



Adinath Exim Resources Limited

Registered Office: 601, Astron Tower, Opp. Iskon Mandir, Nr. Casalla Tower, Satellite,
Ahmedabad – 380 015, Gujarat, CIN: L65100GJ1995PLC024300
Telephone: 6351738619, Website: www.adinatheximresources.com
Email: aerlnodalofficer@gmail.com

CORRIGENDUM TO THE NOTICE OF 01/2025-26 EXTRA-ORDINARY GENERAL MEETING SCHEDULED TO BE HELD ON FRIDAY, MAY 09, 2025, AT 03.00 PM IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS

Dear Members,

Adinath Exim Resources Limited ("the Company") had sent the Notice of the 01/2025-26 Extra-Ordinary General Meeting scheduled to be held on **Friday, May 09, 2025, at 03.00 PM IST**, through Video Conferencing ("VC")/ Other Audio-Visual Means (the "EGM Notice") dated 10th April 2025, vide email on 15th April 2025, to the Members of the Company. A newspaper advertisement to that effect was also published on 16th April 2025, in Business Standard in English language and Jai Hind (Ahmedabad edition) in Gujarati language. A copy of the EGM Notice and newspaper advertisement are available on the Company's website at www.adinatheximresources.com.

The Company, through this corrigendum, aims to inform the Members of the Company regarding certain corrections / modifications pertaining to Item No. 03 of the EGM Notice. The following are the brief details of these changes:

1. *Correction in the Name of One of the Proposed Allottees of Equity Shares under the Preferential Issue. The name of First Proposed Allottee viz. "Manoj Shantilal Savla (on behalf of Shantilal Savla Family Trust)" to be amended, replaced and read as "**Shantilal Savla Family Trust**" at all the places wherever mentioned in the Notice and Explanatory Statement dated 10th April 2025.*

The aforesaid amendments have been made in the relevant sections of the updated EGM Notice and Explanatory Statement thereto.

Accordingly, this Corrigendum 29th April 2025 to the EGM Notice is being issued, and the EGM Notice along with the Explanatory Statement has been updated to incorporate the above-mentioned changes.

This Corrigendum along with the updated EGM Notice is being sent only through e-mail to those Members whose e-mail addresses are registered with the Registrar and Transfer Agent ("RTA") / Depositories (As on Friday, April 04, 2025) in accordance with the applicable circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

This Corrigendum along with the updated EGM Notice is also available on the Company's website at www.adinatheximresources.com, on the websites of Stock Exchange, i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com, being the agency appointed by the Company for the VC and e-voting facility for the Extra-Ordinary General Meeting.

All other particulars and details mentioned in the EGM Notice dated 10th April 2025, save and except as modified or supplemented by this Corrigendum, shall remain unchanged. This Corrigendum shall form an integral part and shall be read in conjunction with the aforesaid EGM Notice along with its explanatory statement.

By order of the Board of Directors
For Adinath Exim Resources Limited

SD/-
Manoj S. Savla
Chairman and Managing Director
DIN: 01529306

Place: Ahmedabad
Date: 29th April 2025



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NOTICE OF 01/2025-26 EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Adinath Exim Resources Limited (“Company”) that the 01/2025-26 Extra-Ordinary General Meeting of the Company will be held on **Friday, May 09, 2025, at 03.00 PM IST** through Video Conferencing / Other Audio Visual Means to transact the following special businesses:

ITEM NO.1: TO APPROVE THE CHANGE IN THE NAME OF THE COMPANY FROM “ADINATH EXIM RESOURCES LIMITED” TO “TRUSTEDGE CAPITAL LIMITED”:

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 Section 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Reserve Bank of India and/or Ministry of Corporate Affairs and/ or any other regulatory or statutory authority (“the Authority”) as may be necessary, the approval of the Shareholders of the Company be and is hereby accorded to change the name of the Company from ‘Adinath Exim Resources Limited’ to ‘Trustedge Capital Limited’.

RESOLVED FURTHER THAT the 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’.

RESOLVED FURTHER THAT, the Memorandum of Association and Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change in name, the Memorandum of Association and the Articles of Association, and all other relevant documents including agreements, deeds, documents, contracts, letterheads, wherein the Company is a party or interested, and at all other places, wherever appearing, shall stand altered as below: The name “Adinath Exim Resources Limited” will be substituted with the new name “Trustedge Capital Limited

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorised on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, Reserve Bank of India, or any other regulatory or statutory authorities, make the necessary applications for the approval of the change in name as aforesaid and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

ITEM NO.2: TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO MAKE ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013, read with rules framed thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Registrar of Companies/Ministry of Corporate Affairs, Ahmedabad or any other consent, approval, if any required and further pursuant to the approval of Board of Directors of the Company, the approval of Shareholders of the Company be and is hereby accorded to increase the authorized capital of the Company from ₹ 5,50,00,000/- (Rupees Five Crores Fifty Lacs Only) divided into 55,00,000 (Fifty Five Lacs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:.

“V. The Authorized Share Capital of the Company is ₹ 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof (“the Board”) be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI, RBI or such other Authority arising from or incidental to the said amendment 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.”

ITEM NO.3: TO APPROVE PREFERENTIAL ISSUE OF UP TO 8,85,000 EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER GROUP CATEGORY:

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 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 equity 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), the consent and approval of the Shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot, on a private and preferential basis, at an appropriate time, in one or more tranches upto 8,85,000 (Eight Lakhs Eighty Five Thousand) fully paid up Equity Shares (**“Shares”**) of face value of ₹ 10/- (Rupees Ten only) each at a price of ₹ 57/- (Rupees Fifty Seven Only) each which includes a premium of ₹ 47/- (Rupees Forty Seven only) per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 5,04,45,000 /- (Rupees Five Crore Four Lakhs Forty Five Thousand Only), to the proposed Allottees as mentioned herein below on a cash subscription basis, in such manner as may be permissible in accordance with provisions of the SEBI Regulations and Act on such terms and conditions as the Board may, in its absolute discretion think fit and appropriate without requiring any further approval and consent from the members in accordance with the SEBI ICDR Regulations and other applicable laws.

Sr. No.	Name of the Proposed Allottees	Category of the Allottees	Maximum No. of the Shares proposed to be Allotted
1.	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

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is April 09, 2025, being the date 30 days prior to the date of passing of this resolution in the Extra Ordinary General Meeting of the Company to be held on May 09, 2025.

RESOLVED FURTHER THAT the offer, issue and allotment of the Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- 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, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.
- g) The Equity Shares shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- h) The Equity Shares proposed to be issued and 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.
- i) The monies received by the Company from the Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.
- j) The Equity Shares proposed to be allotted to the Allottees under this resolution shall be listed on the BSE Limited ("BSE") where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority. Further, the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary

and appropriate for the listing of the Equity Shares proposed to be allotted to the Allottees, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottees demat account.

