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BARODA EXTRUSION LTD.

where copper takes shape

CIN:L27109GJ1991PLC16200

Date: 8th April, 2025

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai - 400 001

Sub. :- Notice of Extra Ordinary General Meeting

Ref. :- Scrip Code - 513502

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the Extra Ordinary General Meeting of Baroda Extrusion Limited to be held on 2nd May, 2025 at 11.00 A.M.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Baroda Extrusion Limited

Parasmal Kanugo
Managing Director
DIN: 00920021



Encl: as above

BARODA EXTRUSION LIMITED

CIN: L27109GJ1991PLC016200

Regd. Office: 65-66, Jarod-Samalaya Road, Vill.: Garadhiya, Tal.: Savli,
Vadodara – 391 520 Email Id: accounts@barodaextrusion.com | Website:
www.barodaextrusion.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra General Ordinary Meeting of the Members of **BARODA EXTRUSION LIMITED** will be held on Friday, 2nd May, 2025 at 11.00 a.m. at Survey No. 65-66, Jarod - Samalaya Road, Village: Garadhiya, Taluka: Savli, Dist. Vadodara – 391 520, Gujarat to transact the following business:

1. REGULARIZATION OF APPOINTMENT OF MR. ALPESH KANUGO (DIN: 02501280) AS WHOLE TIME DIRECTOR OF THE COMPANY

To Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any Statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company and subject to any other approvals as may be required, the consent of the members of the Company be and is here accorded for re-appointment of **MR. ALPESH KANUGO (DIN: 02501280) AS WHOLE TIME DIRECTOR OF THE COMPANY**, for a period of 5 years with effect from 06-02-2025 and the payment of such remuneration as may be determined by the Board of Directors or any of its Committee, from time to time, within the maximum limits of remuneration for Whole Time Director approved by the members of the Company on such terms and conditions as set out in the foregoing resolution and the Explanatory Statement annexed hereto.

“RESOLVED FURTHER THAT the Board of Directors or any of its Committee be and is hereby authorized to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

2. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RIKESH SHAH (DIN: 08692578), AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including

any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rikesh Shah (DIN: 08692578), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director in the Board Meeting held on 06-02-2025 not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years with effect from 07-02-2025 to 06-02-2030.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Parasmal Kanugo, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

3. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. YADUNANDAN PATEL AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Yadunandan Patel (DIN: 08692625), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director in the Board Meeting held on 06-02-2025 not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years with effect from for five consecutive years with effect from 07-02-2025 to 06-02-2030.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Parasmal Kanugo, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

4. TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MS. RINA PATEL AS AN INDEPENDENT DIRECTOR 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 149, 150, 152 read with

Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Rina Patel (DIN: 02440550), a non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director in the Board Meeting held on 06-02-2025 not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for five consecutive years with effect from 07-02-2025 to 06-02-2030.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Parasmal Kanugo, Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

5. POWERS TO THE BOARD OF DIRECTORS TO BORROW MONEYS IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES 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 180(1)(c) of the Companies Act, 2013, and subject to the approval of board of director in meeting, the consent of the Board be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding upto Rs. 100 Cr. from 50 Cr. in 2014-15, including the money already borrowed by the Company Exceeding in aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose and the borrowed amount can be accepted by company on such terms and conditions that are not prejudicial to the interest of the company and repayment of this loan by conversion the loan amount into the equity shares.

FURTHER RESOLVED THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

6. TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATIONS AND ARTICLES OF ASSOCIATIONS OF THE COMPANY:

To consider and if thought fit, pass with or without modification(s), following resolution as an **“ORDINARY RESOLUTION”**:

“RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the rules framed thereunder including any statutory modification(s) or enactment(s) thereof, the authorized share capital of the

Company be and hereby is increased from Rs.15,00,00,000 (Rupees Fifteen Crore Only) divided into 15,00,00,000 (Fifteen Crores) Equity Shares of Rs.1/- (Rupees One Only) each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs.10 (Rupees Ten Only) each, by creation of additional Equity Shares amounting to Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 1/- (Rupees One Only) each raking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Article of Association of the Company;

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act ("the Act"), the consent of the Shareholders of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with following new Clause:

"Clause-V: The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs.1/- (Rupees One Only)"

RESOLVED FURTHER THAT any one of the present Directors of the Company be and hereby are severally authorized to sign, execute and file the necessary documents / form (s) with the stock exchange and Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

7. TO TAKE APPROVAL FOR CONVERTING EXISTING UNSECURED LOAN IN TO EQUITY SHARES.

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

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

agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws:

SR. NO.	NAME	CATEGORY	AS ON 02-04-2025 OUTSTANDING LOAN	CATEGORY
1	PARASMAL KANUGO	DIRECTOR AND PROMOTER	Rs. 20,94,60,400/- (Twenty Crores Ninety Four Lakhs Sixty Thousand and Four Hundred Only)	LOAN

RESOLVED FURTHER THAT the Existing loan Payable as on 02-04-2025 as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- (i). the lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the "Notice of Conversion") of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- (ii). the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default / inability of the Company to repay, as stipulated in the Loan Agreement;
- (iii). on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- (iv). the Lender/s may accept the same in satisfaction of the part of the loan so converted and the loan shall stand correspondingly reduced;
- (v). the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- (vi). The loan shall be converted into equity shares at a price will be decided subject to the compliance of applicable provisions of the Companies Act, 2013.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this

regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

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

8. APPROVAL FOR ISSUANCE OF 2,42,42,424 EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO MR. PARASMAL KANUGO, DIRECTOR AND PROMOTER OF THE COMPANY PURSUANT TO CONVERSION OF UNSECURED LOAN.

