



## LATTEYS INDUSTRIES LIMITED

(CIN No.: L29120GJ2013PLG074281)

Plot No. 16, Phase 1/2, GIDC Estate, Naroda, Ahmedabad -  
382330, Gujarat, India

Date : 02.09.2023

To,  
**The Listing Compliance Department  
National Stock Exchange of India Limited  
Exchange Plaza  
BandraKurla Complex  
Bandra East  
Mumbai 400051**

**Scrip Code: LATTEYS**

**Sub. : Notice of the 10th Annual General Meeting ('AGM') of the Company for FY 2022-23 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

**Dear Sir/Madam,**

Pursuant to Regulation 30 SEBI Listing Regulations, attached herewith is the Notice and Explanatory Statement of the 16th AGM of the Company to be held on Saturday, 30th September, 2023 at 11:00 A.M. (I.S.T) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

The said Notice forms part of the Integrated Annual Report 2022-23. The Integrated Annual Report for FY 2022-23 is available on the website of the Company at [www.latteysindustries.com](http://www.latteysindustries.com).

Further we would like to state that we have commenced and completed the dispatch of AGM notice today i.e. Monday, 4th September, 2023.

You are requested to take the same on record & oblige.

Thanking you.

**For, Latteys Industries Limited**

**Sonika Jain**

Digitally signed by Sonika Jain  
DN: c=IN, o=Latteys Industries Limited, postalCode=382330, st=Ahmedabad,  
serialNumber=au55d4f6038f84b04295959b0d833a3a8b09a249  
25420224F01a1a1ba228237325641B99094318056cbe  
a2551930279646e33a  
951000a118076785c28\_email=soni.jain@gmail.com,  
cn=Sonika Jain,  
Date: 2023.09.02 13:16:43 +05'30'

**Sonika Jain**

**Company Secretary & Compliance Officer**

**M.No. A60579**



## **NOTICE OF 10<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that 10<sup>th</sup> Annual General Meeting of the members of M/s. LATTEYS INDUSTRIES LIMITED will be held at registered office of the Company on Saturday 30<sup>th</sup> Day of September, 2023 at 11:00 A.M. through video conference (vc)/ other audio visual means (OAVM) to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2023 together with the Report of Board of Directors and Report of Auditors thereon**

To consider and if though fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2023, including Audited Balance Sheet as at 31st March 2023, the statement of Profit and Loss Account and the cash flow statement for the year ended on 31st March, 2023 along with the reports of Auditors and Directors thereon.

#### **2. To appoint Mr. Kapoor Chand Garg (DIN : 00434621) who retires by rotation and being eligible offer himself for re-appointment**

To appoint a Director in place of Mr. Kapoor Chand Garg (DIN: 00434621), who, retires by rotation and being eligible offers, himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution

**“Resolved that** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kapoor Chand Garg (DIN: 00434621), who retires by rotation and being eligible, offered himself for re-appointment, be and is hereby re-appointed as the Director of the Company.”

## **SPECIAL BUSINESS:**

### **ITEM : 3 : TO APPROVE SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERT INTO EQUITY SHARES:**

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

“RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India(“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given on or after the date of this resolution, by the various types of lenders to the Company up to the amount of INR 75,00,00,000/- (Seventy Five Crore Only) in respect of such loan, at the option of the Lenders, convertible into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia and the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

Name of the Lenders are as below mentioned which loan will be converted into equity as and when such required subject to the approval of shareholders.

S.N	Name of the Lender	Amount	Shareholding in Company
1	Aaron Multifarious Pvt Ltd	5 Cr	Nil
2	Dipsar Fintrade Pvt LTd	15 Cr	Nil
3	Mahevarsh Fincon Pvt Ltd	10 Cr	Nil
4	SP and NISHA Pvt LTd	15 Cr	Nil
5	YEPPEO Gold Pvt Ltd	15 Cr	Nil
6	CPPANDEY ENTERPRISES Ltd	15 Cr	Nil

**RESOLVED FURTHER THAT** the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- (ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;
- (iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;

(iv). the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;

(v). the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;

