



**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING  
(Pursuant to Section 101 of the Companies Act, 2013)**

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of Mohini Health & Hygiene Limited will be held on Thursday, February 6, 2025 at 1.00 P.M. at the registered office of the company to transact the following business.

**SPECIAL BUSINESS**

**1. INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY & ALTERATION OF MEMORANDUM OF ASSOCIATION**

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 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Twenty Crores Only) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 25,00,00,000 /- (Twenty-five Crores only) divided into 2,50,00,000 (Two Crore fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creation of Rs. 5,00,00,000/- (Rupees five Crore only) additional share capital, ranking pari passu in all respect with the existing Equity shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

“The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Twenty-five Crores Only) divided into 2,50,00,000 (Two crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

**RESOLVED FURTHER THAT** Mr. Avnish Bansal, (DIN:02666814) Managing Director, Mr. Sarvapriya Nirmalesh Bansal (DIN:02540139) whole-time director of the Company and Arnika Jain, Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

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CIN NO. L17300MP2009PLC022058

Manufacturing Unit & Registered Office: Plot No. 109, Sector 3, Industrial Area, Pithampur, Dist – 454774 (M.P.) INDIA  
+91-7292-426665, 7292-426666, Email: [customer-care@mohinihealthandhygiene.com](mailto:customer-care@mohinihealthandhygiene.com) , [www.mohinihealthandhygiene.com](http://www.mohinihealthandhygiene.com)

**2. TO ISSUE FULLY CONVERTIBLE SHARE WARRANTS ON PREFERENTIAL BASIS:**

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

“**RESOLVED THAT** pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (‘Takeover Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company (‘the Board’) (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 67,00,000 (Sixty Seven lakh) Convertible Warrants (‘Warrants’) of face value of Rs. 10/- each on a preferential basis, for cash, at an issue price of Rs. 62/- (Rupees Sixty two only) (including premium of Rs. 52/- each (Rupees Fifty two Only) (‘Warrant Issue Price’) aggregating to an amount not exceeding Rs. 41,54,00,000 /- (Rupees Forty one Crore Fifty Four Lakh Only) to the Promoters group and Non-Promoter Group of the Company (hereinafter referred to as the “Proposed Allottees/Warrant holder”) as more particularly mentioned in the explanatory statement setting out material facts on preferential basis (Preferential Allotment), entitling the warrant holders to exercise in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottees mentioned below hereunder, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Issue):

Sr. no.	Names of the Investors/	Category	No. of Share Warrants
	proposed Allottees	(Promoter and Non-promoter)	(Upto)
1.	AVNISH BANSAL	PROMOTER	3750000
2.	VEDANT KOTTON PRIVATE LIMITED	PROMOTER GROUP	1100000
3.	ANANT JAIN	NON – PROMOTER	200000
4.	MAYANK GUPTA	NON – PROMOTER	200000
5.	BHARATH C JAIN	NON – PROMOTER	175000
6.	SHOBHA BUSINESSES LLP	NON – PROMOTER	175000
7.	ABHYUDAY	NON – PROMOTER	175000
8.	VIBHU AGARWAL	NON – PROMOTER	150000
9.	SWEETY DEVESH KHANDELWAL	NON – PROMOTER	150000

10.	JAYANTILAL GADA HUF	NON – PROMOTER	150000
11.	SHANTANU CHATURVEDI	NON – PROMOTER	100000
12.	LATA DHIRAJ SHAH	NON – PROMOTER	100000
13.	VAISHNAVI SABOO	NON – PROMOTER	100000
14.	VASANTI GUNVANT SHETH	NON – PROMOTER	100000
15.	ROHAN GUPTA	NON – PROMOTER	75000
Total			6700000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the “Relevant Date” for determining the Floor Price of Warrants shall be Tuesday, January 07, 2025, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Thursday, February 06, 2025;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of special resolution by the Members, provided that, where the allotment pursuant to aforesaid resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the

Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);

- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted 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;
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

**RESOLVED FURTHER THAT** any of the Director of the board or the Company Secretary of the Company be and are hereby severally authorized to issue and allot the said Warrants and such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant holders.

