

RAJVI LOGITRADE LIMITED

(Formerly known as Suryakrupa Finance Limited)

Reg. Off.: Plot No. 267, Ward 12/B, Gandhidham, Gujarat - 370201
CIN: L60200GJ1986PLC083845 | E-Mail: investor@rajvilogitrade.com

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NOTICE

Notice is hereby given that the 02/2023-24 Extra Ordinary General Meeting of the Members of **Rajvi Logitrade Limited** will be held on Wednesday, March 20, 2024 at 02:00 p.m. at Radisson Hotel Kandla, Survey No. 68, 1, Airport Road, Galpadar, Gandhidham - 370201 to transact the following special businesses:

SPECIAL BUSINESSES:

1. Preferential Issue of upto 90,00,000 Fully Convertible Warrants to the persons belonging to Promoter and Non – Promoter Category

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (“**Stock Exchange**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a

preferential basis, up to 90,00,000 (Ninety Lakhs) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘Promoter & Promoter Group’ & ‘Non-Promoter’ Category, on preferential basis, at an issue price of ₹ 10/- (Rupees Ten Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 9,00,00,000/- (Rupees Nine Crore), on such further terms and conditions as may be finalized, to the below mentioned persons (“Proposed Allottees”):

Sr. No.	Name of the Proposed Allottee	Category	Max. No. of Warrants to be allotted
1.	Umaba Narendra Rana*	Promoter Group	5,82,900
2.	Bhavya Narendrasinh Rana*	Promoter Group	5,82,900
3.	Jagruti Maulin Acharya*	Promoter Group	10,72,300
4.	Rajvi Maulin Acharya*	Promoter Group	10,72,300
5.	Khushi Maulin Acharya*	Promoter Group	10,72,300
6.	Shaan Maulin Acharya*	Promoter Group	10,72,300
7.	Maulin Bhavesh Acharya - HUF*	Promoter Group	10,72,350
8.	Jagdish Gangdasbhai Dodia	Non-Promoter	97,200
9.	Jagruti Jagdishbhai Dodia	Non-Promoter	97,200
10.	Krunal Jagdishbhai Dodia	Non-Promoter	97,200
11.	Parth Jagdishkumar Dodia	Non-Promoter	97,200
12.	Jagdish G Dodia – HUF	Non-Promoter	97,200
13.	Polus Global Fund	Non-Promoter	9,93,325
14.	Coeus Global Opportunities Fund	Non-Promoter	9,93,325
Total			90,00,000

* The six individuals and one HUF mentioned above, who are proposed to be allotted Equity Warrants, are not currently part of the existing promoter / promoter group as they do not hold any shares in the Company. However, as they are immediate relatives of the promoters, they will become part of the promoter group of the Company following the allotment of Warrants/Equity shares, in accordance with the SEBI ICDR regulation.

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Monday, February 19, 2024, being the date 30 days prior to the date of Extra Ordinary General Meeting scheduled to be held on Wednesday, March 20, 2024.

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

- a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder

- at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
 - d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
 - e) Warrants shall be issued and allotted by the Company only in dematerialized form.
 - f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
 - g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
 - h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

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

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Sub-Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

2. Regularization of Additional Director Ms. Rajvi Maulin Acharya (DIN: 10485013) as Non-executive Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and 160 the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and based on the recommendation of Nomination & Remuneration Committee and approval by the Board of Directors, Ms. Rajvi Maulin Acharya (DIN: 10485013), who was appointed as an Additional Director on the Board of the Company w.e.f. 5th February, 2024, to hold office upto the date of next General Meeting pursuant to Section 161 of the Act and Articles of Association of the company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Director to be designated as Non-Executive Director on the Board of Directors of the company, the period of whose office shall be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Board of Directors and Company Secretary of the Company, be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

3. Approval of Related Party Transaction with RCC Limited for Transfer of Fleets

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 and Rules made there under (including any amendment, modification or re-enactment thereof), as amended from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and on recommendation of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company, to enter into and/or execute new

contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with RCC Ltd, effective March 21, 2024, on such terms and conditions as may be agreed between the Company and RCC Limited, for an aggregate value up to ₹ 12.00 crore for transfer of fleets and other business transactions, to be entered during FY2023-24 and FY 2024-25”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

