	Non-promoter	9,55,000
9.	Varun Bagdi	Non-promoter	4,77,000
10.	Varun Bagdi HUF	Non-promoter	5,24,000
11.	Ghanshyam Das Damani HUF	Non-promoter	2,00,000
12.	Saket Damani HUF	Non-promoter	1,92,000
13.	Saket Damani	Non-promoter	1,92,000
14.	Dimple Damani	Non-promoter	2,00,000
15.	Rajkumar Prabhu Damani HUF	Non-promoter	96,000
16.	Bina Rajkumar Damani	Non-promoter	96,000
17.	Shikha Vaibhav Rampuria	Non-promoter	5,70,000
18.	Ritika Rampuria	Non-promoter	2,38,000
19.	Manisha Vagdi	Non-promoter	7,13,000
20.	Krishna Hooda	Non-promoter	51,00,000
21.	Skybridge Incap Advisory LLP	Non-promoter	18,10,000
	<b>Total</b>		<b>3,27,00,000</b>

**RESOLVED FURTHER THAT** the “Relevant Date” pursuant to regulation 161 of SEBI (ICDR) Regulations, 2018 in relation to the above-mentioned Preferential Issue of Warrants is **Friday, 1<sup>st</sup> April 2022**, being the date, which is 30 days prior to the date of the General Meeting.

**RESOLVED FURTHER THAT** the offer, issue and allotment of the aforesaid Warrants to the proposed allottees and equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) Amount payable on allotment of warrants shall be 25% of the price per warrant and the amount payable before the date of conversion of warrants into Equity Shares would be 75% of the total consideration.
- b) The said Warrants shall be issued and allotted to the allottees within a period of 15 days from the date of passing of this resolution provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- c) The Equity Shares allotted on conversion of the Warrants shall rank *pari-passu* in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- d) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- e) The proposed allottee(s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- f) In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within of 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- g) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- h) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

- i) The Equity Warrants and the Equity Shares being allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations.
- j) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid 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/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company 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.”

**By the order of the Board**

**For Milgrey Finance and Investments Limited**

**Sd/-**

**Mahendra Bachhawat**

**Managing Director**

**DIN: 07547289**

**Place: Mumbai**

**Date: 5<sup>th</sup> April 2022**

**NOTES:**

1. **AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO.**
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A Person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or member.

Proxies in order to be effective must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting (“EOGM”). A Proxy form is being sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority together with specimen signature, as applicable.

3. Corporate members intending to send their authorised representatives to attend the EOGM are requested to send to the Company at its Registered Office, a certified copy of the Board Resolution / authorization document authorising their representative to attend and vote on their behalf at the EOGM.

4. Notice of the EOGM of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 1<sup>st</sup> April 2022 (Record Date).
5. The EOGM Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”) unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the EOGM, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent through permitted mode.
6. Notice of the EOGM will also be available on the Company’s website [www.milgrey.in](http://www.milgrey.in) for download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the members may also send requests to the Company’s investor email id [milgreyfinance@gmail.com](mailto:milgreyfinance@gmail.com).
7. An explanatory statement pursuant to the provisions of section 102 of the companies act, 2013 (“act”) setting out the material facts concerning the businesses to be transacted is annexed hereto.
8. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be entitled to vote on the resolutions set forth in this Notice. The instructions for e-voting are annexed to this Notice.
9. The e-voting period shall commence on Friday, 29<sup>th</sup> April 2022 from 9.00 a.m. (IST) and shall end on Sunday, 1<sup>st</sup> May 2022 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Monday, 25<sup>th</sup> April 2022.
11. The Board of Directors of the Company (“the Board”), has appointed Mrs. Neelam Ahire, Practicing Company Secretary (COP: 18915) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
12. As per the requirement of the Secretarial Standard - 2 on “General Meetings” the route map showing directions to reach the venue of the meeting is annexed to the Notice.
13. As required by Rule 20 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this Extra-ordinary General Meeting will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
14. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through Physical mode.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.milgrey.in](http://www.milgrey.in). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EOGM Notice is also disseminated

on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:**

**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 Friday, 29<sup>th</sup> April 2022 at 9.00 a.m. (IST) and ends on Sunday, 1<sup>st</sup> May 2022 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25<sup>th</sup> April 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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. 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 or joining virtual meeting & voting during the meeting. 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. 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>

	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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.com">https://eservices.nsd.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 period or joining virtual meeting &amp; 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.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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 or joining virtual meeting & voting 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. CDSL and NSDL**

Login type	Helpdesk details
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 and 22-23058542-43.
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.