- k) If any of the Allottee fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottee up to the extent of their applications received.”

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, sequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO.4: TO APPOINT OF MS. SHAILY JATIN DEDHIA (DIN-08853685) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Section 149, 152, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for time being in

force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), Ms. Shaily Jatin Dedhia (DIN – 08853685), who was appointed as an Additional Director with effect from March 31, 2025 for 5 (five) years and who shall hold office upto the date of the ensuing General Meeting of the Company, who has submitted a declaration that she meets the criteria for independence as provided in 149(6) of the Act and 16(1)(b) of SEBI Listing Regulations and also declared that she has not been debarred from holding the office of director or continuing as a Director of Company by SEBI/ MCA or any other authority and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, signifying his intention to propose Ms. Shaily Jatin Dedhia as a candidate for the office of a Director of the Company, whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from March 31, 2025."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof ("the Board") be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI, RBI or such other Authority arising from or incidental to the said amendment 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.

ITEM NO. 5: TO APPOINT MR. MANOJ SHANTILAL SAVLA (DIN: 01529306) AS THE CHAIRMAN & MANAGING DIRECTOR (EXECUTIVE AND PROMOTER) OF THE COMPANY:

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 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed by the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded for the appointment of Mr. Manoj Shantilal Savla (DIN: 01529306), as the Chairman & Managing Director (Promoter and Executive) of the Company for a period of three years commencing from April 10, 2025 to April 09, 2028 (both days inclusive), liable to retire by rotation, upon such terms and conditions and remuneration as set out in the Explanatory Statement annexed herewith (including the minimum remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with a discretion to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Manoj Shantilal Savla (DIN: 01529306).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to hereinafter include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and/or the Chief Financial Officer and/or the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to file necessary forms and filings with Registrar of Companies/Ministry of Corporate Affairs, Securities and Exchange Board of India, Reserve Bank of India, Banks and other regulatory authorities for the said Appointment as per the requirements under the Companies Act, 2013 and other acts and rules as applicable and to do all such acts, deeds, things and matters as may be necessary in the said connection.”

ITEM NO. 6: TO APPROVE OF ‘TRUSTEDGE EMPLOYEE STOCK OPTION SCHEME 2025’ (“TEDGE ESOS 2025”/ “SCHEME”):

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, and pursuant to Regulation 6 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Adinath Exim Resources Limited (“Company”) and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members’ of the Company be and is hereby accorded to the introduction and implementation of ‘Trustedge Employee Stock Option Scheme 2025’ (“TEDGE ESOS 2025”/ “Scheme”) and authorizing the Board of Directors of the Company ((hereinafter referred to as the “Board” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted or may constitute under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, and grant from time to time, in one or more tranches, not exceeding 10,00,000 (Ten Lakh) employee stock options (“Option(s)”) to or for the benefit of such eligible person(s) as designated by the Company, within the meaning of the Scheme (other than promoter or person belonging to the promoter group of the Company, independent directors and director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under the Scheme, exercisable into not more than 10,00,000 (Ten Lakh) equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up, where one employee stock Option would convert into one equity share upon exercise, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

“**RESOLVED FURTHER THAT** the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company.”

“**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option grantees

for the purpose of making a fair and reasonable adjustment to the employee stock Options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the Option grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Bankers, brokers, solicitors, registrars, compliance officer, investors service center and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

ITEM NO. 7: APPROVAL OF GRANT OF EMPLOYEE STOCK OPTION EQUAL OR MORE THAN 1% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEES:

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules thereunder, provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”) read with circulars issued thereunder, the provisions of relevant regulations/guidelines, if any, prescribed by the

Securities and Exchange Board of India, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions pursuant to the approval of Nomination and Remuneration Committee ("**Committee**") of the Board and the Board of Directors, the consent of the members' of the Company be and is hereby accorded to the to create, offer and grant from time to time such number of employee stock options ("**Options**") in one or more tranches to the following proposed option grantee under the '**Trustedge Employee Stock Option Scheme 2025' ("TEDGE ESOS 2025"/ "Scheme")** exercisable into equal number of equity shares of face value of Rs. 10/- (Rupees Ten) each fully paid up as per terms of the Scheme, which may equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option to the following eligible employee of the Company."

Name of the Employee	Designation
Mr. Deepak Kabra	Chief Executive Officer

ITEM NO. 8: APPROVAL OF POWER OF BORROWING UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013 NOT EXCEEDING ₹ 250 CRORES:

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

"**RESOLVED THAT** in supersession of earlier resolution passed in this regards and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the Shareholders of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 250 Crores (Two Fifty Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof ("the Board") be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI, RBI or such other Authority arising from or incidental to the said amendment 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.

ITEM NO. 9: CREATION/MODIFICATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) 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**:

"RESOLVED THAT in supersession of earlier resolution passed in this regards, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors ("Board") of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 250 Crores (Two Fifty Crores) at any time."

"RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof ("the Board") be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI, RBI or such other Authority arising from or incidental to the said amendment 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.

Date: 10/04/2025

By Order of the Board

Registered office:

Adinath Exim Resources Limited

601, Astron Tower,
Opp. Iskon Mandir,
Satellite, Ahmedabad
380015

Sd/-
Manoj Shantilal Savla
Chairman & Managing Director
DIN - 01529306

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), and its rules framed thereunder relating to business to be transacted at the EGM and relevant details as required under SEBI LODR Regulations, SEBI ICDR Regulations and Secretarial Standard -2 of General Meeting issued by the Institute of Company Secretaries of India ("ICSI"), are annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") had issued General Circulars bearing Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and latest Circular being, General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as "MCA Circulars") and any updates thereto issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India ("SEBI") has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023 and Circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter referred to as "SEBI Circulars"), have permitted companies to hold their general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM facility. Hence, in accordance with the MCA Circulars, provisions of the Act and SEBI LODR Regulations, the Extra-ordinary General Meeting (EGM) of the Members of the Company, is scheduled to be held through VC/OAVM facility on Friday, May 9, 2025 at 03:00 PM. (IST). Hence, the Members can attend and participate in the EGM through VC/OAVM only. In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM. The detailed procedure for participating in the meeting through VC/OAVM is appended herewith.
3. The Board of Directors has, at its meeting held on April 10, 2025 had appointed CS Aishwarya Parekh, Company Secretary (Mem. No.: F13318) to act as the Scrutinizer failing which Mr. Rajesh Parekh, Practicing Company Secretary (CP No.: 2939/Membership No.: A8073) to act as the alternate Scrutinizer, for conducting the EGM process in a fair and transparent manner.
4. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose e-mail IDs are registered with the Company/ Depositories as on the cut-off date i.e. Friday, April 04, 2025.
5. In compliance with the provisions of Sections 108 & 110 and other applicable provisions of the Act read with the Rules made thereunder, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has availed the services of NSDL (National Services Depository Limited), for facilitating remote e-voting to enable the Members to cast their votes electronically.