4. Approval of Related Party Transaction with RCC Limited for Availing & Rendering of Shipping/Logistics Related Services

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and Rules made there under (including any amendment, modification or re-enactment thereof), as amended from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and on recommendation of the Audit Committee, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of Company, to enter into and/or execute new contract(s)/ arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together), the details of which are provided in the Statement pursuant to Section 102 and other provisions of the Act read with related rules, with RCC Limited, effective March 21, 2024, on such terms and conditions as may be agreed between the Company and RCC Limited, for an aggregate value up to ₹ 40.00 crore for availing & rendering of Shipping/Logistics related services and other business transactions, to be entered during FY 2023-24 and FY 2024-25”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Registered Office
Plot no. 267, Ward 12/B,
Gandhidham - 370201

By Order of the Board
For, Rajvi Logitrade Limited

Date: 16/02/2024
Place: Gandhidham

Sapna Tolani
Company Secretary
Mem. No. A47587

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. In accordance with the Ministry of Corporate Affairs (“MCA”), General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, (“the MCA Circulars”) read with the Securities and exchange Board of India (“SEBI”) circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“the SEBI Circular”), the Notice of Extra Ordinary General Meeting (“EGM”) is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on

February 16, 2024 as received from the Depositories. The MCA vide the MCA Circulars, has permitted companies to conduct the EGM by sending the Notice in electronic form only. Accordingly, physical copy of this Notice will not be sent to the Members for this EGM.

3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.**

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

4. In line with the MCA Circular dated May 5, 2020, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the EGM has been uploaded on the website of the Company at www.rajvilogitrade.com The Notice is also available on the website of CDSL at www.evotingindia.com
5. A member would be entitled to inspect the proxies lodged at any time, except the date of EGM, during the business hours of the Company. The required statutory registers will be made available at the EGM venue for inspection by the members at the EGM.
6. A route map giving directions to reach the venue of the Extra Ordinary General Meeting is given at the end of the Notice.
7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution / Authority Letter authorizing their representatives to attend and vote at the Extra Ordinary General Meeting.
8. Members/Proxies are requested to bring their attendance slip for attending the meeting. Members should bring their copy of the Notice to the meeting.
9. Members, who hold shares in Physical / Dematerialized Form, are requested to bring their Folio No./ Depository Account Number and Client ID Number for identification.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division / splitting of share certificate; consolidation of the share certificates / folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Accurate Securities and Registry Private Limited, for assistance in this regard. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR – 4, the format of which is available on the RTA

website. It may be noted that any service request can be processed only after the Folio is KYC compliant.

11. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays and public holidays between 11:00 a.m. to 2:00 p.m. up to the date of the Meeting.
12. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
14. The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your co-operation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone number, PAN and Bank Account details, ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants PAN and Bank Account details.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode in terms of the MCA Circular dated May 5, 2020, upon E-mail request by any Member of your Company. Members seeking to inspect such documents can send the e-mail to investor@rajvilogitrade.com
16. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company's Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
17. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided the e-voting facility through CDSL. This facility is being provided to the Members holding shares in physical and dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.
18. Mr. Sharvil B. Suthar, Practicing Company Secretary (Membership No. F11466) and failing him Mr. Jay Surti, Practicing Company Secretary (Membership No. F11534)

have been appointed as the Scrutinizer to scrutinize the voting during EGM and remote e-voting process in a fair and transparent manner.

19. Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The results declared along with Scrutinizer's Report shall be placed on the Company's website i.e. www.rajvilogitrade.com, on the website of CDSL and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

20. Voting Through electronic means:-

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members the facility to exercise their right to vote at the Extra Ordinary General meeting (EGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited (CDSL).

21. VOTING THROUGH ELECTRONIC MEANS:-

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rajvilogitrade.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- (i) The voting period begins on **Saturday, 16th March, 2024 (9.00 a.m. IST) and ends on Tuesday, 19th March, 2024 (5.00 p.m. IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **13th March, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.

