

**ADDENDUM TO THE NOTICE OF 15<sup>TH</sup> ANNUAL GENERAL MEETING**

This is with reference to the notice dated 30<sup>th</sup> May, 2024 (“AGM Notice”) and circulated to the Members via e-mail on 10<sup>th</sup> June, 2024 for convening the 15<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company, scheduled to be held on Thursday, 11<sup>th</sup> July, 2024 at 11:00 a.m. (IST) through Video Conferencing/ Other Audio-Visual Means (“VC/OAVM”), to seek approval of the Members for the matters set out in the AGM Notice. The Notice has already been circulated to the Members of the Company, in Compliance with the Companies Act, 2013 & Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Members of the Company are requested to consider the following:

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO:**

**1. Special Business - Item No. 7 FOR 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**

In this regards, the Board has recommended 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.

After the circulation of the notice, the Company has made an application to BSE Limited for obtaining in-Principal approval for proposed preferential issue, thereafter the BSE Limited has directed the company to make correction in the notice of Explanatory statement. In order to correct the same, the company is circulating this corrigendum to the Notice of the AGM.

In view of the above, Explanatory statement shall be modified to the below extent and read as follows:

4	Basis on which the price has been arrived at and justification for the price (including premium, if any);	<p>The Equity Shares of the Company are listed on BSE Limited (‘BSE’) and are infrequently traded as per the provisions of ICDR Regulations as on the Relevant Date,</p> <p>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.</p> <p>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.</p> <p>Valuation Report has been placed at the website of the Company <a href="https://www.ferventsynergies.com">https://www.ferventsynergies.com</a>.</p>
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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 and same has been placed at the website of the Company <a href="https://www.ferventsynergies.com">https://www.ferventsynergies.com</a> .
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The Company is providing to its Members facility to exercise their right to vote on resolutions by electronic means, which will commence from Monday, 08th July, 2024 at 09:00 A.M. and ends on Wednesday, 10th July, 2024 at 05:00 P.M. as detailed in the AGM Notice. To enable the Members of the Company to exercise their voting rights by electronic means or at the AGM on an informed basis, the Company deems it appropriate to notify the modifications in Explanatory Statement thereto for Item No. 7 by way of Addendum to the Notice of the AGM. Accordingly, the Members are requested to note the same.

The Members are requested to consider the Explanatory Statement thereto for Item No. 7 of the Notice of AGM dated 30<sup>th</sup> May, 2024, keeping in view the above-mentioned amendments and additional information. Please note that the all-other information as stated in the AGM Notice would remain unchanged and this addendum should be read in conjunction with the AGM Notice and other relevant documents or intimation wherever relevant.

The Addendum to the Notice of the AGM shall form an integral part of the Notice dated 30<sup>th</sup> May, 2024 circulated to the Members 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)