6. The Company has fixed Friday, May 02, 2025 as the 'Cut-off Date' for determining eligibility of Members who will be eligible to attend and vote at the Meeting. Members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from the Depositories i.e. National Securities Depository Limited ("NSDL") Central Depository Services (India) Limited ("CDSL") as on Cut-Off Date shall be entitled to vote on the Resolutions set forth in this Notice.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. This Notice is also available on the Company's website i.e. www.adinatheximresources.com and also on the website of stock exchange i.e. www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, May 02, 2025.
10. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote Evoting as well as voting at the EGM through e-voting.
11. The remote e-voting period begins on Sunday, May 04, 2025 at 9:00 A.M. and ends on Thursday, May 08, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
12. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
 - a. 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 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.
 - b. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
 - c. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

- d. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.adinatheximresources.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- f CS Aishwarya Parekh, Practicing Company Secretary (Mem. No.: F13318) failing which Mr. Rajesh Parekh, Practicing Company Secretary (CP No.: 2939/Membership No.: A8073) alternate Scrutinizer has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than 2 working days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.adinatheximresources.com and on the website of NSDL immediately after the result is declared by the Chairman and the same shall be simultaneously communicated to the BSE Limited.

13. The instructions for Members for remote e-voting are as under:

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





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 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. If you are not registered for IDeAS e-Services, option to register is available at

	<p>https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. 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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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. 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>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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</p>

	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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 toll free no. 1800 22 55 33

B) Login Method 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?

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.

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, 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.

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***

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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.

How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

Now, you will have to click on “Login” button.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csaishwaryaparekh@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts

to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

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

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 aerlnodalofficer@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to aerlnodalofficer@gmail.com. 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.co.in 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:

1. Member 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 link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 aerlnodalofficer@gmail.com on or before Wednesday, April 30, 2025 (5:00 p.m. IST). The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as speaker shareholder only be allowed to express their views/ask questions during the meeting.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at evoting@nsdl.com.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO 1.:

Members may note that subject to the approval of the Members of the Company by way of a Special Resolution, Reserve Bank of India or Ministry of Corporate affairs and/ or any other regulatory or statutory authority (“the Authority”) as may be required under applicable laws, the Board has approved the change in name of the Company from “Adinath Exim Resources Limited” to “Trustedge Capital Limited” along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association of the Company in its meeting held on April 10, 2025.

Members of the Company are hereby informed that the Company has already applied for obtaining NOC from Reserve Bank of India in regard to the proposed change of name of the Company. Further, the Company have also received the reservation of new name i.e. Trustedge Capital Limited from Central Registration Centre (“CRC”), Ministry of Corporate Affairs, vide its letter dated March 27, 2025. The members may further note that the proposed name is aligned with the objects, brand and business activities of the Company.

Furthermore, it may also be noted that the Company is in compliance with the provisions of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circular No. CIR/MRD/DP/07/2011 dated June 16, 2011, SEBI Circular No. SEBI/MRD/ Policy/AT/Cir-20/2004 dated April 30, 2004, issued in regard to change in name of the company.

The Company has complied with the requirements of Regulation 45 of the SEBI Listing Regulations and has obtained a certificate for the same from M/s Mahendra N. Shah Co., a Practicing Chartered Accountant, which is enclosed as an Annexure to this Notice.

The proposed change in name would neither result in a change of legal status or constitution or operations or activities of the Company, nor would it affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All the existing share certificates bearing the current name of the Company will, after name change, continue to be valid for all purposes.

Pursuant to Sections 5, 13 and 14 of the Act, for effecting the change in name of the Company and consequent amendment in the Memorandum and Articles of Association of the Company and all other related documents, it is necessary to obtain approval of the Members of the Company by way of a Special Resolution.

Accordingly, the consent of the members is sought to pass the Special Resolution as set out at Item No. 1 of the Notice. The Board recommends passing of resolution as a Special Resolution.

None of the Directors /Key Managerial Personnel of the Company /their relatives (except to the extent of their shareholding in the Company, if any), are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item no. 1 of the Notice.

ITEM NO 2.:

In order to facilitate further issue of equity shares and for further requirements, if any, it is proposed to increase the Authorized Share Capital to ₹ 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each. The Board of Directors of the Company at their meeting held on Thursday, 10th April 2025, has approved the resolution for an increase in Authorized Share Capital of the Company.

As a consequence of the increase of authorized share capital of the Company, the existing capital clause (Clause 5) of the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

Accordingly, Clause V of the Memorandum of Association of the Company is proposed to be amended as set out in Item No. 2 of the accompanying Notice reflecting the corresponding changes in the Authorized Share Capital of the Company, consequent to the proposed increase in the authorized share capital from ₹ 5,50,00,000/- (Rupees Five Crores Fifty Lacs Only) divided into 55,00,000 (Fifty Five Lacs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

A copy of the Memorandum of Association and Articles of Association of the Company is open for inspection by the Members during business hours on working days upto the date of EGM.

Accordingly, the consent of the members is sought to pass an Ordinary Resolution as set out at Item No. 2 of the Notice.

None of the Directors /Key Managerial Personnel of the Company /their relatives (except to the extent of their shareholding in the Company, if any), are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 2 of the Notice.

ITEM NO 3.:

The Special Resolution contained in Item No. 3 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 8,85,000 Equity Shares ('Equity') at the issue price of ₹ 57/- including premium of ₹ 47/-, aggregating up to ₹ 5,04,45,000 /- (Rupees Five Crore Four Lakhs Forty Five Thousand Only).

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter Group' 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 Thursday, April 10, 2025.

The approval of the members is accordingly 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 Proposed Allottees, had not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e. April 09, 2025.

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. Objects of the Preferential Issue

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

- (i) to strengthen the capital adequacy of the Company and prepare for future business opportunities available for the Company.
- (ii) General Corporate Purpose.

(hereinafter collectively referred to as "Objects")

Interim Use of Issue Proceeds:

Pending utilization of part of entire Issue Proceeds, the Company may inter alia subject to approval from the Board of Directors and also in accordance with the applicable regulations and laws, during such interim

period, permitted to utilize such Issue Proceeds in total or parts for making investments in bank fixed deposit receipts, deposits in scheduled commercial banks, securities issued by government of India/State Governments/Quasi bodies or any other investments as permitted under applicable laws on a short term basis or deployments as may be deemed fit in the interest of the Company during such interim period.

