



CIN: L99999MH1994PLC083912

**Regd. Office:** 101, Haridarshan, B-wing, Bhogilal Phadia Road, Kandivali (E), Mumbai - 400067.

**Email:** alacritysec@gmail.com; **Website:** www.alacritysec.com; **Tel:** 022-28073460 / 28076537

## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of M/s. Alacrity Securities Limited will be held on Monday, December 04, 2023 at 11:30 A.M. at the Registered office of the Company at 101, Haridarshan, B-wing, Bhogilal Phadia Road, Kandivali (E), Mumbai - 400067 to transact the following business:

### SPECIAL BUSINESS

#### I. INCREASE IN AUTHORISED SHARE CAPITAL

To increase the authorized share capital of the company

**“RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 22,00,00,000 (Rupees Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 52,00,00,000/- (Rupees Fifty Two Crores) divided into 5,20,00,000 (Five Crores Twenty Lacs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

**V THE AUTHORISED SHARE CAPITAL OF THE COMPANY IS RS. 52,00,00,000/- (RUPEES FIFTY TWO CRORES ONLY) DIVIDED INTO 5,20,00,000/- (FIVE CRORES TWENTY LACS) EQUITY SHARES OF FACE VALUE RS. 10/- (RUPEE TEN ONLY) EACH.**

**RESOLVED FURTHER THAT** any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

#### II. ALTERATION IN CLAUSE 8 OF THE ARTICLES OF ASSOCIATION:

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 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e., 8 1 (e) of Articles of Association of the Company with the following Article:

8 1 (e) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever

as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

### III. ISSUANCE OF CONVERTIBLE WARRANTS TO THE PROMOTER, PROMOTER GROUP AND NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS.

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 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and SME platform of BSE, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 3,00,00,000 (Three Crores) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 16/- (Rupees Sixteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) to the Promoter, Promoter Group and Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Odyssey Corporation Ltd	Promoter	5000000	Promoter
2.	Pooja Equiresearch Pvt Ltd	Promoter	2500000	Promoter
3.	Aroma Coffees Pvt Ltd	Non-Promoter	2000000	Non-Promoter
4.	Ajay Ramnkant Ojha	Non-Promoter	2000000	Non-Promoter
5.	Monica R Shah	Non-Promoter	2000000	Non-Promoter
6.	Hemanshu R Mehta	Promoter	1000000	Promoter
7.	Hiten R Mehta	Promoter	1000000	Promoter
8.	Sagar H Mehta	Promoter	1000000	Promoter
9.	Beena H Mehta	Promoter	1000000	Promoter
10.	Saumik Ketankumar Doshi	Non-Promoter	1000000	Non-Promoter
11.	Heena R Shah	Non-Promoter	1000000	Non-Promoter
12.	Piyush Avlani	Non-Promoter	1000000	Non-Promoter
13.	Rakhi S Bora	Non-Promoter	1000000	Non-Promoter

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
14.	Saurabh H Bora	Non-Promoter	1000000	Non-Promoter
15.	Tanish Saurabh Bora	Non-Promoter	1000000	Non-Promoter
16.	Vijay Thakkar	Non-Promoter	1000000	Non-Promoter
17.	Westbury Tradecom Ltd	Non-Promoter	1000000	Non-Promoter
18.	Hiral Paras Shah	Non-Promoter	666666	Non-Promoter
19.	Paras M Shah	Non-Promoter	666666	Non-Promoter
20.	Meeta H Mehta	Promoter	500000	Promoter
21.	Karishma Himanshu Mehta	Promoter	500000	Promoter
22.	Tarulata Latin Shah	Non-Promoter	500000	Non-Promoter
23.	Sonal Parag Shah	Non-Promoter	500000	Non-Promoter
24.	Jayesh Pannalal Choksi	Non-Promoter	500000	Non-Promoter
25.	Vipul Modi	Non-Promoter	333335	Non-Promoter
26.	Parag Bharat Mehta	Non-Promoter	333333	Non-Promoter
<b>Total</b>			<b>3000000</b>	

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the November 03, 2023, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- ix 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 relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

**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, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of Board of Directors  
For Alacrity Securities Limited**

SD/-

**Kishore Vithaldas Shah  
Whole Time Director  
DIN: 01975061**

**Place: Mumbai  
Date: 09/11/2023**

**Registered Office:**  
101, Haridarshan, B-wing, Bhogilal Phadia Road,  
Kandivali (E), Mumbai 400067  
**CIN: L99999MH1994PLC083912**  
**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE GENERAL MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