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

(v) Login method for e-Voting and joining virtual meetings 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,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<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 <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. Milgrey Finance and Investments Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- 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 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; [milgreynfinance@gmail.com](mailto:milgreynfinance@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.

**PROCESS 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. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THERETO (THE "ACT") AND SEBI (ICDR) REGULATIONS IS AS FOLLOWS:**

**ITEM NO. 1:**

The Board in its meeting held on 5<sup>th</sup> April 2022 have approved the issue of up to 3,27,00,000 convertible equity warrants through preferential allotment / private placement, subject to the approval of members. Each warrant shall be convertible into one equity share of Rs. 10/- each. The said resolution is proposed for the approval of members in Item no. 2 of this notice.

To facilitate the said issue and for future requirements, if any, it is proposed to increase the Authorised Share capital from Rs. 2,00,00,000/- (Rupees Two Crore only) divided into 20,00,000 (Twenty Lakh Equity Shares of Rs. 10/- each to Rs. 36,00,00,000/- (Rupees Thirty-Six Crore only) divided into 3,60,00,000 (Three Crore Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The increase in the authorized share capital as aforesaid would entail consequential alteration of the existing clause V of the Memorandum of Association of the Company, which in turn requires member's approval in terms of section 13 and 61 of the Companies Act, 2013. The Board recommends the resolution no. 1 for the approval of members.

The draft copy of the Memorandum of Association and Articles of Association will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. to 4.00 p.m) during the period of remote e-voting under postal ballot.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested, in the resolution no. 1 of this notice.

**ITEM NO. 2:**

The Board of Directors in their meeting held on 5<sup>th</sup> April 2022 subject to the necessary approvals, has approved the proposal for raising funds and for that to issue and allot up to 3,27,00,000 (Three Crore Twenty-Seven Lakhs) Convertible Equity Warrants at a price of Rs. 16/- per share (including premium of Rs. 6/- per share) aggregating to Rs. 52,32,00,000/- (Rupees Fifty-Two Crore Thirty-Two Lakhs only) on preferential basis. Each Warrant is convertible into or exchangeable for one (1) Equity Share of face value Rs. 10/- (Rupees Ten only) each.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

**1. Objects of the Preferential Issue:**

The company is looking forward to augmenting the capital base to take advantage of any organic or inorganic growth opportunities. The Company proposes to utilise the funds raised through preferential allotment towards investment in new projects, Joint Ventures, Companies and/or Body Corporates. The funds are also proposed to be utilised towards meeting the working capital requirements and General Corporate Purposes.

**2. The total number of securities to be issued and pricing:**

The Board intends to offer, issue and allot up to 3,27,00,000 (Three Crore Twenty-Seven Lakhs) Convertible Equity Warrants at a price of Rs. 16/- (Rupees Sixteen only) per warrant, each warrant convertible into or exchangeable for one (1) Equity Share of face value Rs. 10/- (Rupees Ten only) each.

**3. Basis on which the price has been arrived at:**

Since the shares of the Company are frequently traded and the proposed allotment of warrants to one or more allottee result to more than five percent of the post issue fully diluted share capital of the issuer, the issue price for the preferential allotment is determined as per the regulation 164 and 166A of SEBI (ICDR) Regulations, 2018. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE and Valuation report issued by Independent Registered Valuer.

The valuation report is issued by the Independent Registered Valuer A.N. Gawade, (Reg. No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind Café Goodluck, Deccan Gymkhana, Pune – 411004 issued on 02<sup>nd</sup> April, 2022.

**4. Relevant Date:**

The "Relevant Date" as per regulation 161 (a) of the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of warrants (in case of frequently traded shares) is Friday, 1<sup>st</sup> April 2022, which is a date 30 days prior to the date on which the resolution is deemed to be passed.

Note: As per Regulation 161 of SEBI (ICDR), 2018, relevant date falls on a weekend i.e. Saturday, 2<sup>nd</sup> April 2022. To comply with provisions of the said regulation, 1<sup>st</sup> April 2022 has been taken as relevant date (the day preceding the weekend i.e. Saturday & Sunday).

