

April 10, 2025

**To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001**

Script Code: 532056

Sub: Outcome of the Board Meeting held on Thursday, 10th April 2025 under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“Listing Regulation”).

Dear Sir / Madam,

Further to our letter dated 07th April 2025 and Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby inform you that the Board of Directors of the Company, at their meeting held today, i.e. **Thursday, 10th April 2025** at the registered office of the Company, transacted the following items of Business:

1. Approved the increase in the Authorized Share Capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 55,00,000 (Fifty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and thereby consequent alteration to the existing Clause V of the Memorandum of Association of the Company, subject to such regulatory/statutory approvals as may be required and the approval of Shareholders of the Company.
2. Change in name of the Company from “Adinath Exim Resources Limited” to “Trustedge Capital Limited” and all such consequential changes to the Memorandum of Association (“MoA”) and Articles of Association of Company (“AoA”), subject to such regulatory/statutory approvals as may be required and the approval of Shareholders of the Company.
3. Raising of Funds by way of Issue and Allotment of up to 8,85,000 Equity Shares of face value of Rs. 10/- each of the Company to the Allottees belonging to Promoters Group as mentioned herein below, on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“SEBI ICDR Regulations”), as amended, and other applicable laws, at an issue price of Rs. 57/- per share (Including premium of Rs. 47/- per share) for a total consideration of Rs. 5,04,45,000/- (Rupees Five Crores Four Lakhs Forty-Five Thousand only), subject to the approval of regulatory/ statutory authorities and the Shareholders of the Company.

Details of Allottees:

S. No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be Issued (Upto)
1	Manoj Shantilal Savla (on behalf of Shantilal Savla Family Trust)	Promoter Group	2,92,000
2.	Avani Dharen Savla	Promoter Group	2,50,000
3.	Dharen Shantilal Savla	Promoter Group	1,25,351
4.	Shanil Paras Savla	Promoter Group	1,11,946
5.	Shail Manoj Savla	Promoter Group	1,05,703
Total			8,85,000

4. Adoption of Trustedge Employee Stock Option Scheme 2025' ("TEDGE ESOS 2025"/ "Scheme"), which is in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"). A maximum of 10,00,000 (Ten Lakhs) Options may be offered to the eligible employees as defined under the TEDGE ESOS 2025, which shall entitle the Option holder to 1 (one) fully paid-up equity share of face value of ₹10/- (Rupee Ten) each against each Option exercised, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company.
5. Grant of Options equal to or more than 1% of the issued capital of the Company to the identified employee of the Company.
6. Re-designate Mr. Manoj Shantilal Savla (DIN: 01529306) as Chairman & Managing Director of the Company:

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of Shareholders of the Company, the Board of Directors have re-designated Mr. Manoj Shantilal Savla (DIN: 01529306) as the Chairman & Managing Director (Executive and Promoter) of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from April 10, 2025.

Mr. Manoj Shantilal Savla (DIN: 01529306) shall also be designated as the Whole-Time Key Managerial Personnel of the Company under the Companies Act 2013 and SEBI (LODR) Regulations, 2015.

Mr. Manoj Shantilal Savla (DIN: 01529306) is not disqualified from being appointed as a Managing Director (Executive and Promoter) in terms of Section 164 of the Companies Act 2013 and has given his consent to act as a Chairman & Managing Director (Executive and Promoter).

Further, as required by circular no. LIST/COMP/14/2018-19 dated June 20, 2018, issued by BSE Limited, he is not debarred from holding the office of a director by virtue of any SEBI order or any other Authority.

7. Convening of 01/2025-26 Extra-Ordinary General Meeting (“EGM”) on **Friday, 09th May 2025, at 03:00 PM IST**, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to seek the approval of the members of the Company and approval of Notice calling EGM. The notice of the said EGM and other related details shall be submitted to the Stock Exchange in due course in compliance with the provisions of the SEBI Listing Regulations.
8. Noting of the Valuation Report submitted by CS Abhishek Chhajed, Registered Valuer (IBBI/RV/03/2020/13674) Securities and Financial Assets being an Independent Registered Valuer for calculation of Minimum Floor Price as per SEBI ICDR Regulations.
9. Fixed, Wednesday, 09th April 2025, being the date 30 days prior to the date of passing of resolution at the ensuing EGM to be held on Friday, 09th May 2025, being the Relevant Date in relation to the issue of Equity Shares in accordance with SEBI ICDR Regulations.
10. Fixed, Friday, 04th April 2025, as the cut-off date for the purpose of reckoning the name of the eligible members for dispatch of Notice of EGM along with the details of E-voting; and
11. Appointment of CS Aishwarya Parekh, Practicing Company Secretary (CP No.: 22505/Membership No.: F13318), failing which CS Rajesh Parekh, Practicing Company Secretary (CP No.: 2939/Membership No.: A8073) to as the alternate Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.

Additional Details as required under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are also enclosed as Annexure A.

The Board Meeting commenced at 04:30 PM IST and concluded at 05:30 PM IST.

Kindly consider this and take on record as a requisite disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The above information will be made available on the website of the Company.

Kindly take the same on your good record and disseminate the same on your website.

Thanking you.

Yours faithfully,

For, Adinath Exim Resources Limited

Manoj S. Savla
Chairman & Director
DIN: 01529306

Annexure – A

Approved the increase in the Authorized Share Capital:

Particulars	Details
Amendments to memorandum of association, in brief	In order to facilitate further issue of equity shares and for further requirements, if any and subject to the approval of the Shareholders of the Company, it is proposed to substitute the existing Clause V of the Memorandum of Association with the following new Clause V. “V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”
Amendments to article of association, in brief	Not Applicable

Change in Name of the Company:

Particulars	Details
Amendments to memorandum of association, in brief	Name Clause being Clause I of the Memorandum of Association of the Company be altered accordingly and substituted with the following clause: I. ‘The Name of the company is ‘Trustedge Capital Limited’.
Amendments to article of association, in brief	Articles of Association of the Company be altered by deleting the existing name of the Company wherever appears and substituting it with the new name of the Company.