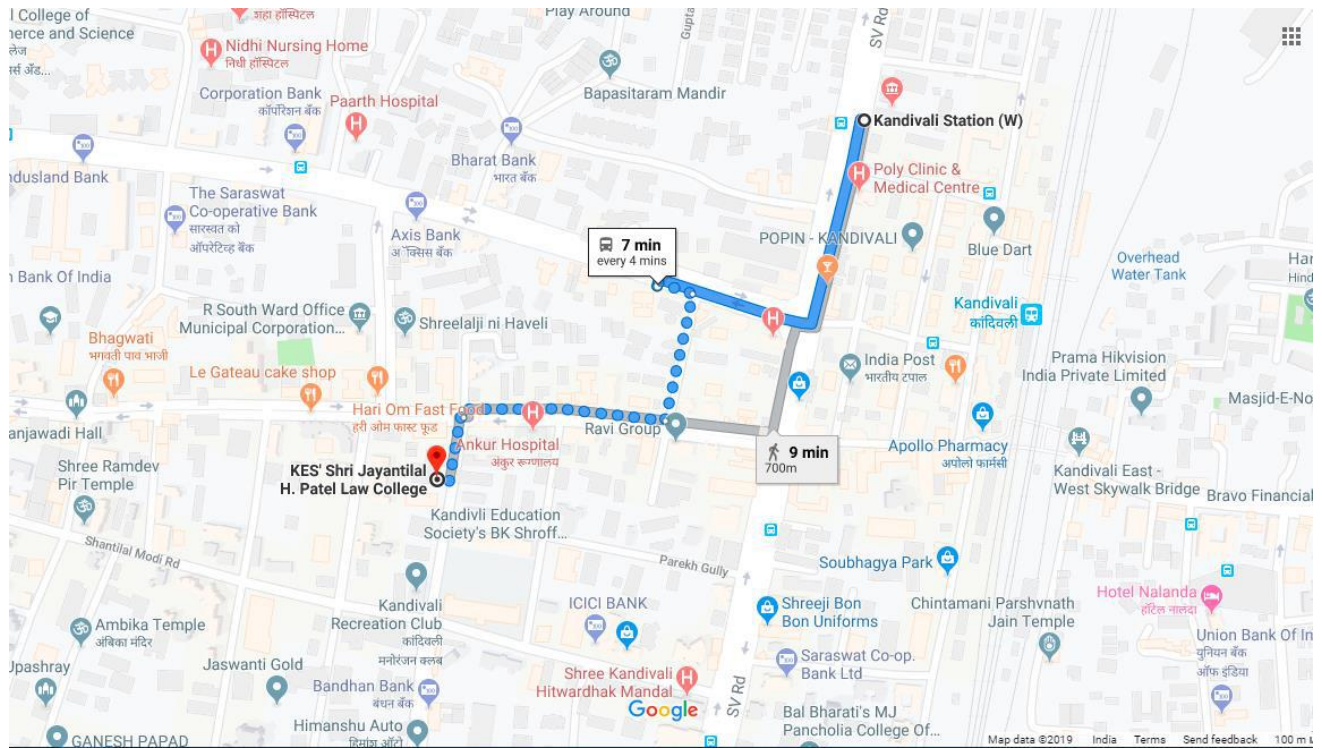
2. Proxy form, in order to be effective, must be deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General Meeting.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.alacritysec.com/notice.php>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE at [www.bseindia.com](http://www.bseindia.com).
4. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extra Ordinary General Meeting.
7. The cut off date for the purpose of determining the eligibility of the Members to attend the Extra Ordinary General Meeting of the Company is December 01, 2023.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Notices, Circulars etc. from the Company electronically.
9. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Bigshare Services Pvt. Ltd.** the Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
10. Non -Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
11. All documents referred to in the Notice and Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Extra Ordinary General Meeting.
12. A Route Map to reach the venue of the Extra Ordinary General Meeting is annexed with the Notice of EGM.
13. M/s. Jaymin Modi & Co., Practicing Company Secretaries, has been appointed as Scrutinizers to scrutinize the voting process in a fair & transparent manner.
14. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM.
15. The Scrutinizer shall, after the conclusion of voting at the EGM, count the votes cast at the meeting and

shall submit within 48 hours of the 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 authorized by him / her in writing, who shall counter sign the same and declare the result of the voting forthwith.

