



## **FIVE CORE EXIM LIMITED**

**CIN:** L32200TN1994PLC026958

**Regd. Off.:** City Centre Plaza, 3<sup>rd</sup> Floor, Room No. 7/48, Anna Salai, Chennai 600 002

**Corp. Office:** WZ-15B/1, Room No. 203 & 204, Uggarsain Market, Ashok Nagar, Tilak Nagar, New Delhi 110018

**Phone:** 91 70422 92838; **email:** [manager.roc@5core.in](mailto:manager.roc@5core.in), **website:** [www.fivecoreexim.com](http://www.fivecoreexim.com)

### **NOTICE**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of **Five Core Exim Limited** will be held on Friday, 8<sup>th</sup> day of February, 2019 at 01:00P.M. at WZ-15B, Uggarsain Market, Ashok Nagar, New Delhi-110018 to transact the following businesses:

#### **SPECIAL BUSINESS:**

##### **1. Amendment in the Articles of Association:**

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

**“Resolved That** pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions or Rules if any, the consent of the members be and is hereby given to insert a new Article No. 14A, immediately after the existing Article No. 14 of the Articles of Association of the Company:

14A. Subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, the provisions of section 42 and 62 of the Companies Act, 2013 and other applicable provisions, the company is authorized to offer, issue and allot warrants or any other securities convertible into equity shares of the Company on preferential issue basis/ private placement basis.

**Resolved Further That** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid clause as may be required by any competent authority or as may otherwise be deemed fit by the Board.”

##### **2. Issue of Equity Shares of Preferential basis**

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

**“Resolved That** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”) as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the stock exchange, where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential basis, upto 83,50,000 (eighty three lakh fifty thousand) equity shares of face value INR 2/- each (“Equity Shares”) for cash at Par (i.e., at an issue price of INR 2/- each), to the promoter group persons on preferential issue basis to the following proposed allottees:

<b>Name of the proposed Allottees</b>	<b>Category</b>	<b>No. of Equity Shares</b>
Mr. Amarjit Singh Kalra	Promoter Group	21,77,450
Mrs. Surinder Kaur Kalra	Promoter Group	21,27,200
Mrs. Jagjit Kaur Kalra	Promoter Group	20,27,330
Mr. Surinder Singh Kalra	Promoter Group	20,18,020
<b>Total</b>		<b>83,50,000</b>

**Resolved Further That** aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- The Proposed Allottees shall be required to bring in 100% of the consideration for the Equity Shares to be allotted on or before the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- The Equity Shares to be allotted shall be in dematerialized form only and shall rank pari-passu in all respects including as to dividend with the existing fully paid up equity shares of face value INR 2/- each of the Company.
- The Equity Shares so offered, issued and allotted will be listed and traded on the stock exchange, where the equity shares of the

Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

- f. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution provided that where any approval or permission by any regulatory authority for the allotment of the Equity Shares is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

**Resolved Further That** pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Equity Shares to be subscribed by the Proposed Allottees, in the form and manner prescribed under the applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder.

**Resolved Further That** the price of the aforesaid Equity Shares has been calculated in accordance with the provisions of the SEBI (ICDR) Regulations and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is the date 30 (thirty) days prior to the date of this extraordinary general meeting i.e., January 9, 2019.

**Resolved Further That** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the new equity shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Resolved Further That** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

**Resolved Further That** all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

### 3. Issue of Warrants convertible into Equity Shares of Preferential basis

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

**"Resolved That** pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchange, where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose), the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential basis, upto 2,53,00,000 (two crores fifty three lakhs) warrants (hereinafter referred to as "Convertible Warrant"), on preferential basis at an exercise price of Rs. 2/- per underlying equity share of the face value of Rs. 2/- each, to the promoter group persons on preferential issue basis to the following proposed allottees:

Name of the proposed Allottees	Category	No. of Convertible Warrants
Mr. Amarjit Singh Kalra	Promoter Group	6597550
Mrs. Surinder Kaur Kalra	Promoter Group	6445300
Mrs. Jagjit Kaur Kalra	Promoter Group	6142670
Mr. Surinder Singh Kalra	Promoter Group	6114480
<b>Total</b>		<b>2,53,00,000</b>

**Resolved Further That** Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 2/- each of the Company (hereinafter referred to as "Resultant Equity Share"), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

**Resolved Further That** aforesaid issue and allotment of Convertible Warrants/ Resulting Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- a. An amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting

Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.