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 23, 42 and 62 (1)(c), 179 (3)(c) and other applicable provisions of the Companies Act, 2013 (**“Companies Act”**) and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**) and the Listing Agreement entered into by the Company with the BSE (**“BSE”**) on which the Equity Shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the **“Board”** which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 2,42,42,424 (Two Crores Forty Two Lakhs Four Thousand Four Hundred and Twenty Two Lakhs) fully paid-up equity shares of face value of Re. 1/- each to Mr. PARASMAL KANUGO, Director and Promoter of the Company pursuant to Conversion of Unsecured Loan, at an issue price of Rs. 8.25/- (Rupees Eight and Twenty Five Paise only) on a preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees (**“Proposed Allottees”**) as stated below:

NAME	CATEGORY	TOTAL LOAN AMOUNT AS ON 02- 04-2025	EQUITY SHARES TO BE ALLOTTED	LOAN AMOUNT ADJUSTED	OUTSTANDING LOAN, IF ANY AFTER ADJUSTMENT
Mr. PARASMAL KANUGO,	Director and Promoter of the Company	Rs. 2,09,46,00,4 00/-	2,42,42,424	Rs. 19,99,99,998/-	Rs. 94,60,402/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the 02-04-2025, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“**EOGM**”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the BSE where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment and the Unsecured Loan amount will be adjusted against the Shares allotted.
- iii The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv The Subscription Shares so offered, issued and allotted will be listed on the BSE, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- v The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of IN PRINCIPAL approval from the Stock Exchange i.e., BSE, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

- vi The Subscription Shares so offered, issued and allotted shall not exceed the number as approved hereinabove.
- vii The Equity Shares shall be allotted in dematerialized form only.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of '**Form PAS-4**') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE.

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), 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 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., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (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 for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members."

9. APPROVAL FOR ISSUANCE OF 2,10,90,892 EQUITY SHARES OF FACE VALUE RE.1/- ON PREFERENTIAL ALLOTMENT BASIS TO THE NON-PROMOTER GROUP AT AN OFFER PRICE OF RS.8.25/-.

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 23, 42 and 62 (1)(c), 179 (3)(c) and other applicable provisions of the Companies Act, 2013 ("**Companies Act**") and the rules

framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") and the Listing Agreement entered into by the Company with the BSE ("BSE") on which the equity shares of the Company are listed any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**" which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches 2,10,90,892 (Two Crores Ten Lakhs Ninety Thousand Eight Hundred and Ninety Two) fully paid-up Equity Shares of face value of Re. 1/- each to Non-Promoter Group pursuant to an issue price of Rs. 8.25/- (Rupees Eight and Twenty Five Paise only) on a Preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees ("**Proposed Allottees**") as stated below:

ISSUE OF SHARES TO NON-PROMOTER:

SR. NO.	NAME	CATEGORY	QUANTITY
1	SUNITA JITENDRA SANGHVI	NON -PROMOTER	242424
2	HENANSHI JITENDRA SANGHVI	NON -PROMOTER	606060
3	MUKESH DALICHAND JAIN	NON -PROMOTER	363636
4	ANIL SHAH HUF*	NON -PROMOTER	242424
5	GAUTAM MANGILAL JAIN	NON -PROMOTER	303030
6	JITENDRA BABULAL JAIN	NON -PROMOTER	484848
7	SHILPA KAMLESHKUMAR MEHTA	NON -PROMOTER	242424
8	KAMLESH CHAMPALAL MEHTA	NON -PROMOTER	242424
9	MAMTA RAKESHKUMAR MEHTA	NON -PROMOTER	242424
10	RAKESHKUMAR CHAMPALAL MEHTA	NON -PROMOTER	242424
11	RAHUL RAMESH DOSHI	NON -PROMOTER	242424
12	SHLOK MUKESHKUMAR MEHTA	NON -PROMOTER	303030
13	RAKESH BABULAL MEHTA	NON -PROMOTER	1515151
14	CHANDRIKA RAKESH MEHTA	NON -PROMOTER	303030
15	SHREYAN RAKESH MEHTA	NON -PROMOTER	303030
16	RIYANSH MUKESHKUMAR MEHTA	NON -PROMOTER	303030
17	MUKESHKUMAR BABULAL MEHTA	NON -PROMOTER	1515151

SR. NO.	NAME	CATEGORY	QUANTITY
18	SANGEETA MUKESHKUMAR MEHTA	NON –PROMOTER	303030
19	VATSAL RAKESH MEHTA	NON –PROMOTER	303030
20	KANCHAN NARENDRA MEHTA	NON –PROMOTER	303030
21	NARENDRA DHAVALCHAND MEHTA	NON –PROMOTER	303030
22	JIGNA VIMAL SHAH	NON –PROMOTER	606060
23	NIKITA JIGNESH SHAH	NON –PROMOTER	606060
24	RITESH SHAH HUF*	NON –PROMOTER	424242
25	JITENDRA SHANTILAL MEHTA	NON –PROMOTER	1212120
26	LALIT PARASMALJI MEHTA	NON –PROMOTER	1212120
27	SHEELA LALIT MEHTA	NON –PROMOTER	1212120
28	HOSHIYARCHAND PUKHRAJ SANGHVI	NON –PROMOTER	1212120
29	AKASH SUNIL SHAH	NON –PROMOTER	1212120
30	SOHANLAL BHANVARLAL SHAH	NON –PROMOTER	121212
31	USHA ASHOKKUMAR SHAH	NON –PROMOTER	121212
32	RAMESHKUMAR BASTIMAL JAIN	NON –PROMOTER	606060
33	VINAY KANTILAL JAIN	NON –PROMOTER	606060
34	DAMYANTI PRAKASH JAIN	NON –PROMOTER	606060
35	KUKSINGH RAJPUT	NON –PROMOTER	2424242

*** Details of Ultimate Beneficiary Owners:**

SR. NO	NAME OF THE PROPOSED ALLOTTEES	NO OF EQUITY SHARES	NAME OF ULTIMATE BENEFICIARY OWNERS
1	ANIL SHAH HUF*	242424	ANIL SHAH (KARTA)
2	RITESH SHAH HUF*	424242	RITESH SHAH (KARTA)

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the **02-04-2025**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“**EOGM**”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the BSE where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall

be subject to the provisions of the Memorandum and Articles of Association of the Company.

