

September 23, 2024

To,  
The Manager  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E),  
Mumbai-400051  
Ph.: 022-26598100-8114

Scrip Code: **GRAPHISAD**

ISIN: **INE0POU01017**

**Subject: Notice of the Extra-Ordinary General Meeting**

**Re: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Dear Sir/ Madam,**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company has, in their adjourned meeting held on 16<sup>th</sup> September, 2024, considered and approved convening an Extra-Ordinary General Meeting (EGM) of the members of the Company on Tuesday, 15<sup>th</sup> October, 2024 at 01:30 P.M. at 3, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi, Delhi- 110016, through physical mode, to transact the following special business items:

1. Increase in Authorized Share Capital of the Company
2. Issue of securities on preferential basis

**The copy of the Notice of Extra-Ordinary General Meeting (EGM) is enclosed herewith.**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the facility to its members, to cast their votes by electronic means, i.e., remote e-Voting, through National Securities Depository Limited (NSDL), on all the resolutions mentioned in the Notice convening EGM. The Cut-off Date for determining the eligibility to vote by electronic means i.e., remote e-Voting is Tuesday, 08<sup>th</sup> October, 2024. The remote e-Voting facility will be available during following period at <https://www.evoting.nsdl.com:->

<b>Commencement of remote e-voting</b>	<b>09:00 A.M. IST on Saturday, 12<sup>th</sup> October, 2024</b>
<b>End of remote e-voting</b>	<b>05:00 P.M. IST on Monday, 14<sup>th</sup> October, 2024</b>

The notice of the EGM is being sent to the eligible shareholders and all other concerned persons in compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014. The notice shall also be disseminated on the websites of the Company and the Stock Exchange, i.e. National Stock Exchange of India Limited (NSE)

The Notice of EGM shall be available on the Company's website viz. **[www.graphisads.com](http://www.graphisads.com)** and website of the Stock Exchange, i.e., NSE at **[www.nseindia.com](http://www.nseindia.com)**. The Notice of EGM shall also be available on the website of NSDL at **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**.



Deepak V Sharma & Co., Firm of Company Secretaries has been appointed as the Scrutinizer by the Board of Directors, to scrutinize remote e-Voting process, in a fair and transparent manner.

Kindly take the above information on your records.

Yours faithfully,  
For **Graphisads Limited**

Shobharam Dhama  
Digitally signed by  
Shobharam Dhama  
Date: 2024.09.23  
14:34:58 +05'30'

**Shobharam Dhama**  
Company Secretary &  
Compliance Officer

## **GRAPHISADS LIMITED**

**Regd Office:** 4/24A, AB House, First Floor, Asaf Ali Road, Darya Ganj, Central Delhi,  
New Delhi, Delhi, India, 110002

**CIN:** L35999DL1987PLC029334      **Website:** www.graphisads.com

**Mobile:** +91 9910332007      **Phone:** 011-45379999      **Email ID:** ga@graphisads.com

### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)**

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

**NOTICE** is hereby given that the Extra-Ordinary General meeting of the members of **GRAPHISADS LIMITED ("the Company")** will be held on **Tuesday, 15<sup>th</sup> October, 2024** at 01:30 P.M. at 3, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi, Delhi- 110016 to transact the following business:

#### **SPECIAL BUSINESS**

##### **1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules and regulations frame thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to alter the memorandum of association of company by substituting existing clause V by the following new clause V as under:

*V. "The Authorized Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten Only). The Company has and shall always have power to divide the Share Capital for the time being into several classes and increase or reduce its capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of Shares in such manner as may for the time being provided in the Companies Act, 2013 and regulations of the Company."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to bring about increase and alteration of the Authorized Share Capital in the manner as aforesaid, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies.”

## **2. TO ISSUE WARRANTS ON A PREFERENTIAL BASIS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India and/ or any other competent authorities to the extent applicable, the uniform listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/ or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted/ to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company, be and is hereby accorded to offer, issue and allot from time to time in one or more tranches up to 45,00,000 (Forty-Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹10/- (Rupee Ten only) each (**“Warrants”**) at an exercise price of ₹64/- per Equity Share (**“Warrant Exercise Price”**) (Rupees Sixty Four only) each, payable in cash, aggregating up to ₹ 28,80,00,000 /- (Rupees Twenty Eight Crores and Eighty Lakhs Only) which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, by way of preferential issue to the following persons belonging to Promoter and Non- Promoter Category (hereinafter referred to as the **“Proposed Allottees”/“Warrant Holders”**):