- b. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- c. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- d. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- e. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid up equity shares of face value INR 2/- each of the Company.
- f. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.
- g. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution provided that where any approval or permission by any regulatory authority for the allotment of the Convertible Warrants is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.
- h. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.
- i. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

**Resolved Further That** pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Convertible Warrants to be subscribed by the Proposed Allottees, in the form and manner prescribed under the applicable provisions of the Companies Act, 2013 and the rules and regulations thereunder.

**Resolved Further That** the issue price of the aforesaid Convertible Warrants has been calculated in accordance with the provisions of the SEBI (ICDR) Regulations and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is the date 30 (thirty) days prior to the date of this extraordinary general meeting i.e., January 9, 2019.

**Resolved Further That** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares, including but not limited to seeking listing of the Resulting Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Convertible Warrants/ Resulting Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**Resolved Further That** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

**Resolved Further That** all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**For Five Core Exim Limited**

**Sd/-**

**Surinder Kaur Kalra**

**Chairperson & Managing Director**

**DIN: 00177037**

**Date: January 10, 2019**

**Place: New Delhi**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF CORPORATE MEMBERS MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
2. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/

Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.fivecoreexim.com](http://www.fivecoreexim.com) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post. For any communication, the members may also send requests to the Company's email id: [manager.roc@5score.in](mailto:manager.roc@5score.in).

3. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Corporate Office in Delhi for inspection during normal business hours on all working days, except Saturdays, Sundays and Public Holidays during the Business hours up to the date of the Meeting.
4. Members are requested to bring their Attendance Slip to the meeting.
5. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
6. **Voting through electronic means**
  - In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting Services. The Facility of casting the votes by the Members using an electronic voting system from a place other than venue of the EGM (remote e-voting) will be provided by Central Depository Services Limited (CDSL).
  - The facility for voting through poll paper shall be made available at the EGM, and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll.
  - The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
  - The remote e-voting period commences on February 05, 2019 at 9.00 AM to February 07, 2019 at 5.00 P.M. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 1, 2019, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the member shall not be allowed to change it subsequently.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**A. The procedure for the same is as under:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the name of the company "FIVE CORE EXIM LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "FIVE CORE EXIM LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders & Custodians:
  - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and Custodians respectively.
  - 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 they should create compliance user 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.

**General Instructions:**

- A. The e-voting period commences on Tuesday, February 05, 2019 at 9.00 AM and ends on Thursday, February 07, 2019 at 5.00 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 1, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once, the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- B. Since the Company is required to provide members the facility to cast their vote by electronic means, the shareholders holding shares either in physical form or in dematerialized form as on the cut-off date and not casting their vote electronically, may only cast their vote at the Extra- Ordinary General Meeting.
- C. Ms. Meghna Piplani of Piplani & Associates, Practicing Company Secretary, 93, Indra Vihar, 3<sup>rd</sup> Floor near BBM Bus Depot, Delhi-110009, has been appointed as the Scrutinizer to scrutinize the e voting process in fair and transparent manner.
- D. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company as on the cut-off date.
- F. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fivecoreexim.com](http://www.fivecoreexim.com) and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.
- G. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- H. Inspection of Documents: Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays, Sundays and Public Holidays between 11 A.M. and 2 P.M. up to the date of Extra- Ordinary General Meeting.

**Statement under Section 102 of the Companies Act, 2013:**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying Notice dated January 10, 2019.

