

**KACHCHH MINERALS LIMITED**

CIN: L15543MH1981PLC024282

Reg. Office: Shop No 16, S 2nd Floor, Sej Plaza, Marve Road, Nr Nutan Vidya Mandir School,  
Malad West Mumbai-400 064, Maharashtra, India.

Email Id: kachhmineral@yahoo.in

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NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (“THE EGM” / “THE MEETING”) OF THE MEMBERS OF KACHCHH MINERALS LIMITED (“THE COMPANY”) WILL BE HELD ON FRIDAY, MAY 23, 2025, AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCE (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) HEREIN AFTER REFERRED TO AS “ELECTRONIC MODE” TO TRANSACT THE FOLLOWING BUSINESSES:

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**SPECIAL BUSINESS:**

**1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:**

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

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing ₹ 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 90,00,00,000 (Rupees Ninety Crores Only) divided into 9,00,00,000 (Nine Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

*V. The Authorized Share Capital of the Company is ₹ 90,00,00,000 (Rupees Ninety Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each. Any shares of the original or increased capital may from time to time be issued with guarantee or any rights or preference whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any shares previously issued or then about to be issued or with deferred or qualified rights as compared with any shares previously issued or subject to any provisions or conditions and with any special right or limited right or without any right of voting and generally on such terms as the company may from time to time determine.*

RESOLVED FURTHER THAT the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**2. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY:**

*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 Section 13 and other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory

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modification(s) or re-enactment thereof for the time being in force, if any) and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and other necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, which the Board of Directors is authorised to accept, as it may deem fit, consent of the Members of the Company be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company by including the following new sub-clauses 3,4,5,6 and 7, such that the existing Clause III (A) shall contain new sub-clauses 1,2,3,4,5,6 and 7:

3. To market, trade, import, export, improve, buy, sell and deal in all kinds of agricultural products including but not limited to spices, seeds, oil seeds, grains, vegetables, fruits, herbs, pickles and all other organic products and herbal products and to do trading of the agri-commodities whether perishable or non- perishable and also do stocking of the same at their own premises or leased premises and promote & sell their own brand along with farmer produce and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items.
4. To carry on the business of trader, distributor and deal in all kinds of aerated, artificial or mineral water, carbonated drinks, fruit drinks, canned food, packed food, squashes, syrups, soft drinks, milk and milk products and beverages.
5. To carry on the business of the cinematograph trade and industry in all their branches and activities and particularly the business of production, distribution, exploitation, exhibition, import and export of all kinds of cine films, talkie films, video films, telefilms, documentary films, advertising films, TV Serials and films and motion pictures of all kinds and nature for entertainment, gaming, amusement, publicity, education and instruction in all languages prevailing in the world.
6. To erect and construct houses, building, do civil construction work of all types, infrastructure work of all types and to purchase-take on lease, or otherwise, own, construct, effect, alter, develop, decorate, furnish, equip with all infrastructure, pull down, improve, repair, renovate, build, plan, layout, set, transfer, charge, assign, let out, sublet all type of plots, lands, buildings, bungalows, quarters, offices, flats, chawls, warehouses, colonies, godowns, shops, stalls, markets, malls, multiplexes, hotels, restaurants, banquet halls, houses, structures, constructions, tenements, roads, bridges, flyovers, underpasses, railway lines, dams, all kinds of agriculture infrastructure and infrastructure for the wasteland, refineries of all kinds, airports, seaports, telecom infrastructures, powerhouses, mines, lands, estates, immovable properties of all types and to act as consultants for real estate, immovable properties, and all types.
7. To carry on the business of buying, selling, trading, importing, exporting, distributing, manufacturing, processing, storing, and undertaking all kinds of commercial activities and dealing in goods or services to generate profit.

**RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the objects clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

**RESOLVED FURTHER THAT** the Board of Director(s) of the Company (including its Committee thereof) and/or Key Managerial Personnel(s) of the Company, be and are hereby severally authorized to file

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necessary form(s) with the Registrar of Companies and settle any doubt or question arising with regards to the aforesaid resolution and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same and to do all such acts, deeds, matters & things and take all steps as be necessary, proper or expedient to give effect to this resolution.”

**3. TO ADOPT THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY AS PER COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the company with a new set of Memorandum of Association (“MOA”) as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

**4. TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14, or any other applicable provisions of the Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to substitute the existing Articles of Association of the company with a new set of Articles of Association as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Mumbai.”

**5. MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT,2013:**

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

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**“RESOLVED THAT** pursuant to the provisions of Section 186 read with 179(3)(f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modification thereof for the time being in force and as may be enacted from time to time), if any, consent of the Members of the Company be and is hereby accorded to:

- a. give any loan to any person(s) or other body corporate(s);
- b. give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- c. acquire by way of subscription, purchase or otherwise, securities of any other body corporate

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding ₹ 300,00,00,000/- (Rupees Three Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**6. ACQUISITION OF 30,000 EQUITY SHARES OF M/S. RAJHANS PROCON PRIVATE LIMITED (“RPPL”):**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 186 read with 179(3)(j), and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, sanctions, consents, and permissions as may be required from any statutory, regulatory, or governmental authority, consent of the Members of the Company be and is hereby accorded for the acquisition of **30,000 (Thirty Thousand)** Equity Shares, representing 100% of the equity shareholding in M/s. Rajhans Procon Private Limited (“RPPL”) for a total purchase consideration of ₹ 206,74,50,000/- (Rupees Two Hundred and Six Crores Seventy Four Lakhs Fifty Thousand Only) at a price of ₹ 68,915/- (Rupees Sixty-Eight Thousand Nine Hundred and Fifteen Only) per equity share (Purchase Consideration).

