

**NOTICE**

NOTICE is hereby given that the **15<sup>th</sup> Annual General Meeting** of the Members of Fervent Synergies Limited will be held on Thursday, **11<sup>th</sup> July, 2024** at 11:00 a.m. through Video Conferencing to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024 together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Karan Vijay Thakkar (DIN: 02724666), who retires from office by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies, Mumbai, Maharashtra, the consent of the Members of the Company be and is hereby accorded to alter the Main Objects Clause of the Memorandum of Association of the Company by inserting the following new sub-clauses 3 after the existing sub-clause 1 & 2 of Clause III (A) of the Memorandum of Association of the Company:

\*III. The Objects for which the Company is established are:

(A) **THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:**

- 3 \*To carry on the business of constructing, buying, selling, acquiring, holding, maintaining, furnishing, renovating, letting on lease and hire and generally dealing in residential premises, commercial premises, flats, bungalows, outhouses, buildings, apartments, villas, row houses, dwelling houses and properties, to undertake, engage into and carry on by itself and through partnerships, joint ventures, strategic alliance and such arrangements, activities related to development of lands, properties, real estates, buying, selling, residential and commercial premises, whether movable or immovable of any description, including shops, godowns, offices, hotels, motels, club houses, recreation and amusement centers, refreshment houses, industrial units, commercial units, factories, mills and any other estate or interest in any other rights connected with any such movable and immovable properties in India and elsewhere.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorised to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

**4. ADOPTION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE COMPANIES ACT, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies, Mumbai, Maharashtra, the consent of the Members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company by Merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – Other Objects with Clause III (B)- Objects Incidental or Ancillary to the attainment of the Main Objects and consequently the Object Clauses should be renumbered as may be appropriate.

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

**Clause III (B) – Matters which are Necessary for Furtherance of the Objects specified in Clause III (A) are:**

**RESOLVED FURTHER THAT** the existing Clause III (C)– Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorised to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

**5. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 14 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company as per Table F, as available for inspection in the registered office of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or desirable in connection with or incidental to give effect to the above resolution.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from the present share capital of Rs.30,00,00,000/- (Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crore) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

\*The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs.10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorised to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

**7. PREFERENTIAL ALLOTMENT OF UPTO 2,00,00,000 (TWO CRORE) FULLY CONVERTIBLE EQUITY SHARE WARRANTS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER, PUBLIC CATEGORY:**

**To consider and if thought fit to pass 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 listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR 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, Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 2,00,00,000 (Two Crore) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Rs 10/- (Rupees Ten Only) each per Warrant, to persons belonging to ‘Promoter and Non- Promoter, Public Category’, at an issue price of Rs. 10/- (Rupees Ten Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to

Rs. 20,00,00,000 (Rupees Twenty Crores Only), on such further terms and conditions as detailed herein below, to the below mentioned persons (“Proposed Allottees”):

<i>Sr No.</i>	<i>Name of the Proposed Allottees</i>	<i>Maximum No. of warrants to be allotted</i>
<b>PROMOTERS</b>		
1	Mr. Vijay Thakkar	1,53,75,000
	<b>Total (A)</b>	<b>1,53,75,000</b>
<b>NON- PROMOTERS, PUBLIC</b>		
1	Ilex Investment Private Limited	24,25,000
2	Blueberry Securities Private Limited	10,00,000
3	Tasc Chemicals Industries Private Limited	12,00,000
	<b>Total (B)</b>	<b>46,25,000</b>
	<b>Total (A+B)</b>	<b>2,00,00,000</b>

**RESOLVED FURTHER THAT** the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is 11<sup>th</sup> June 2024 (i.e. being the date, which is 30 days prior to the date of shareholder’s meeting which is scheduled on 11<sup>th</sup> July, 2024)

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

- a) The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants, being allotted to the Proposed Allottees, at the discretion of Board of Directors or Board Committee, may be listed on the Stock Exchanges in terms of Chapter V of SEBI (ICDR) Regulations.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- g) Warrants shall be issued and allotted by the Company only in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