S. No.	Name of the proposed Allottee	Category	No. of Warrants to be allotted
1.	Mr. Mukesh Kumar Gupta	Promoter	4,92,000
2.	Mrs. Padma Gupta	Promoter	2,16,000
3.	Mr. Alok Gupta	Promoter	4,92,000
4.	Ms. Shilpa Gupta	Promoter Group	2,16,000
5.	Ms. Prerna Gupta	Promoter Group	2,16,000
6.	M/s. SBJ Management Services Private Limited	Non-Promoter	4,14,000
7.	M/s. Atul Goel Family Trust	Non-Promoter	2,40,000
8.	M/s. SRM Value Growth Investments Private Limited	Non-Promoter	9,03,600
9.	Mr. Anand Jalan	Non-Promoter	21,600
10.	Mr. Anuj Shantilal Badjate	Non-Promoter	4,10,400
11.	Ms. Niharika Malhotra	Non-Promoter	26,400
12.	Mr. Deepak Tayal	Non-Promoter	60,000
13.	Ms. Preeti Bhauka	Non-Promoter	30,000
14.	Ms. Neha Agrawal	Non-Promoter	24,000
15.	Mr. Sachin Agarwal	Non-Promoter	18,000
16.	Mr. Kinchit Sunilkumar Mehta	Non-Promoter	18,000
17.	Mr. Manish Grover	Non-Promoter	1,00,800
18.	Mr. Manish Mehta	Non-Promoter	50,400
19.	Mr. Vikram Kathuria	Non-Promoter	50,400
20.	Mr. Kapish Jain	Non-Promoter	84,000
21.	Mr. Madhusudan Uppal	Non-Promoter	98,400
22.	Mr. Rinku Shroff	Non-Promoter	18,000
23.	Ms. Sulochana Jalan	Non-Promoter	18,000
24.	Mr. Nikhil Daga	Non-Promoter	18,000
25.	Mr. Rabindra Jhunhunwala	Non-Promoter	24,000
26.	Ms. Gurpreet Sareen	Non-Promoter	25,200
27.	Mr. Anand B Shah	Non-Promoter	18,000
28.	Mr. Shyam Lal Gupta	Non-Promoter	39,600
29.	Ms. Anjali Kumar	Non-Promoter	15,600
30.	M/s. Mahesh Kumar (HUF)	Non-Promoter	15,600
31.	Mr. Rohan Garg	Non-Promoter	7,200
32.	Mr. Balbir Singh Khullar	Non-Promoter	39,600
33.	Mr. Deven Khullar	Non-Promoter	39,600
34.	Ms. Sonia Khullar	Non-Promoter	39,600

**RESOLVED FURTHER THAT** the aforesaid issue allotment of warrants shall be subject to the following terms and conditions other than those specified under the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018:

1. The Warrant holder shall, subject to the SEBI (ICDR) Regulations, 2018 and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

2. An amount equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payments of balance 75% of the Warrants Issue Price, at the time of exercise of right attached to Warrant(s) to subscribe to equity shares.
3. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018.
4. The resulting equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
5. The resulting equity shares will be listed and traded on the Stock Exchange, i.e. NSE, subject to receipt of necessary regulatory permissions, sanctions and approvals.
6. Warrant Holders may apply for the conversion of outstanding Warrants into Equity Shares of the Company within 18 (Eighteen) months from the date of allotment of Warrants, in one or more tranches. In case the warrant holders do not apply for such conversion within the said period, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the warrants shall lapse automatically.
7. Warrant Holders may apply for the conversion of outstanding Warrants into Equity Shares of the Company by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form within 15 days from the date of such exercise by the Warrant Holders.
8. Warrant Holders shall not enjoy the rights as are enjoyed by the Equity Shareholders of the Company until such warrants are exercised and converted, by the warrant holders, into the Equity Shares of the company.
9. The price determined above and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. 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 Warrants shall continue to be locked in till the time such amount is paid.

**RESOLVED FURTHER THAT** as per the SEBI (ICDR) Regulations, 2018, the “**Relevant Date**” for the purpose of determining the issue price of Warrants/ Resulting Equity Shares shall be **Friday, 13<sup>th</sup> September, 2024**, being two days preceding to 15<sup>th</sup> September, 2024, 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting. *(Since the relevant date, i.e., 15<sup>th</sup> September, 2024 and the day preceding relevant date, i.e., 14<sup>th</sup> September, 2024 falls on holiday, two days preceding the holiday, i.e., 13<sup>th</sup> September, 2024 is reckoned as the relevant date).*

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants in Form No. PAS-5 and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all necessary actions and to do such acts, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient to the issue or allotment of the Warrants/ Resulting Equity Shares including but not limited to seeking listing of the Resulting Equity Shares on the stock exchange, i.e., NSE, making application to the NSDL for admission of Warrants/ Resulting Equity Shares and to resolve and settle the questions that may arise in relation to the proposed preferential issue and to do all acts, deeds and things in connection therewith and incidental thereto, without seeking any further approval of the members of the company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution to any director or officer of the company or any other authorized person to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities.”