- ii All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment.
- iii The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv The Subscription Shares so offered, issued and allotted will be listed on the BSE, subject to receipt of necessary regulatory permissions and approvals as the case may be;
- v The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of in principal approval from the Stock Exchange i.e., BSE, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE and/or SEBI or the Central Government, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;
- vi The Subscription Shares so offered, issued and allotted shall not exceed the number as approved hereinabove.
- vii The Equity Shares shall be allotted in dematerialized form only.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of '**Form PAS-4**') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. BSE.

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), 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 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., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (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 for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

For and on behalf of Directors

Sd/-

Vaishali Sharma
Company Secretary
Membership No.: A50797

Date: 2nd April, 2025

Place: Vadodara

REGISTERED OFFICE:

Survey No. 65-66, Village - Garadhiya,
Jarod - Samalaya Road, Taluka - Savli,
Vadodara – Halol Highway, Vadodara – 391 520.
CIN: L27109GJ1991PLC016200

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts relating to the resolutions mentioned in this Notice is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, May 05, 2022 & December 28, 2022 (collectively referred to as “MCA Circulars”) has allowed to hold Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. The Company prefers to hold Annual General Meeting physically at the Registered Office of the Company on May 2nd, 2025.
3. In compliance with the read with aforesaid MCA Circulars and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2022/62 dated 13th May, 2022, SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 th May, 2020 and SEBI Circular dated 15th January, 2021, Notice of the EGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company’s website www.barodaextrusion.com, website of stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of Company at <https://www.barodaextrusion.com/financial-result.html>

4. The Company has designated an exclusive Email Id: accounts@barodaextrusion.com for redressal of Shareholders'/Investors' complaints/grievance. In case you have any queries, complaints or grievances, then please write to us at the above mentioned e-mail address. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered Email Id mentioning their name, DP ID and Client ID / Folio No., PAN, Mobile No. to the Company at accounts@barodaextrusion.com. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EOGM.

Further, Members who would like to have their questions / queries responded to during the EOGM, are requested to send such questions / queries in advance within the aforesaid date, by following similar process as mentioned above. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EOGM.

5. Members/Proxies are requested to bring their duly filled attendance slip along with their copy of annual report to the Meeting, for attending the Meeting.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th April, 2025 to 2nd May, 2025 (both days inclusive).

7. Members, who hold shares in dematerialization form, are requested to bring their depository account number for identification.

8. 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.

9. As per Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021 issued by SEBI, on Common and Simplified Norms for processing Investor's Service Request by RTAs.

SEBI vide these Circulars have mandated the furnishing of PAN, Address with PIN code, Email address, Mobile No., Bank Account details, Specimen Signature & Nomination by holders of physical securities and that from January 1, 2022, RTAs shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, KYC and Nomination documents/details etc. are received. The Company has sent reminders to the physical holders whose mandatory details are yet to be updated.

The folios wherein any one of the cited document / details are not available on or after April 01, 2024, shall be frozen by the RTA. The RTA shall revert the frozen folios to normal status upon,

- a) Receipt of all the aforesaid documents / details mentioned as above or
- b) Dematerialization of all the securities in such folios

Members holding shares in physical form shall submit mandatory details to Company's Registrar & Share Transfer Agent or to the Company Secretary at the registered office of the Company. Requisite forms are also available on website of the

10. Members are requested to notify immediately:

- (a) Any change in their residential address.
- (b) Income-tax Permanent Account Number (PAN).
- (c) Bank details – Name and address of the bank; A/c No.; type of A/c
- (d) Nomination Details
- (e) Email ID & Mobile Number
- (f) Specimen Signature

11. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least Seven days in advance of meeting so that the required information can be readily available in the Meeting.

12. Members are requested to address their communications regarding transfer of shares in Demat, change of address, dividend mandates, etc. quoting their folio number(s) to the Company's Registrar & Transfer Agent:

M/s. Purva Sharegistry (I) Pvt. Ltd
Add: Unit No.9, Shiv Shakti Indl. Estate
J. R. Boricha Marg, Kasturba Hospital,
Lower Parel (E), Mumbai – 400011
Tel: 022-3199 8810 / 4961 4132
Email Id: support@purvashare.com

13. The Company will not entertain any direct request from Members for deletion/change in the bank account details furnished by Depository Participants to the Company.

14. The vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after March 31, 2019 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode as per extension of the deadline announced by SEBI.

15. In line with the measures of Green Initiative, Companies Act, 2013, provides for sending notice of the meeting along with annual report to the Members through electronic mode. Members holding shares in physical mode are requested to register their e-mail Id's with the Company/RTA/as procedure mentioned in point no.-14 of Notes. Members holding shares in dematerialized mode are requested to register their e-mail Id's with their respective DPs. If there is any change in the e-mail id already registered with the Company/RTA, Members are requested to immediately notify such change to the Company/RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

16. As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of

the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in Demat form; the nomination form may be filed with the respective Depository Participant.

17. The Route Map to the venue of Annual General Meeting is annexed herewith this Notice.

18. Pursuant to Section 108 of Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI LODR, 2015, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed in the EOGM by electronic means. The members whose names appear in the Register of Members/ List of Beneficial owners as on Friday, 25th April, 2025 i.e. cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person whose name is recorded in the register of "remote e- voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes at the Extra Ordinary General Meeting (EOGM) and the business at the EOGM may be transacted through such voting. The Company has entered into an agreement with NSDL for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the EOGM, apart from the remote e-voting facility provided prior to the date of EOGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the EOGM.

The Company has appointed Ms. Swati Bhatt (Mem. No. 7323) of M/s. Swati Bhatt & Co., the firm of Company Secretaries in whole time practice, as the Scrutinizer for conducting the remote e-voting and the voting process at the EOGM in a fair and transparent manner. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the EOGM, not later than 48 hours from the conclusion of the meeting, to the Chairman or a person, authorised by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the EOGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website and shall be communicated to the Stock Exchanges.

19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The remote e-voting period begins on 29th April, 2025 at 09:00 A.M. and ends on 1st May, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 25th April, 2025 may cast

their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 25th April, 2025.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Remote e-Voting Instructions for shareholders: EVSN: 133487

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various NSDL portals directly from their demat accounts.