**5. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:**

Sr. No.	Category	Pre-issue shareholding		Post- issue shareholding (assuming full conversion of Equity Warrants)	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
1	Indian- Individual	11,77,550	59.17	91,77,550	26.46
2	Body Corporate	-	-	-	-
	<b>Sub Total (A)</b>	<b>11,77,550</b>	<b>59.17</b>	<b>91,77,550</b>	<b>26.46</b>
<b>B1</b>	<b>Non-Promoter Holding:</b>				
	<b>Institutions</b>	-	-	-	-
	<b>Non - Institutions</b>				
1	Individuals (share Capital up to Rs. 2 lakhs)	1,74,400	8.76	1,74,400	0.50
2	Individuals (share Capital in excess of Rs. 2 lakhs)	4,73,950	23.82	1,48,10,950	42.70
3	<b>Others:</b>				
a.	Body Corporates	1,12,950	5.68	57,38,950	16.54
b.	NRI	-	-	-	-
c.	HUF	51,150	2.75	29,78,150	8.59
d.	LLP	-	-	18,10,000	5.22
	<b>Sub-Total (B)</b>	<b>8,12,450</b>	<b>40.83</b>	<b>2,55,12,450</b>	<b>73.54</b>
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	<b>Non-Promoter – Non-Public</b>	-	-	-	-
	<b>Grand Total</b>	<b>19,90,000</b>	<b>100.00</b>	<b>3,46,90,000</b>	<b>100.00</b>

**6. Proposal / Intention of Promoters, Director or Key Managerial Personnel(s) to subscribe the offer:**

Mrs. Rashi Gupta, wife of Mr. Abhay Narain Gupta (Promoter) intends to participate / subscribe to the proposed issue and no other Director(s) or Key Managerial Personnel (s) are subscribing to this offer.

**7. The proposed time within which the issue or allotment shall be completed:**

As required under SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

Further, the allotment of Equity shares upon conversion of warrants shall be done within a period of 15 days from the date of exercise of option of warrants into equity shares by the allottees.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants and including the conversion thereof into Equity Shares of the Company.

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

During the period from 1<sup>st</sup> April 2022 till date of notice of this Extra Ordinary General Meeting, the Company has not made any preferential allotments.

**10. Valuation for consideration other than cash:** Not applicable.

**11. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable.

**12. Lock-in period:**

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

**13. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

**14. Practicing Company Secretary Certificate:**

The Certificate being issued by M/s. JCA & Co., Practicing Company Secretary certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate of the practicing Company Secretary can also be accessed on the Company Website on the following link [www.milgrey.in](http://www.milgrey.in).

**15. Other Disclosures / Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations, the above warrants shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- iv. No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 6 (Six) months.
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- vi. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a wilful defaulter.
- vii. It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge any of its promoters is a fraudulent borrower.

**16. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue:**

Sr. No.	Name, Address & PAN of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Rashi Gupta Add: PH 03, 27 <sup>th</sup> Floor, Oberoi Gardens, Thakur Village, Kandivali East. Mumbai – 400101. PAN: AQWPK4547J	Promoter Group	N.A.	-	-	8000000	8000000	23.06	Promoter
2	Nirmal Lunkar Add: A-703, Culb Life, Eksar Road, Thakur Pokhari ,	Non-Promoter	N.A.	-	-	1915000	1915000	5.52	Non-Promoter