For and on behalf of the Board of Directors  
**M/s Graphisads Limited**

**Sd/-**

**Date:** 16/09/2024  
**Place:** New Delhi

Shobharam Dhama  
Company Secretary  
Mem. No.: A 23402

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID & EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ABOVE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL
4. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.
5. The Board of Directors has appointed Deepak V Sharma & Co., Firm of Company Secretaries, to act as the Scrutinizer for the remote e-voting process in a fair and transparent manner.
6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend and vote on their behalf at the meeting.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
8. The Notice calling the EGM has been uploaded on the website of the Company at [www.graphisads.com](http://www.graphisads.com). The Notice can also be accessed from the websites of the Stock Exchange, i.e., National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM



Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 09<sup>th</sup> day of October, 2024 to Tuesday, 15<sup>th</sup> October, 2024 (both days inclusive) for the purpose of EGM. 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 on Tuesday, 08<sup>th</sup> October, 2024.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, Permanent Account Number ('PAN') details, etc. to their Depository Participant, only and not to the Company/the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the members. In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, or in electronic mode at **[compliance.corp@kfintech.com](mailto:compliance.corp@kfintech.com)**.
12. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the Company or its Registrar and Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.  
  
Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed **KFIN Technologies Limited** as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.
13. For case of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at [cs@graphisads.com](mailto:cs@graphisads.com). The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
14. In compliance with the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members who have not yet registered their e-mail addresses are requested to register the same with their

Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

15. For receiving all future correspondence from the Company electronically-

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining login details for e-voting.

**Physical Holding:** Send a signed request letter to Registrar and Transfer Agents of the Company, **KFIN Technologies Limited** at **compliance.corp@kfintech.com**, providing Folio Number. Name of the 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) with subject line (Register E-mail ID Folio No (Mention Folio No) of Graphisads Limited.

**Demat Holding**

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Instructions for e-voting are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of Extra-Ordinary General Meeting (EGM) through electronic voting system, to members holding shares as on Tuesday, October 08, 2024 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on 12<sup>th</sup> October, 2024 at 09:00 A.M. and ends on 14<sup>th</sup> October, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08<sup>th</sup> October, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08<sup>th</sup> October, 2024.

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### Step 1: Access to NSDL e-Voting system

##### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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

Login method for Individual shareholders holding securities in demat mode is given below:

Types of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b> 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 <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b>. Select “<b>Register Online for IDeAS Portal</b>” or click at <b><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></b></li></ol>

	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b>https://www.evoting.nsdl.com/</b> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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>4. 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> <div style="text-align: center;"> <p><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;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <b>www.cdslindia.com</b> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <b>www.cdslindia.com</b> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <b>www.cdslindia.com home page</b>. The system will authenticate the</li> </ol>

	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) 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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 <b>evoting@nsdl.co.in</b> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
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 <b>helpdesk.evoting@cdslindia.com</b> or contact at toll free no. <b>022- 23058738</b> or <b>022-23058542-43</b>

**B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **<https://www.evoting.nsdl.com/>** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon **“Login”** which is available under **‘Shareholder/Member’** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **<https://eservices.nsdl.com/>** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below :

<b>Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you

retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at **[evoting@nsdl.com](mailto:evoting@nsdl.com)** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the **OTP (One Time Password)** based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.

8. Now, you will have to click on **"Login"** button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the

number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **sharma.csdeepak@gmail.com** with a copy marked to **evoting@nsdl.com**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: **1800 1020 990** and **1800 22 44 30** or send a request to NSDL Officials: **at evoting@nsdl.co.in**

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@graphisads.com](mailto:cs@graphisads.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@graphisads.com](mailto:cs@graphisads.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**



3. Alternatively shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for evoting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**OTHER INSTRUCTIONS:**

1. The e-voting period commences at 9.00 a.m. on Saturday, 12<sup>th</sup> October, 2024 and ends at 5.00 p.m. on Monday, 14<sup>th</sup> October, 2024. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 08<sup>th</sup> October, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 08<sup>th</sup> October, 2024.
3. Deepak V Sharma & Co., Firm of Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company and shall not later than two working days submit a consolidated scrutinizer's report of the total votes cast in favor and against, if any, forthwith to the Chairman of the meeting or any other person authorized by him.
5. The Results declared along with the scrutinizer's report shall be placed on the Company's website [www.graphisads.com](http://www.graphisads.com) and on the website of NSDL within 2 (two) working days of conclusion of the EGM of the Company and communicated to the NSE where Company's equity shares of the company are listed.