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	of Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting

	<p>period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.

	<p>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.</p> <p>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> <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>
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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e- Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period and casting your vote during the General Meeting.
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to office@swatibhatt.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e- Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

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

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

to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of Directors

Date: 2nd April, 2025
Place: Vadodara

Vaishali Sharma
Company Secretary
Membership No. A50797

REGISTERED OFFICE:

Survey No. 65-66, Village - Garadhiya,
Jarod - Samalaya Road, Taluka - Savli,
Vadodara – Halol Highway, Vadodara – 391 520.
CIN: L27109GJ1991PLC016200

ANNEXURE TO NOTICE

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

ITEM NO. 1

Mr. Alpesh Kanugo (DIN: 02501280) was appointed as the Additional Director of the Company by Board with effect from 06th February, 2025 subject to obtaining due approval of the members of the Company.

The Board has taken the decision of to Regularize the appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company and designate Mr. Alpesh Kanugo (DIN: 02501280) as WHOLE TIME DIRECTOR of the Company for period of 5 years.

Mr. Alpesh Kanugo (DIN: 02501280) is not disqualified from being appointed as a Director or Whole Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Whole Time Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Alpesh Kanugo (DIN: 02501280) is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Alpesh Kanugo (DIN: 02501280), as Whole Time Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Alpesh Kanugo (DIN: 02501280) are as under:

(a) Salary: Rs. 1,50,000/- Per Month (Rupees One Lakh Fifty Thousand)

(b) Perquisites: NIL

Mr. Alpesh Kanugo (DIN: 02501280) has been associated with the Company since last 23 years and has contributed a great value in growth and success of the Company with his rich expertise in the industry where the Company operates. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint him as a Whole Time Director.

This Explanatory Statement may also be considered as the requisite abstract under section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Alpesh Kanugo (DIN: 02501280) as Whole Time Director of the Company.

Save and except Mr. Alpesh Kanugo (DIN: 02501280), Whole Time Director, and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 for the approval of Members.

ITEM No. 2

Mr. Rikesh Shah (DIN: 08692578) was re-appointed as an Independent Director of the Company in the Board Meeting held on 6th February, 2025 with effect from 7th February, 2025 pursuant to the provisions of Section 161 of the Companies Act, 2013, and the Articles of Association of the Company. As such Mr. Rikesh Shah holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Mr. Rikesh Shah by qualification is a B.E in Electronics and has completed the Advanced Management Program from M. S University. Mr. Shah is Founder and CEO of Navkar Automation and Advisory, focusing on Leadership Coaching, Strategy Implementation, Performance transformation and organizational development. As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. Mr. Rikesh Shah has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Rikesh Shah fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for appointment as Independent Director of the Company. The Board based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as the Independent Director for a period of five years commencing from 7th February, 2025 to 6th February, 2030.

The terms and conditions of appointment of Mr. Rikesh Shah, pursuant to Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during business hours on any working day of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rikesh Shah, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

ITEM No. 3

Mr. Yadunandan Patel (DIN: 08692625) was re-appointed as an Independent Director of the Company in the Board Meeting held on 6th February, 2025 with effect from 7th February, 2025 pursuant to the provisions of Section 161 of the Companies Act,

2013, and the Articles of Association of the Company. As such Mr. Yadunandan Patel holds office up to the date of the forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Mr. Yadunandan Patel by qualification is a Diploma in Automobile Engineering from Baroda Institute of Automobile Engineering and is doing the business in Real Estate and have experienced in manufacturing of copper products and vast knowledge of dealing with same industry. As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation. Mr. Yadunandan Patel has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Yadunandan Patel fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for appointment as Independent Director of the Company. The Board based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as the Independent Director for a period of five years commencing from 7th February, 2025 to 6th February, 2030.

The terms and conditions of appointment of Mr. Yadunandan Patel, pursuant to Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during business hours on any working day of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Yadunandan Patel, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

ITEM No. 4

Ms. Rina Patel (DIN: 02440550) was re-appointed as an Independent Director at the 29th Annual General Meeting held on 30th September, 2020 for a term of five years effective from 14th February, 2020.

The Board of Directors of the Company ('the Board') at the meeting held on 6th February, 2025, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Ms. Rina as an Independent Director of the Company not liable to retire by rotation for a period of five years with effect from 7th February, 2025 to 6th February, 2030 in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), or any amendment thereto or modification thereof. Requisite Notice under Section 160 of the Act proposing the re-appointment of Ms. Rina has been received by the Company.

The Board is of the view that the continued association of Ms. Rina would benefit the Company, given the knowledge, experience and performance of Ms. Rina, and

contribution to Board processes by him. Ms. Rina has consented to act as Director of the Company and has given declaration that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations. In the opinion of the Board, Ms. Rina fulfils the conditions specified in the Act, the Rules there under and the Listing Regulations for re-appointment as an Independent Director and that she is independent of the management of the Company.

In Compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the re-appointment of Ms. Rina Ganesh Patel is now placed before the members for their approval by special resolution. The terms and conditions of appointment of Ms. Rina, pursuant to Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during business hours on any working day of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Rina Patel, is concerned or interested (financially or otherwise) in this Resolution. The Board recommends Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM No. 5

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company. The Company is in need of funds in order to recover from the accumulated losses. With a view to meet the funds requirements of the Company for both short term as well as long term, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures or other securities and the existing approved limit may likely to be exhausted in near future and it is therefore recommended to enhance the borrowing limits of the Company up to Rs. 100 Cr. (Rupees Hundred Crores) from 50 Cr. in 2014-15.

ITEM NO. 6

At the Board Meeting held on 02-04-2025, it was unanimously decided by the Members of the Board of the Directors to increase the authorized share capital of the Company from Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 15,00,00,000 (Fifteen lakhs) Equity Shares of Re.1/- (Rupee One Only) each to Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Re.1/- (Rupee One Only) each, by creation of additional Equity Shares amounting to Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Re. 1/- (Rupee One Only) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to Shareholders approval.

