



CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING

An Extraordinary General Meeting (EGM) of the Shareholders of Radhe Developers (India) Limited is being convened on Wednesday, February 14, 2024 at 11:30 a.m. at Radhe Acres, Block No. 220, 226 & 227, B/h. Applewoods Township, Shela, Ahmedabad - 380059. The Notice of the EGM dated January 13, 2024 ("EGM Notice") was dispatched to the Shareholders of the Company on January 22, 2024, in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw the attention of all the members of the Company towards the said EGM Notice.

This Corrigendum is being issued to give notice to amend/ provide additional details as mentioned herein and pursuant to the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

We draw the attention of all the members of the Company towards the EGM Notice dated January 13, 2024 inter-alia, for point number 2 of the Special Resolution. This Corrigendum/ Addendum is being issued with respect to the "Relevant Date" mentioned in the Para II of the Resolution and Point No. XIV of the explanatory statements. Further this corrigendum is also issued for the % of Shareholding for both i.e. Pre and Post Shareholding. Further in the explanatory statements we have provided a link for PCS certificate as required by the Regulations. The relevant changes are highlighted in Italics font excluding the portion which have been deleted.

For the sake of better clarity and understanding, the revised point 2 of the Special Resolution and explanatory statement for item No. 2 should be read as follows:

ITEM NO.: 2 TO APPROVE THE ISSUANCE OF EQUITY SHARES TO PROMOTER AND PROMOTERS GROUP ON CONVERSION OF EXISTING UNSECURED LOAN:

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

"RESOLVED THAT pursuant to the provisions of Sections 62 read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {"Stock Exchange(s)"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections,



changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to up to 2,01,43,920 (Two Crores One Lakh Forty Three Thousand Nine Hundred Twenty) Equity Shares of face value of Rs. 1/- (Rupees One only) each fully paid up, to persons belonging to Promoter & Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of Rs. 8,56,11,660/- Rupees Eight Crores Fifty Six Lakhs Eleven Thousand Six Hundred Sixty Only), at an issue price of Rs. 4.25/- (Rupees Four and Twenty Five Paise Only) inclusive of Securities Premium of Rs. 3.25/- (Rupees Three and Twenty Five Paise Only) per Equity Share or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons ("Proposed Allottee"):

| Sr. No | Name of the Proposed Allottee | Category | No. of Equity Shares to be allotted |
|--------|-------------------------------|----------|-------------------------------------|
| 1 | Mr. Ashish Prafulbhai Patel | Promoter | 2,01,43,920 |

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be **Monday, January 15, 2024**, being the date 30 days prior to the date of the Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, February 14, 2024.

"RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee shall be adjusted towards the subscription/allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form.



“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Other Applicable Provisions

ITEM NO. 2

The Special Resolutions contained in Item No. 2 of the Notice, have been proposed pursuant to the provisions of Section 62 read with section 42 of the Companies Act, 2013, to issue and allot:

Up to 2,01,43,920 (Two Crores One Lakh Forty Three Thousand Nine Hundred Twenty) Equity shares of face value of Rs.1/- (Rupees One only) each towards conversion of loan to the extent of Rs. 8,56,11,660/- (Rupees Eight Crores Fifty Six Lakhs Eleven Thousand Six Hundred Sixty Only), to the persons belonging to the Promoter and Promoter Group of the Company at an Issue Price of Rs. 4.25/- (Rupees Four and Twenty Five Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The Promoters have extended loans to the Company and the Company proposes to convert loans worth Rs. 8,56,11,660/- into Equity Shares.

The proposed Preferential Issue is to be issued to the persons belonging ‘Promoter and Promoter Group Category’ as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on January 13, 2024.

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62 of the Companies Act, 2013, read with the rules made thereunder, and Chapter V of the SEBI ICDR Regulations for Item No. 2 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:



I. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued;

The Board of Directors at its meeting held on January 13, 2024, has, subject to the approval of the Members and such other approvals as may be required, and approved the issuance and allotment of:

Up to 2,01,43,920 (Two Crores One Lakh Forty Three Thousand Nine Hundred Twenty) Equity shares of face value of Rs.1/- (Rupees One only) each towards conversion of loan to the extent of Rs. 8,56,11,660/- (Rupees Eight Crores Fifty Six Lakhs Eleven Thousand Six Hundred Sixty Only), to the persons belonging to the Promoter and Promoter Group of the Company at an Issue Price of Rs. 4.25/- (Rupees Four and Twenty Five Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

II. Objects of the Issue:

There are Unsecured Loans from the Promoters and Promoter Group, and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Mr. Ashish Prafulbhai Patel to the extent of Rs. 8,56,11,660/- (Rupees Eight Crores Fifty Six Lakhs Eleven Thousand Six Hundred Sixty Only) and to strengthen the Capital structure of the Company. The promoters of the Company/ the proposed allottees have requested the board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company in to Equity Shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