**RESOLVED FURTHER THAT** in consideration of the above acquisition, consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 7,38,37,500/- (Seven Crores Thirty Eight Lakhs Thirty Seven Thousand Five Hundred Only) fully paid-up equity shares of the Company having face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 28/- (Rupees Twenty Eight Only) per equity share (including a premium of ₹ 18/- per share), to the shareholders of RPPL by way of share swap, thereby discharging the entire purchase consideration for the acquisition of RPPL.

**RESOLVED FURTHER THAT** upon the allotment of the said equity shares, RPPL shall become a wholly own subsidiary of M/s. Kachchh Minerals Limited (“the Company”), and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

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**RESOLVED FURTHER THAT** any present Director of the Company or the Company Secretary of the company, be and is hereby authorized to decide and finalize the terms and conditions of acquisition while making investment(s), sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**7. OFFER, ISSUE AND ALLOTMENT OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):**

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

“**RESOLVED THAT** pursuant to the provisions of (i) Sections 23, 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively, the “CA 2013”); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended (“SEBI ICDR Regulations”); (iii) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation 2015 (“SEBI LODR Regulations”), (iv) any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (‘SEBI’), Reserve Bank of India (‘RBI’), stock exchange and/or any other statutory/ regulatory authority; (v) the Listing Agreement entered into by the Company with the stock exchange, (vi) in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies 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 the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot, up to 7,38,37,500 (Seven Crores Thirty Eight Lakhs Thirty Seven Thousand Five Hundred Only) fully paid-up equity shares (hereinafter referred to as “Equity Shares”) of the Company having face value of ₹ 10/- (Rupee Ten Only) each at a price of ₹ 28/- (Rupees Twenty Eighty Only) per equity share, including a premium of ₹ 18/- (Eighteen) per share, as determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 206,74,50,000/- (Rupees Two Hundred and Six Crores Seventy Four Lakhs Fifty Thousand Only) (“Purchase Consideration”), on preferential allotment basis for a consideration other than cash (share swap) to the following Proposed Allottees/ Shareholder of M/s. Rajhans Procon Private Limited (“RPPL”) for consideration other than cash being payment to be made towards the acquisition of 30,000 Equity shares representing 100% equity shareholding (“Sale Shares”) of RPPL on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Names of the Investors/ proposed Allottees (Shareholder of RPPL)	Category (Promoter and Non- Promoter)	No. of Equity Shares to be allotted
1.	Miteshkumar Ranchhod Movaliya	Non-Promoter	8860500
2.	Sanjaykumar Parsottambhai Movaliya	Non-Promoter	4430250
3.	Manojkumar Parsottambhai Movaliya	Non-Promoter	4430250
4.	Bagasariya Anilbhai Vallabhbai	Non-Promoter	738375
5.	Bagasariya Vandanaben Anilbhai	Non-Promoter	738375
6.	Vicky Y Jadav	Non-Promoter	738375

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7.	Pareshkumar Balubhai Patel	Non-Promoter	738375
8.	Nilesh Girdharlal Gojariya	Non-Promoter	738375
9.	Gojariya Mehula Nileshbhai	Non-Promoter	738375
10.	Anupambhai B Lad	Non-Promoter	738375
11.	Vaidya Radhaben Hardik	Non-Promoter	738375
12.	Vijay Kumar Natubhai Solanki	Non-Promoter	738375
13.	Satish B Kanani	Non-Promoter	738375
14.	Jadav Tinaben	Non-Promoter	738375
15.	Bagsariya Lataben Ashvinbhai	Non-Promoter	738375
16.	Ashvinbhai Vallabhbhai Bagsariya	Non-Promoter	738375
17.	Hardijkumar Vaikunthbhai Vaidya	Non-Promoter	738375
18.	Gunvantbhai Rambhai Patel	Non-Promoter	738375
19.	Solanki Ushaben Vijaybhai	Non-Promoter	738375
20.	Khandhar Ronak Kishorbhai	Non-Promoter	1476750
21.	Patel Deepan Pravinkumar	Non-Promoter	1476750
22.	Ravi U Parmar	Non-Promoter	1476750
23.	Samani Shyam Dipakbhai	Non-Promoter	1476750
24.	Madlani Yash Dipakbhai	Non-Promoter	1476750
25.	Khimani Naranbhai Ravji	Non-Promoter	1476750
26.	Khimani Mayurbhai Naranbhai	Non-Promoter	1476750
27.	Ashwin Bhimjibhai Kanani	Non-Promoter	1476750
28.	Bhingradiya Nilesh Jerambhai	Non-Promoter	1476750
29.	Trivedi Sangitaben Jatankumar	Non-Promoter	1476750
30.	Amitkumar Jerambhai Bhingradiya	Non-Promoter	1476750
31.	Desai Sanjay Dhirubhai	Non-Promoter	1476750
32.	Bipin Bhagwanjibhai Mashru	Non-Promoter	1476750
33.	Hirpara Vipul Mansukhlal	Non-Promoter	1476750
34.	Desai Piyush Dhirubhai	Non-Promoter	1476750
35.	Vipul Arvindbhai Thaker	Non-Promoter	1476750
36.	Patel Hinaben Kalkikkumar	Non-Promoter	1476750
37.	Trivedi Punit Babulal	Non-Promoter	1476750
38.	Patel Harshil Nitinkumar	Non-Promoter	1476750
39.	Avasthi Sanket	Non-Promoter	1476750
40.	Dimple Choksi	Non-Promoter	2953500
41.	Hetal Arunkumar Prajapati	Non-Promoter	2953500
42.	Hema Jayprakash Bhavsar	Non-Promoter	2953500
43.	Jyoti Singh	Non-Promoter	738375
44.	Vijay Jayantilal Thakkar	Non-Promoter	1476750
45.	Kalpesh Arvindbhai Trivedi	Non-Promoter	1476750
46.	Vimal Kumar Mistri	Non-Promoter	1476750
47.	Miteshbhai Shashikantbhai Prajapati	Non-Promoter	738375
Total			73837500

**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above shall be Wednesday, April 23, 2025, being the working day immediately preceding the date 30 (thirty) days prior to the date of Extra-Ordinary General Meeting to approve this offer.”