	Borivali West Mumbai – 400092. PAN: ADMPL4557E								
3	Nitesh Kanwarlal Chopra HUF Add: Flat No 601, 5B/DA, Shradha Chs Ltd, Asha Nagar , Thakur Complex, Kandivali East Mumbai – 400101. PAN:AAHNS310F	Non-Promoter	Nitesh Kanwarlal Chopra	-	-	1915000	1915000	5.52	Non-Promoter
4	Sandeep Agarwal Add:1126 A Purulia Road, Sandeep Mediciner, Lalpur, Ranchi GPO, Jharkhand – 834001. PAN: AIUPA5558P	Non-Promoter	N.A.	-	-	1307000	1307000	3.77	Non-Promoter
5	Chandrashekar Add: G-905, Neel Padam Kunj, Vaishali Sector -1 I E Sahibabad, Ghaziabad, Uttar Pradesh – 201010. PAN: BTUPS7012Q	Non-Promoter	N.A.	-	-	1287000	1287000	3.71	Non-Promoter
6	Pinkesh Jain Add:A-22, Bda Bas, Pali , Marwar, Rajasthan – 306401. PAN: AHTPJ9816F	Non-Promoter	N.A.	-	-	1287000	1287000	3.71	Non-Promoter
7	Blue Angel Stockbrokers Private Limited Add: Mhada Colony, Opp Parijat, Near Subway Foods, Mahavir Nagar, Kandivali West, Mumbai – 400067. PAN: AACCB8997L	Non-Promoter	Rohit Parab Abhishek Patwari	-	-	5626000	5626000	16.22	Non-Promoter
8	Amit Kumar Arora Add: 4/2924, Gali No 4, Shri Ram Colony, Bhola Nath Nagar, Shahdara S O, East, Delhi 110032. PAN: ADOPA3111D	Non-Promoter	N.A.	-	-	955000	955000	2.75	Non-Promoter
9	Varun Bagdi Add: 369, New Sitaram Bhavan, 3rd Foor. Above Vanguard Studio, Opp Thakurdwar Post Office, Chira Bazar, Mumbai – 400002. PAN: AIOPB8829N	Non-Promoter	N.A.	-	-	477000	477000	1.38	Non-Promoter
10	Varun Bagdi HUF Add: 369, New Sitaram Bhavan, 3rd Foor. Above Vanguard Studio, Opp Thakurdwar Post Office, Chira Bazar, Mumbai – 400002. PAN: AALHV0080L	Non-Promoter	Varun Bagdi	-	-	524000	524000	1.51	Non-Promoter
11	Ghanshyam Das Damani HUF Add: Flat No 201, Ganpati Enclave, Sector 2, Central Spine, Vidyadhar Nagar, Jaipur, Rajasthan – 302039. PAN: AAHHG9967K	Non-Promoter	Ghanshyam Das Damani	-	-	200000	200000	0.58	Non-Promoter
12	Saket Damani HUF Add: Flat No 201, Ganpati Enclave, Sector 2, Central	Non-Promoter	Saket Damani	-	-	192000	192000	0.55	Non-Promoter

	Spine, Vidyadhar Nagar, Jaipur, Rajasthan - 302039 PAN: ABEHS9735B								
13	Saket Damani Add: Flat No 201, Ganpati Enclave, Sector 2, Central Spine, Vidyadhar Nagar, Jaipur, Rajasthan – 302039 PAN: ALMPD5244Q	Non- Promoter	N.A.	-	-	192000	192000	0.55	Non- Promoter
14	Dimple Damani Add: Flat No 201, Ganpati Enclave, Sector 2, Central Spine, Vidyadhar Nagar, Jaipur, Rajasthan – 302039. PAN: AUDPD6356P	Non- Promoter	N.A.	-	-	200000	200000	0.58	Non- Promoter
15	Rajkumar Prabhu Damani HUF Add: 905, Blanca Building , Gundavali, Azad Road , Near Prathamesh Apartment, Andheri East Mumbai – 400069. PAN: AACHR1633Q	Non- Promoter	Rajkumar Prabhu Damani	-	-	96000	96000	0.28	Non- Promoter
16	Bina Rajkumar Damani Add: 905, Blanca Building , Gundavali, Azad Road , Near Prathamesh Apartment, Andheri East Mumbai – 400069. PAN: AAQPD9114L	Non- Promoter	N.A.	-	-	96000	96000	0.28	Non- Promoter
17	Shikha Vaibhav Rampuria Add: Room No 29, 4th Foloor, 103/105 Shreenath Bhuvan, Old Hanuman Lane, Kalbadevi Road, Mumbai – 400 002. PAN: AMWPD6463A	Non- Promoter	N.A.	-	-	570000	570000	1.64	Non- Promoter
18	Ritika Rampuria Add: Flat No 98 A , 4th Floor, 342, Kalbadevi, Vithal Sadan, Mumbai – 400002. PAN: BVMPR4375K	Non- Promoter	N.A.	-	-	238000	238000	0.69	Non- Promoter
19	Manisha Vagdi Add: 369, New Sitaram Bhavan, 3rd Floor. Above Vanguard Studio, Opp Thakurdwar Post Office , Chira Bazar, Mumbai – 400002. PAN: BWLPS6581C	Non- Promoter	N.A.	-	-	713000	713000	2.06	Non- Promoter
20	Krishna Hooda Add: H No -1253 , Sector 3, Rohtak, Haryana – 124001. PAN: APSPK5145H	Non- Promoter	N.A.	-	-	5100000	5100000	14.70	Non- Promoter
21	Skybridge Incap Advisory LLP Add: 30, Floor 2nd, Plot 327, Nawab Building, D.N. Road, Hutatma Chowk, Fort, Mumbai – 400001. PAN: AENFS3799F	Non- Promoter	Devang Master  Kiran Thakore	-	-	1810000	1810000	5.22	Non- Promoter
	<b>TOTAL</b>			-	-	<b>32700000</b>	<b>32700000</b>		