	<p>CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the **RAJVI LOGITRADE LIMITED** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@aakashexploration.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

RAJVI LOGITRADE LIMITED

(Formerly known as Suryakrupa Finance Limited)

Reg. Off.: Plot No. 267, Ward 12/B, Gandhidham, Gujarat - 370201
CIN: L60200GJ1986PLC083845 | E-Mail: investor@rajvilogitrade.com
Web: www.rajvilogitrade.com | Tel No.: +91-9979898027

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No 1: Preferential Issue of upto 90,00,000 Fully Convertible Warrants to the persons belonging to Promoter and Non – Promoter Category

The Special Resolution contained in Item No. 1 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 90,00,000 Fully Convertible Warrants ('Warrants') of face value of ₹10/- each at par, aggregating up to ₹ 9,00,00,000/- (Rupees Nine Crore Only).

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter Group & Non-Promoter' Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Friday, February 16, 2024.

The approval of the members is accordingly being sought by means of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

A. Particulars of the preferential issue including date of passing of Board Resolution:

The Board of Directors at its meeting held on February 16, 2024 had subject to the approval of the members and such other approvals as may be required, approved the issuance and allot up to 90,00,000 Fully Convertible Warrants ('Warrants') of face value of ₹10/- each at par, aggregating up to ₹ 9,00,00,000/- (Rupees Nine Crore Only).

B. Objects of the Preferential Issue

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

- 1) Capital to acquire fleets / trucks;
- 2) Working Capital Requirements; and
- 3) General Corporate Purpose

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

Preferential Issue of up to 90,00,000 Fully Convertible Warrants ('Warrants') of face value of ₹10/- each at par, aggregating up to ₹ 9,00,00,000/- (Rupees Nine Crore Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

D. The intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer

The Following Promoters, Directors or Key managerial personnel of the Company intends to subscribe to the warrants

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Warrants to be allotted
1.	Umaba Narendra Rana	Promoter Group	5,82,900
2.	Bhavya Narendrasinh Rana	Promoter Group	5,82,900
3.	Jagruti Maulin Acharya	Promoter Group	10,72,300
4.	Rajvi Maulin Acharya	Promoter Group	10,72,300
5.	Khushi Maulin Acharya	Promoter Group	10,72,300
6.	Shaan Maulin Acharya	Promoter Group	10,72,300
7.	Maulin Bhavesh Acharya – HUF	Promoter Group	10,72,350
8.	Jagdish Gangdasbhai Dodia	Key Managerial Personnel	97,200

Except as mentioned above none of the other promoters, directors or key managerial personnel of the Company intends to subscribe to any of warrants proposed to be issued.

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

The shareholding pattern of the Company before and after the proposed preferential issue to "Promoter & Promoter Group" & "Non – Promoter" is likely to be as follows:

Sr. No.	Category of Shareholders	Pre-Preferential Shareholding Pattern		Preferential Issue	Post Preferential Shareholding Pattern (Proposed)		
		No. of Equity Shares	% of Holding	Convertible warrants to be allotted	No. of Equity Shares	% of Holding *	
A	Promoter and Promoter Group						
1	Indian						
a	Individuals/Hindu undivided Family	5,44,800	54.48	65,27,350	70,72,150	70.72	

b	Financial Institutions/ Banks	-	-	-	-	-
c	Any Other (specify)	-	-	-	-	-
	Body Corporate	-	-	-	-	-
	Sub Total (A)(1)	5,44,800	54.48	65,27,350	70,72,150	70.72
2	Foreign					
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-
b	Government	-	-	-	-	-
c	Institutions	-	-	-	-	-
d	Foreign Portfolio Investor	-	-	-	-	-
e	Any Other (specify)	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	5,44,800	54.48	65,27,350	70,72,150	70.72
B	Public Shareholder					
1	Institutions	-	-	-	-	-
a	Mutual Funds / UT	-	-	-	-	-
b	Venture Capital Funds	-	-	-	-	-
c	Alternate Investment Funds	-	-	-	-	-
d	Foreign Venture Capital Investors	-	-	-	-	-
e	Foreign Portfolio Investors	-	-	19,86,650	19,86,650	19.87
f	Financial Institutions/ Banks	-	-	-	-	-
g	Insurance Companies	-	-	-	-	-
h	Provident Funds/ Pension Funds	-	-	-	-	-
i	Any Other (specify)	-	-	-	-	-
	NBFCs registered with RBI	-	-	-	-	-
	Sub-Total (B)(1)	-	-	19,86,650	19,86,650	19.87
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-
3	Non-institutions					
a	Individuals	4,34,200	43.42	2,91,600	7,25,800	7.26
b	Key Managerial Personnel	10,500	1.05	97,200	1,07,700	1.08