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** any of the Director of the board or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot the said Warrants and Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making application to Stock Exchanges for obtaining of in-principle approval, 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, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard;

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**Registered Office:-**

By Order of the Board of Directors,

**For, MOHINI HEALTH & HYGIENE LIMITED**

**Sd/-**

**Sd/-**

**Mr. AVNISH BANSAL**

**Mr. VIRAL PATEL**

**DIN: 02666814**

**DIN: 09662042**

**Managing Director**

**Director**

Date:- 13<sup>th</sup> January,2025

Place:- Pithampur

MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE COMPLETED INSTRUMENT OF PROXIES IN ORDER TO BE EFFECTIVE MUST REACH OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

1. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of the members not exceeding fifty (50) holding in aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting under Section 113 of the Companies Act, 2013 are requested to ensure that the authorized representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
3. The explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect of all the items of the businesses of the meeting as indicated in the notice are enclosed herewith.
4. Notice of the Meeting along with Attendance Slip and Proxy Form are available on the website of the Company at [https://mohinihealthandhygiene.com/investor\\_relations/preferential-issue-of-share-warrant/](https://mohinihealthandhygiene.com/investor_relations/preferential-issue-of-share-warrant/)
5. The Notice of the Extraordinary General Meeting ('EGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (M/s. MUFG Intime India Private Limited (formerly known As Link Intime India Private Limited) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. <https://mohinihealthandhygiene.com> and on the websites of the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, January 10, 2025 will receive the Notice through electronic mode.
6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com)
7. Pursuant to Section 72 of the Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. The nomination form may be filed with the respective Depository Participant.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
9. A route map for easy location of the venue is given on back of the Attendance slip attached to this Notice.
10. The Company has appointed M/s. MUFG Intime India Private Limited formerly known as Link Intime India Private Limited., as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in

relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as MOHINI HEALTH & HYGIENE LIMITED

11. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is INE450S01011.
12. All documents as are mentioned in Notice containing draft resolution or in explanatory statement attached to the Notice are open for inspection at the Registered Office of the Company during business hours on all working days up to the date of this Extra Ordinary General Meeting.
13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal ([smartodr.in/login](http://smartodr.in/login))

**14. Process and manner for members opting for voting through Electronic means:**

- i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and May 05, 2022, 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 Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, January 30, 2025 shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Thursday, January 30, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part
- iv. The remote e-voting will commence on Monday, February 3, 2025 at 9.00 a.m. and will end on Wednesday, February 5, 2025 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Thursday, January 30, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- v. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- vi. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, January 30, 2025

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

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

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal 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 "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected</p>

securities in demat mode) login through their <b>Depository Participants (DP)</b>	to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 : 022 - 4886 7000 and 022 - 2499 7000

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

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < **MOHINI HEALTH & HYGIENE LIMITED** > on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;[cs@mohinihealthandhygiene.com](mailto:cs@mohinihealthandhygiene.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

15. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the meeting.

**Important Events tabled below**

<b>Sr. No</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	<b>Date and Time of EGM</b>	Thursday, February 6,2025
<b>2</b>	<b>Cut off date for Evoting</b>	Thursday, January 30, 2025
<b>4.</b>	<b>Evoting Start Date</b>	Monday February 3, 2025
	<b>Evoting End Date</b>	Wednesday February 5, 2025
<b>4</b>	<b>Email ID</b>	<a href="mailto:cs@mohinihealthandhygiene.com">cs@mohinihealthandhygiene.com</a>

## ANNEXURE 1

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

#### **ITEM NO. 1:**

The present Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only). The Company proposes to increase its authorized share capital to Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to facilitate fund raising in future via issuance of equity shares.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect therefore, the proposed Clause V of the Memorandum of Association of the Company after increase in Authorized Share Capital reflects face value of Rs.10/- each.

The Board of Directors of your Company consider that the proposed resolution set out in Item No. 1 of this notice is in the interest of the Company, and the Board recommends for your approval as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except to the extent of their shareholding in the Company, if any.

#### **ITEM NO. 2:**

The Board of Directors in their meeting held on 10<sup>th</sup> January, 2025 subject to necessary approval(s), has approved the proposal for raising of funds by issue and allot up to 6700000 (Sixty Seven Lakhs) Convertible warrants of the Company at a price of Rs. 62/- per warrants to Promoter Group and Non-Promoter Group on preferential basis.