(vi). The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement, including upon happening of an event of default by the Company in terms of the Loan Agreement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Mrs. Sonika Jain Company Secretary of the Company be and is hereby jointly or severally authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

Registered Office:  
PLOT NO. 16, PHASE-1/2,  
GIDC ESTATE,  
NARODA,  
AHMEDABAD – 382330,  
GUJARAT, INDIA

Date: 02.09.2023  
Place: AHMEDABAD

**By order of the Board  
FOR LATTEYS INDUSTRIES LIMITED**

Sd/-  
SONIKA JAIN  
Company Secretary  
(M : A60579)

## **NOTES:**

1. The relative Explanatory statement pursuant to section 102 of the Companies Act, 2013 (“Act”) setting our material facts concerning the business under item 4 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement ) Regulation, 2015 (“SEBI Listing Regulation“) and Secretarial Standards on General Meeting issued by the Institute of Company secretaries of India, in respect of Director seeking appointment/ re-appointment at this Annual General Meeting (“AGM”) are also annexed. Also, additional information as per sub para (B) of section II of para II of schedule V of the companies act, 2013 is annexed.
2. In view of the continuing COVID-19 pandemic, the Companies are permitted to conduct the Annual General Meeting through video conferencing (VC) or Audio Visual means without the physical presence of the member at a common venue, for the calendar year 2022, by the Ministry of Corporate Affairs vide its circular no. 02/2022 dated May 05, 2022 Circular No. 20/2020 dated May 5, 2020, Circular No. 2/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021 and Circular No. 21/2021 dated December 14, 2021 and Securities and Exchange Board of India (SEBI) vide its circular nos. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2 /CIR/ P/2021/11 dated January 15,2021. Pursuant to the above circulars, 10<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Pursuant to the above circulars, Annual Report for the Financial Year 2022-23 and Notice of 10th AGM are sent only through electronic mode to all the Members of the Company. Physical copy of Annual Report and Notice calling 10th AGM will be sent to those shareholders, who have requested for the same.
3. Pursuant to the provisions of the act, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
4. For convenience of Members and proper conduct of AGM, the Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The instructions for participation by members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on a first-come-first-served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorized their behalf at the meeting.
7. In line with the aforesaid MCA Circular and SEBI Circulars, the Notice of the AGM along with Annual Report for the FY 2022-2023 is being sent only through electronic mode to those member whose E-mail address are registered with the Company/ depositories. The Notice convening the 10<sup>th</sup> AGM has been uploaded on the website of the company at [www.latteysindustries.com](http://www.latteysindustries.com).

8. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC, but shall not be entitled to cast their votes again at the AGM
9. As per the provisions of Section 72 the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members holding shares in electronic form may obtain Nomination forms from their respective DPs.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs and SEBI the Company is providing facility of remote voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of AGM will be provided by the NSDL.
11. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2022-23 along with Notice of 10th AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those members whose email IDs are registered with the Company/Depository Participant(s) for communication. Members may note that the aforesaid documents may also be downloaded from the Company's website [www.latteysindustries.com](http://www.latteysindustries.com) and the website of National Stock Exchange of India Limited. In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically.
12. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained as per the Companies Act, 2013 will be available for electronic inspection by the members during the AGM. All the documents referred to in the Notice will also be available for electronic inspection by the members without any fee from the date of circulation of this notice up to the date of AGM i.e., September 30, 2023. Members seeking to inspect such documents may send an email to [cs@latteysindustries.com](mailto:cs@latteysindustries.com).
13. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday 27<sup>th</sup> Day of September 2023 to Friday, 29<sup>th</sup> Day of September 2023 (both days inclusive)** for Annual General Meeting.
14. Brief resume of the Director proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1.
15. 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 accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. Members' voting rights shall be in proportion to his/her share of paid up equity shares capital of the Company.

17. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
18. Members may also note that the Notice of the 10<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Ballot Paper and Annual Report will also be available on the Company's website [www.latteysindustries.com](http://www.latteysindustries.com) for their download.
19. Member desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company registered office at least 5 days before the Annual General Meeting so that the same can be suitably replied to.
20. Documents specifically stated in Explanatory Statement are open for inspection at the registered office of the Company between 10:00 AM and 06:00 PM on all working days (except Sunday, and Public Holidays) up to the date of announcement of result of AGM.
21. The Company has appointed M/s. Ashish Sheth & Associates, Chartered Accountants to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
22. The Scrutinizer shall, immediately after 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, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.
23. The result shall be declared at or after the Annual General Meeting of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.latteysindustries.com](http://www.latteysindustries.com) immediately after the result is declared by the chairman and communicated to NSE Limited.
24. Electronic copy of the Notice of the 10<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process of e-voting along as stated herein is being sent to all the members whose email id are registered with the Company for communication purpose unless any member has requested for a physical copies of the same.
25. The record date for the purpose of determining the eligibility of the Members to attend the 10<sup>th</sup> Annual General Meeting of the Company is 18<sup>th</sup> September, 2023.

Registered Office:  
PLOT NO. 16, PHASE-1/2,  
GIDC ESTATE,  
NARODA,  
AHMEDABAD – 382330,  
GUJARAT, INDIA

Date: 02.09.2023  
Place: AHMEDABAD

**By order of the Board  
FOR LATTEYS INDUSTRIES LIMITED**

Sd/-  
SONIKA JAIN  
**Company Secretary**  
(M : A60579)

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 27<sup>th</sup> September, 2023 at 09.00 A.M. and ends on 29<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18<sup>TH</sup> of September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18<sup>TH</sup> September, 2023.

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

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

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

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"><li data-bbox="558 1163 1414 1619">• Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li data-bbox="558 1667 1414 1814">• If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li></ul>



- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sheth.ashish013@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@latteysindustries.com](mailto:cs@latteysindustries.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@latteysindustries.com](mailto:cs@latteysindustries.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**

i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@latteysindustries.com](mailto:cs@latteysindustries.com). The same will be replied by the company suitably.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**

### **ITEM NO. 3:**

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company. The Board of Directors in their meeting held on September 02, 2023 accorded approval for conversion of any loan that the Company may borrow from Various Lenders via Loan Agreement executed/ to be executed by the Company upto amount of INR 75,00,00,000/-(Seventy Five Crore only), and such loan can be converted into the Equity Shares of the Company at a later date, at the option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the below mentioned Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the item no. 3 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

S.N	Name of the Lender	Amount	Shareholding in Company
1	Aaron Multifarious Pvt Ltd	5 Cr	Nil
2	Dipsar Fintrade Pvt Ltd	15 Cr	Nil
3	Mahevarsh Fincon Pvt Ltd	10 Cr	Nil
4	SP and NISHA Pvt Ltd	15 Cr	Nil
5	YEPPEO Gold Pvt Ltd	15 Cr	Nil
6	CPPANDEY ENTERPRISES Ltd	15 Cr	Nil

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (ANNEXURE –A)**

(Pursuant to Regulation 36 of SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015 and clause 1.2.5 of Secretarial Standards -2 on General Meetings)

Name of Directors	Mr Kapoor Chand Garg
Age	50Yrs
Date of Birth	23.08.1973
DIN	00434621
Brief Resume & Expertise	He is a visionary, self made industrialist and leader with a strong business acumen and knowledge in development of products and management. More than 3 decades of experience and business development activities exploring and expanding new business opportunity across the world.
Terms & Condition of Appointment	As per Nomination & Remuneration Policed published on Company's Website i.e., <a href="http://www.latteysindustries.com">www.latteysindustries.com</a>
Chairman/Member of the Committee of the Company	None
No. of Share Held in Company	3,64,51,125 Shares
Relationship with any Director or KMP of the Company	He is a brother of Mr. Pawan Garg

Registered Office:  
PLOT NO. 16, PHASE-1/2,  
GIDC ESTATE,  
NARODA,  
AHMEDABAD – 382330  
GUJARAT, INDIA

Date: 02.09.2023  
Place: AHMEDABAD

**By order of the Board  
FOR LATTEYS INDUSTRIES LIMITED**

Sd/-  
SONIKA JAIN  
Company Secretary  
(M : A60579)