c	NBFCs registered with RBI	-	-	-	-	-
d	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-
e	Any Other (specify)					
	Hindu Undivided Family	200	0.02	97,200	97,400	0.97
	Trusts		-	-	-	-
	Non Resident Indians	-	-	-	-	-
	LLP		-	-	-	-
	Bodies Corporate	10,300	1.03	-	10,300	0.10
	Partnership Firm	-	-	-	-	-
	Sub-Total (B)(3)	4,55,200	45.52	4,86,000	9,41,200	9.41
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	4,55,200	45.52	24,72,650	29,27,850	29.28
	Total shareholding (A+B)	10,00,000	100.00	90,00,000	1,00,00,000	100.00

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each.

Notes:

- (1) The pre-issue shareholding pattern is as on December 31, 2023.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

F. Proposed time limit within which the allotment shall be complete

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

G. 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

Not Applicable. Since, the Company has not made Preferential Issue of any Securities during the year.

H. Valuation for consideration other than cash: Not Applicable

I. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

J. Basis on which the price has been arrived at along with report of the registered valuer;

The equity shares of Company are listed on the BSE Limited (BSE). The shares of the Company are infrequently traded in accordance with SEBI (ICDR) Regulations, 2018.

The price of the equity shares has been determined based on the valuation made by independent registered valuer CS Abhishek Chhajer, IBBI Registration no. IBBI/RV/03/2020/13674 having office at 134-1-2, Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad – 380001 as per regulation 165, as the shares of the Company are infrequently traded on BSE limited & 166A of SEBI (ICDR) Regulations, 2018 as there is an allotment of more than five percent of the post issue fully diluted share capital of the issuer to the proposed allottees. The Copy of the Valuation report shall be available for inspection by the members on all working days between Monday to Friday of every week, upto the voting period of EGM Notice and the same may be accessed on the Company's website: www.rajvilogitrade.com

K. The class or classes of persons to whom the allotment is proposed to be made;

The allotment is proposed to be made to the Promoter Group and Non promoter Category as detailed in point N below.

L. The total number of shares or other securities to be issued:

The Board of Directors, in their meeting held on Friday, February 16, 2024 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 90,00,000 Convertible Warrants to Promoter & Non-promoter category each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 10/- (Rupees Ten Only) per Warrant each payable in cash, aggregating Rs. 9,00,00,000/- (Rupees Nine Crore Only)

M. the price or price band at/within which the allotment is proposed;

The Convertible Warrants are proposed to be issued to proposed allottees at an issue price of Rs. 10/- (Rupees Ten Only) per Warrant.

N. The Identity of the natural person who are the Ultimate Beneficial Owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	Umaba Narendra Rana	Promoter Group	Not Applicable

2.	Bhavya Narendrasinh Rana	Promoter Group	Not Applicable
3.	Jagruti Maulin Acharya	Promoter Group	Not Applicable
4.	Rajvi Maulin Acharya	Promoter Group	Not Applicable
5.	Khushi Maulin Acharya	Promoter Group	Not Applicable
6.	Shaan Maulin Acharya	Promoter Group	Not Applicable
7.	Maulin Bhavesh Acharya – HUF	Promoter Group	Maulin Bhavesh Acharya
8.	Jagdish Gangdasbhai Dodia	Non-Promoter	Not Applicable
9.	Jagruti Jagdishbhai Dodia	Non-Promoter	Not Applicable
10.	Krunal Jagdishbhai Dodia	Non-Promoter	Not Applicable
11.	Parth Jagdishkumar Dodia	Non-Promoter	Not Applicable
12.	Jagdish G Dodia – HUF	Non-Promoter	Jagdish Dodia
13.	Polus Global Fund	Non-Promoter	Yajjadeo Lotun
14.	Coeus Global Opportunities Fund	Non-Promoter	Li Hoy Choo Li Kim For

O. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Name	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post – Issue Shareholding (presuming full conversion of Warrants)	
	No. of Shares	%*		No. of Shares	%*
Umaba Narendra Rana	-	-	5,82,900	5,82,900	5.83
Bhavya Narendrasinh Rana	-	-	5,82,900	5,82,900	5.83
Jagruti Maulin Acharya	-	-	10,72,300	10,72,300	10.72
Rajvi Maulin Acharya	-	-	10,72,300	10,72,300	10.72
Khushi Maulin Acharya	-	-	10,72,300	10,72,300	10.72
Shaan Maulin Acharya	-	-	10,72,300	10,72,300	10.72
Maulin Bhavesh Acharya - HUF	-	-	10,72,350	10,72,350	10.72
Jagdish Gangdasbhai Dodia	10,500	1.05	97,200	1,07,700	1.08
Jagruti Jagdishbhai Dodia	7,500	0.75	97,200	1,04,500	1.05
Krunal Jagdishbhai Dodia	-	-	97,200	97,200	0.97
Parth Jagdishkumar Dodia	-	-	97,200	97,200	0.97
Jagdish G Dodia – HUF	-	-	97,200	97,200	0.97
Polus Global Fund	-	-	9,93,325	9,93,325	9.93
Coeus Global Opportunities Fund	-	-	9,93,325	9,93,325	9.93

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each.

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

P. Lock-in Period

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

Q. Issue Price and Relevant Date

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Monday, February 19, 2024.

The Equity Shares of the Company are listed on BSE Limited ('BSE') and are infrequently traded on BSE as per the provisions of SEBI ICDR Regulations as on the Relevant Date. The Issue Price of the Warrants has been considered in accordance with Regulation 165 of the SEBI ICDR Regulations, and accordingly, the Company has obtained the Valuation Report from CS Abhishek Chhajer, (Reg. No. IBBI/RV/03/2020/13674), being an Independent Registered Valuer. Based on the Valuation Report, fair value of the Share has been determined of ₹ 9.00/- and accordingly, the Company has fixed the value of Warrants at par of ₹ 10/-.

R. Change in Control, if any, in the Company that would occur consequent to the preferential offer;

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

S. Undertaking

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- It is hereby undertaken that if the re-computation of the price of the specified securities in terms of the provisions of the regulations of ICDR Regulations is required to be carried out, the Issuer shall do the same.
- If on account of the re-computation of the price, if the amount is payable on re-computation of price, the allottees shall pay the consideration accordingly, if necessary. If the price is not paid upon re-computation within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

T. Disclosure specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

U. The Current and Proposed status of the allottee(s) post the preferential issues namely, Promoter or Non – Promoter

Sr. No.	Name of Allottee(s)	Current Status	Post Status
1.	Umaba Narendra Rana	No holding in the Company	Promoter Group
2.	Bhavya Narendrasinh Rana	No holding in the Company	Promoter Group
3.	Jagruti Maulin Acharya	No holding in the Company	Promoter Group
4.	Rajvi Maulin Acharya	No holding in the Company	Promoter Group
5.	Khushi Maulin Acharya	No holding in the Company	Promoter Group
6.	Shaan Maulin Acharya	No holding in the Company	Promoter Group
7.	Maulin Bhavesh Acharya – HUF	No holding in the Company	Promoter Group
8.	Jagdish Gangdasbhai Dodia	Non – Promoter	Non – Promoter
9.	Jagruti Jagdishbhai Dodia	Non – Promoter	Non – Promoter
10.	Krunal Jagdishbhai Dodia	No holding in the Company	Non – Promoter
11.	Parth Jagdishkumar Dodia	No holding in the Company	Non – Promoter
12.	Jagdish G Dodia HUF	No holding in the Company	Non – Promoter
13.	Polus Global Fund	No holding in the Company	Non – Promoter
14.	Coeus Global Opportunities Fund	No holding in the Company	Non – Promoter

V. Practicing Company Secretary’s Certificate

The certificate from Mr. Sharvil B. Suthar (Mem. No. F11466) partner of M/s. Suthar & Surti, Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: www.rajvilogitrade.com

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

Mr. Maulin Bhavesh Acharya, Mr. Narendrasinh Dalpatsinh Rana and their relatives being part of Promoter group & Mr. Jagdish Gangdasbhai Dodia and their relatives being KMP are concerned or interested in the resolution at Item No. 1 only, to the extent of their shareholding interest in the Company.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except mentioned above in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this Notice.