**EXPLANATORY STATEMENT, DISCLOSURE OF INTEREST, INFORMATION AND FACTS UNDER  
CLAUSE (A) & (B) OF SECTION 102(1)**

The following statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions set out all material facts relating to the business mentioned under each item of the accompanying Notice:

**ITEM NO. 1**

**TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

The present Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) comprising of 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- each. In order to issue securities by way of preferential issue as proposed in this Notice which would go beyond the present Authorized Share Capital of the Company available for the purpose, the Company needs to increase its Authorized Share Capital.

The Board of Directors in their adjourned meeting held on 16<sup>th</sup> September, 2024 have approved the increase in Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crores and Seventy Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and subsequent alteration to and substitution of the existing Clause V of the Memorandum of Association ("**MOA**") of the company, subject to the approval of members in this general meeting. The new equity shares shall rank pari-passu to the existing equity shares of the company in all respects.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members by way of **Ordinary Resolution** is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company. Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

The Board of Directors hereby confirm that none of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

## **ITEM NO. 2**

### **TO ISSUE WARRANTS ON A PREFERENTIAL BASIS**

In order to further strengthen the Company's capital base and balance sheet and help the Company to augment the long-term working capital resources for meeting funding requirements of its business activities, the Company intends to raise funds through preferential issue of warrants.

The Board of Directors of the Company, at its adjourned meeting held on September 16, 2024, subject to the approval of members, have approved the issuance of 45,00,000 (Forty Five Lakhs) Warrants, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months convertible into one equity share of the Company of face value ₹ 10/- (Rupees Ten Only) each, at a price not less than the price to be determined in accordance with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), on Preferential Issue basis, to the Promoter/ Non-Promoter Category that have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

Further, Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

In compliance with Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, a Certificate has been taken from an Independent Registered Valuer, Mr. Bhavin R Patel (Registration No. IBBI/RV/05/2019/11668) and he recommended the fair value of equity shares of the company, which comes to Rs. 60.61/- per share and the said certificate has been taken in view of allotment of more than 5% of the post issue fully diluted share capital of the issuer pursuant to the proposed issue and the same shall be made available and published on the websites of the company, i.e., [www.graphisads.com](http://www.graphisads.com).

Pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, approval of the members of the Company by way of special resolution is required to issue warrants on a preferential basis.

The salient features of the preferential issue, including disclosures required to be made in terms of the provisions of Section 42 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Section 62(1)(c) of the Act read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, are set out below:

## I. Object of the Issue:

The Company intends to utilize the proceeds raised through Preferential Issue ("Issue Proceeds") towards the following objects:

1. **Working Capital** – For ensuring the Company is left with sufficient balance to overcome its working capital needs for which it is currently depending on the credit limit sanctioned by financial institutions;
2. **General Corporate Purposes** – Up to 20% of the proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company

S. No.	Particulars	Amount (₹ in Crore)
1.	Working capital	23.04
3.	General Corporate Purpose	5.76

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

## II. Total number of warrants to be issued:

45,00,000 (Forty Five Lakhs) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹10/- (Rupee Ten only) each ("Warrants") at an exercise price of ₹64/- per Equity Share ("Warrant Exercise Price") (Rupees Sixty Four only) each, payable in cash, aggregating up to ₹ 28,80,00,000 /- (Rupees Twenty Eight Crores and Eighty Lakhs only).

## III. Relevant Date:

As per Regulation 161 of SEBI (ICDR) Regulations, 2018, the "**Relevant Date**" for the purpose of determining the issue price of Warrants/ Resulting Equity Shares shall be **Friday, 13<sup>th</sup> September, 2024**, being two days preceding to 15<sup>th</sup> September, 2024, 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting. *(Since the relevant date, i.e., 15<sup>th</sup> September, 2024 and the day preceding relevant date, i.e., 14<sup>th</sup> September, 2024 falls on holiday, two days preceding the holiday, i.e., 13<sup>th</sup> September, 2024 is reckoned as the relevant date).*