### **Item No. 1: Amendment of Articles of Association**

Your Board has proposed to issue equity shares and convertible warrants in future. In order to enable issue of convertible securities; consent of the members by way of a special resolution is also required for amendment in Articles of Association to incorporate enabling provisions for issue of convertible securities on preferential basis.

Accordingly, your Directors recommend the resolution.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution except to the extent of shares held by them or their relatives.

### **Item No. 2 & 3: Preferential issue of Equity Shares and Convertible Warrants**

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares and convertible warrants. Your Board proposes to issue upto 83,50,000 equity shares and upto 2,53,00,000 convertible warrants at a price of Rs. 2/- (Rupees two only) each.

Since your Company is a listed company, the proposed issue of equity shares and convertible warrants would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

#### **Instrument and Numbers:**

- a. The Company is proposing to issue upto 83,50,000 (eighty-three lakhs fifty thousand) Equity Shares of a face value of Rs. 2/- each to the promoter group persons at an issue price of Rs. 2/- each, aggregating to Rs. 167.00 lakhs.
- b. The Company also proposes to issue upto 2,53,00,000 (two crores fifty-three lakhs) warrants (hereinafter referred to as "Convertible Warrant"), on preferential basis at an exercise price of Rs. 2/- per underlying equity share of the face value of Rs. 2/- each, to the promoter group persons, aggregating to Rs. 506.00 lakhs.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 2/- each of the Company (hereinafter referred to as "Resultant Equity Share"), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

**Pending Preferential Issue:** No allotment on preferential basis has been made during the financial year and further there is no preferential allotment under process except as proposed in this notice.

**Relevant Date:** As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price of the Equity Shares/ Convertible Warrants is January 9, 2019.

**Issue Price:** In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as (a) the average of weekly high and low of the volume weighted average price of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date; or (b) the average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks, preceding the relevant date; whichever is higher.

The shares of the Company are listed and traded on BSE Ltd (BSE) and the shares of the Company are frequently traded. The proposed issue price for the Equity Shares/ Convertible Warrants being Rs. 2/- each is more than the price determined under Regulation 164(1) of the SEBI (ICDR) Regulations, 2018.

Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company. Accordingly, there is no adjustment in pricing is required in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

**Re-computation of Price:** The Company shall re-compute the issue price of the Equity Shares/ Convertible Warrants, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

**Payment:** In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; the entire (100%) of the issue price in respect of the issue of Equity Shares shall be payable before the allotment of the Equity Shares.

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

**Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee:** Present preferential issue of Equity Shares is proposed to be made to the following Promoter Group persons. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

S. N.	Name & Address	PAN	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee	No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding		Post-issue Shareholding	
									[After allotment of equity Shares]		[After allotment of equity Shares as well as conversion of Convertible Warrants]*	
							No. of Shares	%	No. of Shares	%	No. of Shares	%
1.	Mr. Amarjit Singh Kalra C-130, Mansarover Garden, New Delhi 110015	AKWPK 0803H	Promoter Group	Mr. Amarjit Singh Kalra	2177450	6597550	3,65,94,107	56.21	3,87,71,557	52.79	4,53,69,107	45.94
2	Mrs. Surinder Kaur Kalra C-130, Mansarover Garden, New Delhi 110015	AFMPK 2461E	Promoter Group	Mrs. Surinder Kaur Kalra	2127200	6445300	Nil	Nil	21,27,200	2.90	85,72,500	8.68
3	Mrs. Jagjit Kaur Kalra House-49, 1 to 68, Block-E, Gurunanakpura, Janakpuri, New Delhi 110058	ANTPK 4395G	Promoter Group	Mrs. Jagjit Kaur Kalra	2027330	6142670	Nil	Nil	20,27,330	2.76	81,70,000	8.27
4	Mr. Surinder Singh Kalra House-49, 1 to 68, Block-E, Gurunanakpura, Janakpuri, New Delhi 110058	AFYPK 7984E	Promoter Group	Mr. Surinder Singh Kalra	2018020	6114480	Nil	Nil	20,18,020	2.75	81,32,500	8.24
				<b>Total</b>	<b>83,50,000</b>	<b>2,53,00,000</b>	<b>3,65,94,107</b>	<b>56.21</b>	<b>4,49,44,107</b>	<b>61.19</b>	<b>7,02,44,107</b>	<b>71.13</b>