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by the way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the Warrants would be within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its members and therefore, recommends the special resolution as specified under item no. 02 of the accompanying notice for the approval of the members of the Company.

Except Abhay Gupta and Rashi Gupta, none of the promoters, Directors, Key Managerial Personnel of the Company or their respective relative, are concerned or interested in the above resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the company, if any.

**By the order of the Board  
For Milgrey Finance and Investments Limited**

**Sd/-**

**Mahendra Bachhawat**

**Managing Director**

**DIN: 07547289**

**Place: Mumbai**

**Date: 5<sup>th</sup> April 2022**

# MILGREY FINANCE AND INVESTMENTS LTD.

Regd. Office: 31, Whispering Palms Shopping Center, Lokhandwala, Kandivali (East), Mumbai - 400 101

E-mail: milgreyfinance@gmail.com, Website: www.milgrey.in

Tel No: 022-29651621 CIN: L67120MH1983PLC030316

## PROXY FORM

<b>Name of the Member(s):</b>		
<b>Registered Address:</b>		
<b>Folio No./Client Id:</b>		<b>DP Id:</b>

I/We, being the member(s) of \_\_\_\_\_ shares of Milgrey Finance and Investments Limited, hereby appoint:

- Name \_\_\_\_\_ Address \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- Name \_\_\_\_\_ Address \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- Name \_\_\_\_\_ Address \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;

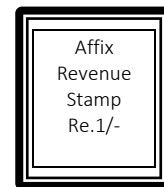
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Monday, 2<sup>nd</sup> May 2022 at 9.00 a.m. at Registered Office of the Company situated at 31, Whispering Palms Shopping Centre, Lokhandwala, Kandivali (East), Mumbai – 400 101, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolution	Voted	
		For	Against
1.	Increase the Authorised Share Capital of the Company and consequential amendment in the capital clause in the memorandum of association of the Company.		
2.	Issue of Convertible Equity Warrants through Preferential Allotment/ Private Placement.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



### Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the Annual General Meeting.
- Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

# MILGREY FINANCE AND INVESTMENTS LTD.

**Regd. Office:** 31, Whispering Palms Shopping Center, Lokhandwala, Kandivali (East), Mumbai - 400 101

**E-mail:** milgreyfinance@gmail.com, **Website:** www.milgrey.in

**Tel No:** 022-29651621 **CIN:** L67120MH1983PLC030316

## ATTENDANCE SLIP

<b>DP ID No.*:</b>	<b>Folio. No.:</b>
<b>Client ID No.*:</b>	<b>No. of Shares held:</b>

\*Applicable for investors holding shares in electronic form Name and address of the Shareholder(s)/Proxy holder:

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I / We hereby record my/our presence at the Extra-ordinary General Meeting of the Company to be held on Monday, 2<sup>nd</sup> May 2022 at 9.00 a.m. at Registered Office of the Company situated at 31, Whispering Palms Shopping Centre, Lokhandwala, Kandivali (East), Mumbai – 400 101.

\_\_\_\_\_  
**Member's / Proxy's Signature**

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)



# MILGREY FINANCE AND INVESTMENTS LTD.

Regd. Office: 31, Whispering Palms Shopping Center, Lokhandwala, Kandivali (East), Mumbai - 400 101

E-mail: milgreynance@gmail.com, Website: www.milgreyn.in

Tel No: 022-29651621 CIN: L67120MH1983PLC030316

## Route Map for Extra Ordinary General Meeting

Date : 2<sup>nd</sup> May 2022  
Day : Monday  
Time : 9.00 a.m.  
Address : 31, Whispering Palms Shopping Centre, Lokhandwala, Kandivali (East), Mumbai – 400 101.