Issuance of Equity Shares – Promoter Group Category:

Particulars	Details
Type of Securities proposed to be issued	Issue of Fully paid Equity Shares of face value of Rs. 10/- each of the Company.
Type of Issuance	Preferential Issue on a private placement basis in accordance with the provisions of Companies Act, 2013 and rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Name of the Investors	1. Manoj Shantilal Savla (on behalf of Shantilal Savla Family Trust). 2. Avani Dharen Savla. 3. Dharen Shantilal Savla. 4. Shanil Paras Savla. 5. Shail Manoj Savla.

Post-Allotment of Securities: Outcome of Subscription	The Issue and Allotment of Equity Shares are subject to approval of Members of the Company.				
	Name of the Investor	Pre-Preferential Equity holding		Post – Issue Equity holding	
		No. of Equity Shares	%	No. of Equity Shares	%
	Manoj Shantilal Savla (on behalf of Shantilal Savla Family Trust)	2,15,000	4.33%	5,07,000	8.66%
	Avani Dharen Savla	4,19,578	8.44%	6,69,578	11.44%
	Dharen Shantilal Savla	2,64,900	5.33%	3,90,251	6.67%
	Shanil Paras Savla	4,19,684	8.45%	5,31,630	9.08%
	Shail Manoj Savla	4,19,484	8.44%	5,25,187	8.97%
Issue Price	Rs. 57/- per Equity Share				
Number of Investor	Five (5).				
In case of convertibles – Intimation on conversion of securities or on lapse of tenure of the Instrument	Not Applicable				
Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable				

Adoption of Trustedge Employee Stock Option Scheme 2025’ (“TEDGE ESOS 2025”/ “Scheme”) & Grant of Options equal to or more than 1% of the issued capital of the Company to the identified employee of the Company:

Particulars	Details
brief details of options granted	The present disclosure is related to recommendation by the Board for seeking shareholders’ approval for formulation, adoption, and implementation of TEDGE ESOS 2025 with a pool size of 10,00,000 (Ten Lakhs) employee stock options (“Options”) which upon exercise, the granted options will be converted into an equivalent number of equity shares on a pari passu basis with the then existing equity shares of the Company and Grant of Options equal to or more than 1% of the issued capital of the Company to the identified employee of the Company.
whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes

total number of shares covered by these options	The pool size of TEDGE ESOS 2025 is 10,00,000 (Ten Lakhs) (upon exercise, the granted options will be converted into an equivalent number of equity shares on a pari passu basis with the then existing equity shares of the Company.)
pricing formula	The Exercise Price per Option shall be determined by the Nomination and Remuneration Committee (" Committee ") which shall be not less than the face value of the Share as on the Grant Date. The Exercise Price shall be specified in the letter issued to the Option Grantee at the time of the Grant.
options vested	Nil
time within which option may be exercised	The Vested Options with an Option Grantee while in employment with the Company may be Exercised anytime within the Exercise window(s) as may be intimated by the Company from time to time, which shall be maximum of 5 (five) years from the date of Vesting or such other period as may be determined by the Committee.
options exercised	Nil
money realized by exercise of options	Nil
the total number of shares arising as a result of exercise of option	Nil
options lapsed	Nil
variation of terms of options	Not Applicable
brief details of significant terms	<ul style="list-style-type: none"> The primary objective of the TEDGE ESOS 2025 is to align the interests of employees with the long-term goals of the Company by offering them an opportunity to become shareholders. This scheme is designed to compensate and recognize performance, attract and retain talent and to drive future growth. The Committee shall administer the TEDGE ESOS 2025. Options shall be granted based on one or more of the pre-defined performance conditions as may be determined by the Committee. <p>Every grant of Options shall be governed by a vesting schedule and such other terms, as determined by the Committee at the time of each grant, subject to maximum vesting period of 5 (five) years.</p>

subsequent changes or cancellation or exercise of such options	Not Applicable
diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable, as Options are yet to be exercised.
conversion ratio	Each Option shall carry the right to be issued one Share of the Company.

Re-designate Mr. Manoj Shantilal Savla (DIN: 01529306) as Chairman & Managing Director:

Particulars	Details
Name	Mr. Manoj Shantilal Savla
Reason for change viz. appointment, resignation, removal, death or otherwise;	Re-designate Mr. Manoj Shantilal Savla (DIN: 01529306) as the Chairman & Managing of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from April 10, 2025. The Re-designation is subject to the approval of Shareholders of the Company.
Date of appointment/ cessation (as applicable) & term of appointment	Date of appointment: - With effect from April 10, 2025. Term: - 3 (Three) Years commencing from April 10, 2025.
Brief profile (in case of appointment)	Mr. Manoj Shantilal Savla, aged 56 years, has over 38 years of experience in finance, investment, administration, and marketing of petroleum products. His extensive background and expertise make him well suited for the role of Managing Director. Additionally, he is one of the founding Promoters and first Directors of the Company.
Disclosure of Relationships between Directors (in case of Appointment of a Director)	Mr. Manoj Shantilal Savla is the father-in-law of Mrs. Vidhi Shail Savla.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/ 2018-19 dated 20th June 2018.	Mr. Manoj Shantilal Savla is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.