



HAZOOR MULTI PROJECTS LIMITED

CIN : L99999MH1992PLC269813

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Hazoor Multi Projects Limited will be held on Friday, February 21, 2025 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following Special Businesses:

1. APPROVAL OF ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner:

By inserting following object after the existing sub clause 6 of Clause III(A) (Main Objects) of Memorandum of Association of the Company:

7. To carry on the business of design, research, manufacture, alter, sell, finance, import, export, and develop energy-efficient technologies and renewable energy solutions, including solar panels, wind power systems, bioenergy technologies, and biofuels, with the aim of promoting sustainable practices by harnessing both conventional and non-conventional energy sources for power generation and distribution, establishing strategic collaborations with leading multinational companies for technology transfer, joint ventures, and global solutions and engage in the development and implementation of energy distribution infrastructure, including smart grids, and facilitate the wheeling, banking, and sale of electricity to government bodies, state electricity boards, power finance corporations, private corporations, and entrepreneurs, in addition to manufacturing and exporting renewable energy equipment and products globally. Includes promote the adoption of renewable energy across residential, commercial, and industrial sectors, and support the production of sustainable biofuels, all while expanding its global presence and contributing to the transition to a cleaner, more sustainable energy future."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

RESOLVED THAT pursuant to the provisions of Section 5, 8 and 14 of the Companies Act, 2013 read with the rules there under and all other applicable provisions, if any, of the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), or any other applicable laws for the time being in force and subject to the necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded for alteration of the Article by inserting a new clause with the heading "Further issue of capital" after clause 88 to the Articles of Association of the company.

RESOLVED FURTHER THAT the below mentioned new clause shall be inserted following clause 88 to the Articles of Association of the company:

"89. Further issue of capital

- i. Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:
 - a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.
 - b. to employees under a scheme of employees stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.
 - c. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to compliance with section 42 and 62 of the Act and rules framed thereunder.
- ii. The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- iii. Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. PREFERENTIAL ALLOTMENT OF UPTO 7,00,33,000 (SEVEN CRORE THIRTY-THREE THOUSAND ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, in one or more tranches, up to 7,00,33,000 (Seven Crore and Thirty Three Thousand Only) Fully Convertible Warrants (“Warrants”), to strategic investors classified under “Non-Promoter, Public Category”, at an issue price of Rs. 54.80/- (Rupees Fifty-Four and Eighty Paise Only)) per warrant higher than the floor price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 383,78,08,400/- (Rupees Three Eighty-Three Crores and Seventy-Eights Lakhs and Eight Thousands and Four Hundred Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”):

S. No.	Name of Proposed Allottees	Warrants Quantity
A.	FII/ FPI/ Institutional Investors	
1	Minerva Ventures Fund	1,00,00,000
2	Zeal Global Opportunities Fund	1,25,00,000
3	MGO High Conviction Fund Incorporated VCC Sub-Fund	1,00,00,000
4	Bridge India Fund	1,25,00,000
5	Nautilus Private Capital Ltd (Previously Known as Trade Delta Ltd)	1,00,00,000
Total (A)		5,50,00,000
B.	Other Non-Individual Investors	
1	Zillow Real Estate LLP	8,00,000
2	Virat Services LLP	8,00,000
3	Kalpsagar Private Limited	19,00,000
4	Avaas Infratech	10,00,000
Total (B)		45,00,000

C.	Individual Strategic Investors	
1	Lata Sharma	25,00,000
2	Rahul Kumar Sharma	3,00,000
3	Satya Prakash Bagla	2,50,000
4	Zarana Tushar Sarda	1,00,000
5	Rupaal Singh	2,50,000
6	Marisha Vijay Chothani	4,00,000
7	Pooja Jain	28,00,000
8	Vipul Sharma	13,000
9	Saurav Raidani	2,00,000
10	Kiritkumar Natvarlal Gathani	1,00,000
11	Umesh Kumar Sharma	2,00,000
12	Prashant Roongta	20,000
13	Neha Subhash Hajare	20,00,000
14	Vikas Kataria	4,00,000
15	Sayali Thakare	10,00,000
	Total (C)	1,05,33,000
	GRAND TOTAL(A+B+C)	7,00,33,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Wednesday, January 22, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Friday, February 21, 2025).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Re. 1/- (Rupee One Only) each ("Equity Shares") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("Warrant Exercise Period").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.

- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and /or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

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

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

4. INCREASE IN THE TOTAL SHAREHOLDING LIMITS FOR ALL FOREIGN INSTITUTIONAL INVESTORS (‘FIIS’) INCLUDING THEIR SUB-ACCOUNTS UPTO 49% OF THE PAID-UP VOTING EQUITY CAPITAL OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013, Foreign Exchange Management Act, 1999 (‘FEMA’), as applicable, including the regulations, guidelines and circulars issued thereunder, and all other applicable rules, regulations, guidelines, circulars, policies and laws, as applicable (including any modifications or re-enactment(s) thereof, from time to time) and subject to all applicable approval(s), permission(s), sanction(s), consent(s) and intimation(s), as may be required, and subject to such condition(s) as may be prescribed by the Reserve Bank of India (‘RBI’) or any other the relevant authorities, while granting such approval(s), permission(s), sanction(s) and consent(s), as may be required, the consent of the Members of the Company be and is hereby accorded to permit Foreign Institutional Investors (‘FIIs’), as defined under the relevant regulations by the Securities and Exchange Board of India, including their subaccounts, to acquire and hold Equity Shares of the Company, by purchase or acquisition through primary or secondary market route, and under the ‘portfolio Investment scheme’ under FEMA or otherwise, upto an aggregate limit of 49% of the paid-up voting equity capital of the Company or such other limit as may be permissible under applicable laws, regulations or guidelines as at the relevant date(s) as recorded by the Board of Directors of the Company from time to time, provided however that the shareholding of each FII, on its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and is hereby authorized to take all such steps and actions, including determination of the permissible limit of aggregate holding of FIIs and their sub account in the Company, and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate including settling any question that may arise in this regard and/or delegate any of their powers to such person, committee, etc. as may be authorized by the Board.”

by order of the board of
Hazoor Multi Projects Limited

SD/-
Swaminath Chhotelal Jaiswar
Company Secretary and Compliance Officer

Date: January 28, 2025
Place: Mumbai

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and December 28, 2022, September 25, 2023, September 19, 2024 and other general circular as applicable (collectively referred to as “MCA Circulars”), permitted convening the General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has availed the e-voting facility from Central Depository Services (India) Limited through electronic means. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the business with respect to Items No. 1 to 3 part of this Notice.
7. The Company has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and voting at the Extra-ordinary General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.hazoormultiproject.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
9. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Dispatch of EGM Notice through Electronic Mode:
In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants.
12. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rbksurat@gmail.com with a copy marked to cs@hazoormultiproject.com. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
14. The e-voting period commences on Tuesday, February 18, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Thursday, February 20, 2025. During this period, Members holding shares in dematerialized form or physical form, as on Friday, February 14, 2025; i.e., cut-off date, may cast their vote electronically.
15. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, February 14, 2025 to email id cs@hazoormultiproject.com. The same will be replied by the Company suitably.
16. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
17. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
18. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hazoormultiproject.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- 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) The voting period begins on Tuesday, February 18, 2025 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Thursday, February 20, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>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 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 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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: https://eservices.nsdl.com 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 or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 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 or joining virtual meeting & voting during the meeting.</p>

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 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.

(v) Login method for e-Voting and joining virtual meetings 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.
- 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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR 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. 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN **250129004** for the relevant <Hazoor Multi Projects Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 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.
 - 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@hazoormultiproject.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@hazoormultiproject.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM 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 available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 cs@hazoormultiproject.com.

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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

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 or call toll free no. 1800 22 55 33.

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

ITEM NO-1: APPROVAL OF ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board of Directors of your company, in alignment with its long-term strategic vision to diversify its business portfolio and optimize the utilization of available resources, held a meeting on January 28, 2025, to discuss new avenues for growth. As part of this strategic expansion, the Board has decided, subject to shareholder approval, to amend the Object Clause of the Company's Memorandum of Association (MOA).