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**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Equity Shares proposed to be issued and allotted to the Proposed Allottee shall inter-alia be subject to the following:

- a. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution passed; or (ii) receipt of last of the approval/ permission required for such allotment from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchange for issuance of the Equity Shares to Proposed Allottees);
- b. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the memorandum and articles of association of the Company and applicable laws.
- c. The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- d. No partly paid-up Equity Shares shall be issued and allotted;
- e. Allotment of the Equity Shares shall only be made in dematerialized form;
- f. The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on Bombay Stock Exchange Limited subject to the receipt of necessary regulatory permissions and approvals;
- g. If the Proposed Allottees fail to transfer Sale Shares of RPPL to the Company or is found not eligible for the aforesaid allotment or upon non-receipt of necessary approval(s) of the regulatory authority(ies), as may be required and / or in accordance with the provisions of the law, the Company shall not allot any Equity Shares to the Proposed Allottees.

**RESOLVED FURTHER THAT** the Company hereby take note of the certificates from M/s. Mihen Halani & Associates, Practicing Company Secretary certifying that the above issue of equity shares of the Company is being made in accordance with the SEBI ICDR Regulations.

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

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, complete record of private placement offer be recorded in the Form PAS-5 for the issue of invitation to subscribe to the Equity Shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of the equity shares of the Company, any of the present Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the

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Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required and as permitted by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

Place: Mumbai

Date: April 24, 2025

By order of Board of Directors

For Kachchh Minerals Limited

SD/-

Daksh Narendrabhai Trivedi

Director

DIN:05232654

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## NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its circular nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder and circular nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and General Circular No. 09/ 2024 dated September 19, 2024 , respectively in relation to “Clarification on holding of Annual General Meeting (EGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)” (collectively referred to as ‘MCA Circulars’) permitted the Companies whose EGMs are due in the year 2024, to conduct their EGMs on or before September 30, 2024 through VC / OAVM, without the physical presence of the members at a common venue and further provided relaxation from dispatching of physical copies of Notice of EGM and financial statements for year 2024 and considering the above MCA Circulars, Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (“SEBI Circular”) provided relaxation up to September 30, 2024, from Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) which requires sending hard copy of the Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 (‘Act’) to the shareholders who have not registered their email addresses. In compliance with the MCA Circulars and SEBI Circulars, EGM of the Company is being convened and conducted through VC / OAVM, without the physical presence of the Members at a common venue.
2. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
3. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Bigshare Services Pvt. Ltd. at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or, the Secretarial Department of the Company at [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in).
4. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Bigshare Services Pvt. Ltd. at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or, the Secretarial Department of the Company at [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in).
5. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in) for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI

## KACHCHH MINERALS LIMITED

CIN: L15543MH1981PLC024282

Reg. Office: Shop No 16, S 2nd Floor, Sej Plaza, Marve Road, Nr Nutan Vidya Mandir School,  
Malad West Mumbai-400 064, Maharashtra, India.

Email Id: [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in)

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(Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 as well as venue voting on the date of the EGM will be provided by NSDL.

7. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the EGM and Explanatory statement on the date of EGM are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
8. Members may note that the Notice of the EGM will also be available on the Company's website at [www.kachchhminerals.com](http://www.kachchhminerals.com) and websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Bigshare Services Pvt. Ltd. at [www.bigshareonline.com](http://www.bigshareonline.com) and 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. Since this EGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the EGM through VC / OAVM and vote through remote e-voting on its behalf at [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in) and [investor@bigshareonline.com](mailto:investor@bigshareonline.com), pursuant to Section 113 of the Companies Act, 2013.
12. In the case of Joint Holders attending the EGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
13. Only bona fide members of the Company whose names appear on the Register of Members will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
14. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the EGM. Members who wish to inspect, may send their request through an email at [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in) up to the date of EGM.

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15. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
16. The Company has fixed **Friday, May 16, 2025** as Cut-off date for determining the eligibility of Members entitled to vote at the EGM. The remote e-voting shall remain open for a period of 3 days commencing from Tuesday, May 20, 2025 at 9:00 a.m. to Thursday, May 22, 2025 till 05:00 p.m. (**both days inclusive**).
17. The Company has appointed M/s. Mihen Halani & Associates, Practicing Company Secretaries (Membership No.: FCS9926; COP: 12015) as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during 11:00 A.M. to 01.30 P.M. on all working days except Saturdays and Sundays, up to and including the date of the EGM of the Company. Members who wish to inspect, may send their request through an email at [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in) up to the date of EGM.
19. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards - SS 2 on General Meetings, for directors seeking appointment/re-appointment at the EGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
20. In line with the measures of "Green Initiatives", the Act provides for sending Notice of the EGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
21. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
22. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.