- j) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

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

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

**Registered Office:**

B/7-8, Satyam Commercial Complex,  
M G Road, Ghatkopar (E),  
Mumbai – 400077

Place : Mumbai  
Date : 30<sup>th</sup> May 2024

**By order of the Board  
For Fervent Synergies Limited**

**Sanjay Thakkar  
Managing Director  
(DIN: 00588420)**

**Notes:**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 3-7 forms part of this Notice.
2. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No.10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated 25.09.2023 (which has clarified that, the Companies whose AGMs are due in the year 2023 or 2024, can conduct their AGMs on or before 30 September 2024 by means of Video Conference (VC) or other audio-visual means (OAVM) issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/ HO/ CFD/ CMD1CIR/ P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2 /CIR /P/2022/62 dated May 13, 2022 and SEBI/HO/CRD/PoD2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars"),and .The 15<sup>th</sup> AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a venue. The deemed venue for the 15<sup>th</sup> AGM shall be the Registered Office of the Company.
3. Since this AGM will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM), the physical attendance of members has been dispensed with and there is no requirement to appoint proxies. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the Proxy form and the attendance slip are not annexed to this notice.
4. Corporate members intending to appoint their authorized representatives to attend the Annual General Meeting, pursuant to section 112 & 113 of the Companies Act, 2013 ("the Act"), are requested to send to the company a scanned copy (PDF/JPG Format) of certified board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said resolution shall be sent to the scrutinizer by email through its registered email address to sanjayrd65@gmail.com and info@ferventsynergies.com.
5. The Company has appointed National Securities Depository Limited ("NSDL"), to provide the VC facility for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/OAVM is explained in these notes.
6. The attendance of the members attending AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
7. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meeting, in respect of Director seeking appointment/reappointment or variation in terms of remuneration is provided as part of notice.
8. The register of Members and Share Transfer Books of the Company will be closed from Friday 05<sup>th</sup> July, 2024, to Thursday 11<sup>th</sup> July, 2024, both days inclusive.

**Dispatch of Annual Report**

9. Pursuant to MCA Circulars and SEBI Circulars, Annual Report for F.Y. 2023-24 and the Notice of the 15<sup>th</sup> Annual General Meeting of the Company are being sent in electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s).
10. Members who have not registered their e-mail address with the Company or Depositories are requested to register their e-mail address in the following manner:

For shares held in Physical form: By writing to Link Intime India Private Limited, RTA of the Company at C 101,247 Park, LBS Marg, Vikhroli(W), Mumbai –400083.  
Tel : 022-49186000; Email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); website : [www.linkintime.co.in](http://www.linkintime.co.in)

For shares held in Dematerialized form: By contacting the concerned Depository Participant.

11. Members may note that the notice of AGM and Annual Report 2023-2024 is also available on Company's website <https://www.ferventsynergies.com> website of Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on website of e-voting service provider i.e. National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  12. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven working days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
  13. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's RTA M/s. Link Intime Pvt Ltd., C 101, 247 Park, LBS Marg, Vikhroli(W), Mumbai –400083.  
Tel : 022-49186000; Email ID: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); website : [www.linkintime.co.in](http://www.linkintime.co.in)
- Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.
14. The Company has designated Email Id: [info@ferventsynergies.com](mailto:info@ferventsynergies.com) for redressal of shareholders'/ Investors' complaints/grievance. In case of any queries, complaints and grievances, please write to us at the above mentioned e-mail address.
  15. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
  16. Pursuant to Section 72 of the Act, Member(s) of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/ their unfortunate death. Therefore, member(s) holding shares in dematerialized form, may file nomination form with their respective Depository Participant.
  17. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant (s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, LIPL.
  18. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
  19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

20. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialise the shares with their Depository Participant.
21. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
22. Members who have already casted their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
23. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 04th July, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 04th July, 2024 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
24. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more are to be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. As on the date of this notice, the Company has no such shares on which dividend has not been claimed or paid for a consecutive period of seven years.
25. 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 AGM. 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 AGM will be provided by NSDL.