This proposal is subject to the approval of the shareholders through a special resolution and in accordance with the requirements contained in the SEBI (ICDR) Regulations 2018, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable legislations.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

#### **1. Objects of the Preferential Issue:**

The Company will use proceeds of proposed Preferential Issue towards funding current/future expansion plans/activities of the Company, investment in the Wholly owned subsidiary Company viz. Mohini Active Life Private Limited, installation of Solar System and for working capital requirements and other general corporate purposes of the Company;

#### **2. Maximum number of specified securities to be issued including date of Board Resolution:**

The board in its meeting held on 10<sup>th</sup> January,2025 has given their consent and passed a resolution, subject the approval of shareholders, to offer, issue and allot up to 67,00,000 (Sixty Seven Lakhs) Share Warrants each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company presently having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") at a price of Rs. 62/- each including premium of Rs. 52/- each or at a price as may be determined in accordance with the Regulation 166A read with Regulation 164 of Chapter V of the SEBI (ICDR) Regulation, 2018 ("Warrant Issue Price"), whichever is higher on preferential basis in accordance with SEBI (ICDR) Regulations, 2018 and other applicable laws.

### **3. Pricing of preferential issue:**

The pricing of the equity shares to be allotted on conversion of warrants on preferential basis shall not be lower than the price determined in accordance with Chapter V of SEBI (ICDR) Regulations 2018 and applicable law.

The issue of equity shares arising out of exercise of warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of warrants:

**i. 90 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs.56.31/- (Rupees Fifty Six & Thirty One Paisa only) per equity share; or**

**ii. 10 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs.61.24/- (Rupees Sixty One & Twenty Four paise only) per equity share**

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

### **4. Report of independent registered valuer:**

As per regulation 166A of SEBI (ICDR) Regulations 2018 and the provisions of Articles of Association of the company, any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, 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. Accordingly, the Company has obtained the Valuation Report from Independent Valuer i.e. RV MOHIT SOLANKI & CO, IBBI Registration No.: IBBI/RV/06/2022/14822 (ICAI RVO) IBBI Registered Valuer for price to be determined in accordance with the Chapter V of SEBI (ICDR) Regulations 2018 as on Relevant date i.e. Tuesday, January 7, 2025 and also in accordance with Regulation 166A(1) of the ICDR Regulations.

The Floor Price of the Equity Share of the Company having Face Value of Rs. 10/- each in terms of first Proviso to the Sub-Regulation 1 of Regulation 166A of the SEBI ICDR Regulations and in terms of the Regulation 164 (1) of the SEBI ICDR Regulations as at Relevant date is Rs.61.24/- (Rupees Sixty One point Two Four only). The price at which the warrants shall be issued is Rs.-62/- (Sixty two only) per warrant which is not lower than the floor price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report received from Independent Valuer i.e. . RV MOHIT SOLANKI & CO, IBBI Registered Valuer IBBI Registration No.: IBBI/RV/06/2022/14822 (ICAI RVO) having office at 608, Satyamev Elite, Bopal-Ambli T Circle, S. P. Ring Road, Ahmedabad - 380 058 in terms of Regulation 166A of the SEBI (ICDR) Regulations is also available/disseminated on the website of the Company at [https://mohinihealthandhygiene.com/investor\\_relations/preferential-issue-of-share-warrant/](https://mohinihealthandhygiene.com/investor_relations/preferential-issue-of-share-warrant/)

### **5. Undertaking as to re-computation of price and lock-in of specified securities:**

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

### **6. Amount which the company intends to raise by way of such securities:**

Up to Rs. 41,54,00,000 /- (Rupees Forty- One Crore Fifty- Four Lakh Only) by issuing Up to 67,00,000 share warrants at a Price of Rs. 62/- per warrant.

### **7. The intention of the Promoters, Directors, or Key Managerial Personnel to subscribe to the Offer:**

Mr. Avnish Bansal & M/s Vedant Kotton Private Limited, belonging to Promoter & Promoter Group category of the Company have shown their interest to subscribe to the warrants proposed to be issued by the Company as more particularly set out in the explanatory statement setting out the material facts.