Allocation of Preferential Issue funds

The issue of securities as mentioned in Item No. 2 of this Notice is pursuant to conversion of Loan of person belonging to the promoter category and allocation of the same is as following:

| Sr. No | Name of the Proposed Allottee | Outstanding loan proposed to be converted |
|--------------|-------------------------------|---|
| 1 | Mr. Ashish Prafulbhai Patel | Up to Rs. 8,56,11,660/- |
| TOTAL | | 8,56,11,660/- |

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

Schedule of implementation and Deployment of Funds

Since present preferential issue is pursuant to conversion of loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

Interim Use of Proceeds

Not applicable as the said issue is pursuant to conversion of loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.



Appraisal and Monitoring Agency

As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crores and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Only the following Promoter and Director have conveyed in writing to the Company to subscribe to the Equity Shares of the Company on a preferential basis by conversion of the unsecured loans given by them.

| Sr. No. | Name of the Allottee | No. of Equity Shares | Category |
|---------|-----------------------------|----------------------|---------------------|
| 1 | Mr. Ashish Prafulbhai Patel | 2,01,43,920 | Promoter & Director |

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

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

| Category | Pre issue Shareholding Structure | | Equity Shares to be allotted | Post Equity Allotment | |
|---|----------------------------------|---------------|------------------------------|-----------------------|---------------|
| | No. of Shares | % | | No. of Shares | % |
| A. Promoter Shareholding | | | | | |
| (1) Indian | - | - | - | - | - |
| (a) Individuals & HUF | - | - | - | - | - |
| (b) Bodies Corporate | - | - | - | - | - |
| (c) Others | 226519113 | 44.98 | 20143920 | 246663033 | 47.10 |
| Sub Total (A)(1) | 226519113 | 44.98 | 20143920 | 246663033 | 47.10 |
| (2) Foreign promoters | - | - | - | - | - |
| Total Promoter shareholding A=A1 +A2 | | | | | |
| B. Public Shareholding | | | | | |
| B1. Institutional | | | | | |
| 1. Mutual Fund | 196000 | 0.04 | - | 196000 | 0.04 |
| B2. Non Institutional | | | | | |
| 1. Individual | 265364899 | 52.69 | - | 265364899 | 50.67 |
| 2. NRI | 3385988 | 0.67 | - | 3385988 | 0.65 |
| 3. Bodies Corporate | 8132000 | 1.61 | - | 8132000 | 1.55 |
| Sub Total (B) | 277078887 | 55.02 | | 277078887 | 52.90 |
| C. Non Promoter – Non Public | - | - | - | -- | - |
| GRAND TOTAL (A+B+C) | 503598000 | 100.00 | 20143920 | 523741920 | 100.00 |

Note:

1. The pre-issue shareholding pattern is as on Quarter ended December 31, 2023.



- The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of securities.

V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural person who is the ultimate beneficial owner of the shares proposed to be allotted and the percentage of the pre and post preferential issue capital that may be held by proposed Allottee is given in the following table:

| Name and Pan of the Proposed Allottee | Category | Natural Persons who are the ultimate beneficial owner | Pre - issue Shareholding No. of Shares and % | Shares Proposed to be allotted | Post - Issue Shareholding No. of Shares and % |
|---------------------------------------|----------|--|--|--------------------------------|---|
| Mr. Ashish Prafulbhai Patel | Promoter | The Proposed allottee Mr. Ashish Prafulbhai Patel, a natural person is the ultimate beneficial owner | <u>No. of Share:</u> 8,54,52,020 <u>% of Share</u> 16.968 | 2,01,43,920 | <u>No. of Share:</u> 10,55,95,940 <u>% of Share</u> 20.162 |

VII. Consequential Changes in the control and change in management:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Undertakings:

None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

In terms of the ICDR Regulations, the Company hereby undertakes that:



1. It shall re-compute the price of the Equity Shares issued on conversion of loan in terms of the provisions of ICDR Regulations, where it is required to do so.

2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed Allottee or adjusted against the additional unsecured loan of the proposed allottee lying with the Company.

IX. The current and proposed status of the proposed allottees post the preferential issue namely:

| Sr. No | Name of the proposed Allottee | Current Status | Post Status |
|--------|---------------------------------|----------------|-------------|
| 1 | Mr. Ashishbhai Prafulbhai Patel | Promoter | Promoter |

X. Practicing Company Secretary Certificate:

A certificate from M/s. Jalan Alkesh & Associates, being the Practicing Company Secretary, (Membership no.: 10620 and PCS no.: 4580), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate will be available at the website of the Company namely <https://www.radhedevelopers.com/investors/shareholder-information/>.