The Board of Directors recommends the resolution as set out in Item No 1 of this Notice for the Issue of Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No 2: Regularization of Additional Director Ms. Rajvi Maulin Acharya (DIN: 10485013) as Non-executive Director of the Company:

The Nomination and Remuneration Committee (N&RC) at its meeting held on February 01, 2024 had assessed the candidature of Ms. Rajvi Maulin Acharya (DIN: 10485013) and having found her appropriate, recommended her appointment to the Board of Directors. In terms of Sections 152 and 161 of the Companies Act, 2013, the Board of Directors of the company, based on the recommendation of the N&RC, had reviewed the candidature of Ms. Rajvi Maulin Acharya and appointed her as an Additional Director (Non-Executive liable to retire by rotation) on February 05, 2024. In the opinion of the Board, Ms. Rajvi Maulin Acharya (DIN: 10485013) have the necessary knowledge, experience and expertise for being appointed as Non-Executive Directors, liable to retire by rotation. A profile of Ms. Rajvi Maulin Acharya is also annexed to the Notice in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and Secretarial Standard.

Ms. Rajvi Maulin Acharya has consented to act as Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying intention to propose the candidature of Ms. Rajvi Maulin Acharya for the office of a non-executive Director of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held. However, pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, approval of the shareholders is sought for the appointment of Ms. Rajvi Maulin Acharya (DIN: 10485013) as a non-executive Director of the Company.

Your directors, therefore, recommend the passing of the Ordinary Resolution as set forth in Item No. 2 of this Notice, to approve the appointment of Ms. Rajvi Maulin Acharya (DIN - 10485013) as Non-Executive Director.

Except Ms. Rajvi Maulin Acharya none of the Manager, Key Managerial Personnel, director and their relatives are interested or concerned, financially or otherwise in the proposed resolution.

Item No 3: Approval of Related Party Transaction with RCC Limited for Transfer of Fleets:

Pursuant to provisions to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution for certain Related Party Transactions which exceed such sum as is specified in the rules.

The Board of Directors at its meeting held on February 16, 2024 based on recommendation Audit Committee approved the transaction with RCC Limited for Transfer of Fleets.

Details of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

Name of the Related Party	RCC Limited
Name of Director or KMP who is related	Mr. Maulin Bhavesh Acharya and Mr. Narendrasinh Dalpatsinh Rana
Nature of Relationship	<ul style="list-style-type: none">• Mr. Maulin Bhavesh Acharya is relative of Ms. Rajvi Maulin Acharya, Director & proposed Promoter of the Company• Mr. Narendrasinh Dalpatsinh Rana is Director in RCC Limited who is promoter of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements;	<ul style="list-style-type: none">• Nature of Transaction is Purchase of Fleets• Transaction payment period would be 90 days from the date of purchase• Subject to physical verification of Fleets• Valuation report of the fleets to be obtained before transaction• Purchase order / agreement to be executed at the time of transaction• Monetary value of transaction is upto Rs. 12.00 Crore per annum
Any other information relevant or important for the members to take a decision on the proposed resolution.	Covered above

Except Mr. Maulin Bhavesh Acharya, Ms. Rajvi Maulin Acharya, Mr. Narendrasinh Dalpatsinh Rana & their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 3 of this Notice to the Shareholders for approval.

Item No. 4: Approval of Related Party Transaction with RCC Limited for Availing & Rendering of Shipping/Logistics Related Services

Pursuant to provisions to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board and prior approval of the members by resolution for certain Related Party Transactions which exceed such sum as is specified in the rules.

The Board of Directors at its meeting held on February 16, 2024 based on recommendation Audit Committee approved the transaction with RCC Limited for Availing & Rendering of Shipping/Logistics Related Services.