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23. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
24. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
- a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Tuesday, May 20, 2025 at 9:00 a.m. and ends on Thursday, May 22, 2025 at 05:00 p.m. (both days inclusive). 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. Friday, May 16, 2025, 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 Friday, May 16, 2025.

**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 and joining virtual meetings 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be

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	<p>able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div data-bbox="803 1255 1307 1554" style="text-align: center;"><p><b>NSDL Mobile App is available on</b></p><p> <b>App Store</b>       <b>Google Play</b></p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 evoting is in progress as per the information provided by company. On</li></ol>

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	<p>clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Provide ₹</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at <b>022 - 4886 7000</b></p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800-21-09911</b></p>

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B) Login Method for e-Voting and joining virtual meeting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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’.

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(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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 [mihenhalani@mha-cs.com](mailto:mihenhalani@mha-cs.com) with a copy marked to [evoting@nsdl.com](mailto: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.

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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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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 [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in).
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 [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in). If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting 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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

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1. Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [kachhmineral@yahoo.in](mailto:kachhmineral@yahoo.in). The same will be replied by the company suitably.

Place: Mumbai  
Date: April 24, 2025

**By order of Board of Directors  
For Kachchh Minerals Limited**

SD/-

**Daksh Narendrabhai Trivedi  
Director  
DIN:05232654**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN THE MEMORANDUM OF ASSOCIATION:**

The Board of Directors of the Company in its meeting held on April 24,2025 proposed an increase in Authorized Share Capital of the Company from ₹ 10,00,00,000 (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹90,00,00,000 (Rupees Ninety Crores Only) divided into 9,00,00,000 (Nine Crores Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each subject to shareholder's approval.

It is therefore proposed to increase the Authorized Share Capital of the Company by creating 8,00,00,000 (Eight Crores) additional equity shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection by the shareholders 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 by way of a Ordinary Resolution.

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 resolutions.

**2. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY:**

Your Company is currently engaged in the business of Mining of crude China clay and other Minerals and engaged in the process of levigating and pulverizing the crude China clay and other Minerals. It is also engaged in manufacturing, dealing, trading, exporting and importing various Minerals. However, considering the business expansion strategies and with a view to explore emerging business opportunities, unearthing new synergies of growth and value creation for our diverse stakeholders, the Company proposes to enter and undertake business of cinematograph trade and industry, dealing in all kinds of agricultural products, undertaking infrastructure projects and other Commercial activities.

All the above proposed businesses have good potential and bright prospects for the Company. The above-mentioned new opportunities would allow the company to diversify its operation thereby, scaling up its growth, contributing immensely to the bottom line of the Company, and unlocking shareholder wealth.

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On receipt of approval from the members, the Company shall commence these activities at the appropriate time as the Board deems fit after considering the potential opportunities and other factors to enter the market.

Further, to comply with the provisions of Section 4(1)(c), Section 13 and other applicable provisions, if any, of the Act, it is proposed to alter the existing Clause III (A) of the Memorandum of Association (“the MOA”) of the Company by including the new sub-clauses.

The Board of Directors, on April 24, 2025, approved the aforesaid alteration in the Object Clause of the MOA of the Company, subject to the approval of the Members of the Company and thereafter by the respective Registrar of Companies, Mumbai.

A copy of the MOA of the Company showing the proposed changes is available for inspection by the members at the Company’s registered office on any working day during business hours. Further, the amended copies of the MOA can be made available to the members concerned on demand for the purpose of verification by members.

None of the directors or key managerial personnel or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolutions.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for altering the Object clause of Memorandum of Association of the Company by way of a Special Resolution.

**3. TO ADOPT THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY AS PER COMPANIES ACT, 2013:**

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013. According to the new act, the companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per the Companies Act, 2013. The new set of MOA is based on Table-A of the Companies Act, 2013.

A copy of the proposed set of new Memorandum of Associations of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:00 A.M. to 01:30 P.M. up to the date of the Extra-Ordinary General Meeting.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 3 seeking approval of the Members for adoption of new set of Memorandum of Association of the Company by way of a Special Resolution.

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**4. TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 (the erstwhile Act) and several regulations in the existing AOA contained references to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the new Act).

With the coming into force of the new Act, several regulations of the existing AOA of the company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

A copy of the proposed set of new articles of Associations of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:00 A.M. to 01:30 P.M. up to the date of the Extra-Ordinary General Meeting.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 4 seeking approval of the Members for adoption of new set of Articles of Association of the Company by way of a Special Resolution.

**5. MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

As per the provisions of Section 186 read with Section 179(3)(f) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

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None of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 5 seeking approval of the Members by way of a Special Resolution.

**6. ACQUISITION OF 30,000 EQUITY SHARES OF M/S. RAJHANS PROCON PRIVATE LIMITED (“RPPL”):**

The Company proposes to acquire 30,000 equity shares of M/s. Rajhans Procon Private Limited (“RPPL”), representing 100% of its equity shareholding. The total purchase consideration for this acquisition is ₹ 206,74,50,000/- (Rupees Two Hundred and Six Crores Seventy-Four Lakhs Fifty Thousand Only) at a price of ₹ 68,915/- (Rupees Sixty-Eight Thousand Nine Hundred and Fifteen Only) per equity share (Purchase Consideration). In consideration of this acquisition, the Company intends to issue and allot up to 7,38,37,500/- (Seven Crores Thirty-Eight Lakhs Thirty-Seven Thousand Five Hundred Only) fully paid-up equity shares of the Company having face value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 28/- (Rupees Twenty Eight Only) per equity share (including a premium of ₹ 18/- per share), to the shareholders of RPPL by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of RPPL. Upon completion of this acquisition, RPPL will become a wholly own subsidiary of our company.