**IV. Basis or justification for the price (including the premium, if any) has been arrived at:**

In accordance with Regulation 164 of SEBI (ICDR) Regulations, 2018, the minimum price of the Warrants shall be the higher of:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Further, Pursuant to Regulation 166A (1), in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

In compliance with Regulation 166A (1) of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto, a Certificate has been taken from an Independent Registered Valuer, Mr. Bhavin R Patel (Registration No. IBBI/RV/05/2019/11668) and he recommended the fair value of equity shares of the company, which comes to Rs. 60.61/- per share and the said certificate has been taken in view of allotment of more than 5% of the post issue fully diluted share capital of the issuer pursuant to the proposed issue and the same shall be made available and published on the websites of the company, i.e., [www.graphisads.com](http://www.graphisads.com).

Therefore, in terms of Regulation 164 read with Regulation 166A (1) of the SEBI ICDR Regulations and after taking into consideration fair value per share as recommended by the valuers, the Issue Price for issue and allotment of equity shares and convertible warrants has been fixed as Rs. 64/- per equity shares including premium of Rs. 54/- per equity shares.

The equity shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI ICDR Regulations.

As per the pricing formula prescribed under Regulation 166A of the SEBI ICDR Regulations, the minimum price at which the Warrants can be issued is ₹60.61/- per Warrant as determined by the Certificate taken from the Independent Registered Valuer Mr. Bhavin R Patel (Registration No.: IBBI/RV/05/2019/11668). The Company proposes to issue the Warrants at an issue price of ₹64/- per Equity Share ("Warrant Exercise Price"), which is not less than the minimum price computed in accordance with Regulation 166A of the SEBI ICDR Regulations.

**V. Name and Address of the valuer who performed the valuation**

**Name:** Mr. Bhavin R Patel

**Address:** 315 Phoenix Complex, Nr Suraj Plaza, Sayajigunj, Vadodara 390020

**IBBI Reg. No.:** IBBI/RV/05/2019/11668

**VI. Class of Classes of Persons to whom allotment is proposed to be made**

The entire issue is made to the category belonging to the Promoter/Promoter Group as well as Non-promoter Category as mentioned herein.

**VII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

NIL

**VIII. Total amount which the Company intends to raise by the issue and maximum number of securities to be issued:**

The company intends to raise an amount aggregating to Rs. 28,80,00,000/- (Rupees Twenty Eight Crores and Eighty Lakhs Only) by way of issue of 45,00,000 (Forty Five Lakhs) Warrants, each convertible into or exercisable for 1 (one) fully paid-up equity share of the Company of face value of ₹10/- each ("Warrants") at a price of ₹64/- per Equity Share ("Warrant Exercise Price") each payable in cash, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months.

An amount equivalent to 25% of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant Holders will be required to make payments of balance 75% of the Warrants Issue Price, at the time of exercise of right attached to Warrant(s) subscribing to equity shares.

**IX. The price of the shares or other securities to be issued on a preferential basis, either for cash or for consideration other than cash, shall be determined on the basis of valuation report of a registered valuer:**

The issue of Warrants shall be made only for cash consideration.

As per the pricing formula prescribed under Regulation 166A of the SEBI ICDR Regulations, the minimum price at which the Warrants can be issued is ₹60.61/- per Warrant as determined by the Certificate taken from the Independent Registered Valuer Mr. Bhavin R Patel(Registration No.: IBBI/RV/05/2019/11668). The Company proposes to issue the Warrants at an issue price of ₹64/- per Equity Share ("Warrant Exercise Price"), which is not less than the minimum price computed in accordance with Regulation 166A of the SEBI ICDR Regulations.

**X. Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The Proposed Allottee namely, Mr. Mukesh Kumar Gupta, Mr. Alok Gupta, Mrs. Padma Gupta, Ms. Shilpa Gupta and Ms. Prerna Gupta belong to the Promoter and Promoter Group of the Company who shall subscribe to the offer.

Except the promoter and promoter group themselves which will be subscribing to Warrants in the preferential issue, none of the directors or key managerial personnel of the Company intends to apply/ subscribe to any of the Warrants.