This amendment will enable the Company to explore and enter the rapidly emerging sector of Green Energy, as well as other related sustainable businesses and technologies, in addition to its existing businesses. The specific details of these new business activities are outlined in the resolution for member approval.

The inclusion of Green Energy and related sectors—such as to carry on the business of design, research, manufacture, alter, sell, finance, import, export, and develop energy-efficient technologies and renewable energy solutions, including solar panels, wind power systems, bioenergy technologies, and biofuels, with the aim of promoting sustainable practices by harnessing both conventional and non-conventional energy sources for power generation etc.—represents a significant step in broadening the Company's operational scope. This diversification is expected to not only enhance the Company's long-term growth prospects but also drive substantial revenue and profit increases in the years ahead. To facilitate this expansion, the Board has approved the introduction of a new clause after sub-clause 6 of Clause III(A) (Main Objects) of the MOA, as detailed in the resolution presented under Item No. 1 of this Notice.

The proposed amendment to the MOA requires approval by the shareholders through a Special Resolution in accordance with the Companies Act, 2013, and the relevant rules and regulations. The Board recommends that the resolution set forth in Item No. 1 be approved by the members via the passing of this Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any.

ITEM NO-2: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors, in their meeting held on January 28, 2025, proposed an amendment to the Articles of Association (AOA) of the Company, which is essential for enabling the Company to raise additional share capital, as outlined in the resolution presented under Item No. 2.

The Board emphasized that, in accordance with the powers vested in the Articles of Association, it is necessary for the Company to secure additional funding to support its future growth. However, as the Company currently lacks specific provisions for further issuance or fundraising activities, amending the Articles of Association is a crucial step to expand the Company's powers in this regard.

In light of this, the Board has approved and recommends the insertion of a new clause following Clause 88 of the Articles of Association to facilitate the issuance of additional share capital, as discussed in the meeting on January 28, 2025.

The proposed alteration/amendment to AOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 2 of this notice for the approval of the members by means of passing Special Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

ITEM NO. 3: PREFERENTIAL ALLOTMENT OF UPTO 7,00,33,000 (SEVEN CRORE THIRTY-THREE THOUSAND ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

The Special Resolution contained in Item No. 3 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 7,00,33,000 (Seven Crore Thirty-Three Thousand Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at an issue price of Rs.54.80/- (Rupees Fifty Four and Eighty Paise Only), for an aggregate amount of up to Rs. 383,78,08,400/- (Rupees Three Eighty-Three Crores and Seventy-Eights Lakhs and Eight Thousand and Four Hundred Only) for cash on preferential basis.

The proposed Preferential Issue is to be issued to the persons belonging to “Non-Promoter, Public Category” as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on January 28, 2025.

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 3 of the Notice.

The details of the issue and other particulars as required in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 and Regulation 163 of the SEBI ICDR Regulations and in terms of BSE Notice No. 20221213-47 dated December 13, 2022 are set forth below:

I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on January 28, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 7,00,33,000 (Seven Crore Thirty-Three Thousand Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to strategic investors classified under “Non-Promoter, Public Category, at an issue price of Rs.54.80/- (Rupees Fifty Four and Eighty Paise Only), for an aggregate amount of up to Rs. 383,78,08,400/- (Rupees Three Eighty-Three Crores and Seventy-Eights Lakhs and Eight Thousand and Four Hundred Only) for cash on preferential basis.

II. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:

The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. Issue Expenses
2. Working Capital - Existing Businesses
3. Investment and Working Capital requirements of Renewable Energy Business
4. Further Business Expansions
5. General Corporate Purpose

(collectively, referred to hereinafter as the “Objects”)

Utilization of Gross Proceeds

The intended use of the Gross Proceeds of the Issue is as under: -

S. No.	Particulars	Estimated amount to be utilized (₹ in Crores)*	Tentative timeline for utilization of funds
1.	Issue Expenses	0.28	Up to June 30, 2025
2.	Working Capital - Existing Businesses	93.50	Up to September 30, 2026
3.	Investment and Working Capital Requirements of Renewable Energy Business	50.00	Up to September 30, 2026
4.	Further Business Expansions	150.00	Up to September 30, 2026
5.	General Corporate Purpose	90.00	Up to September 30, 2026
	Total	383.78	

*Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

in terms of BSE Notice No. 20221213-47 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

Since the issue size exceeds Rs. 100,00,00,000/- (Rupees One Hundred Crores only) in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations, the Company has identified CARE Ratings Limited or such other Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds latest as per the time lines mentioned herein above. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

III. Relevant Date

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, is Wednesday, January 22, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Friday, February 21, 2025).