\* Assuming full conversion of Convertible Warrants

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date upto a period of six months from the date of trading approval for the stock exchange. Further, none of the promoter group person and none of the proposed allottee has sold any shares of the Company during the six months period prior to the Relevant Date. All the pre-preferential shareholding has been held in demat form.

None of the promoters, promoter group persons, directors or the proposed allottee is debarred or prohibited to access the capital market. Further, none of the promoters, promoter group persons, directors or the proposed allottees is a willful defaulter.

**Proposed change in control upon preferential issue:** Consequent to the proposed preferential issue of Equity Shares; there shall not be any change in control of the Company.

**Lock-in Period:** the lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted to Promoter and Promoter Group and the Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Promoter and Promoter Group shall be locked-in for a period of three years from the date of trading approval by the stock exchange. However, not more than twenty percent of the total capital of the issuer shall be locked-in for three years from the date of trading approval by the stock exchange and equity shares allotted in excess of the twenty percent shall be locked-in for one year from the date of trading approval by the stock exchange.

The Convertible Warrants shall also be under lock-in for a period of one year or such other period as may be required as per the SEBI (UCDR) Regulations, 2018.

The entire pre-preferential allotment shareholding of the Proposed Allottee shall be locked-in from the Relevant Date up to a period of six (6) months from the date of trading approval.

**Intention of promoters/directors/key management persons to subscribe:** Apart from the proposed allottees as mentioned in the special resolution and this explanatory statement, no other promoters or any directors or key management persons intend to subscribe to the present preferential issue.

**Pre-issue & Post-issue Shareholding Pattern of the Issuer Company:** Pre-issue and post issue shareholding pattern of the Company is as below:

S. No	Category	Pre Issue		Post-issue Shareholding [After allotment of equity Shares]		Post-issue Shareholding [After allotment of equity Shares as well as conversion of Convertible Warrants]*	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding	No. of shares held	% of shareholding
A.	<b>Promoters' holding</b>						
	Indian						
1	Individual	3,65,94,107	56.21	4,49,44,107	61.19	7,02,44,107	71.13
2	Body Corporate	0	0.00	0	0.00	0	0.00
3	Others - HUF	0	0.00	0	0.00	0	0.00
	<b>Sub Total</b>	<b>3,65,94,107</b>	<b>56.21</b>	<b>4,49,44,107</b>	<b>61.19</b>	<b>7,02,44,107</b>	<b>71.13</b>
1	Foreign Promoters	0	0.00	0	0.00	0	0.00
	<b>Sub Total</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Promoters Holding (A)</b>	<b>3,65,94,107</b>	<b>56.21</b>	<b>4,49,44,107</b>	<b>61.19</b>	<b>7,02,44,107</b>	<b>71.13</b>
B.	<b>Non Promoters' holding</b>						
1	Institutional Investors	7866977	12.08	7866977	10.71	7866977	7.97
2	Non-Institution:						
	Body Corporate	666099	1.02	666099	0.91	666099	0.67
	Indian Public	18084224	27.78	18084224	24.62	18084224	18.31
	Other (Including NRIs)	1888593	2.90	1888593	2.57	1888593	1.91
	<b>Total Non-Promoters Holding (B)</b>	<b>28505893</b>	<b>43.79</b>	<b>28505893</b>	<b>38.81</b>	<b>28505893</b>	<b>28.87</b>
	<b>Grand Total (A+B)</b>	<b>6,51,00,000</b>	<b>100.00</b>	<b>7,34,50,000</b>	<b>100.00</b>	<b>9,87,50,000</b>	<b>100.00</b>

\* Assuming full conversion of Convertible Warrants

**Objects and purpose of the Preferential Issue:** Funds raised through the proposed preferential issue will be utilized for the purpose of meeting fund requirement for expansion of business activities, meeting working capital requirements and other general corporate purposes.