**XI. Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of the objects:**

Issue of 16,32,000 warrants out of the total 45,00,000 warrants are being offered to Promoter/Promoter Group as a part of the preferential issue in the following manner:

<b>S. No.</b>	<b>Name of the proposed Allottee</b>	<b>Category</b>	<b>No. of Warrants to be allotted</b>	<b>Contribution (in Rs.)</b>
<b>1.</b>	Mr. Mukesh Kumar Gupta	Promoter	4,92,000	3,14,88,000
<b>2.</b>	Mr. Alok Gupta	Promoter	4,92,000	3,14,88,000
<b>3.</b>	Mrs. Padma Gupta	Promoter	2,16,000	1,38,24,000
<b>4.</b>	Ms. Shilpa Gupta	Promoter Group	2,16,000	1,38,24,000
<b>5.</b>	Ms. Prerna Gupta	Promoter Group	2,16,000	1,38,24,000
<b>Total</b>			<b>16,32,000</b>	<b>10,44,48,000</b>

**XII. Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**XIII. Particulars of proposed allottees and 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 Allottee:**

<b>S. No.</b>	<b>Name of the proposed Allottee</b>	<b>Name of the Ultimate Beneficial Owner of the Proposed Allottee</b>
<b>1.</b>	Mr. Mukesh Kumar Gupta	NA
<b>2.</b>	Mrs. Padma Gupta	NA
<b>3.</b>	Mr. Alok Gupta	NA
<b>4.</b>	Ms. Shilpa Gupta	NA
<b>5.</b>	Ms. Prerna Gupta	NA
<b>6.</b>	M/s. SBJ Management Services Private Limited	50% owned by Ms. Bhawna Bhatia, and 50% owned by Mr. Ravi Bhatia
<b>7.</b>	M/s. Atul Goel Family Trust	A S G Trading Private Limited Ms. Anju Goel
<b>8.</b>	M/s. SRM Value Growth Investments Private Limited	50% owned by Ms. Sonia Jain, and 50% owned by Mr. Rakshay Jain

9.	Mr. Anand Jalan	NA
10.	Mr. Anuj Shantilal Badjate	NA
11.	Ms. Niharika Malhotra	NA
12.	Mr. Deepak Tayal	NA
13.	Ms. Preeti Bhauka	NA
14.	Ms. Neha Agrawal	NA
15.	Mr. Sachin Agarwal	NA
16.	Mr. Kinchit Sunilkumar Mehta	NA
17.	Mr. Manish Grover	NA
18.	Mr. Manish Mehta	NA
19.	Mr. Vikram Kathuria	NA
20.	Mr. Kapish Jain	NA
21.	Mr. Madhusudan Uppal	NA
22.	Mr. Rinku Shroff	NA
23.	Ms. Sulochana Jalan	NA
24.	Mr. Nikhil Daga	NA
25.	Mr. Rabindra Jhunjhunwala	NA
26.	Ms. Gurpreet Sareen	NA
27.	Mr. Anand B Shah	NA
28.	Mr. Shyam Lal Gupta	NA
29.	Ms. Anjali Kumar	NA
30.	M/s. Mahesh Kumar (HUF)	Mr. Mahesh Kumar
31.	Mr. Rohan Garg	NA
32.	Mr. Balbir Singh Khullar	NA
33.	Mr. Deven Khullar	NA
34.	Ms. Sonia Khullar	NA

**XIV. The percentage of the post-preferential issue that may be held by the Proposed Allottee\*:**

S. No.	Name of the proposed Allottee	Category	Pre-Issue Holding (No. of Shares)	% of Pre-Preferential Issue Capital	No. of Warrants to be allotted	*Post Issue Holding (No. of Shares)	*% of Post-Preferential Issue Capital
1.	Mr. Mukesh Kumar Gupta	Promoter	79,38,000	43.43	4,92,000	84,30,000	37.0118
2.	Mr. Alok Gupta	Promoter	27,13,900	14.85	4,92,000	32,05,900	14.0755
3.	Mrs. Padma Gupta	Promoter	27,05,500	14.80	2,16,000	29,21,500	12.8268
4.	Ms. Shilpa Gupta	Promoter Group	700	-	2,16,000	2,16,700	0.9514
5.	Ms. Prerna Gupta	Promoter Group	1,05,000	0.57	2,16,000	3,21,000	1.4093
6.	M/s. SBJ Management Services Private Limited	Non-Promoter	-	-	4,14,000	4,14,000	1.8177