IV. Basis on which the price has been arrived at, justification for the price (including premium, if any);
The Equity Shares of the Company are listed BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations.

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 issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 54.69/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 52.37/-.

whichever is higher.

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 54.69/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/Convertible warrants issued on preferential basis.

As the proposed allotment is not more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations is not applicable on the Company and accordingly, the Company is not required to obtain the Valuation Report.

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 54.80/- (Rupees Fifty-Four and Eighty Paise Only) each.

V. Amount which the company intends to raise by way of such securities;

Rs. 383,78,08,400/- (Rupees Three Eighty-Three Crores and Seventy-Eights Lakhs and Eight Thousands and Four Hundred Only)

VI. Name and address of valuer who performed valuation; Not Applicable

VII. Principal terms of Assets charged as securities: Not Applicable

VIII. Material terms of raising such securities

The same has been disclosed in the respective resolution.

IX. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

X. Valuation for consideration other than cash: Not Applicable

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

The Preferential Issue of Warrants is proposed to be made to the FPI/FII, Company, LLP, Firms, Individuals who fall under "Non-Promoter, Public Category" of the Company

XII. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	Minerva Ventures Fund	Non-Promoter, Public	Non-Promoter, Public

2	Zeal Global Opportunities Fund	Non-Promoter, Public	Non-Promoter, Public
3	MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-Promoter, Public	Non-Promoter, Public
4	Bridge India Fund	Non-Promoter, Public	Non-Promoter, Public
5	Nautilus Private Capital Ltd (Previously Known as Trade Delta Ltd)	Non-Promoter, Public	Non-Promoter, Public
6	Zillow Real Estate LLP	Non-Promoter, Public	Non-Promoter, Public
7	Virat Services LLP	Non-Promoter, Public	Non-Promoter, Public
8	Kalpsagar Private Limited	Non-Promoter, Public	Non-Promoter, Public
9	Avaas Infratech	Non-Promoter, Public	Non-Promoter, Public
10	Lata Sharma	Non-Promoter, Public	Non-Promoter, Public
11	Rahul Kumar Sharma	Non-Promoter, Public	Non-Promoter, Public
12	Satya Prakash Bagla	Non-Promoter, Public	Non-Promoter, Public
13	Zarana Tushar Sarada	Non-Promoter, Public	Non-Promoter, Public
14	Rupaal Singh	Non-Promoter, Public	Non-Promoter, Public
15	Marisha Vijay Chothani	Non-Promoter, Public	Non-Promoter, Public
16	Pooja Jain	Non-Promoter, Public	Non-Promoter, Public
17	Vipul Sharma	Non-Promoter, Public	Non-Promoter, Public
18	Saurav Raidani	Non-Promoter, Public	Non-Promoter, Public
19	Kiritkumar Natvarlal Gathani	Non-Promoter, Public	Non-Promoter, Public
20	Umesh Kumar Sharma	Non-Promoter, Public	Non-Promoter, Public
21	Prashant Roongta	Non-Promoter, Public	Non-Promoter, Public
22	Neha Subhash Hajare	Non-Promoter, Public	Non-Promoter, Public
23	Vikas Kataria	Non-Promoter, Public	Non-Promoter, Public
24	Sayali Thakare	Non-Promoter, Public	Non-Promoter, Public

XIII. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the promoters, directors or key management personnel of the issuer intend to subscribe to the offer.