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

Preferential Issue of up to 8,85,000 Equity Shares ('Equity') at the issue price of ₹ 57/- including premium of ₹ 47/-, aggregating up to ₹ 5,04,45,000 /- (Rupees Five Crore Four Lakhs Forty-Five Thousand Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

The preferential issue is proposed to be made to the Promoter Group Allottees as detailed herein below. The Company had already obtained PAN of the proposed Allottees.

Sr. No.	Name of the Proposed Allottees	Category of the Allottees	Maximum No. of the Shares proposed to be Allotted
1.	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

C. Intent of the Promoters, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:

The following Persons related to Promoters Group of the Company intend to subscribe to the issue of Equity Shares, the details of which are mentioned below:

Sr. No.	Name of the Proposed Allottees	Category of the Allottees	Maximum No. of the Shares proposed to be Allotted
1.	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

Further, the remaining Persons/Individuals/Entities which forms part of Promoters and Promoters Group as mentioned herein below do not subscribe to the Equity Shares:

- Parasbhai Shantilal Savla.
- Manoj Shantilal Savla.
- Shantilal Murjibhai Savla.
- Shantilal Murjibhai Savla HUF.

- (e) Manoj Shantilal Savla HUF.
- (f) Mita Manoj Savla.
- (g) Priti Paras Savla.
- (h) Dharen Shantilal Savla.
- (i) Prabhaben Shantilal Savla.

The Directors, Key Managerial Personnel and Senior Management of the Company do not intent to subscribe to Equity Shares.

D. 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:

Category	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post – Issue Shareholding	
	No. of Shares	%		No. of Shares	%
A) Promoter Shareholding					
1) Indian					
Individuals & HUF	31,13,900	62.67	5,93,000	37,06,900	63.33
Bodies Corporate	-	-	-	-	-
Total (A)(1)	31,13,900	62.67		37,06,900	63.33
2) Any Other	2,15,000	4.33	2,92,000	5,07,000	8.66
Total Promoter holding (A1 + A2)	33,28,900	67.00	8,85,000	42,13,900	71.99
B) Public Shareholding					
1) Institutional Investors	-	-	-	-	-
2) Non – Institutional Investors					
Individuals	14,98,253	30.15	-	14,98,253	25.60
Bodies Corporate	47,523	0.96	-	47,523	0.81
NRIs	13,572	0.27	-	13,572	0.23
Any Others	80,352	1.62	-	80,352	1.37
Total (B)(2)	16,39,700	33.00	-	16,39,700	28.01
Total Public Holding (B1 + B2)	16,39,700	33.00	-	16,39,700	28.01
C)Non – Promoter Non-Public	-	-	-	-	-
Total (A + B + C)	49,68,600	100.00	8,85,000	58,53,600	100.00

Notes:

- (1) The pre-issue shareholding pattern is as on March 31, 2025.
- (2) Post shareholding structure may change depending upon any other corporate action in between.
- (3) The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed allotment.

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

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity 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.

F. 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 last financial year, the following equity shares were allotted on the preferential basis:

Name	Pre-Issue Shareholding Structure		Equity Shares to be Allotted during the year	Post – Issue Shareholding		Price at which the allotment was made
	No. of Shares	%		No. of Shares	%	
Shanil Paras Savla	2,03,184	4.70	2,16,500	4,19,684	8.45	40
Shail Manoj Savla	2,02,894	4.70	2,16,500	4,19,484	8.44	40
Avani Dharen Savla	2,03,078	4.70	2,16,500	4,19,578	8.44	40

G. Valuation for Consideration other than Cash

Not Applicable

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

Not Applicable

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

The Equity Shares of the Company are listed on BSE Limited ("BSE"), recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. April 09, 2025 and are frequently traded on the Stock Exchange in accordance with ICDR Regulations. Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

The Price of the Equity Shares to be allotted to Proposed Allottees shall not be less than the price determined in accordance with the ICDR Regulations. Currently, ICDR Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares" (Regulation 164(1) of the ICDR Regulations, 2018,

In terms of the applicable provisions of ICDR Regulations, the price at which the Equity Shares of the Company shall be allotted shall not be less than higher of the following:

I. The 90 trading days volume weighted average prices of the related Equity Shares quoted on the recognized Stock Exchange preceding the Relevant Date i.e., ₹ 53.99/- per Equity Share;

II. The 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognized Stock Exchange preceding the Relevant Date i.e., ₹ 56.30/- per Equity Share; whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity may be issued computes to ₹ 56.30/- each. Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

As the proposed allotment is of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Equity Shares, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottees and the Allottees acting in concert, the provisions of Regulation 166 A (1) of the ICDR Regulations shall be applicable to the Company and accordingly the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

(a) Price determined as per provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares):

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the ICDR Regulations for the Preferential Issue of Equity Shares is INR ₹ 56.30/- (Rupees Fifty-Six and Thirty paise only) being the higher of the following:

- (i) ₹ 53.99/- (Rupees Fifty-Three and Nine Three paise only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;
- (ii) ₹ 56.30/- (Rupees Fifty-Six and Thirty paise only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

₹ 56.30/- (Rupees Fifty-Six and Thirty paise only) being the price calculated and determined under the Valuation report dated 09th April 2025 of CS Abhishek Chhajed, Registered Valuer (IBBI/RV/03/2020/13674) i.e., ₹ 56.30/- per share.

The direct access link to the Valuation Report obtained from the Registered Valuer dated 09th April 2025 is as www.adinatheximresources.com/14425/Signed%20Valuation%20Report.pdf

OR

(b) The price determined in accordance with the provisions of the Articles of Association of the Company. Since the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is not applicable to the Company.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis is fixed at ₹ 57/- (Rupees Fifty-Seven Only) not less than the price determined in accordance with applicable provisions of the ICDR Regulations.

J. 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 Category as detailed in the resolution.

K. The Price or Price Band at / within which the allotment is proposed

The Equity Shares are proposed to be issued at an issue price of ₹ 57/- per share, including a premium of ₹ 47/- per share, as per the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

Further, the Company undertakes to re-compute the price of the Equity Shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

- L. 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.	Shantilal Savla Family Trust	Promoter Group	Manoj Shantilal Savla
2.	Shanil Paras Savla	Promoter Group	Not Applicable
3.	Shail Manoj Savla	Promoter Group	Not Applicable
4.	Avani Dharen Savla	Promoter Group	Not Applicable
5.	Dharen Shantilal Savla	Promoter Group	Not Applicable

All the proposed Individual Allottees are the self-beneficial owners/persons controlling being the natural persons.