**Instructions to members for Remote e-voting:**

26. The remote e-voting period begins on Monday, 08th July, 2024 at 09:00 A.M. and ends on Wednesday, 10th July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cutoff date) i.e. 04<sup>th</sup> July, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04<sup>th</sup> July, 2024.

**How do I vote electronically using NSDL e-Voting system?**

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for <b>Easi / Easiest</b>, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no.: 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code

as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nSDL.co.in](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.****How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [info@ferventsynergies.com](mailto:info@ferventsynergies.com) and [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Prajakta Pawle at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**27. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- a) 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 [info@ferventsynergies.com](mailto:info@ferventsynergies.com).
- b) 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 [info@ferventsynergies.com](mailto:info@ferventsynergies.com). If you are an Individual shareholders 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.**
- c) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- d) 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.

**28. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE /AGM ARE AS UNDER:**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the AGM 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 AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**29. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- a) Member will be provided with a facility to attend the AGM 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 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.
- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) 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 [info@ferventsynergies.com](mailto:info@ferventsynergies.com). The same will be replied by the company suitably.
- f) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID / folio number, PAN, mobile number to [info@ferventsynergies.com](mailto:info@ferventsynergies.com) at least 3 (Three) days before the date of AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- g) Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31st March, 2024 can send their queries at [info@ferventsynergies.com](mailto:info@ferventsynergies.com) at least 3 (Three) days before the date of AGM. The same will be replied by/on behalf of the Company suitably.

**Voting Results**

30. The Board of Directors has appointed M/s. Sanjay Dholakia & Associates, Company Secretaries, (CP No. 2655) having office at GP 15, 2<sup>nd</sup> Floor, Raghuleela Mega Mall, Kandivali West, Mumbai - 400067, as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose.
31. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not

in the employment of the Company and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

32. The results will be announced within the time stipulated under the applicable laws. Once declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ferventsynergies.com](http://www.ferventsynergies.com) and on the website of NSDL. The results shall also be forwarded to the stock exchanges at which the securities of the Company are listed.

Pursuant to Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed or re-appointed:

Name	Mr. Karan Vijay Thakkar
Designation	Director
Directors Identification number (DIN)	02724666
Age	35 years
Qualification	B.Com
Expertise in Specific Area	Finance
Date of first Appointment on the Board of the Company	03-12-2013
Shareholding in the Company	21,50,000 Equity Shares
Terms of Appointment	Mr. Karan Vijay Thakkar is an Executive Director of the Company, liable to retire by rotation.
Relationship with other Directors and Key Managerial Personnel	Mr. Karan Vijay Thakkar is related to Mr. Vijay Pravinchandra Thakkar and Mr. Sanjay Pravinchandra Thakkar.
Details of remuneration sought to be paid	Not exceeding Rs. 12,00,000/- P.A
Last Remuneration drawn (Per Annum)	Not exceeding Rs. 12,00,000/- P.A
List of Directorship held in other Companies	Verve Greens Holding And Realty Private Limited
Membership/Chairmanships of Audit and stake holders relationship committees	NA
Committees Position held in other Companies	NA
No. of Board Meeting attended / held during the Financial Year 23-24	Six (6)
Resignation from Listed entities in the past three years	NA

**Registered Office:**

B/7-8, Satyam Commercial Complex,  
M G Road, Ghatkopar (E),  
Mumbai – 400077

Place : Mumbai  
Date : 30<sup>th</sup> May 2024

**By order of the Board  
For Fervent Synergies Limited**

**Sanjay Thakkar  
Managing Director  
(DIN: 00588420)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO:****Item No. 3**

The Board of Directors of your company has, considering the company's long-term business plan to expand its business further into different business segments and to optimise the utilization of resources, decided in their duly convened Board Meeting held on 30<sup>th</sup> May, 2024 to amend, subject to members approval, the Main Object Clause of the Memorandum of Association of the Company, which will enable your Company to take certain new activities, in addition to company's existing businesses, more particularly described in the resolution proposed for members approval at Company's ensuing General Meeting.