XIV. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No Contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects

XV. The Shareholding Pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre-Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Considering full conversion of warrants)	
	No. of fully paid up equity shares held	% ^{\$}		No. of fully paid up equity shares held	% [*]
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	9173910	4.32	-	9173910	3.25
b) Body Corporates	30302860	14.26	-	30302860	10.72
c) Any Other(specify)	-	-	-	-	-
Sub Total (A)(1)	39476770	18.57	-	39476770	13.97
2) Foreign Promoters	-	-	-	-	-

Total Promoter Shareholding A=A1 +A2	39476770	18.57	-	39476770	13.97
B) Public Shareholding					
B1) Institutions (Domestic)	798983	0.38	-	798983	0.28
B2) Institutions (Foreign)	41283981	19.42	55000000	96283981	34.08
B3) Central Govt./State Govt./POI	1815000	0.85	-	1815000	0.64
B4) Others					
a) Individuals	82369765	38.76	10533000	92902765	32.88
b) Body Corporate	36967920	17.39	1900000	38867920	13.76
c) NRI	4017314	1.89	-	4017314	1.42
d) Others (LLP, Clearing Members, HUF, Firm)	5800447	2.73	2600000	8400447	2.97
Total Public Shareholding B=B1+B2+ B3+B4	173053410	81.43	70033000	243086410	86.03
C) Non-Promoter - Non-Public	-	-	-	-	-
Total Share Capital(A+B+C)	212530180	100.00	70033000	282563180	100.00

(1) *The pre-issue shareholding pattern is based on the BENPOS dated January 24, 2025 after taking into consideration allotment made on December 11, 2024 (7,20,000 equity shares), December 17, 2024 (22,22,220 equity shares), January 16, 2025 (15,77,500 equity shares), on conversion of equal number of Fully Convertible Warrants.*

(2) ** These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 28,25,63,180 divided into 28,25,63,180 Equity Shares of Re. 1/- (Rupees Ten Only) each assuming full conversion of 7,00,33,000 warrants.*

(3) *Post shareholding structure may change depending upon any other corporate action in between.*

XVI. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

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

During the financial year 2024-25, pursuant to shareholder's approval obtained at the Extra Ordinary General Meeting of the members of Company on Tuesday, May 07, 2024, the Board of Directors of the Company in its meeting held on June 25, 2024, had allotted 1,25,85,300 fully Convertible Warrants ('Warrants'), carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to "Non- Promoter, Public Category", at an issue price of Rs. 300/- (Rupees Three Hundred Only) per Warrant, after receipt of stipulated amount i.e. 25% of the Issue Price as subscription amount in accordance with provisions of Chapter V of SEBI ICDR Regulations.

Out of such warrants, 25,42,477 Warrants have been converted into equity shares of the Company and 1,00,42,823 total warrants are outstanding for conversion and these warrant holders are entitled to get their warrants converted into equal number of Equity Shares of the Company by paying remaining 75% of the Issue Price per warrant within 18 months from the date of warrant allotment.

XVIII. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name	Pre-Issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)		Name of ultimate beneficial owners
		No. of shares	% ^{\$}		No. of shares	% [#]	
1.	Minerva Ventures Fund	Nil	Nil	1,00,00,000	1,00,00,000	3.54	Ghanshyam Hurry
2.	Zeal Global Opportunities Fund	Nil	Nil	1,25,00,000	1,25,00,000	4.42	Nikhil Kumar
3.	MGO High Conviction Fund Incorporated VCC Sub-Fund	Nil	Nil	1,00,00,000	1,00,00,000	3.54	Soobarph Mithilesh Singh & Marriyah Hossany
4.	Bridge India Fund	Nil	Nil	1,25,00,000	1,25,00,000	4.42	Thomas Karsten
5.	Nautilus Private Capital Ltd (Previously Known as Trade Delta Ltd)	Nil	Nil	1,00,00,000	1,00,00,000	3.54	Veeraj Toofany
6.	Zillow Real Estate LLP	Nil	Nil	8,00,000	8,00,000	0.28	Vimla Chand Jain
7.	Virat Services LLP	Nil	Nil	8,00,000	8,00,000	0.28	Anoop Jain
8.	Kalpsagar Private Limited	Nil	Nil	19,00,000	19,00,000	0.67	Sanjay Chhabra
9.	Avaas Infratech	Nil	Nil	10,00,000	10,00,000	0.35	Alka Sharma
10.	Lata Sharma	Nil	Nil	25,00,000	25,00,000	0.88	NA@
11.	Rahul Kumar Sharma	Nil	Nil	3,00,000	3,00,000	0.11	NA@
12.	Satya Prakash Bagla	Nil	Nil	2,50,000	2,50,000	0.09	NA@
13.	Zarana Tushar Sarda	Nil	Nil	1,00,000	1,00,000	0.04	NA@
14.	Rupaal Singh	Nil	Nil	2,50,000	2,50,000	0.09	NA@
15.	Marisha Vijay Chothani	Nil	Nil	4,00,000	4,00,000	0.14	NA@
16.	Pooja Jain	Nil	Nil	28,00,000	28,00,000	0.99	NA@
17.	Vipul Sharma	Nil	Nil	13,000	13,000	0.00	NA@
18.	Saurav Raidani	Nil	Nil	2,00,000	2,00,000	0.07	NA@
19.	Kiritkumar Natvarlal Gathani	Nil	Nil	1,00,000	1,00,000	0.04	NA@
20.	Umesh Kumar Sharma	Nil	Nil	2,00,000	2,00,000	0.07	NA@