16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://www.alacritysec.com/scrutinizer-report.php> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be placed on the website of the Stock Exchange i.e. BSE at [www.bseindia.com](http://www.bseindia.com).

Route map for the venue of the EGM is as below:

101, Haridarshan, B-Wing, Bhogilal Phadia Road, Kandivali (E), Mumbai 400067.



**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1:**

Your Company, in order to meet its long-term business requirements is required to generate resources. In view of the same the Board of Directors of the Company in their meeting held on November 09, 2023 has proposed to increase the Authorized Share Capital from existing Rs. 22,00,00,000/- to Rs. 52,00,00,000/- by creating 5,20,00,000 Equity Shares of Rs.10/- each and to suitably amend Clause V of the Memorandum of Association of the Company.

The Board of Directors of your Company recommends passing of the said resolution as Ordinary Resolution set out at item No. 01 of the notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 5:00 p.m. on all working days from the date hereof up to the date of the Meeting None of the Director(s), Manager, Key Managerial Personnel of the Company or the relative of the said persons, are in any way concerned or interested in the proposed resolution.

Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members

**ITEM NO. 2:**

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at Item No. 2 as a Special Resolution for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 3:**

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Promoter, Promoter Group and Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on Thursday, November 09, 2023 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 3,00,00,000 Warrants of Rs. 16/- each, convertible into 3,00,00,000 Equity Shares of Rs. 10/- each and premium Rs. 6/- each to Promoter, Promoter Group and Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

**a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:** The Board of Directors of the Company at their meeting held on November 09, 2023 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of Convertible Warrants to Promoter, Promoter Group and Non-Promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

- i. Upto 3,00,00,000 (Three Crores) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 16/- (Rupees Sixteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) to the Promoter, Promoter Group and non-promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Odyssey Corporation Ltd	Promoter	5000000	Promoter
2.	Pooja Equiresearch Pvt Ltd	Promoter	2500000	Promoter
3.	Aroma Coffees Pvt Ltd	Non-Promoter	2000000	Non-Promoter
4.	Ajay Ramnkant Ojha	Non-Promoter	2000000	Non-Promoter
5.	Monica R Shah	Non-Promoter	2000000	Non-Promoter
6.	Hemanshu R Mehta	Promoter	1000000	Promoter
7.	Hiten R Mehta	Promoter	1000000	Promoter
8.	Sagar H Mehta	Promoter	1000000	Promoter
9.	Beena H Mehta	Promoter	1000000	Promoter
10.	Saumik Ketankumar Doshi	Non-Promoter	1000000	Non-Promoter
11.	Heena R Shah	Non-Promoter	1000000	Non-Promoter
12.	Piyush Avlani	Non-Promoter	1000000	Non-Promoter
13.	Rakhi S Bora	Non-Promoter	1000000	Non-Promoter
14.	Saurabh H Bora	Non-Promoter	1000000	Non-Promoter
15.	Tanish Saurabh Bora	Non-Promoter	1000000	Non-Promoter
16.	Vijay Thakkar	Non-Promoter	1000000	Non-Promoter
17.	Westbury Tradecom Ltd	Non-Promoter	1000000	Non-Promoter
18.	Hiral Paras Shah	Non-Promoter	666666	Non-Promoter
19.	Paras M Shah	Non-Promoter	666666	Non-Promoter
20.	Meeta H Mehta	Promoter	500000	Promoter
21.	Karishma Himanshu Mehta	Promoter	500000	Promoter
22.	Tarulata Latin Shah	Non-Promoter	500000	Non-Promoter
23.	Sonal Parag Shah	Non-Promoter	500000	Non-Promoter
24.	Jayesh Pannalal Choksi	Non-Promoter	500000	Non-Promoter
25.	Vipul Modi	Non-Promoter	333335	Non-Promoter
26.	Parag Bharat Mehta	Non-Promoter	333333	Non-Promoter
<b>Total</b>			<b>30000000</b>	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

**b. Objects of the Preferential Allotment:**

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the following objects or any combination thereof as deemed fit by the management of the Company.

The Company shall utilize the proceeds from the preferential issue of Warrants to fund the long term



capital requirement for the purpose of expansion. The Company will utilize funds for its working capital requirements, expansion of market making business in SME Platform and for general corporate purpose which shall enhance the business of the Company.