This amendment is aiming to expand the Company's scope of operations, diversify in new business segments, and thereby augment not only the revenues but profits as well in years to come and Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 3 of the Notice of AGM.

A copy of the Memorandum of Association & Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the date of AGM, except all national holidays.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**Item No. 4**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – 'Other Objects' with Clause III (B) – 'Objects Incidental or Ancillary to the attainment of the Main Objects' and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and re-numbering appropriately. This will result in the existing clause III (C) – Other objects of the Memorandum of Association of the Company to be deleted in its entirety

The Board at its meeting held on 30<sup>th</sup> May, 2024 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for adoption of new set of Memorandum of Association of the Company.

A copy of the Memorandum of Association & Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the date of AGM, except all national holidays.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 4 of the Notice of AGM.

**Item No. 5**

The Articles of Association (“AoA”) of the Company is presently in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’).

The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on 30<sup>th</sup> May, 2024 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the Memorandum of Association & Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the date of AGM, except all national holidays.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 5 of the Notice of AGM.

**Item No. 6**

The Members may take note that presently the paid-up share capital of the Company is Rs.30,00,00,000/- consisting of 3,00,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each.

In view of business requirements of raising funds from time to time, the Company proposes to increase its Authorised Share Capital to Rs.50,00,00,000/- (Rupees Fifty Crores Only) consisting of 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Pursuant to the provisions of Section 61, the proposed increase of Authorised Share Capital of the Company requires approval of the Members. Consequent upon the increase in Authorised Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorised Share Capital.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 6 of the Notice of AGM.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the date of AGM, except all national holidays.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**Item No. 7**

The Special Resolution contained in Item No. 5 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 2,00,00,000 (Two Crore) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘Promoter and ‘Non- Promoter, Public Category’, on preferential basis, at an issue price of Rs. 10/- (Rupees Ten Only) in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging to ‘Promoter and ‘Non-Promoter, Public Category’ as per the details disclosed in the respective resolution. 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 30<sup>th</sup> May, 2024.

The approval of the members is accordingly being sought by way of passing 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 for Item No. 5 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR),Regulations are set forth below:

Sr No.	Particulars	
1.	Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price	The Board of Directors at its meeting held on 30 <sup>th</sup> May, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 2,00,00,000 (Two Crore) Fully Convertible Warrants at an issue price of Rs. 10/- (Rupees Ten Only) for an aggregate amount of up to Rs.20,00,00,000 (Rupees Twenty Crores Only) for cash, by way of a preferential issue to the persons belonging to ‘Promoter / Promoter Group’ and ‘Non-Promoter, Public Category’.
2.	Objects of the Preferential Issue	The object of the preferential issue is to fund capital expenditure and working capital requirements of the Company. The Members are further informed that the object of the issue of the Share Warrants by way of the proposed preferential offer as mentioned above is to strengthen the financial position of the Company which may increase net worth of the Company. The Board of Directors of the Company has decided to issue Share Warrants which is in the best interests of the Company.
	Schedule of Implementation and Deployment of Funds	Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above mentioned objects, in phases, as per the company’s business requirements and availability of issue proceeds.
	Monitoring of Utilization of Funds	Since the issue size is not above Rs. 100 Crore, the Company will not have to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.
3	Relevant Date	In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of warrants is 11 <sup>th</sup> June, 2024 (i.e. being the date, which is 30 days prior to the date of shareholder’s meeting which is scheduled on 11 <sup>th</sup> July, 2024)
4	Basis on which the price	The Equity Shares of the Company are listed on BSE Limited (‘BSE’) and are infrequently