The proposed acquisitions are strategic initiatives aimed at expanding the Company’s business operations and enhancing its market position. These acquisitions will facilitate the transfer of ownership without impacting on the Company’s cash reserves, thereby preserving liquidity and optimizing the use of available resources. The Board of Directors believes that these acquisitions align with the Company’s growth strategy and are in the best interests of the Company and its shareholders.

Except Mrs. Surekha Agrawal, none of Directors /Key Managerial Persons (KMP) or their relatives are interested in any way in the resolutions mentioned above except their Shareholdings in the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 6 seeking approval of the Members by way of a Special Resolution.

**7. OFFER, ISSUE AND ALLOTMENT OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH (SHARE SWAP):**

The Board pursuant to its resolution dated April 24, 2025 had approved the acquisition of 30,000 Equity Shares representing 100.00% shareholding of the M/s Rajhans Procon Private Limited (“RPPL”), against 7,38,37,500 fully paid-up equity shares of the Company. The Board of Directors of the Company shall allot 7,38,37,500 Equity shares to Rajhans Procon Private Limited (“RPPL”) against the acquisition of its 100.00% equity shares of the said Company. By virtue of this, your Company will hold 30,000 Equity shares i.e., 100.00% shareholding of RPPL. As purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of RPPL, being the payment towards the swap shares. For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash at a price of ₹ 28.00 (Rupees Twenty Eight Only) per equity share (including a premium of ₹ 18/- per share) to the Proposed Allottee for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure

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Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) on a preferential basis.

Pursuant to the above transaction, there would be no change in the management or control of the Company to the Proposed Allottees. The Proposed Allottee have confirmed their eligibility in terms of Regulation 159 of ICDR Regulations to subscribe to the Equity shares to be issued pursuant to the Preferential Issue.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued there- under, are set forth below:

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

The Company intends to acquire entire paid-up equity share capital of RPPL. The Company has agreed to discharge Purchase Consideration payable for the acquisition of the RPPL by acquiring 30,000 Equity Shares constituting 100.00% stake of the RPPL from the Proposed Allottees for consideration other than cash - settled by allotment of Equity Shares of the Company (Share swap) as mentioned in resolution in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange and any other regulatory approvals, as may be applicable.

**2. Particulars of the offer including the maximum number of specified securities to be issued.**

The Board, pursuant to its resolution dated April 24, 2025, has approved the proposed preferential issue of upto 7,38,37,500 Equity Shares at a price of ₹ 28/- (Rupees Twenty Eight Only) per equity share (including a premium of ₹ 18/- per share), for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

**3. Relevant Date with reference to which the price has been arrived at:**

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 Wednesday, April 23, 2025, being the date 30 days prior to the date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Friday, May 23, 2025.

**4. Basis on which the price has been arrived at and justification for the price (including premium, if any):**

The Equity Shares of Company are listed and frequently traded on BSE Ltd (“BSE”) in terms of Regulation 164(5) of SEBI ICDR Regulations, 2018. Accordingly, in case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares in preferential issues has to be calculated as:

- a. the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

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- b. the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue. Also, the Proposed Preferential Issue is not expected to result in change in control, however, there is 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.

Further, as per Regulation 163(3) of SEBI ICDR Regulations, 2018, specified securities may be issued on a preferential basis for consideration other than cash: Provided that consideration other than cash shall comprise only swap of shares pursuant to a valuation report by an independent registered valuer, which shall be submitted to the Stock Exchanges where the equity shares of the issuer are listed.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, it shall require a valuation report from an independent registered valuer and consider the same for determining the price as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018.

Accordingly, the company has obtained Valuation Report dated April 24,2025 issued by M/S Procurve Valux Private Limited, **CA Sejal Agrawal (Director), Registered Valuer Entity-Securities & Financial Assets** , Registration No. **IBBI/RV-E/02/2025/218** having office at E-716, Ganesh Glory 11, Jagatpur, S G Highway, Ahmedabad 382 481 in accordance with Regulation 165 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at [www.kachchhminerals.com](http://www.kachchhminerals.com)

Pursuant to the above, the minimum issue price determined in accordance with regulations 165, read with Regulation 166A of Chapter V of SEBI ICDR Regulations is ₹ 28/-.

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

The shares are being allotted for consideration other than cash as part of the consideration payable

**6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:**

None of the directors, promoters, Key Managerial Personnel or senior Management intend to subscribe to the preferential issue.

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**7. Time frame within which the Preferential Issue shall be completed:**

As required under Chapter V of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, the allotment shall be completed within 15(Fifteen) days from the date of such approval(s), as the case may be.

**8. Name of the proposed allottees of equity shares along with their PAN Number, class and percentage of post Preferential Issue capital that may be held by them:**

The details are as follows:

Sr. No	Name of the Proposed Allottee of Equity Shares	PAN card of allottees	Class (Promoter /Non-Promoter)	Pre-Issue Shareholding		Issue of Equity shares (Present Issue) (No.)	Post Issue Shareholding	
				No. of Shares	% of Share holding		No. of Shares	% of Share holding
1.	Miteshkumar Ranchhod Movaliya	ACJPM1774C	Non-Promoter	0	0	8860500	8860500	11.20
2.	Sanjaykumar Parsottambhai Movaliya	AEBPM8137R	Non-Promoter	0	0	4430250	4430250	5.60
3.	Manojkumar Parsottambhai Movaliya	ABQPD3564K	Non-Promoter	0	0	4430250	4430250	5.60
4.	Bagasariya Anilbhai Vallabhbai	AMUPB4843Q	Non-Promoter	0	0	738375	738375	0.93
5.	Bagsariya Vandanaben Anilbhai	BYGPB6999E	Non-Promoter	0	0	738375	738375	0.93
6.	Vicky Y Jadav	AIRPJ5202G	Non-Promoter	0	0	738375	738375	0.93
7.	Pareshkumar Balubhai Patel	BYPPP2955K	Non-Promoter	0	0	738375	738375	0.93
8.	Nilesh Girdharlal Gojariya	AUYPG0784B	Non-Promoter	0	0	738375	738375	0.93
9.	Gojariya Mehula Nileshbhai	ARIPG6510E	Non-Promoter	0	0	738375	738375	0.93