We, being SEBI registered Brokers, are also required to maintain adequate levels of margin with the various stock exchanges across financial assets – equity (cash), equity derivatives, currency derivatives and commodity derivatives etc. for our businesses of trading in such financial assets. The funding from preferential issue of Warrants shall also be utilized towards maintaining margins.

- c. **Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is November 03, 2023, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. **Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the BSE SME Platform.

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 16/- (Rupees Sixteen Only), being not less than the minimum price computed in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE SME Platform for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Pursuant to conversion of warrants in to Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, hence we have obtained the valuation report from Mr. Subodh Kumar, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('RV' or 'Independent Valuer'), to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue in terms of Regulation 166A of the SEBI ICDR Regulations. The valuation report shall be open for inspection at the registered office of the Company during business hours on all working days, except Saturday/ Sunday and other public holidays, between 10:00 a.m. to 12:00 noon and shall also be available on website of the Company. The link of such report is [www.alacritysec.com](http://www.alacritysec.com).

- e. **Amount which the Company intends to raise by way of such Convertible Warrants:** Up to a maximum of Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only).
- f. **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

The Equity Shares shall be offered to the Promoter and Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point "a.(i)" of the Explanatory Statement. The following Key Managerial Personnel of the Company intends to subscribe to the Warrants:

Sr. No.	Name	Category/Designation/Relation	Warrant to be allotted
1.	Odyssey Corporation Ltd	Promoter Group	5000000
2.	Pooja Equiresearch Pvt Ltd	Promoter Group	2500000
3.	Hemanshu R Mehta	Promoter Group	1000000

4.	Hiten R Mehta	Promoter Group & Director	1000000
5.	Sagar H Mehta	Promoter Group	1000000
6.	Beena H Mehta	Promoter Group	1000000
7.	Meeta H Mehta	Promoter Group	500000
8.	Karishma Himanshu Mehta	Promoter Group	500000

Except as mentioned above, no other Promoter and Non-Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

- g. Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”
- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Odyssey Corporation Ltd	Not applicable as it is listed on BSE	2816000	Promoter Group	15.30
2.	Pooja Equiresearch Pvt Ltd	Hiten R Mehta Himanshu R Mehta HUF (Himanshu is karta of HUF) Ramnikala Mehta HUF (Ramnikala is karta of HUF) Beena H Mehta Himanshu R Mehta Meeta H Mehta	0	Promoter Group	4.89
3.	Aroma Coffees Pvt Ltd	Pravin Kumar Agarwal Jyotsna Agarwal	0	N.A.	3.92
4.	Westbury Tradecom Ltd	Rishabh Agarwal	0	N.A.	1.96

- i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:**

Sr.	Category	Pre-Preferential allotment	Post Preferential Allotment
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No.		*Post exercise of Warrants into Equity Shares			
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
<b>A</b>	<b>Promoters and Promoter Group Holding:</b>				
1.	Indian Promoters / Promoter Group:	1,38,63,700	65.77	2,63,63,700	51.61
	<b>Sub-Total (A)</b>	<b>1,38,63,700</b>	<b>65.77</b>	<b>2,63,63,700</b>	<b>51.61</b>
<b>B</b>	<b>Non – Promoters’ holding:</b>				
	Individual	63,81,300	30.27	2,08,81,300	40.88
	HUF	-	-	-	-
	Non-Resident Indian (NRI)	32,000	0.15	32,000	0.06
	Bodies Corporate	99,000	0.47	30,99,000	6.07
	Foreign Companies	-	-	-	-
	Any Other	7,04,000	3.34	7,04,000	1.38
	<b>Sub-Total (B)</b>	<b>72,16,300</b>	<b>34.23</b>	<b>2,47,16,300</b>	<b>48.39</b>
	<b>Grand Total (A+B)</b>	<b>2,10,80,000</b>	<b>100.00</b>	<b>5,10,80,000</b>	<b>100.00</b>

\* the shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

**j. Lock-in Period:** The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

**k. Undertakings:**

- None of the Company, its Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- As the Equity Shares have been listed 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.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

**l. Certificate of Practicing Company Secretary:** The certificate from, M/s. Jaymin Modi & Co., the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with

the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: [www.alacritysec.com](http://www.alacritysec.com)