None of the other Promoter & Promoter Group, Directors, or Key Managerial Personnel or Senior Management of the Company except as mentioned herein, intend to subscribe to any of the Warrants proposed to be issued under the Preferential Issue.

**8. Relevant date with reference to which the price has been arrived at:**

The 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations is Tuesday, January 07, 2025, being 30 days prior to the date of the EGM to be convened to obtain the approval of the Members.

**9. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the promoter group and non-promoter group person. The Details of the same are provided hereunder;

Proposed Allottees	Category	Pre Preferential Issue*		No. of Convertible Warrants proposed to be allotted	Post Preferential Issue (Assuming full conversion of 6700000 Warrants into Equity Shares)	
		No of shares held	% of share holding		No of shares held	% of share holding
AVNISH BANSAL	Promoter	10217736	56.03	3750000	13967736	56.01
VEDANT KOTTON PRIVATE LIMITED	Promoter group	135000	0.74	1100000	1235000	4.95
ANANT JAIN	Non promoter	0	0	200000	200000	0.80
MAYANK GUPTA	Non promoter	0	0	200000	200000	0.80
BHARATH C JAIN	Non promoter	0	0	175000	175000	0.70
SHOBHA BUSINESSES LLP	Non promoter	0	0	175000	175000	0.70
ABHYUDAY	Non promoter	0	0	175000	175000	0.70
VIBHU AGARWAL	Non promoter	0	0	150000	150000	0.60
SWEETY DEVESH KHANDELWAL	Non promoter	0	0	150000	150000	0.60
JAYANTILAL GADA HUF	Non promoter	0	0	150000	150000	0.60



SHANTANU CHATURVEDI	Non promoter	0	0	100000	100000	0.40
LATA DHIRAJ SHAH	Non promoter	0	0	100000	100000	0.40
VAISHNAVI SABOO	Non promoter	0	0	100000	100000	0.40
VASANTI GUNVANT SHETH	Non promoter	0	0	100000	100000	0.40
ROHAN GUPTA	Non promoter	0	0	75000	75000	0.30

#### 10. Shareholding Pattern before and after the proposed Preferential Issue:

Sr. No.	Category	Pre-Issue Equity holdings		Allotment of Equity Warrants	*Post-Issue Equity holdings assuming full allotment 67,00,000 Equity Warrants upon conversion	
		No of shares	% of shareholding		No of shares	% of shareholding
A.	<b>Promoter's holding</b>					
1.	Indian					
	Individual/HUF	11540236	63.28	3750000	15290236	61.32
	Bodies Corporate & LLP	135000	0.74	1100000	1235000	4.95
	Relatives					
	<b>Sub Total</b>	<b>11675236</b>	<b>64.02</b>	<b>4850000</b>	<b>16525236</b>	<b>66.27</b>
2.	Foreign Promoters					
	<b>Sub Total (A)</b>	<b>11675236</b>	<b>64.02</b>	<b>4850000</b>	<b>16525236</b>	<b>66.27</b>
B.	<b>Non- Promoter Holding</b>	0	0	0	0	0
1.	Institutional Investors	0	0	0	0	0
2.	Non-Institutions	0	0	0	0	0
	Private Corporate Bodies/ Limited Liability Partnerships	829016	4.54	175000	829016	3.32
	Directors and Relatives	0	0	0	0	0

	Indian Public	4755148	26.07	1350000	6105148	24.48
	Non Resident Indians (NRIs)	337500	1.85	0	337500	1.35
	Foreign Companies	0	0	0	0	0
	Others (Firm, HUF Including NRIs)	405000	2.22	500000	905000	3.64
	Non Public Non Promoter	234000	1.28	0	234000	0.94
	<b>Sub Total (B)</b>	<b>6560664</b>	<b>35.98</b>	<b>1850000</b>	<b>8410664</b>	<b>33.73</b>
	<b>GRAND TOTAL</b>	<b>18235900</b>	<b>100</b>	<b>6700000</b>	<b>24935900</b>	<b>100</b>

\*It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.