Details of Related Party and disclosure pursuant to Rule 15(3) of Companies (Meetings of Board and its powers) Rules 2014 are as under:

Name of the Related Party	RCC Limited
Name of Director or KMP who is related	Mr. Maulin Bhavesh Acharya and Mr. Narendrasinh Dalpatsinh Rana
Nature of Relationship	<ul style="list-style-type: none">• Mr. Maulin Bhavesh Acharya is relative of Ms. Rajvi Maulin Acharya, Director & proposed Promoter of the Company• Mr. Narendrasinh Dalpatsinh Rana is Director in RCC Limited who is promoter of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangements;	<ul style="list-style-type: none">• Nature of Transaction is Availing & Rendering of Shipping/Logistics Related Services• Transaction payment period would be 90 days from the date of purchase• Purchase order / agreement to be executed at the time of transaction• Monetary value of transaction is upto Rs. 40.00 Crore per annum
Any other information relevant or important for the members to take a decision on the proposed resolution.	Covered above

Except Mr. Maulin Bhavesh Acharya, Ms. Rajvi Maulin Acharya, Mr. Narendrasinh Dalpatsinh Rana & their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution mentioned at Item No. 3 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 4 of this Notice to the Shareholders for approval.

Registered Office
Plot no. 267, Ward 12/B,
Gandhidham - 370201

By Order of the Board
For, Rajvi Logitrade Limited

Date: 16/02/2024
Place: Gandhidham

Sapna Tolani
Company Secretary
Mem. No. A47587

Annexure 1

The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 And Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India]

Appointment of Ms. Rajvi Maulin Acharya (Din: 10485013) as an Director (Non- Executive, Non-Independent director)

Name of Director & DIN	Ms. Rajvi Maulin Acharya (DIN: 10485013)
Nationality	Indian
Date of Birth & Age	24/12/1997, 26 years
Date of First appointment on board	05 th February, 2024
Term of appointment	Appointed as an Additional Director (Non-Executive, Non-Independent Director) w.e.f 05 th February, 2024 upto the next General meeting.
Brief profile and experience and Nature of his expertise in specific functional area	Ms. Rajvi Maulin Acharya is a solicitor by profession and has completed her undergraduate (LLB) and post graduate (LLM) degree from the University of Westminster, London. She further completed her LPC (Legal Practice Course) degree from BPP University, London. Her area of expertise is Civil Law, Corporate Law and International trade and transactions.
Disclosure of relationships between directors	Ms. Rajvi Maulin Acharya is not related to any Director of the Company.
Shareholding, if any, in the Company	Nil
Other Directorships	Nil
Chairmanship/Membership of Committees in companies in which position of Director is held	NIL
Resignation during last three years from listed companies	NIL
Existing and Proposed Remuneration (including sitting fees, if any)	NIL
Number of meetings of the Board attended during the FY 2023-2024 till the date of this notice.	NIL
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements by Independent Director	Not Applicable

RAJVI LOGITRADE LIMITED

(Formerly known as Suryakrupa Finance Limited)

Reg. Off.: Plot No. 267, Ward 12/B, Gandhidham, Gujarat - 370201

CIN: L60200GJ1986PLC083845 | E-Mail: investor@rajvilogitrade.com

Web: www.rajvilogitrade.com | Tel No.: +91-9979898027

Extra Ordinary General Meeting to be held on Wednesday, March 20, 2024

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a Registered Shareholder / Proxy for the Registered Shareholder of the Company. I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company

Signature of Member(s)/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

✂-----Cut Here-----

PROXY FORM

Form No MGT-11

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

CIN	L60200GJ1986PLC083845
Name of Company	Rajvi Logitrade Limited
Reg. Office Address	Plot No. 267, Ward 12/B, Gandhidham, Gujarat - 370201
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of **Rajvi Logitrade Limited** hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday 20, 2024 and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	For	Against
Special Business			
01	Preferential Issue of upto 90,00,000 Fully Convertible Warrants to the persons belonging to Promoter and Non – Promoter Category		
02	Regularization of Additional Director Ms. Rajvi Maulin Acharya (DIN: 10485013) as Non-executive Director of the Company		
03	Approval of Related Party Transaction with RCC Limited for Transfer of Fleets		
04	Approval of Related Party Transaction with RCC Limited for Availing & Rendering of Shipping/Logistics Related Services		

Signed on thisday of2024

Affix
Revenue
Stamp

Signature of Shareholder / Signature of Proxy

NOTE:

1. The Proxy need not be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

ROUTE MAP FOR EGM