The Company is seeking to widen its present activities and for that the Company may require financial assistance to support these activities.

If the Company is issuing further shares, the present authorized capital will not be

sufficient to increase the paid-up capital as mentioned above and therefore the Company needs to increase its Authorized Capital from Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Re.1/- (Rupee One Only) each to Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Re.1/- (Rupee One Only) each, ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Article of Association of the Company, which is according to Section 61 of Companies Act, 2013 and Articles of Association of the Company is subject to the approval of the shareholders of the Company by way of an Ordinary resolution. The increase in Authorised share capital shall be subject to alteration of Clause V of Memorandum of Association ("MOA") of the Company. Hence, it also needs to be altered.

You are therefore requested to accord your consent to the Resolutions set out at Item No. 6 with respect to increase in Authorised Share Capital and alteration of Clause V of MOA as placed in the Notice.

None of the Directors or their relatives is concerned or interested, financially or otherwise, in respect of items as mentioned in this Notice except to the extent shares allotted to them".

ITEM NO 7

To take approval for converting existing outstanding Unsecured Loans as on 02-04-2025 in to Equity Shares.

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to Convert the Loan into Equity Shares of the Company.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from the various types of lenders to be converted into equity shares of the Company.

The Board of Directors in the meeting held on 02-04-2025 accorded approval for conversion of existing loan taken from Mr. KANUGO PARASMAL B., Director and Promoter of the Company amounting to INR 20,94,60,400/- (Twenty Crore Ninety Four Sixty Thousand Four Hundred only), and such loan to be converted into the Equity Shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board at a price will be decided at the time of conversion.

Accordingly, the Board recommends the resolution as set forth in the item no. 7 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to convert existing loans amounting to INR 20,94,60,400/- of Mr. KANUGO PARASMAL B., Director and Promoter of the Company, the whole or part of existing outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board.

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

ITEM NO. 8 & 9:

Issue of Shares Pursuant to Conversion of Loan and Raising of funds by way of issue of Equity Shares on preferential allotment basis

The Special Resolution contained in Item No. 8 & 9 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot to Promoter 2,42,42,424 Equity shares of face value of Re. 1/- each at an issue price of Rs. 8.25/- each on pursuant to Conversion of Unsecured Loans and 2,10,90,892 Equity Shares to be issued on Cash basis having Face Value of Re. 1/- issued at an offer price of Rs. 8.25/- each to Non-Promoters.

The Board of Directors of the Company ("**Board**") in their meeting held on 02-04-2025 subject to necessary approval(s), have approved the proposal to create, offer, issue and allot 2,42,42,424 Equity shares of face value of Re. 1/- each at an issue price of Rs. 8.25/- each on pursuant to Conversion of Existing Unsecured Loans preferential basis to the Proposed Allottees as mentioned in the resolution no. 8 & 9 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

The Board of Directors of the Company ("**Board**") in their meeting held on 02-04-2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 2,10,90,892 Equity shares of face value of Re. 1/- each at an issue price of Rs. 8.25/- each on cash basis pursuant to preferential issue to the Proposed Allottees as mentioned in the resolution no. 9 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

As per Companies Act, 2013 and Rules made there under ("**Companies 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 Companies Act and the SEBI ICDR Regulations, the issue of 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) Objects of the Issue:

For issue related to Resolution No. 8: To convert Unsecured Loan into Equity Shares for better restructuring of Companies Financial position.

For issue related to Resolution No. 9: The Company proposes to utilize the proceeds raised from the proposed preferential issue towards the Capital Investment, Long term Working Capital and repayment of debt, General Corporate purposes or such other objects, as the Board may from time to time decide in the best interest of the Company.

b) 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 ("**Board**") in their meeting held on 02-04-2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 2,42,42,424 Equity shares of face value of Re. 1/- each at an issue price of Rs. 8.25/- each pursuant to Conversion of Unsecured Loans on

preferential basis to the Proposed Allottee as mentioned in the resolution no. 8 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

The Board of Directors of the Company (“**Board**”) in their meeting held on 02-04-2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 2,10,90,892 Equity shares of face value of Re. 1/- each at an issue price of Rs. 8.25/- each on cash basis pursuant to preferential issue to the Proposed Allottees as mentioned in the resolution no. 9 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central government, then the allotment shall be completed within 15 (fifteen) days from the date of receipt of last of such approvals.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above except as mentioned under proposed allottees list.

Following Promoters’ are intending to subscribe to the Preferential issue:

Sr. No.	Name	Category	Quantity	Loan Adjusted	Outstanding Loan post Conversion
1	KANUGO PARASMAL B.	Promoter Director	24242424	Rs. 19,99,99,998/-	Rs. 94,60,402/-

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoters or non-promoters

NAME / LIST OF INVESTORS ALLOTMENT OF EQUITY SHARES TO PROMOTERS PURSUANT TO CONVERSION OF UNSECURED LOAN

Sr. No.	Name	Category	Pre-issue Holding	Quantity to be issued	Post issue holding
1	KANUGO PARASMAL B.	Promoter Director	7049901 (4.73%)	24242424 (53.48%)	31292325 (16.10%)