**Proposed time of Allotment:** The allotment of Equity Shares and Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary statutory approvals.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 2/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

**Undertaking with regard to re-computation of issue price:** In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the equity shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottees.

**Auditor's Certificate:** The Statutory Auditors of the Company has certified that the present preferential issue is being made in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, as amended up to date. The Auditors' Certificate shall be laid before the general meeting.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares is in the best interest of the Company and its members. Your Directors, therefore, recommend the resolution for your approval.

None of the directors, the Key Managerial Personnel and their relatives are deemed to be interested/ concerned in the proposed resolution except that Mr. Amarjit Singh Kalra, Mrs. Surinder Kaur Kalra and Mr. Jagjit Kaur Kalra (as directors of the Company and relatives with each other) and Mr. Surinder Singh Kalra (as relative of the directors). Mr. Amarjit Singh Kalra, Mrs. Surinder Kaur Kalra, Mr. Jagjit Kaur Kalra and Mr. Surinder Kaur Kalra are part of the promoter group of the Company.

**For Five Core Exim Limited**

**Sd/-**

**Surinder Kaur Kalra**

**Chairperson & Managing Director**

**DIN: 00177037**

**Date: January 10, 2019**

**Place: New Delhi**





**FIVE CORE EXIM LIMITED**

**CIN:** L32200TN1994PLC026958

**Registered Office:** City Centre Plaza, 3<sup>rd</sup> Floor, Room No.7/48, Anna Salai, Chennai – 600020.

**ATTENDANCE SLIP**

**(Please complete this attendance slip and hand it over at the entrance of the Hall)**

I, hereby record my presence at the Extra-Ordinary General Meeting (EGM) of the Company on Friday, 8<sup>th</sup> day of February, 2019 at 01:00 P.M. at WZ-15B, Uggarsain Market, Ashok Nagar, New Delhi - 110018.

Name of the member(s) : .....

No. of Shares held : .....

Folio No/Client ID : .....

DP ID : .....

Name of Proxy (if any) : .....

**Signature of the Shareholder/Proxy/Representative\***

**\*Strike out whichever is not applicable**

**Notes:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Notice of the Extra-Ordinary General Meeting (EGM)alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
3. Physical copy of Notice of Extra-Ordinary General Meeting (EGM)along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.





**FIVE CORE EXIM LIMITED**

CIN: L32200TN1994PLC026958

Registered Office: City Centre Plaza, 3<sup>rd</sup> Floor, Room No.7/48, Anna Salai, Chennai – 600020.

**Form No. MGT-11**

**Proxy Form**

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

Name of the member(s): .....

Registered Address: .....

E-mail ID: .....

Folio No/Client ID: ..... DP ID: .....

I/We, being the member(s) of.....shares of **FIVE CORE EXIM LIMITED**, hereby appoint

1. Name : ....., E-mail ID : .....

Address : ....., Signature....., or failing him

2. Name : ....., E-mail ID : .....

Address : ....., Signature....., or failing him

3. Name : ....., E-mail ID : .....

Address : ....., Signature....., or failing him

as my /our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting (EGM) of the Company, to be held on Friday, 8<sup>th</sup> day of February, 2019 at 01:00P.M. at WZ-15B, UggarsainMarket, Ashok\_Nagar, New Delhi-110018 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1. Amendment in the Articles of Association.
- 2. Issue of Equity Shares of Preferential basis
- 3. Issue of Warrants convertible into Equity Shares of Preferential basis

Signed this.....day of..... 2019

Signature of Shareholder .....

Signature of Proxy holder(s).....

**Note:**

- 1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. A Proxy need not be a member of the Company.
- 3. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4. \*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

<p>Affix Revenue Stamp</p>
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