7.	M/s. Atul Goel Family Trust	Non-Promoter	-	-	2,40,000	2,40,000	1.0537
8.	M/s. SRM Value Growth Investments Private Limited	Non-Promoter	-	-	9,03,600	9,03,600	3.9672
9.	Mr. Anand Jalan	Non-Promoter	-	-	21,600	21,600	0.0948
10.	Mr. Anuj Shantilal Badjate	Non-Promoter	13,200	0.07	4,10,400	4,23,600	1.8598
11.	Ms. Niharika Malhotra	Non-Promoter	-	-	26,400	26,400	0.1159
12.	Mr. Deepak Tayal	Non-Promoter	-	-	60,000	60,000	0.2634
13.	Ms. Preeti Bhauka	Non-Promoter	-	-	30,000	30,000	0.1317
14.	Ms. Neha Agrawal	Non-Promoter	-	-	24,000	24,000	0.1054
15.	Mr. Sachin Agarwal	Non-Promoter	-	-	18,000	18,000	0.0790
16.	Mr. Kinchit Sunilkumar Mehta	Non-Promoter	-	-	18,000	18,000	0.0790
17.	Mr. Manish Grover	Non-Promoter	-	-	1,00,800	1,00,800	0.4426
18.	Mr. Manish Mehta	Non-Promoter	-	-	50,400	50,400	0.2213
19.	Mr. Vikram Kathuria	Non-Promoter	-	-	50,400	50,400	0.2213
20.	Mr. Kapish Jain	Non-Promoter	-	-	84,000	84,000	0.3688
21.	Mr. Madhusudan Uppal	Non-Promoter	-	-	98,400	98,400	0.4320
22.	Mr. Rinku Shroff	Non-Promoter	-	-	18,000	18,000	0.0790
23.	Ms. Sulochana Jalan	Non-Promoter	-	-	18,000	18,000	0.0790
24.	Mr. Nikhil Daga	Non-Promoter	-	-	18,000	18,000	0.0790
25.	Mr. Rabindra Jhunjunwala	Non-Promoter	-	-	24,000	24,000	0.1054
26.	Ms. Gurpreet Sareen	Non-Promoter	-	-	25,200	25,200	0.1106
27.	Mr. Anand B Shah	Non-Promoter	-	-	18,000	18,000	0.0790
28.	Mr. Shyam Lal Gupta	Non-Promoter	-	-	39,600	39,600	0.1739
29.	Ms. Anjali	Non-	-	-	15,600	15,600	0.0685

	Kumar	Promoter					
30.	M/s. Mahesh Kumar (HUF)	Non-Promoter	-	-	15,600	15,600	0.0685
31.	Mr. Rohan Garg	Non-Promoter	-	-	7,200	7,200	0.0316
32.	Mr. Balbir Singh Khullar	Non-Promoter	-	-	39,600	39,600	0.1739
33.	Mr. Deven Khullar	Non-Promoter	-	-	39,600	39,600	0.1739
34.	Ms. Sonia Khullar	Non-Promoter	-	-	39,600	39,600	0.1739

*\*The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

**XV. The change in control, if any, in the Company consequent to the preferential issue:**

At present, the Promoters/Promoter's Group Shareholding in the Company is 73.66% (1,34,63,100 out of 1,82,76,500 shares) which would decrease to 66.27% (1,50,95,100 out of 2,27,76,500 shares) upon allotment of Warrants, on a fully diluted basis.

As a result of the proposed preferential issue of Warrants and/or upon their conversion into equity shares, there will be no change in the control of the Company.

There will be no change in the control or composition of the Board of Directors of the Company consequent to the said preferential issue.

**XVI. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter:**

As mentioned above, five Proposed Allottee are the Promoters/Promoter Group of the Company and the status of which will continue as Promoter/Promoter Group post the preferential issue. The remaining Proposed Allottees are from Non-Promoter Category and will fall under Non-Promoter Category post the preferential issue.

**XVII. Shareholding Pattern before and after the Preferential Issue (assuming the conversion of Equity Warrants, if allotted, into Equity Shares) is as below:**

Sr. No.	Category	Pre-issue		Post-issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>Promoters' holding</b>				
<b>1</b>	Indian				

	Individual	1,34,63,100	73.66%	1,50,95,100	66.27%
	Bodies corporate	NIL	NIL	0	
	Sub-total	1,34,63,100	73.66%	1,50,95,100	66.27%
<b>2</b>	Foreign promoters	NIL	NIL	0	
	<b>sub-total (A)</b>	<b>1,34,63,100</b>	<b>73.66%</b>	<b>1,50,95,100</b>	<b>66.27%</b>
<b>B</b>	<b>Non-promoters' / Public Shareholding</b>				
<b>1</b>	Institutional investors				
<b>2</b>	Non-institutions:				
	Private corporate bodies	96,000	0.52%	1413600	6.21%
	Directors and relatives	700	0%	700	0%
	Key Managerial Personnel	700	0%	700	0%
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	42,46,800	23.24%	4364400	19.16%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	1,50,000	0.83%	1327200	5.83%
	others (including NRIs and HUF)	3,19,200	1.75%	574800	2.52%
	<b>Sub-total (B)</b>	<b>48,13,400</b>	<b>26.34%</b>	<b>7681400</b>	<b>33.73%</b>
	<b>GRAND TOTAL</b>	<b>1,82,76,500</b>	<b>100%</b>	<b>2,27,76,500</b>	<b>100%</b>