- M. 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		Equity Shares to be Allotted	Post – Issue Shareholding	
	No. of Shares	%		No. of Shares	%
Avani Dharen Savla	4,19,578	8.44	2,50,000	6,69,578	11.44
Shanil Paras Savla	4,19,684	8.45	1,11,946	5,31,630	9.08
Shail Manoj Savla	4,19,484	8.44	1,05,703	5,25,187	8.97
Shantilal Savla Family Trust	2,15,000	4.33	2,92,000	5,07,000	8.66
Dharen Shantilal Savla	2,64,900	5.33	1,25,351	3,90,251	6.67

N. Lock-in Period

- 1) The Equity Shares 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.

O. Issue Price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Wednesday, April 09, 2025, for the purpose of computation of issue price of Equity.

The Equity Shares are proposed to be issued at an issue price of ₹57/- per share, including premium of ₹47/- per share, as per the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

The Company had obtained Valuation report dated 09th April 2025 from CS Abhishek Chhajed, Registered Valuer (IBBI/RV/03/2020/13674). The direct access link to the Valuation Report obtained from the

Registered Valuer dated 09th April 2025 is as
www.adinatheximresources.com/14425/Signed%20Valuation%20Report.pdf

P. 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.

Q. 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.
- As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), BSE Limited ("BSE") and the Depositories.

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

Not Applicable

S. 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.	Shantilal Savla Family Trust	Promoter Group	Promoter Group
2.	Shanil Paras Savla	Promoter Group	Promoter Group
3.	Shail Manoj Savla	Promoter Group	Promoter Group
4.	Avani Dharen Savla	Promoter Group	Promoter Group
5.	Dharen Shantilal Savla	Promoter Group	Promoter Group

T. Practicing Company Secretary's Certificate

The certificate from CS Aishwarya Parekh (Mem. No. F13318), 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.adinatheximresources.com/14425/SEBI%20ICDR%20Certificate%20PCS.pdf.

U. Monitoring of Utilization of Funds:

As the issue size is less than INR 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the ICDR Regulations.

V. Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

W. Principal terms of assets charged as securities:

Not Applicable.

X. Material terms of raising such securities:

All material terms have been set out above.

Y. Listing:

The Company will make an application to the Stock Exchange at which the existing equity shares are listed, for listing of the Equity Shares to be issued and allotted on preferential basis. Such Equity Shares will rank pari-passu with the existing Equity Shares.

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

The Directors, namely Mr. Manoj Shantilal Savla, Director and Ms. Vidhi Shail Savla, Whole-time Director of the Company and their relatives forming part of the Promoter and Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares held by them. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Equity Shares on a preferential basis to the persons whether or not they are members of the Company as permitted by 23(1)(b), 42 and Section 62 (1)(c) of the Companies Act, 2013. The Company, in consultation with its advisors, experts and others concerned, will fix the detailed terms and conditions of the issue which

will be in line with the requirements of the guidelines issued by the Securities and Exchange Board of India (SEBI) and by other concerned authorities.

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 3 of the Notice, as a Special Resolution, for issue of Equity Shares.

ITEM NO 4.:

Ms. Shaily Jatin Dedhia was appointed as an Additional Independent Director of the Company by the Board of Directors in its meeting dated March 31, 2025 with effect from 31st March 2025 till 30th March 2030 (both days inclusive), not be liable to retire by rotation. The Appointment was made subject to the approval of Shareholders of the Company.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended appointment of Ms. Shaily Jatin Dedhia as an Independent Director for a term of 5 (five) consecutive years on the Board of the Company.

The Committee strongly believed that, given her background and experience, the association of Ms. Shaily Jatin Dedhia and the rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she also possesses appropriate skills, expertise and competencies. The Board believes her appointment would be apt considering the need for experts on the Board.

The Company, has received from Ms. Shaily Jatin Dedhia (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 (2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any Equity Shares of the Company.

The Company has also received declaration from Ms. Shaily Jatin Dedhia that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Shaily Jatin Dedhia for the office of Independent Director of the Company.

In the opinion of the Board, Ms. Shaily Jatin Dedhia fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Ms. Shaily Jatin Dedhia is independent of the management.

In the opinion of the Board, Ms. Shaily Jatin Dedhia fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Ms. Shaily Jatin Dedhia is provided in the "Annexure-A" to the Notice pursuant to the provisions of 36(3) of the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of the draft letter of appointment of Ms. Shaily Jatin Dedhia setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

She shall be paid remuneration by way of sitting fee for attending meetings of the Board in which the quarterly/half-yearly/nine months and year ended results are being approved within the limits stipulated under Section 197 of the Act.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an Independent Director of a listed entity, shall be subject to the approval of Shareholders by way of a special resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Ms. Shaily Jatin Dedhia is interested in the resolution set out at Item No. 4 of the Notice with regards to her appointment. Relatives of Ms. Shaily Jatin Dedhia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

ITEM NO 5.:

The Shareholders of the Company upon recommendation of the Nomination and Remuneration Committee (NRC') and the Board of Directors (Board'), had approved the appointment and the remuneration of Mr. Manoj Shantilal Savla as the Managing Director (Promoter and Executive) of the Company for a period of five years from August 12, 2019, to August 11, 2024 (both days inclusive).

Further, Based on the recommendation of the NRC, the Board at its meeting held on August 09, 2024, approved the re-appointment of Mr. Manoj Shantilal Savla, as the Managing Director of the Company, liable to retire by rotation, for a term of five years i.e. from August 12, 2024 to August 11, 2029 (both days inclusive), However, due to non passing of the resolution by the shareholders of the Company he was not elected as the Managing Director of the Company at the 30th Annual General Meeting of the Company held on September 30, 2024.

Upon receiving fresh recommendation of the Nomination and Remuneration Committee (NRC'), had again approved the appointment and the remuneration of Mr. Manoj Shantilal Savla as the Managing Director (Promoter and Executive) of the Company for a period of three years from April 10, 2025, to April 09, 2028 (both days inclusive). The terms and conditions of his appointment as hereinafter indicated, including remuneration pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Act and the Rules framed thereunder.

Mr. Manoj Shantilal Savla has more than 38 years of experience in finance, investment, administration and marketing of petroleum products. The profile and specific areas of expertise of Mr. Savla and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure A to this Notice. The key terms and conditions including remuneration relating to the re-appointment of Mr. Savla as Managing Director of the Company (hereinafter referred to as Managing Director') are as follows:

A. Tenure of Agreement:

Three years with effect from April 10, 2025, to April 09, 2028 (both days inclusive).