21.	Prashant Roongta	Nil	Nil	20,000	20,000	0.01	NA@
22.	Neha Subhash Hajare	Nil	Nil	20,00,000	20,00,000	0.71	NA@
23.	Vikas Kataria	Nil	Nil	4,00,000	4,00,000	0.14	NA@
24.	Sayali Thakare	Nil	Nil	10,00,000	10,00,000	0.35	NA@

@being individual

(1) The pre-issue holding of the respective allottees is as on latest BENPOS available with the Company i.e. January 24, 2025. As of this date, no individual holds any pre-preferential shares.

(2) These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 28,25,63,180 divided into 28,25,63,180 Equity Shares of Re. 1/- (Rupees Ten Only) each assuming full conversion of 7,00,33,000 warrants.

XIX. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

XX. Lock-in Period:

- The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XXI. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XXII. Practicing Company Secretary's Certificate:

The Certificate from M/s. Prachi Bansal & Associates, Practicing Company Secretaries (COP No. 23670), , certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available under the "Preferential Issue" tab in the Investors section titled "PCS certificate for Preferential issue" on the website of the Company at www.hazoomultiproject.com.

XXIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 3 of this notice for the issue of warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

ITEM NO. 4: INCREASE IN THE TOTAL SHAREHOLDING LIMITS FOR ALL FOREIGN INSTITUTIONAL INVESTORS ('FIIS') INCLUDING THEIR SUB-ACCOUNTS UPTO 49% OF THE PAID-UP VOTING EQUITY CAPITAL OF THE COMPANY

Pursuant to the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA") and the 'Consolidated FDI Policy' (issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India) ("FDI Policy"), foreign investment up to the sectoral cap of the paid-up voting equity capital is permitted. Further, under FEMA and FDI Policy, the total holdings of all FIIs registered with the Securities and Exchange Board of India ("SEBI"), including their sub-accounts is not to exceed 24% of the paid-up voting equity capital of the Company. However, this limit can be increased up to the sectoral cap/statutory ceiling of the paid-up voting equity capital of the Company after approval by the Board of Directors and the Members of the Company by way passing of a special resolution and intimation to the Reserve Bank of India.

In view of the above provisions and to have sufficient headroom for the FIIs to hold more in the paid-up voting equity capital in the Company, the Board of Directors of the Company at its meeting held on January 28, 2025 had approved the proposal for increase in the overall shareholding limits of the FIIs in the Company up to 49% of the paid-up voting equity capital of the Company, as permitted, subject to approval of Shareholders of the Company by way of a special resolution.

Your Board of Directors, therefore, recommends the special resolution for increase in the shareholding limits of the FIIs in the Company up to 49% of the paid-up voting equity capital of the Bank, as set forth in Item No. 4 of this Notice, for approval by the Members of the Company.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of this Notice, except to the extent of their shareholding in the Company.

by order of the board of
Hazoor Multi Projects Limited

SD/-
Swaminath Chhotelal Jaiswar
Company Secretary and Compliance Officer

Date: January 28, 2025
Place: Mumbai