(The above pre-issue shareholding pattern is based on the shareholding as on 31<sup>st</sup> December,2024)

#### 11. Time frame within which the preferential issue shall be completed:

The Warrant shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR after February 06, 2025, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Warrants is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

#### 12. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name & Address of the proposed allottees	Identity of ultimate beneficial owners	No. & % of Equity Shares held prior to the Preferential Allotment	No. & % of Equity Shares to be issued and allotted	No. & % of Post Issue Equity & Voting Share Capital *(Assuming full conversion)
1.	AVNISH BANSAL	Promoter	10217736	3750000	13967736 56.01
2.	VEDANT KOTTON PRIVATE LIMITED	Promoter group	135000	1100000	1235000 4.95
3.	ANANT JAIN	Non promoter	0	200000	200000 0.80
4.	MAYANK GUPTA	Non promoter	0	200000	200000 0.80
5.	BHARATH C JAIN	Non promoter	0	175000	175000 0.70
6.	SHOBHA BUSINESSES LLP	Non promoter	0	175000	175000 0.70
7.	ABHYUDAY	Non promoter	0	175000	175000 0.70
8.	VIBHU AGARWAL	Non promoter	0	150000	150000 0.60
9.	SWEETY DEVESH KHANDELWAL	Non promoter	0	150000	150000 0.60

10.	JAYANTILAL GADA HUF	Non promoter	0	150000	150000	0.60
11.	SHANTANU CHATURVEDI	Non promoter	0	100000	100000	0.40
12.	LATA DHIRAJ SHAH	Non promoter	0	100000	100000	0.40
13.	VAISHNAVI SABOO	Non promoter	0	100000	100000	0.40
14.	VASANTI GUNVANT SHETH	Non promoter	0	100000	100000	0.40
15.	ROHAN GUPTA	Non promoter	0	75000	75000	0.30

**12A The current and proposed status of the allottee post the preferential issue namely, non-promoter investors:**

Sr. no.	Names of the Investors/ proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	AVNISH BANSAL	Promoter	Promoter
2.	VEDANT KOTTON PRIVATE LIMITED	Promoter group	Promoter Group
3.	ANANT JAIN	Currently not holding any Equity Shares of the Company	Non Promoter group
4.	MAYANK GUPTA	Currently not holding any Equity Shares of the Company	Non Promoter group
5.	BHARATH C JAIN	Currently not holding any Equity Shares of the Company	Non Promoter group
6.	SHOBHA BUSINESSES LLP	Currently not holding any Equity Shares of the Company	Non Promoter group
7.	ABHYUDAY	Currently not holding any Equity Shares of the Company	Non Promoter group
8.	VIBHU AGARWAL	Currently not holding any Equity Shares of the Company	Non Promoter group
9.	SWEETY DEVESH KHANDELWAL	Currently not holding any Equity Shares of the Company	Non Promoter group
10.	JAYANTILAL GADA HUF	Currently not holding any Equity Shares of the Company	Non Promoter group
11.	SHANTANU CHATURVEDI	Currently not holding any Equity Shares of the Company	Non Promoter group
12.	LATA DHIRAJ SHAH	Currently not holding any Equity Shares of the Company	Non Promoter group
13.	VAISHNAVI SABOO	Currently not holding any Equity Shares of the Company	Non Promoter group
14.	VASANTI GUNVANT SHETH	Currently not holding any Equity Shares of the Company	Non Promoter group
15.	ROHAN GUPTA	Currently not holding any Equity Shares of the Company	Non Promoter group

**13. Change in control consequent to the preferential issue:**

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 or control of the Company because of the proposed preferential allotment.

**14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice

**15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as this issue is not for consideration other than cash.

**16. Undertaking:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. The entire pre-preferential shares in the Company held by the proposed allottees are locked in from the relevant date;
- iv. No person belonging to the Promoter Group and Non-Promoter Group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the current financial year.

**17. Certificate from Practising Company Secretary:**

Mr. Vishwas Sharma, proprietor of M/s. Vishwas Sharma & Associates having (COP: 16942 & FCS:12606), Company Secretaries, Ahmedabad, the Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during business hours and also available on the website of the Company at [https://mohinihealthandhygiene.com/investor\\_relations/preferential-issue-of-share-warrant/](https://mohinihealthandhygiene.com/investor_relations/preferential-issue-of-share-warrant/)

**18. Lock-in Period:**

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

**19. Terms of payment:**

25% of the value of the warrant is to be paid against each warrant on or before the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity Shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 52/- (Rupees Fifty Two Only) making issue price of Rs. 62/- (Rs. Sixty Two Only) each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 not later than 18 months from the date of allotment of the Warrants. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