B. Nature of Duties:

- i. The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him, and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such company.
- ii. The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause B (i) above.
- iii. The Managing Director undertakes to employ the best of his skills and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

C. Remuneration:

Salary: upto INR 1,00,000/- per month including base salary, variable pay, perquisites, various allowances, bonus & other benefits etc., to be increased by an inflationary standard annually based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company's performance and individual performance.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Savla, the Company has no profits, or its profits are inadequate, the Company will pay him aforesaid remuneration as minimum remuneration in terms Part II of Schedule V of Companies Act, 2013 by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

E. Other Terms of appointment:

- i. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

- ii. The terms and conditions of the appointment of the Managing Director and the agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereinafter in this regard in such manner as may be agreed between the Board and the Managing Director, subject to such approvals as may be required.
- iii. Either party may terminate the agreement earlier without any cause, by giving the other party six months' notice of such termination or by surrendering six months' remuneration in lieu thereof.
- iv. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
 - a. If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the agreement to be executed between the Company and the Managing Director; or
 - c. In the event the Board expresses its loss of confidence in the Managing Director.
- v. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- vi. Upon the termination by whatsoever means of the Managing Director's employment:
 - a. he shall immediately cease to hold offices held by him in any holding company, in subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company, if any; and return vacant possession of the Company's premises occupied by him and / or his family, if any;
 - b. he shall not without the consent of the Board at any time thereafter represent himself as connected with the Company or any of the subsidiaries and associated companies.
- vii. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.
- viii. The terms and conditions of appointment of the Managing Director also includes clauses pertaining to adherence with the Company's Code of Conduct, intellectual property, non-competition, non-solicitation, no conflict of interest with the Company and maintenance of confidentiality.
- ix. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Savla shall cease to be the Managing Director, and also cease to be a Director of the Company. If at any time, Mr. Savla ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director, and the Agreement shall forthwith terminate. If at any time, Mr. Savla ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Managing Director of the Company. In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, read with Schedule V to the Act and Article 173 of the Articles of Association of the Company, approval of the Members is being sought for the appointment of Mr. Savla, as the Managing Director of the Company at a remuneration and other terms of appointment, as specified above.

In compliance with the provisions of Section 196 & 197 of the Act read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if

any, of the Act the terms of remuneration specified above are now being circulated in this Notice to the Members for their approval.

The proposed draft Agreement between Mr. Savla and the Company is available for inspection by the Members of the Company electronically during normal business hours on any working day of the Company, up to the date of the last date of voting on this EGM notice. Further, the proposed draft Agreement can be made available to the concerned members on demand for the purpose of verification by members.

The Board of Directors recommends the appointment of Mr. Savla as Managing Director of the Company as mentioned above by passing a Special Resolution. A Brief Resume of Mr. Savla is given in Annexure- A to this explanatory statement.

Other particulars pertaining to the Company, which are required to be disclosed as per Section II of Part II of Schedule V of the Act, are given in Annexure-B to this explanatory statement.

Except Mr. Savla and/or his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the Notice.

The Board recommends the Resolution as set out in Item No. 5 of the accompanying Notice for the approval by the Members of the Company by way of a Special Resolution.

ITEM NO 6.:

The ‘**Trustedge Employee Stock Option Scheme 2025**’ (“**TEDGE ESOS 2025**” / “**Scheme**”) aims to reward loyalty by recognizing employees with ownership rights, fostering a deeper sense of belonging; acknowledge performance by offering employee stock options (“**Options**”) as recognition for consistent excellence; attract and retain top industry talent by providing a compelling reason to join and stay with the Company and drive future growth by encouraging employees to contribute to the Company’s success and share in its financial benefits.

The Company intends to grant Options at a discounted market price to recognize and reward key eligible employees. The discount offered will be balanced by performance-based criteria such as but not limited to achievement of corporate performance for each employee, such as revenue, earnings before interest, tax, depreciation and amortization (“**EBITDA**”), free cashflow, order book, etc., ensuring that the benefit is earned through demonstrated achievements. Hence, the vesting of these options will be strictly tied to predefined performance targets, and if the specified goals are not met, all granted Options will stand canceled.

As per provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”), the Company seeks members’ approval for the implementation of the Scheme.

Accordingly, the Nomination and Remuneration Committee ("**Committee**") and the Board of Directors of the Company at their respective meetings held on April 10, 2025 had approved the introduction of the Scheme, subject to your approval.

The main features of the Scheme are as under:

a) Brief Description of the Scheme:

Keeping in view the aforesaid objectives, the Scheme contemplates grant of Options to the Employees of the Company. After vesting of Options, the Employees earn a right, but not obligation, to exercise the Vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of Exercise Price and satisfaction of any tax obligation arising thereon.

The Committee shall act as Compensation Committee for the administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

b) Total number of Options to be granted:

The total number of Options to be granted under the Scheme shall not exceed **10,00,000 (Ten Lakh)**. Each Option when exercised would be converted in to one equity share of ₹10/- (Rupees Ten) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the Option grantees for making such fair and reasonable adjustments, the ceiling of **10,00,000 (Ten Lakh)** shall be deemed to be increased to the extent of such additional Options issued.

c) Identification of classes of employees entitled to participate in the Scheme:

All employees and Directors (hereinafter referred to as "**Employees**") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India,
- (ii) a Director of the Company, whether whole time director or not including a non-executive director who is not a Promoter or member of the Promoter Group

but excludes

- a. an Employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his / her relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and

c. a Director being an Independent Director.

d) Requirements of Vesting and period of Vesting:

All the Options granted on any date shall vest on expiry of the minimum period of **1 (One) year** from the date of grant of Options and not later than maximum period of **5 (Five) years** from the date of Grant.

The vesting dates in respect of the Options granted under the Scheme shall be determined by the Committee and may vary from employee to employee or any class thereof and / or in respect of the number or percentage of Options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SBEB Regulations. Apart from that the Committee may prescribe certain corporate performance conditions for each employee, such as revenue, earnings before interest, tax, depreciation and amortization (“**EBITDA**”), free cashflow, order book, etc. subject to satisfaction of which the Options would vest.

The specific vesting schedule and conditions for each employee shall be determined by the Committee which shall be disclosed in the grant letter.

e) Maximum period within which the Options shall be vested:

All the Options granted on any date shall vest not later than the maximum period of **5 (Five) years** from the date of grant.

f) Exercise price or pricing formula:

The Exercise Price per Option shall be determined by the 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.

g) Exercise period and the process of exercise:

i. Exercise while in employment:

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, provided it is within a period of 5 (five) years from the date of Vesting or such other period as may be determined by the Committee. All the Vested Options can be exercised by the Option Grantee at one time within the Exercise Period. Note that the Vested Options not Exercised during the Exercise Period shall automatically lapse, unless otherwise decided by the Committee.

ii. Exercise in case of Separation from employment:

S. No.	Events of separation	Vested Options	Unvested Options
1	Resignation/ Termination (Other than due to Misconduct or due to breach of Company Policies/ Terms of Employment)	All the Vested Options as on the date of submission of resignation/termination shall be exercisable by the Option Grantee on or before Exercise Period or last working day , whichever is earlier.	All the Unvested Options as on date of submission of resignation/termination shall stand cancelled with effect from date such resignation/termination.
2	Termination due to Misconduct or due to breach of Company Policies/ Terms of Employment	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand cancelled with effect from the date of such termination.
3	Retirement	All the Vested Options as on the date of Retirement can be exercisable by the Option Grantee within 12 (Twelve) months from the date of Retirement or Exercise Period, whichever is earlier.	All Unvested Options as on the date of Retirement would continue to vest in accordance with the original Vesting Schedule even after Retirement. All such aforesaid Vested Options can be Exercised within a period of 12 (twelve) months from the date of such Vesting.
4	Death	All Vested Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 (twelve) months from the date of Death of the Option Grantee.	All the Unvested Options as on date of death shall vest immediately in the Option Grantee's nominee or legal heir and can be exercised in the manner defined for Vested Options.