NAME / LIST OF INVESTORS ALLOTMENT OF EQUITY SHARES TO NON – PROMOTERS ON CASH BASIS

SR NO	NAME OF THE PROPOSED ALLOTTEES	ISSUE OF EQUITY SHARES	
		Equity Shares	%
1	SUNITA JITENDRA SANGHVI	242424	0.53%

SR NO	NAME OF THE PROPOSED ALLOTTEES	ISSUE OF EQUITY SHARES	
		Equity Shares	%
2	HENANSHI JITENDRA SANGHVI	606060	1.34%
3	MUKESH DALICHAND JAIN	363636	0.80%
4	ANIL SHAH HUF*	242424	0.53%
5	GAUTAM MANGILAL JAIN	303030	0.67%
6	JITENDRA BABULAL JAIN	487173	1.07%
7	SHILPA KAMLESHKUMAR MEHTA	242424	0.53%
8	KAMLESH CHAMPALAL MEHTA	242424	0.53%
9	MAMTA RAKESHKUMAR MEHTA	242424	0.53%
10	RAKESHKUMAR CHAMPALAL MEHTA	242424	0.53%
11	RAHUL RAMESH DOSHI	242424	0.53%
12	SHLOK MUKESHKUMAR MEHTA	304131	0.67%
13	RAKESH BABULAL MEHTA	1515151	3.34%
14	CHANDRIKA RAKESH MEHTA	303030	0.67%
15	SHREYAN RAKESH MEHTA	303030	0.67%
16	RIYANSH MUKESHKUMAR MEHTA	303430	0.67%
17	MUKESHKUMAR BABULAL MEHTA	1515151	3.34%
18	SANGEETA MUKESHKUMAR MEHTA	303030	0.67%
19	VATSAL RAKESH MEHTA	303030	0.67%
20	KANCHAN NARENDRA MEHTA	303030	0.67%
21	NARENDRA DHAVALCHAND MEHTA	303030	0.67%
22	JIGNA VIMAL SHAH	606060	1.34%
23	NIKITA JIGNESH SHAH	606060	1.34%
24	RITESH SHAH HUF*	424242	0.94%
25	JITENDRA SHANTILAL MEHTA	1212120	2.67%
26	LALIT PARASMALJI MEHTA	1212120	2.67%
27	SHEELA LALIT MEHTA	1212120	2.67%
28	HOSHIYARCHAND PUKHRAJ SANGHVI	1212120	2.67%
29	AKASH SUNIL SHAH	1212120	2.67%
30	SOHANLAL BHANVARLAL SHAH	131092	0.27%
31	USHA ASHOKKUMAR SHAH	132212	0.27%
32	RAMESHKUMAR BASTIMAL JAIN	606060	1.34%
33	VINAY KANTILAL JAIN	606060	1.34%
34	DAMYANTI PRAKASH JAIN	606060	1.34%
35	KUKSINGH RAJPUT	2424242	5.35%

*** Details of Ultimate Beneficiary Owners:**

SR. NO	NAME OF THE PROPOSED ALLOTTEES	NO OF EQUITY SHARES	NAME OF ULTIMATE BENEFICIARY OWNERS
1	ANIL SHAH HUF*	242424	ANIL SHAH (KARTA)
2	RITESH SHAH HUF*	424242	RITESH SHAH (KARTA)

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential

Allotment of the Equity Shares, 02-04-2025, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

g) Pricing of the Issue:

If the preferential issuance is by a listed company, the price of the shares need not be determined by the valuation report of a registered valuer as per the second proviso to Rule 13(1) of the Share Capital and Debentures Rules.

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.

The Equity Shares of the Company are listed at the BSE Platform (“BSE”). There is frequent trading of shares of the Company on BSE. In terms of Regulation 164 and Regulation 166A of the SEBI ICDR Regulations, 2018, where the shares are frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 and Regulation 166A of the SEBI ICDR Regulations, 2018.

Hence, Company has taken certificate from CA Riya Mehta, Registered Valuer-Securities/Financial Assets IBBI Registration No. IBBI/RB/06/2023/15485 dated 02-04-2025 and the same is available at the website of the Company at www.barodaextrusion.com.

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 Equity Shares.

SR.NO	NAME OF THE PROPOSED ALLOTTEES	NO OF EQUITY SHARES	NAME OF ULTIMATE BENEFICIARY OWNERS
1	ANIL SHAH HUF*	242424	ANIL SHAH (KARTA)
2	RITESH SHAH HUF*	424242	RITESH SHAH (KARTA)

Shareholding Pattern before and after the preferential issue:

S. No	Category	Pre Issue		Issue of Equity Shares Pursuant to Conversion of Unsecured Loan		Issue of Equity Shares on Cash Basis		Post Issue of Equity Shares	
		No. of Shares	(%) of Holding	No. of Shares	(%) of holding	No. of Share	(%) of holding	No. of Shares	(%) of holding
(A)	Shareholding of Promoter and Promoter Group								
1	Indian								
(a)	Individuals/ Hindu Undivided Family	26048195	17.48	24242424	53.48	0	0	50290619	25.87
(c)	Bodies Corporate	56498420	37.91	0	0	0	0	56498420	29.07
(d)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0
(e)	Any Others (Specify)	0		0	0	0	0	0	0
	Sub Total(A)(1)	82546615	55.39	24242424	53.48	0	0	106789039	54.94
2	Foreign								0

S. No.	Category	Pre Issue		Issue of Equity Shares Pursuant to Conversion of Unsecured Loan		Issue of Equity Shares on Cash Basis		Post Issue of Equity Shares	
A	Individuals (Non-Residents Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0
B	Bodies Corporate	0	0	0	0	0	0	0	0
C	Institutions	0	0	0	0	0	0	0	0
D	Any Other (specify)	0	0	0	0	0	0	0	0
	Sub Total(A)(2)	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	82546615	55.39	24242424	53.48	0	0	106789039	54.94

Public Category Shareholding Pattern:

Sr. No.	Category	Pre Issue		Issue of Equity Shares Pursuant to Conversion of Unsecured Loan		Issue of Equity Shares on Cash Basis		Post Issue of Equity Shares	
(B)	Public shareholding	0	0	0	0	0	0	0	0.00
1	Institutions	0	0	0	0	0	0	0	0.00
(a)	Mutual Funds/ UTI	0	0	0	0	0	0	0	0.00
(b)	Foreign Institutions	0	0	0	0	0	0	0	0.00
	Alternate Investment Funds	0	0	0	0	0	0	0	0.00
	Sub-Total (B)(1)	0	0	0	0	0	0	0	0.00
2	Non-institutions	0	0	0	0	0	0	0	0.00
(a)	Bodies Corporate	5389360	3.62	0	0	0	0	5389360	2.77
(b)	Non-Resident Indians (NRIs)	736724	0.49	0	0	0	0	736724	0.38
(c)	Foreign Companies	0	0	0	0	0	0	0	0.00
(d)	Individuals	58057392	38.95	0	0	20424226	45.05	78481618	40.37
(e)	Any other (specify)								0.00
	Hindu Undivided Family (HUF)	2060468	1.56	0	0	6666666	1.47%	2727134	1.40
	Limited Liability Partnership (LLP)	55609	0.04	0	0	0	0	55609	0.03
	Clearing Member	202832	0.14	0	0	0	0	202832	0.10
	Sub-Total (B)(2)	66502385	44.62	0	0	0	0	87593277	45.06
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	66502385	44.62	0	0	21090892	46.52	87593277	45.06
	TOTAL (A)+(B)	149049000	100	24242424	53.48	21090892	46.52	194382316	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0.00
1	Promoter and Promoter Group	0	0	0	0	0	0	0	0.00
2	Public	0	0	0	0	0	0	0	0.00
	Sub-Total (C)	0	0	0	0	0	0	0	0.00