**20. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:**

The Company and none of its directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

**21. Other Disclosures:**

- (a) None of the Company, its directors or Promoters have been declared as willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- (b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- (c) Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the current financial year.
- (d) The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (e) An amount equivalent to at least 25% (Twenty Five Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of equity shares pursuant to exercise of option of conversion against each such warrant.
- (f) Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot 1 (One) warrant by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- (g) The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- (h) The equity shares to be issued and allotted by the Company on conversion of warrants shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No.2 of this notice for the approval of members as a Special Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, in the above resolution except Mr. Avnish Bansal, Mr. Sarvapriya Bansal and Mrs. Parul Bansal and their relatives to the extent of their respective interest as shareholders of the Company, since proposed resolution pertains to the preferential issue of warrants to promoter/promoter group of the Company.

**Registered Office:-**

By Order of the Board of Directors,

**For, MOHINI HEALTH & HYGIENE LIMITED**

**Sd/-**

**Mr. AVNISH BANSAL**

**DIN: 02666814**

**Managing Director**

**Sd/-**

**Mr. VIRAL PATEL**

**DIN: 09662042**

**Director**

Date:- 13<sup>th</sup> January,2025

Place:- Pithampur

**PROXY FORM – Form No. MGT -11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L17300MP2009PLC022058  
Name of the Company : Mohini Health & Hygiene Limited  
Registered Office : Plot No 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.) – 454774

Name of Member	
Registered address	
Folio No./ DP ID / Client No.	
Email Id	

I / We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint the person named below at Sr. No. 1

Sr.No.	Name of Proxy	Address & Email Id	Signature
1			

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **01/2024-25 Extra-Ordinary General Meeting** of the Company to be held on **Thursday, February 6, 2025 at 1:00 p.m.** at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar(M.P.)- 454774 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		Vote (optional, see Note 2)	
		For	Against
1.	Increase in Authorised Capital of the Company & Alteration of Memorandum of Association.		
2.	To Issue Fully Convertible Share Warrants On Preferential Basis		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Affix revenue stamp
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**Signature of Proxy holder(s)**

**Signature of Shareholder**

**Notes:**

1. The form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference by tick mark. If you leave the For/Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**Form No. MGT-12  
Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)I of the Companies (Management and Administration) Rules, 2014]

Name of the Company		<b>Mohini Health &amp; Hygiene Limited</b>			
Registered Office		<b>CIN: L17300MP2009PLC022058</b> <b>Plot No. 109, Sector 3 Industrial Area,</b> <b>Pithampur, Dhar (M.P.)- 454774</b> <b>Ph: +91-07292-426666 / +91-07292-426677</b> <b>Email:- <a href="mailto:cs@mohinihealthandhygiene.com">cs@mohinihealthandhygiene.com</a></b> <b>Website: <a href="http://www.mohinihealthandhygiene.com">www.mohinihealthandhygiene.com</a></b>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>			
1	Name of the First Named Shareholder ( In Block Letter)				
2	Postal Address				
3	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)				
4	Class of Share	Equity Shares			
I hereby exercise my vote in respect of Ordinary resolution & Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.					
<b>Resolutions:</b>		<b>Nature of Resolution</b>	<b>No. of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent to the resolution</b>
1.	Increase in Authorised Capital of the Company & Alteration of Memorandum of association	Ordinary			
2.	To Issue Fully Convertible Share Warrants On Preferential Basis	Special			

**Place:**  
**Date:**

(Signature of the Shareholder)

**ATTENDANCE SLIP**

Extra Ordinary General Meeting of Mohini Health & Hygiene Limited held on Thursday, February 6, 2025 at 1.00 p.m. at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774

Folio No./DPID/Client ID: .....

Mr./Mrs./Miss : .....  
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Extra Ordinary General meeting of the company held on Thursday, February 6, 2025 at 1.00 p.m. at Plot No. 109, Sector 3 Industrial Area, Pithampur, Dhar (M.P.)- 454774

(If signed by proxy, his name should be written in block letters)

**(Shareholders/proxy's Signature)**

**Note:**

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



## ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