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10.	Anupambhai B Lad	ADOPL7720R	Non-Promoter	0	0	738375	738375	0.93
11.	Vaidya Radhaben Hardik	ATKPR1045B	Non-Promoter	0	0	738375	738375	0.93
12.	Vijay Kumar Natubhai Solanki	AOTPS7384A	Non-Promoter	0	0	738375	738375	0.93
13.	Satish B Kanani	AUNPK7220K	Non-Promoter	0	0	738375	738375	0.93
14.	Jadav Tinaben	ANTPJ0167D	Non-Promoter	0	0	738375	738375	0.93
15.	Bagsariya Lataben Ashvinbhai	AAWPB3574E	Non-Promoter	0	0	738375	738375	0.93
16.	Ashvinbhai Vallabhbhai Bagsariya	AAYPB8484F	Non-Promoter	0	0	738375	738375	0.93
17.	Hardijkumar Vaikunthbhai Vaidya	AEWPV4480P	Non-Promoter	0	0	738375	738375	0.93
18.	Gunvantbhai Rambhai Patel	ABRPP2564J	Non-Promoter	0	0	738375	738375	0.93
19.	Solanki Ushaben Vijaybhai	EBZPS0347Q	Non-Promoter	0	0	738375	738375	0.93
20.	Khandhar Ronak Kishorbhai	AFQPK3022F	Non-Promoter	0	0	1476750	1476750	1.87
21.	Patel Deepan Pravinkumar	BMVPP9547H	Non-Promoter	0	0	1476750	1476750	1.87
22.	Ravi U Parmar	GKHPP4548F	Non-Promoter	0	0	1476750	1476750	1.87
23.	Samani Shyam Dipakbhai	NMRPS8283K	Non-Promoter	0	0	1476750	1476750	1.87
24.	Madlani Yash Dipakbhai	DGTPM4193J	Non-Promoter	0	0	1476750	1476750	1.87
25.	Khimani Naranbhai Ravji	AQMPK3444J	Non-Promoter	0	0	1476750	1476750	1.87
26.	Khimani Mayurbhai Naranbhai	AUMPK1474G	Non-Promoter	0	0	1476750	1476750	1.87
27.	Ashwin Bhimjibhai Kanani	CGGPK1646E	Non-Promoter	0	0	1476750	1476750	1.87

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28.	Bhingradiya Nilesh Jerambhai	COLPB1884C	Non- Promoter	0	0	1476750	1476750	1.87
29.	Trivedi Sangitaben Jatankumar	bfdpt0297k	Non- Promoter	0	0	1476750	1476750	1.87
30.	Amitkumar Jerambhai Bhingradiya	AKYPB7197D	Non- Promoter	0	0	1476750	1476750	1.87
31.	Desai Sanjay Dhirubhai	BJGPD7560Q	Non- Promoter	0	0	1476750	1476750	1.87
32.	Bipin Bhagwanjibhai Mashru	AGKPM7315G	Non- Promoter	0	0	1476750	1476750	1.87
33.	Hirpara Vipul Mansukhlal	ABXPK7229J	Non- Promoter	0	0	1476750	1476750	1.87
34.	Desai Piyush Dhirubhai	BQCPD8774P	Non- Promoter	0	0	1476750	1476750	1.87
35.	Vipul Arvindbhai Thaker	AAUPT4695E	Non- Promoter	0	0	1476750	1476750	1.87
36.	Patel Hinaben Kalkikkumar	BIDPP8084P	Non- Promoter	0	0	1476750	1476750	1.87
37.	Trivedi Punit Babulal	AFHPT9096B	Non- Promoter	0	0	1476750	1476750	1.87
38.	Patel Harshil Nitinkumar	BORPP8432F	Non- Promoter	0	0	1476750	1476750	1.87
39.	Avasthi Sanket	NHKPS4335A	Non- Promoter	0	0	1476750	1476750	1.87
40.	Dimple Choksi	AAXHA9696P	Non- Promoter	0	0	2953500	2953500	3.73
41.	Hetal Arunkumar Prajapati	BADPP4270R	Non- Promoter	0	0	2953500	2953500	3.73
42.	Hema Jayprakash Bhavsar	AQAPB2026M	Non- Promoter	0	0	2953500	2953500	3.73
43.	Jyoti Singh	OHZPS7137G	Non- Promoter	0	0	738375	738375	3.73
44.	Vijay Jayantilal Thakkar	ABDPT9543M	Non- Promoter	0	0	1476750	1476750	3.73
45.	Kalpesh Arvindbhai Trivedi	AGPPT6011R	Non- Promoter	0	0	1476750	1476750	3.73

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46.	Vimal Kumar Mistri	BURPM4309Q	Non-Promoter	0	0	1476750	1476750	3.73
47.	Miteshbhai Shashikantbhai Prajapati	BJQPP9232H	Non-Promoter	0	0	738375	738375	0.93