XI. Lock-in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XII. Amount which the Company intends to raise by way of such securities:

Not Applicable since the issue is pursuant to conversion of loan into equity.

XIII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.

XIV. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer and basis of Issue price and Relevant Date:

The proposed allotment will be made on cash basis, since the shares will be issued upon conversion of unsecured loan of the proposed allottee.

The Equity Shares of Company are listed on BSE Limited, for a period of more than 90 trading days as on the relevant date i.e., **January 15, 2024** and are frequently traded in accordance with the SEBI (ICDR) Regulations.



In terms of the provisions of Chapter V of the Securities and Exchange Board of India (ICDR) Regulations, 2018 the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- i. the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. 4.03/- per Equity Share; or
- ii. the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e., Rs. **4.16/- per Equity Share**.

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 4.25/- per Equity Share being higher of the above two prices.

The price determined through Valuation report of Mr. Anilkumar Agarwal, Chartered Accountant (Registered Valuer: IBBI/RV/06/2019/11942 i.e., Rs. 4.18/- per Equity Share. The said report is available on the website of the Company.

Method of determination of price as per the Articles of Association of the Company - the Articles of Association of the Company is available on the website of the Company i.e. www.radhedevelopers.com.

The Proposed Allottees have decided to subscribe to the proposed issue of Equity Shares at an Issue Price of Rs. 4.25/- (Rupees Four and Twenty Five Paise Only) each inclusive of Securities Premium of Rs. 3.25/- (Rupees Three and Twenty Five Paise Only), which is higher than the prices as computed above.

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

Mr. Ashish Prafulbhai Patel, Managing Director is concerned or interested in the above Resolution as it relates to issue/allotment of Equity Shares to him as Promoter on Preferential Basis. Mrs. Jahnvi Ashish Patel, wife of Mr. Ashish Prafulbhai Patel, Director of the Company is deemed to be interested in the proposed resolution. Mr. Ashish Prafulbhai Patel and Mrs. Jahnvi Ashish Patel are deemed to be interested to the extent of their Shareholding. Other Directors/ Key Managerial Personnel of the Company/ their relatives are not interested in the proposed resolution.

Other Disclosures:

The Proposed Allottee have represented that neither he nor any promoter group have sold / transferred any Equity Shares of the Company during the 6 (Six) months preceding the Relevant Date.

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the subscribed capital of a Company by allotment of further Equity Shares etc., such further Securities shall be offered to the existing Members of the Company in the manner laid down in Section 62, unless the Members in General Meeting decide otherwise by passing a Special Resolution. As provided in first proviso to Rule 13(1) of Companies (Share Capital and Debentures) Rules, 2014, the Company is not required to circulate/file Private Placement Offer Letter as



prescribed under Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as the proposed issue is only to the existing shareholder of the Company. The Company has made arrangements to record the offer.

There are no outstanding warrants as on date.

The Company is authorised to convert the loan into Equity Shares in accordance with the Articles of the Association of the Company.

Mr. Ashish Prafulbhai Patel, Managing Director is concerned or interested in the above Resolution as it relates to issue/allotment of Equity Shares to him as Promoter on Preferential Basis. Mrs. Jahnvi Ashish Patel, wife of Mr. Ashish Prafulbhai Patel, Director of the Company is deemed to be interested in the proposed resolution. Further Mr. Prafulbhai Chunibhai Patel, Mrs. Madhuben Prafulbhai Patel and Mrs. Nikiben Miteshbhai Shah who are the relatives of Mr. Ashish Prafulbhai Patel are also deemed to be interested in the proposed resolution. The Board of Directors recommends the resolution as set out in item no. 2 of this notice for the issue of Equity Shares on a preferential basis, to the persons belonging to the promoter and promoter group category by way of Special Resolution.

Necessary documents in this regard are available for inspection by the Members in electronic mode under Investor Relations link of Company's website i.e. www.radhedevelopers.com.

This Corrigendum to the Notice of the EGM shall form an integral part of the Notice of EGM which has already been circulated to shareholders of Company and on and from the date hereof, the Notice of the EGM shall always be read in conjunction with this Corrigendum. This corrigendum is also being published in the Newspaper and will also be made available on website of the stock exchange i.e. BSE and on the website of the Company (www.radhedevelopers.com). All other contents of the Notice of EGM, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

**By order of the Board of Directors of
Radhe Developers (India) Limited**

SD/-

Khyati Patel

Company Secretary & Compliance Officer

Date : February 06, 2024

Place : Ahmedabad

Registered Office:

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