S. No.	Events of separation	Vested Options	Unvested Options
5	Permanent Incapacity	All Vested Options may be exercised by the Option Grantee, immediately after, but in no event later than 12 (twelve) months from the date of such Permanent Incapacity.	All the Unvested Options as on date of incurring of such incapacity shall vest immediately in the Option Grantee and can be exercised in the manner defined for Vested Options.
6	Non Performance	All Vested Options on such Non Performance shall stand cancelled as decided by the Committee, and such decision shall be final.	All Unvested Options on such Non Performance shall stand cancelled as decided by the Committee, and such decision shall be final.
7	Termination due to reasons apart from those mentioned above	The Committee shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise required by Applicable Laws.

The vested Option shall be exercisable by the Option grantees by a written application to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of Options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the Option grantee. The Options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance, joining and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options under the Scheme that may be granted to each Employee per Grant and in aggregate be not more than 7,00,000 (Seven Lakh) Options at the time of Grant of Option.

j) Maximum quantum of benefits to be provided per employee under the Scheme:

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

k) Route of the Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

l) Source of acquisition of shares under the Scheme:

The Scheme contemplates issue of fresh/ primary shares by the Company.

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

This is currently not contemplated under the present Scheme.

n) Maximum percentage of secondary acquisition:

This is not relevant under the present Scheme.

o) Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SBEB Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SBEB Regulations.

p) Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

q) Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r) Period of lock-in:

The equity shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period. Also, usual restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the members is being sought by way of a Special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB Regulations.

A draft copy of the Scheme is available for inspection at the Company's registered office during official hours on all working days till the date of the EGM.

None of the Directors, key managerial personnel of the Company including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the Scheme.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Agenda Item No. 6 of the accompanying notice.

ITEM NO 7.:

The Board on the recommendation of Nomination and Remuneration Committee ("**Committee**") has sought your approval to the '**Trustedge Employee Stock Option Scheme 2025**' ("**TEDGE ESOS 2025**" / "**Scheme**"). The Company consistently believes in the philosophy of creating entrepreneurial teams to operate its businesses and create superior shareholder return. It would be implemented keeping in view the incentivization requirements of the key employees through equity-based compensation.

It is imperative that the teams led by holders of designated position(s) namely the Mr. Deepak Kabra, Chief Executive Officer, have substantial interest in the business and for that reason grant of equal to or exceeding 1% of the issued capital of the Company employee stock options ("**Options**") have been proposed to retain and incentivize driving performance leading to improved corporate growth and profitability.

In the background above, approval of the members is being sought for the issue to the aforementioned personnel being equal to or more than 1% (One percent) of the issued capital of the Company as on date of grant.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

Your Board recommends the special resolution set forth as Item No. 7 of the notice for your approval.

ITEM NO 8.:

As per provision of Section 180(1) (c) of the Companies Act, 2013, The Board of Directors cannot borrow monies where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business without approval of the members by way of a Special Resolution.

Hence, considering growing fund requirement in the company, it is proposed to get approval from members for exceeding borrowing limit upto ₹250 Crores.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

Your Board recommends the special resolution set forth as Item No. 8 of the notice for your approval.

ITEM NO 9.:

As explained above consequent to approve the borrowing limits of the Company it is necessary to get the approval for creation of charge/modification on properties whether movable or immovable of the Company pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had accorded consent to create security to secure borrowings up to ₹ 250 Crores. Creation/modification of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly, the matter has been put forward for members' approval.

None of the Directors, Key Managerial Person, or their relatives is concerned or interested in this resolution except to the extent and manner set out in the resolution.

Your Board recommends the special resolution set forth as Item No. 9 of the notice for your approval.

Annexure A: Brief Resume of Director's seeking appointment.

Details of Director seeking appointment at the EGM pursuant to the provisions of (i) Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India and are provided herein below:

Particulars	Mr. Manoj Shantilal Savla	Ms. Shaily Jatin Dedhia
Directors Identification Number (DIN)	01529306	08853685
Category	Chairman & Managing Director (Promoter and Executive)	Independent Director (Non-Executive)
Date of Birth	29/07/1968	12/12/1983
Age	57	41
Nationality	Indian	Indian
Date of first appointment by Board	20/01/1995	31/03/2025
Qualifications	He is a Commerce Graduate from Gujarat University, Ahmedabad.	Member of ICSI and Bachelor in Commerce.
Nature of Expertise in specific functional areas	He is one of the founding Promoters and first Directors of the Company. He is having an experience of 38 years in the areas of finance, investment, administration and marketing of petroleum products.	Ms. Shaily Jatin Dedhia is a Qualified Company Secretary and holds a bachelor's degree in commerce & law from Mumbai University. She also holds a master's degree in commerce with Management as a subject from Mumbai University. Her profile includes vast experience of more than 15 years in legal, secretarial, compliance, Mergers, Amalgamation and other ancillary matters. Throughout her career she has been associated with Companies like MMRDA (Mumbai Metropolitan Region Development Authority) (State Government Authority) & Sheth Creators Group of Companies, Sunteck Realty Limited and Group companies.
In the case of Independent Directors, the skills and capabilities for the role and the manner in	Not Applicable.	Corporate Governance and Compliance Management.

which the proposed person meets such requirements.		
Directorship held in other entities.	Unlisted Companies: <ol style="list-style-type: none"> Jay Khodiyar Properties Private Limited Orpat Marketing Private Limited S. P. Organisers Private Limited 	<ol style="list-style-type: none"> Deep Industries Limited. Vadilal Industries Limited. Corrtech International Limited. Prabha Energy Limited. Vadilal Chemicals Limited. Dolphin Offshore Enterprises (India) Limited. Deep Natural Resources Limited.
Relationship with other Director/KMPs	Father in Law of Ms. Vidhi Savla.	Not related to the Board of Directors
Details of Board Meetings attended during the year.	FY 2025-26: One	FY 2025-26: One
Term and Condition of appointment along with Remuneration.	As per Resolution and Explanatory Statement.	As per Resolution and Explanatory Statement.
Remuneration last drawn	NIL	NIL
Membership of Committee in the Company.	Member: <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Stakeholder's relationship Committee. 	Member: <ol style="list-style-type: none"> Audit Committee Nomination and Remuneration Committee Stakeholder's relationship Committee.
No of Shares are held in the Company.	2,03,342 Equity Shares	Nil
Remuneration proposed to be paid.	As per Resolution and Explanatory Statement.	No remuneration to be paid apart from fees or sitting fees.
Terms and Conditions of appointment.	As per Resolution and Explanatory Statement.	As per Resolution and Explanatory Statement.