**9. The Shareholding pattern of the Company before and after the Preferential Issue:**

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is as under:

Sr No	Category	Pre-Issue Shareholding (as on April 25, 2025)		Shareholding Post Preferential Issue of equity shares	
		No. of Equity Shares held	% to total share capital	No. of Shares held *	% to total share capital *
A	<u>Promoter Group</u>				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual/HUF	22,21,700	41.91	22,21,700	2.81
	Body Corporate	0	0	0	0
	Sub-Total	22,21,700	41.91	22,21,700	2.81
2	Foreign Promoters				
	NRI	0	0	0	0
	Sub-Total - A (A1+A2)	22,21,700	41.91	22,21,700	2.81
B.	<u>NON-PROMOTER HOLDING</u>				
1	<u>Institutional Investors</u>				
	Mutual Funds/ FPI/ AIF	0	0	0	0
	Financial Institutions / Banks	0	0	0	0
	Insurance Companies	0	0	0	0
	Central Government	0	0	0	0
	<b>Sub-Total - B1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
2	<u>Non-Institutional Investors</u>				
	Individuals	29,02,129	54.75	7,67,39,629	96.37
	Body Corporate	84,972	1.60	84,972	0.11
	Others	92,099	1.74	92,099	0.12
	<b>Sub-Total - B2</b>	<b>30,79,200</b>	<b>58.09</b>	<b>7,69,16,700</b>	<b>97.19</b>
	<b>Total (B=B1+B2)</b>	<b>30,79,200</b>	<b>58.09</b>	<b>7,69,16,700</b>	<b>97.19</b>
	<b>GRAND TOTAL (A+B1+B2)</b>	<b>53,00,900</b>	<b>100.00</b>	<b>7,91,38,400</b>	<b>100.00</b>

\* The shareholding pattern figures are derived under the assumption that all proposed equity shares will be subscribed in accordance with the shareholders' resolution No. 7.

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**10. 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:**

Not applicable as all the proposed allottee are natural person.

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

The Company proposes to issue and allotment of 7,38,37,500 Equity Shares to non-promoters. There shall be no change in the management or control of the Company pursuant to the aforesaid preferential issue. The existing promoters will continue to be promoters of the Company and there will not be change in the management of the Company.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment. There will be a dilution in shareholding of the Promoters due to allotment to non-promoters. Due to this allotment, the promoter holding shall be reduced and Non-promoters holding shall be increased to 97.19%.

**Reasoned recommendations and Voting Pattern of the meeting of committee of Independent Directors of the Company**

The committee of Independent Directors comprising all the independent directors of the Company namely:

1. Mr. Jaydeep Ghanshyambhai Sangan

2. Mr. Kuldip Bhalchandra Vyas

3. Mr. Jagdish Kandoria in their meeting held on April 24, 2025, noted the proposal for the preferential issue of 7,38,37,500 Equity Shares to the proposed allottees, which had been approved by the Board of Directors at its meeting held on April 24, 2025 at an issue price of Rs. 28/- per share aggregating to ₹ 206,74,50,000/- resulting into 5.40% of the post issue share capital of the Company.

The committee also noted that the Issue price of Rs. 28/- per share was determined based on the valuation report dated April 24, 2025. Furthermore, while assessing the fairness of Issue price and all the aspects relating to the preferential issue, the committee considered the following factors:

1. Valuation report dated April 24, 2025 determining floor Price as per SEBI ICDR Regulations;

2. Pre and Post Shareholding structure of the acquirers along with PAC;

3. Credibility of investors;

4. Company's objective of raising funds; and

5. Absence of any shareholders' agreements or arrangements between the Company and the acquirers that would grant them any control over the management or policy decisions of the Company.

Based on the abovementioned considerations, the committee unanimously recommended that the Issue price and the proposed preferential allotment of upto 7,38,37,500 Equity Shares of face

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value of Rs. 10/- each at a price of Rs. 28/- to the proposed allottees is fair and reasonable and the issue is in the best interest of shareholders of the Company and not prejudicial to them.

The voting pattern of the said committee meeting is as follows:

Sr. NO	Name of the Independent Director	Assent	Dissent
1	Mr. Jaydeep Ghanshyambhai Sangan	✓	
2	Mr. Kuldip Bhalchandra Vyas	✓	
3.	Mr. Jagdish Kandoria	✓	

**12. 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 a preferential basis.

**13. Undertaking as to Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

**14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:**

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**15. The current and proposed status of the allottee of Equity share post the preferential issue namely, promoter or non-promoter investors:**

Sr. No.	Name of the Proposed Allottee of equity share	Current Status of the Proposed Allottee of equity share	Proposed Status of the Proposed Allottee of equity share post the preferential issue
1.	Miteshkumar Ranchhod Movaliya	Non-promoter	Non-promoter
2.	Sanjaykumar Parsottambhai Movaliya	Non-promoter	Non-promoter