	GRAND TOTAL (A)+(B)+(C)	149049000	100	24242424	53.48	21090892	46.52	194382316	100.00
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i) Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the proposed allottees 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 SEBI ICDR Regulations.

j) 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.
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.
- Since the Equity Shares of the Company have been listed on the BSE 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.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

k) Certificate of Practicing Company Secretary: The certificate from, Swati Bhatt (Mem. No. 7323) of M/s. Swati Bhatt & Co., the firm of Company Secretaries in whole time practice,, certifying that the Preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be made available for inspection by the Members through electronic mode, on all working days during business hours from 07-04-2025 TILL 02-05-2025 at the Company website at www.barodaextrusion.com.

l) The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed 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 **Proposed** allottees as mentioned in table below and there shall not be any change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No	Name	Pre-Preferential Allotment	Preferential Allotment Of Equity Shares	Post Issue holding pursuant to Preferential Allotment of Equity Shares

		Holding	% on Existing Paid up Capital	Holding	% on Current Preferential Issue	Holding	% on Post issue Paid up Capital
1	KANUGO PARASMAL B.	7049901	4.73%	24242424	53.48%	31292325	16.10%
2	SUNITA JITENDRA SANGHVI	0	0.00%	242424	0.53%	242424	0.12%
3	HENANSHI JITENDRA SANGHVI	0	0.00%	606060	1.34%	606060	0.31%
4	MUKESH DALICHAND JAIN	0	0.00%	363636	0.80%	363636	0.19%
5	ANIL SHAH HUF	0	0.00%	242424	0.53%	242424	0.12%
6	GAUTAM MANGILAL JAIN	0	0.00%	303030	0.67%	303030	0.16%
7	JITENDRA BABULAL JAIN	2325	0.00%	484848	1.07%	487173	0.25%
8	SHILPA KAMLESHKUMAR MEHTA	0	0.00%	242424	0.53%	242424	0.12%
9	KAMLESH CHAMPALAL MEHTA	0	0.00%	242424	0.53%	242424	0.12%
10	MAMTA RAKESHKUMAR MEHTA	0	0.00%	242424	0.53%	242424	0.12%
11	RAKESHKUMAR CHAMPALAL MEHTA	0	0.00%	242424	0.53%	242424	0.12%
12	RAHUL RAMESH DOSHI	0	0.00%	242424	0.53%	242424	0.12%
13	SHLOK MUKESHKUMAR MEHTA	1101	0.00%	303030	0.67%	304131	0.16%
14	RAKESH BABULAL MEHTA	0	0.00%	1515151	3.34%	1515151	0.78%
15	CHANDRIKA RAKESH MEHTA	0	0.00%	303030	0.67%	303030	0.16%
16	SHREYAN RAKESH MEHTA	0	0.00%	303030	0.67%	303030	0.16%
17	RIYANSH MUKESHKUMAR MEHTA	400	0.00%	303030	0.67%	303430	0.16%
18	MUKESHKUMAR BABULAL MEHTA	0	0.00%	1515151	3.34%	1515151	0.78%
19	SANGEETA MUKESHKUMAR MEHTA	0	0.00%	303030	0.67%	303030	0.16%
20	VATSAL RAKESH MEHTA	0	0.00%	303030	0.67%	303030	0.16%
21	KANCHAN NARENDRA	0	0.00%	303030	0.67%	303030	0.16%

Sr. No	Name	Pre-Preferential Allotment		Preferential Allotment Of Equity Shares		Post Issue holding pursuant to Preferential Allotment of Equity Shares	
		Holding	% on Existing Paid up Capital	Holding	% on Current Preferential Issue	Holding	% on Post issue Paid up Capital
	MEHTA						
22	NARENDRA DHAVALCHAND MEHTA	0	0.00%	303030	0.67%	303030	0.16%
23	JIGNA VIMAL SHAH	0	0.00%	606060	1.34%	606060	0.31%
24	NIKITA JIGNESH SHAH	0	0.00%	606060	1.34%	606060	0.31%
25	RITESH SHAH HUF	0	0.00%	424242	0.94%	424242	0.22%
26	JITENDRA SHANTILAL MEHTA	0	0.00%	1212120	2.67%	1212120	0.62%
27	LALIT PARASMALJI MEHTA	0	0.00%	1212120	2.67%	1212120	0.62%
28	SHEELA LALIT MEHTA	0	0.00%	1212120	2.67%	1212120	0.62%
29	HOSHIYARCHAND PUKHRAJ SANGHVI	0	0.00%	1212120	2.67%	1212120	0.62%
30	AKASH SUNIL SHAH	0	0.00%	1212120	2.67%	1212120	0.62%
31	SOHANLAL BHANVARLAL SHAH	9880	0.01%	121212	0.27%	131092	0.07%
32	USHA ASHOKKUMAR SHAH	11000	0.01%	121212	0.27%	132212	0.07%
33	RAMESHKUMAR BASTIMAL JAIN	0	0.00%	606060	1.34%	606060	0.31%
34	VINAY KANTILAL JAIN	0	0.00%	606060	1.34%	606060	0.31%
35	DAMYANTI PRAKASH JAIN	0	0.00%	606060	1.34%	606060	0.31%
36	KUKSINGH RAJPUT	0	0.00%	2424242	5.35%	2424242	1.25%

m) 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

n) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

o) Principal terms of assets charged as securities: Not Applicable.