Annexure B

Statement as required under Section II of Part II of Schedule V of the Act giving details in respect of the remuneration of Mr. Manoj Shantilal Savla as Managing Director.

I. General information:	
(1) Nature of industry	The Company engaged in the business of Non-Banking Financial Company.
(2) Date or expected date of commencement of commercial production	The Company was incorporated on 20/01/1995 and the operations were started after some time.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.
(4) Financial performance based on given indicators	Annexure '1'.
(5) Foreign investments or collaborations, if any.	NIL

II. Information about the Director:	
Particulars	Mr. Manoj Shantilal Savla
(1) Background details	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.
(2) Past remuneration	INR 60,000/- per annum.
(3) Recognition or awards	Nil
(4) Job profile and his suitability	<p>Mr. Savla is responsible for:</p> <p>Finance Investment Management and Administration Marketing Strategy</p> <p>His extensive experience and proven track record in these areas ensure his suitability for the role of Managing Director.</p>
(5) Remuneration proposed	The terms of remuneration proposed are detailed in the Special Resolution and Explanatory statement.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Following a distinguished 29-year long service with the Company, Mr. Manoj Shantilal Savla took over as the Managing Director of the Company on August 12, 2018 and was entrusted with substantial powers of the management and was responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Over his long tenure he had actively led the stellar growth story of the Company which saw the Company attain new heights of market share and profitability.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Mr. Manoj Shantilal Savla is the father-in-law of Mrs. Vidhi Shail Savla.</p> <p>He holds 4.71% of the total paid-up value of the Company through his personal shareholding and 0.02% through his Hindu Undivided Family (HUF) as of the date.</p> <p>He is a trustee of the Shantilal Savla Family Trust, which holds 4.98% of the total paid-up value of the Company as of the date.</p> <p>Apart from as mentioned above and the proposed remuneration, Mr. Savla does not have any other pecuniary relationship with the Company.</p>

III. Other information:

(1) Reasons of loss or inadequate profits	<p>According to management, while the Company is not incurring any losses recently, the profits for the current financial year appear inadequate to support the payment of Managing Director's remuneration under Section 197 of the Companies Act, 2013.</p> <p>Consequently, the Company proposes to pay the Director's remuneration in accordance with Item A of Section II of Part II of Schedule V of the Companies Act, 2013.</p> <p>The effective capital of the Company as per the last financial year ended on March 31, 2024, is detailed in Annexure 1.</p>
(2) Steps taken or proposed to be taken for improvement.	The Company has initiated a range of strategic measures such as diversification of product portfolio, partnership and alliances and operational measures like process optimization and enhanced risk management, aimed at improving its performance. These measures are expected to enhance the Company's market position, improve profitability, and ensure long term success and financial health.
(3) Expected increase in productivity and profits in measurable terms.	The Company has implemented various strategies to maintain its market leadership, increase market share, and enhance financial performance such as process improvement and product diversification along with customer service improvements through reduction in average response time. The expected outcomes include improved financial results and operational efficiency, which will be monitored through specific performance metrics and financial indicators.

DISCLOSURES:

The details of the remuneration package of Mr. Manoj Shantilal Savla is given in the explanatory statement hereinabove. The remuneration is variable as linked to the profits of the Company except in case of inadequate profit when the remuneration will be paid as per the provisions of Section 197 and 198 read with Schedule V of the Act. Other Directors are paid no remuneration except for the fees for the meetings of the Board and Committees thereof.

ANNEXURE – 1.

As per published Audited Financial Results for the year ended 31st March 2024, 31st March 2023, 31st March 2022.

	For the year/period ended (in INR Lakhs)		
Particulars	March 2024	March 2023	March 2022
Total Revenues	103.46	99.73	97.48
Depreciation	NIL	NIL	NIL
Total Expenses	29.37	31.81	22.02
Net Profit/Loss	55.57	68.11	34.93
Paid-up Capital	476.73	476.73	476.73
Reserves & Surplus	1470.84	1,242.10	1149.54

Date: 10/04/2025

Registered office:

601, Astron Tower,
Opp. Iskon Mandir,
Ahmedabad-
380015

By Order of the Board

Adinath Exim Resources Limited

Sd/-

Manoj Shantilal Savla
Chairman & Managing Director
DIN – 01529306

MAHENDRA N. SHAH & CO.
CHARTERED ACCOUNTANTS

201, Pinnacle Business Park
Corporate Road, Opp: Royal Orchid Flats,
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Tel: 079-2970 5151/52, +91 89800 24640
E-mail : office@mnshahca.com &
kjpandco@gmail.com
Web: www.mnshahca.com

To,
The Board of Directors
Adinath Exim Resources Limited
601, Astron Tower, Opp. Iskon Mandir, Nr. Casalla Tower,
Satellite, Ahmedabad- 380015

This is to certify that M/s Adinath Exim Resources Limited ("The Company") having CIN: L65100GJ1995PLC024300 and Registered office at 601, Astron Tower, Opp. Iskon Mandir, Nr. Casalla Tower, Satellite, Ahmedabad- 380015, Gujarat has duly complied with conditions stipulated under sub-regulation (1) Of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 for change of name of the company from "Adinath Exim Resources Limited" to "Trustedge Capital Limited" as mentioned below:

- a) A time period of at least one year has elapsed since the last name change:
The Company is changing its name for the first time from "Adinath Exim Resources Limited" to "Trustedge Capital Limited", and before this, the Company had not changed its name since incorporation.
- b) At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:
There is no change in the business activity or the main objectives of the Company.
- c) The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity:
Not applicable as there is no change in business activity/project of the company.

Further, reasons for proposed change in name of the Company are as under:
The Company is intending to change its name to reflect its commitment to customer service and a dignified business conduct. The name change will also signify the company's transformation into a diversely-held financial institution. Accordingly, it is proposed to change the existing name of the Company from "Adinath Exim Resources Limited" to "Trustedge Capital Limited".

This certificate is being issued on specific request of the company and on the basis of examination of the records and according to the information and explanation given to us.

For Mahendra N. Shah & Co.
Chartered Accountants,
FRN 105775W

CA Chirag M. Shah
Partner
Member No. 045706



UDIN: 25045706BMJAFF2301
Date: 10/04/2025
Place: Ahmedabad