	has been arrived at and justification for the price (including premium, if any);	traded as per the provisions of ICDR Regulations as on the Relevant Date,  In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 9.81 each.  Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company has no specific provision relating to determination of a floor price/ minimum price of the shares issued on preferential basis.																																								
5	Amount which the company intends to raise by way of such securities	Aggregate amount of up to Rs.20,00,00,000/- (Rupees Twenty Crores only)																																								
6	Name and address of valuer who performed valuation;	CA Aditya Satish Derashri Registered Valuer IBBI Valuer Reg No- IBBI/RV/06/2023/15422 Membership No – ICAIRVO/06/RV-P034/2023-2024 Office at A/21, Sahil Apt. Near Dev Nagar, Kandivali (W), Mumbai 400067																																								
7	Principal terms of Assets charged as securities	Not Applicable																																								
8	Material terms of raising such securities	The same has been disclosed in the respective resolution.																																								
9	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable																																								
10	Valuation for consideration other than cash	Not Applicable																																								
11	The intent of the Promoters, Directors or key management personnel of the issuer to subscribe to the offer	Promoter/ Promoter Group of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Sr No.</th> <th>Proposed Allottees</th> <th>Category</th> <th>No. of Warrants</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Vijay Thakkar</td> <td>Promoter</td> <td>1,53,75,000</td> </tr> </tbody> </table> <p>Except these warrants, promoters are not subscribing any other securities in the proposed issue. All other proposed allottees belongs to Non-Promoter and Public Category.</p>	Sr No.	Proposed Allottees	Category	No. of Warrants	1	Mr. Vijay Thakkar	Promoter	1,53,75,000																																
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12	Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects	Nil																																								
13	The Shareholding Pattern of the issuer before and after the preferential issue	The Shareholding Pattern of the issuer before and after the preferential issue is as follows: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre-issue Shareholding</th> <th rowspan="2">Warrants to be allotted</th> <th colspan="2">Post Issue Shareholding (Presuming full conversion of Warrants)</th> </tr> <tr> <th>No. of fully paid up equity shares held</th> <th>%</th> <th>No. of fully paid up equity shares held</th> <th>%</th> </tr> </thead> <tbody> <tr> <td colspan="6"><b>A) Promoter Shareholding</b></td> </tr> <tr> <td>Indian</td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a) Individuals &amp; HUF</td> <td>2,20,00,000</td> <td>73.33</td> <td>1,53,75,000</td> <td>3,73,75,000</td> <td>74.75</td> </tr> <tr> <td>b) Body Corporates</td> <td></td> <td></td> <td>--</td> <td></td> <td></td> </tr> <tr> <td>c) Any Other (specify)</td> <td></td> <td></td> <td>--</td> <td></td> <td></td> </tr> </tbody> </table>	Category	Pre-issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)		No. of fully paid up equity shares held	%	No. of fully paid up equity shares held	%	<b>A) Promoter Shareholding</b>						Indian						a) Individuals & HUF	2,20,00,000	73.33	1,53,75,000	3,73,75,000	74.75	b) Body Corporates			--			c) Any Other (specify)			--		
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		<i>Sub Total (A)(1)</i>	2,20,00,000	73.33	1,53,75,000	3,73,75,000	74.75
		2) Foreign Promoters			--		
		<b>Total Promoter A=A1 +A2</b>	<b>2,20,00,000</b>	<b>73.33</b>	<b>1,53,75,000</b>	<b>3,73,75,000</b>	<b>74.75</b>
		<b>B) Public Shareholding</b>					
		B1) Institutions (Domestic)			--		
		B2) Institutions (Foreign)			--		
		B3) Central Govt./State Govt./POI			--		
		B4) Others					
		a) Individuals	37,21,055	12.40	--	37,21,055	7.44
		b) Bodies Corporate	41,81,277	13.94	46,25,000	88,06,277	17.61
		c)Others (Including NRI, Clearing Members, HUF, LLP, Trust )	97,668	0.33	--	97,668	0.20
		<b>Total Public B=B1+B2+ B3+B4</b>	<b>80,00,000</b>	<b>26.67</b>	<b>46,25,000</b>	<b>1,26,25000</b>	<b>25.25</b>
		C) Non-Promoter - Non-Public			--		
		<b>Grand Total (A+B+C)</b>	<b>3,00,00,000</b>	<b>100.00</b>	<b>2,00,00,000</b>	<b>5,00,00,000</b>	<b>100.00</b>
		<i>Notes:</i>					
		(1) The pre-issue shareholding pattern is as on 30 <sup>th</sup> May, 2024.					
		(2) Post shareholding structure may change depending upon any other corporate action in between.					
14	Proposed time limit within which the allotment shall be completed	In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.					
15	Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the	Disclosure of ultimate beneficial owners of the issue are as below:					
		<i>Sr No.</i>	<i>Name of the Allottees</i>			<i>Name of beneficial owners of proposed allottee</i>	
		1.	Mr. Vijay Thakkar			N.A.	
		2.	Ilex Investment Private Limited			Mamta Thakkar	
		3.	Blueberry Securities Private Limited			Mamta Thakkar	