p) 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. 8 and Item No. 9 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ANNEXURE OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting:

Name of the Director	Mr. Alpesh Kanugo
Director Identification Number (DIN)	02501280
Date of Birth	08/07/1980
Nationality	Indian
Date of Appointment on Board	06/02/2025
Qualification	Bachelor in Commerce
Profile, Experience and Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Shareholding in the Company	11555000
List of Directorships held in other Companies	1. Challengers Systems (I) Pvt. Ltd. 2. Giri Prime Housing Properties Pvt. Ltd.
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

Name of the Director	Mr. Rikesh Shah
Director Identification Number (DIN)	08692578
Date of Birth	07/09/1966
Nationality	Indian
Date of Appointment on Board	06/02/2025
Qualification	B.E in Electronics & Advance Mgt. Course
Profile, Experience and Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Shareholding in the Company	NIL
List of Directorships held in other Companies	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

Name of the Director	Mr. Yadunandan Patel
Director Identification Number (DIN)	08692625
Date of Birth	07/05/1952
Nationality	Indian
Date of Appointment on Board	06/02/2025
Qualification	Diploma in Automobile Engineering
Profile, Experience and Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement

Shareholding in the Company	NIL
List of Directorships held in other Companies	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

Name of the Director	Ms. Rina Patel
Director Identification Number (DIN)	02440550
Date of Birth	24/10/1976
Nationality	Indian
Date of Re - Appointment on Board	06/02/2025
Qualification	Bachelor in Arts
Profile, Experience and Expertise in specific functional areas	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement
Shareholding in the Company	NIL
List of Directorships held in other Companies	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

By order of the Board of Directors

Date: 2nd April, 2025
Place: Vadodara

Vaishali Sharma
Company Secretary
M. No.- A50797

BARODA EXTRUSION LIMITED

CIN: L27109GJ1991PLC016200

**Registered office: Survey No. 65-66, Village Garadhiya, Jarod -Samalaya Road,
Taluka:- Savli, Vadodara – Halol Highway, Dist. Vadodara, Gujarat**

ATTENDANCE SLIP: EXTRA ORDINARY GENERAL MEETING

Please complete this attendance slip and hand it over at the entrance of the meeting venue.

I, hereby record my attendance at EXTRA ORDINARY GENERAL MEETING of the Members of **BARODA EXTRUSION LIMITED** held on **Friday, 2nd May, 2025** at **11.00 AM** at Survey No. 65- 66, Village:- Garadhiya, Jarod - Samalaya Road, Taluka: Savli, Dist. Vadodara, Gujarat.

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder (s):	
No. of shares held	
If Shareholder (s), Please Sign here	If Proxy, Please Sign here

FORM NO. MGT-11**PROXY FORM**

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

Name of the Members		
Registered Address		
E-mail ID	Folio No / Client ID	DP ID

I/We, being the member(s) of _____ Shares of the above named company. Hereby appoint

Name:	E-mail Id:
Address:	
Signature, or failing him	
Name:	E-mail Id:
Address:	
Signature, or failing him	
Name:	E-mail Id:
Address:	
Signature, or failing him	

as my/our proxy to attend and vote (on a poll) for me / us and on my / our behalf at Extra Ordinary General Meeting of the Company, to be held on **Friday, 2nd May, 2025** at **11.00 AM** at Survey No. 65-66, Village Garadhiya, Jarod - Samalaya Road, Vadodara - Halol Highway, Taluka Savli, Dist. Vadodara, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	Type of Resolution	Vote	
			For	Against
Special Business				
1.	REGULARIZATION OF APPOINTMENT OF MR. ALPESH KANUGO (DIN: 02501280) AS WHOLE TIME DIRECTOR OF THE COMPANY	ORDINARY		
2	TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. RIKESH SHAH (DIN: 08692578), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.	SPECIAL		
3.	TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. YADUNANDAN PATEL AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD	SPECIAL		
4.	TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MS. RINA PATEL AS AN INDEPENDENT DIRECTOR OF THE COMPANY	SPECIAL		
5	POWERS TO THE BOARD OF DIRECTORS TO BORROW MONEYS IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES OF THE COMPANY	SPECIAL		

6	TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND SUBSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATIONS AND ARTICLES OF ASSOCIATIONS OF THE COMPANY:	ORDINARY		
7	TO TAKE APPROVAL FOR CONVERTING EXISTING UNSECURED LOANS IN TO EQUITY SHARES.	SPECIAL		
8	APPROVAL FOR ISSUANCE OF 2,42,42,424 EQUITY SHARES FOR FACE VALUE OF RE. 1/- ON PREFERENTIAL ALLOTMENT BASIS TO MR. PARASMAL KANUGO, DIRECTOR AND PROMOTER OF THE COMPANY PURSUANT TO CONVERSION OF UNSECURED LOAN AT AN OFFER PRICE OF RS. 8.25/-	SPECIAL		
9	APPROVAL FOR ISSUANCE OF 2,10,90,892 EQUITY SHARES OF FACE VALUE RE.1/- ON PREFERENTIAL ALLOTMENT BASIS TO THE NON-PROMOTER GROUP AT AN OFFER PRICE OF RS.8.25/-.	SPECIAL		

*Applicable for investor holding shares in Electronic form.

Signed this ____day of ____2025.

Affix Revenue
Stamps

Signature of Shareholder

Signature of Proxy Holder

Signature of Shareholder
across Revenue Stamps

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. It is optional to put "X" in the appropriate column against the Resolutions indicated in the Box.
3. The proxy need not be a member of the company.

**ROUTE MAP FOR THE VENUE OF
EXTRA ORDINARY GENERAL MEETING**

Regd. Office: 65-66, Jarod - Samalaya Road, Vill.: Garadhiya,
Tal.: Savli, Vadodara – Halol Highway,
Vadodara – 391 520.