**m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Odyssey Corporation Ltd	Promoter	Promoter	2816000	13.36	5000000	7816000	15.30
2.	Pooja Equiresearch Pvt Ltd	Promoter	Promoter	-	-	2500000	2500000	4.89
3.	Aroma Coffees Pvt Ltd	Non-Promoter	Non-Promoter	-	-	2000000	2000000	3.92
4.	Ajay Ramnkant Ojha	Non-Promoter	Non-Promoter	-	-	2000000	2000000	3.92
5.	Monica R Shah	Non-Promoter	Non-Promoter	500000	2.37	2000000	2500000	4.89
6.	Hemanshu R Mehta	Promoter	Promoter	159000	0.75	1000000	1159000	2.27
7.	Hiten R Mehta	Promoter	Promoter	-	-	1000000	1000000	1.96
8.	Sagar H Mehta	Promoter	Promoter	8000	0.04	1000000	1008000	1.97
9.	Beena H Mehta	Promoter	Promoter	56000	0.27	1000000	1056000	2.07
10.	Saumik Ketankumar Doshi	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
11.	Heena R Shah	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
12.	Piyush Avlani	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
13.	Rakhi S Bora	Non-Promoter	Non-Promoter	500000	2.37	1000000	1500000	2.94
14.	Saurabh H Bora	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
15.	Tanish Saurabh Bora	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
16.	Vijay Thakkar	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
17.	Westbury Tradecom Ltd	Non-Promoter	Non-Promoter	-	-	1000000	1000000	1.96
18.	Hiral Paras Shah	Non-Promoter	Non-Promoter	-	-	666666	666666	1.31
19.	Paras M Shah	Non-Promoter	Non-Promoter	-	-	666666	666666	1.31
20.	Meeta H Mehta	Promoter	Promoter	-	-	500000	500000	0.98
21.	Karishma Himanshu Mehta	Promoter	Promoter	-	-	500000	500000	0.98
22.	Tarulata Latin Shah	Non-Promoter	Non-Promoter	-	-	500000	500000	0.98

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
23.	Sonal Parag Shah	Non-Promoter	Non-Promoter	-	-	500000	500000	0.98
24.	Jayesh Pannalal Choksi	Non-Promoter	Non-Promoter	-	-	500000	500000	0.98
25.	Vipul Modi	Non-Promoter	Non-Promoter	-	-	333335	333335	0.65
26.	Parag Bharat Mehta	Non-Promoter	Non-Promoter	-	-	333333	333333	0.65
<b>Total</b>				<b>4039000</b>	<b>19.16</b>	<b>3000000</b>	<b>34039000</b>	<b>66.64</b>

- n. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil
- o. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable
- p. Principal terms of assets charged as securities: Not Applicable.
- q. Other disclosures:
- During this financial year, the Company has not made any preferential allotment.
  - Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Except M/s. Odyssey Corporation Ltd, Pooja Equiresearch Pvt Ltd, Hemanshu R Mehta, Hiten R Mehta, Sagar H Mehta, Beena H Mehta, Meeta H Mehta, Karishma Himanshu Mehta and Pooja Hemanshu Mehta, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

**By order of Board of Directors  
For Alacrity Securities Limited**

**Place: Mumbai  
Date: 09/11/2023**

**SD/-  
Kishore Vithaldas Shah  
Whole Time Director & CFO  
DIN: 01975061**

**Registered Office:**  
101, Haridarshan, B-wing, Bhogilal Phadia Road,  
Kandivali (E), Mumbai - 400067  
**CIN: L99999MH1994PLC083912**



**CIN:** L99999MH1994PLC083912

**Regd. Office:** 101, Haridarshan, B-wing, Bhogilal Phadia Road, Kandivali (E), Mumbai - 400067.

**Email:** alacritysec@gmail.com; **Website:** www.alacritysec.com; **Tel:** 022-28073460 / 28076537

**BALLOT FORM**

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

**Extra-Ordinary General Meeting (EGM)**

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Ordinary Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Manday, December 04, 2023 by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	No. of shares held	(FOR)	(AGAINST)
			I / We assent to the resolution	I / We dissent from the resolution
Special Business				
1.	INCREASE IN AUTHORISED SHARE CAPITAL			
2.	ALTERATION IN CLAUSE 8 OF THE ARTICLES OF ASSOCIATION			
3.	ISSUANCE OF CONVERTIBLE WARRANTS TO THE PROMOTER, PROMOTER GROUP AND NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS.			

Place:

Date:

Shareholder/Authorized Representative

Signature of

Note: Please read the instructions given below carefully before exercising your vote.

## INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.alacritysec.com](http://www.alacritysec.com) within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.