*\*The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

#### **XVIII. Undertaking:**

The Company hereby undertakes that:

- a) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- b) As the Equity Shares have been listed for a period of more than ninety 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.
- c) The Company shall re-compute the price of the Warrants, in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required;
- d) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above Warrants, shall continue to be locked in till the time such amount is paid by the Proposed Allottees.
- e) Neither the Company, its Directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.
- f) The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- g) **Report of Independent Registered Valuer:** As the said Preferential Issue is not being made for consideration other than cash, valuation report from Independent Valuer is not required for the said Preferential Issue. However valuation report from Independent Registered Valuer has been taken in terms of Regulation 166A of SEBI ICDR Regulations, 2018.

#### **XIX. Listing**

The Company will make an application to the National Stock Exchanges of India Limited ("NSE") for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

#### **XX. Lock-in Period:**

The lock-in of Warrants/ Resulting Equity Shares shall be as per Regulation 167 of SEBI (ICDR) Regulations, 2018.

The pre-preferential allotment holding of the Proposed Allottee shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval as required under Regulation 167(6) of the SEBI ICDR Regulations.

The Warrants allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants, to the Promoter or promoter group shall be locked-in for a period of 18 months from the date of trading approval granted for the equity shares to be allotted pursuant to exercise of the option attached to warrant.

The equity shares to be allotted pursuant to exercise of options attached to warrants issued on preferential basis to the non-promoters shall be locked-in for a period of six months from the date of trading approval

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

Not applicable

**XXII. Practicing Company Secretary's Certificate:**

A certificate from Deepak V Sharma & Co., Firm of Company Secretaries, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations.

The certificate can be accessed at the website of the company at <https://www.graphisads.com> and shall be placed before this EGM.

The Board of Directors hereby confirm that none of the Directors or Key Managerial Personnel of the Company or their respective relatives except Mr. Mukesh Kumar Gupta, Mr. Alok Gupta, Mrs. Padma Gupta, Ms. Shilpa Gupta and Ms. Prerna Gupta who have been offered shares under the preferential issue, are in any way concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

For and on behalf of the Board of Directors  
**M/s Graphisads Limited**

**Sd/-**

**Date:** 16/09/2024

**Place:** New Delhi

Shobharam Dhama  
Company Secretary  
Mem. No.: A 23402

**Form No. MGT-11****Proxy form**

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

CIN:	L35999DL1987PLC029334
Name of the company:	GRAPHISADS LIMITED
Registered office:	4/24A, AB House, First Floor, Asaf Ali Road, Darya Ganj, Central Delhi, New Delhi, Delhi, India, 110002

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id*:
DP ID*:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

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 Tuesday, 15<sup>th</sup> October, 2024 at 01:30 P.M. (IST) at 3, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi, Delhi- 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Vote	
		For	Against
1.	To increase the Authorized Share Capital of the Company.		
2.	To issue Warrants on Preferential basis.		

\* Applicable for investors holding shares in Electronic form.

Signed this..... day of..... 2024

Affix  
Revenue  
Stamps

.....  
Signature of shareholder

.....  
Signature of Proxy holder(s)

**Note:**

1. 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.
2. The proxy need not be a member of the company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

## ATTENDANCE SLIP

CIN: L35999DL1987PLC029334

Registered Office: 4/24A, AB House, First Floor, Asaf Ali Road, Darya Ganj, Central Delhi, New Delhi, Delhi, India, 110002

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE**

**Joint shareholders may obtain additional Slip at the venue of the meeting**

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

Name of the Attending Member/Proxy (in Block Letters): \_\_\_\_\_

Address: \_\_\_\_\_

I hereby record my presence at the Extra-Ordinary General Meeting of the Company being held on Tuesday, 15<sup>th</sup> October, 2024 at 01:30 P.M. (IST) at 3, August Kranti Marg, Siri Institutional Area, Block A, Nipccd Campus, Hauz Khas, New Delhi, Delhi- 110016

.....  
Signature of the Attending Member/Proxy/ Authorised Representative

\* Applicable for investors holding shares in Electronic form.

### Notes:

1. A Member/Proxy/ Authorised representative attending the meeting must fill in and sign this Attendance Slip and hand it over at the entrance.



Route Map