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3.	Manojkumar Parsottambhai Movaliya	Non-promoter	Non-promoter
4.	Bagasariya Anilbhai Vallabhbhai	Non-promoter	Non-promoter
5.	Bagsariya Vandanaben Anilbhai	Non-promoter	Non-promoter
6.	Vicky Y Jadav	Non-promoter	Non-promoter
7.	Pareshkumar Balubhai Patel	Non-promoter	Non-promoter
8.	Nilesh Girdharlal Gojariya	Non-promoter	Non-promoter
9.	Gojariya Mehula Nileshbhai	Non-promoter	Non-promoter
10.	Anupambhai B Lad	Non-promoter	Non-promoter
11.	Vaidya Radhaben Hardik	Non-promoter	Non-promoter
12.	Vijay Kumar Natubhai Solanki	Non-promoter	Non-promoter
13.	Satish B Kanani	Non-promoter	Non-promoter
14.	Jadav Tinaben	Non-promoter	Non-promoter
15.	Bagsariya Lataben Ashvinbhai	Non-promoter	Non-promoter
16.	Ashvinbhai Vallabhbhai Bagsariya	Non-promoter	Non-promoter
17.	Hardijkumar Vaikunthbhai Vaidya	Non-promoter	Non-promoter
18.	Gunvantbhai Rambhai Patel	Non-promoter	Non-promoter
19.	Solanki Ushaben Vijaybhai	Non-promoter	Non-promoter
20.	Khandhar Ronak Kishorbhai	Non-promoter	Non-promoter
21.	Patel Deepan Pravinkumar	Non-promoter	Non-promoter
22.	Ravi U Parmar	Non-promoter	Non-promoter
23.	Samani Shyam Dipakbhai	Non-promoter	Non-promoter
24.	Madlani Yash Dipakbhai	Non-promoter	Non-promoter
25.	Khimani Naranbhai Ravji	Non-promoter	Non-promoter
26.	Khimani Mayurbhai Naranbhai	Non-promoter	Non-promoter
27.	Ashwin Bhimjibhai Kanani	Non-promoter	Non-promoter
28.	Bhingradiya Nilesh Jerambhai	Non-promoter	Non-promoter
29.	Trivedi Sangitaben Jatankumar	Non-promoter	Non-promoter
30.	Amitkumar Jerambhai Bhingradiya	Non-promoter	Non-promoter
31.	Desai Sanjay Dhirubhai	Non-promoter	Non-promoter
32.	Bipin Bhagwanjibhai Mashru	Non-promoter	Non-promoter
33.	Hirpara Vipul Mansukhlal	Non-promoter	Non-promoter
34.	Desai Piyush Dhirubhai	Non-promoter	Non-promoter
35.	Vipul Arvindbhai Thaker	Non-promoter	Non-promoter
36.	Patel Hinaben Kalkikkumar	Non-promoter	Non-promoter
37.	Trivedi Punit Babulal	Non-promoter	Non-promoter
38.	Patel Harshil Nitinkumar	Non-promoter	Non-promoter
39.	Avasthi Sanket	Non-promoter	Non-promoter
40.	Dimple Choksi	Non-promoter	Non-promoter
41.	Hetal Arunkumar Prajapati	Non-promoter	Non-promoter

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42.	Hema Jayprakash Bhavsar	Non-promoter	Non-promoter
43.	Jyoti Singh	Non-promoter	Non-promoter
44.	Vijay Jayantilal Thakkar	Non-promoter	Non-promoter
45.	Kalpesh Arvindbhai Trivedi	Non-promoter	Non-promoter
46.	Vimal Kumar Mistri	Non-promoter	Non-promoter
47.	Miteshbhai Shashikantbhai Prajapati	Non-promoter	Non-promoter

**16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The value of the Shares of RPPL and price of the Equity Shares of the Company have been determined taking into account Valuation Report dated April 24, 2025 issued by Procurve Valux Private Limited, CA Sejal Agrawal (Director), Registered Valuer Entity- Securities & Financial Assets, Registration No. IBBI/RV-E/02/2025/218 having office E-716, Ganesh Glory 11, Jagatpur, S G Highway, Ahmedabad 382 481 in accordance with Regulation 165 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Company has considered the fair equity share swap ratio set out in the Valuation Report for the purpose of determination of the number of equity shares to be issued to the Proposed Allottees, for consideration other than cash. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at [www.kachchhminerals.com](http://www.kachchhminerals.com).

Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares). – ₹27.81/-

Price determined as per 90 trading days VWAP – ₹27.81/-

Price determined as per 10- trading days VWAP – ₹27.61/-

Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations: ₹27.81/-

Price determined as per provisions of the Regulation 163(3) of the SEBI ICDR Regulations: ₹27.81/-

Accordingly, the Equity Shares shall be issued at an issue price of ₹ 28/- (Rupees Twenty Eight Only) per equity share of the face value of ₹10/- (Rupees Ten only) each (including a premium of ₹ 18/- per share), which is higher than the issue price as determined as per the SEBI ICDR Regulations.

**17. Lock-in-period:**

The Equity Shares allotted shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

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The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

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

The certificate from M/s. Mihen Halani & Associates, Practicing Company Secretary, having his office at Office No. 312, 3rd floor, Kalpataru Avenue, Akurli Rd, Opp. ESIS Hospital, Kandivali, Akurli Industry Estate, Kandivali (East), Mumbai, Maharashtra 400101 certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at [www.kachchhminerals.com](http://www.kachchhminerals.com)

**19. Undertaking:**

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

- a. It would re-compute the price of the securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, where it is required to do so.
- b. 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 specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c. The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, and Regulation 38 of the SEBI Listing Regulations.

**20. Other disclosures:**

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee of equity shares have confirmed that they have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- e. The issue of Equity Shares shall be made in accordance with the provisions of the memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- f. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolutions set out at Item No.: 7 of this Notice.

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The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No.: 7 in the accompanying notice for approval by the Members.

None of the Directors or Key Managerial Personnel or Senior Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 7 of this Notice, except to the extent to their shareholding in the Company.

Place: Mumbai  
Date: April 24, 2025

By order of Board of Directors  
For Kachchh Minerals Limited

SD/-

Daksh Narendrabhai Trivedi  
Director  
DIN:05232654