	proposed allottees:	4.	Tasc Chemicals Industries Private Limited	Amit Jasani & Sanjay Ponda															
16	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:	The Company has not made any preferential allotment during the current financial year FY 2024- 25.																	
17	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	<table border="1"> <thead> <tr> <th>Category</th> <th>Pre Issue % Holding</th> <th>Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity</th> <th>Post Issue % Holding*</th> </tr> </thead> <tbody> <tr> <td>Promoter/ Non Promoter/ Public</td> <td>57.50</td> <td>2,00,00,000 equity shares at a conversion ration 1:1</td> <td>74.50</td> </tr> </tbody> </table>			Category	Pre Issue % Holding	Number of Equity Shares proposed to be allotted or to be allotted post conversion of Warrants into Equity	Post Issue % Holding*	Promoter/ Non Promoter/ Public	57.50	2,00,00,000 equity shares at a conversion ration 1:1	74.50							
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18	Lock-in Period	<p>a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.</p> <p>b) 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.</p>																	
19	Undertakings	<ul style="list-style-type: none"> <li>✓ 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.</li> <li>✓ None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.</li> <li>✓ As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.</li> <li>✓ None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.</li> </ul>																	
20	Disclosures 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																	
21	The current and proposed status of the allottee (s) post the preferential issues namely, promoter or non promoter	<table border="1"> <thead> <tr> <th>Name of the Allottees</th> <th>Current Status</th> <th>Post Status</th> </tr> </thead> <tbody> <tr> <td>Mr. Vijay Thakkar</td> <td>Promoter</td> <td>Promoter</td> </tr> <tr> <td>Ilex Investment Private Limited</td> <td>Non-Promoter, Public Category</td> <td>Non-Promoter, Public Category</td> </tr> <tr> <td>Blueberry Securities Private Limited</td> <td>Non-Promoter, Public Category</td> <td>Non-Promoter, Public Category</td> </tr> <tr> <td>Tasc Chemicals Industries Private Limited</td> <td>Non-Promoter, Public Category</td> <td>Non-Promoter, Public Category</td> </tr> </tbody> </table>			Name of the Allottees	Current Status	Post Status	Mr. Vijay Thakkar	Promoter	Promoter	Ilex Investment Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category	Blueberry Securities Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category	Tasc Chemicals Industries Private Limited	Non-Promoter, Public Category	Non-Promoter, Public Category
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22	Practicing Company Secretary's Certificate	The certificate from Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue.																	

Mr. Vijay Thakkar, Mr. Karan Thakkar and Mr. Sanjay Thakkar (Promoters of the Company) may be considered as deemed to be concerned or interested in the said resolution due to their Directorship / Shareholding on the Board of the Company. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way

financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 7 of this notice except and to the extent of their shareholding in the Company.

The Board of Directors recommends the resolutions as set out in Item No. 7 of this notice for the issue of warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Registered Office:**

B/7-8, Satyam Commercial Complex,  
M G Road, Ghatkopar (E),  
Mumbai – 400077

Place : Mumbai

Date : 30<sup>th</sup> May 2024

**By order of the Board  
For Fervent Synergies Limited**

**Sanjay Thakkar  
Managing Director  
(DIN: 00588420)**