



## LE MERITE EXPORTS LIMITED

(CIN: L17111MH2003PLC143645)

Registered Office: A-307, Boomerang, Chandivali Farm Road, Powai, Andheri (East), Mumbai 400 072, Maharashtra

Tel: +91 22 45963506, Website: [www.lemeriteexports.com](http://www.lemeriteexports.com)

E-mail: [compliance@lemeriteexports.com](mailto:compliance@lemeriteexports.com)

### NOTICE

NOTICE is hereby given to the Shareholders (the “**Shareholders**” or the “**Members**”) of Le Merite Exports Limited (“**Company**” / “**LEMERITE**”) pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s), and/or re-enactment(s) thereof, for the time being in force) (the “SEBI Listing Regulations”), Secretarial Standards (“SS-2”) issued by the Institute of Company Secretaries of India on General Meeting, and other applicable laws and regulations, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), that an Extra-Ordinary General Meeting (“**EGM**”) of the Company will be held on Monday, August 04, 2025, at 12.15 p.m. IST. through Video Conferencing / Other Audio-Visual Means to transact the following special business:

**1. To consider and approve the issuance of Equity Shares to the proposed allottees on a Preferential Basis:**

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

**“RESOLVED THAT** pursuant to Section 23, 42, 62 and all other applicable provisions & Rules made there under, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), 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 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreement entered into by the Company with National Stock Exchange of India Limited, on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”), the Foreign Exchange Management Act, 1999 and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and



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permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create offer, issue, allot and deliver in one or more tranches up to 86,400 (Eighty Six Thousand Four Hundred) equity shares of face value of Rs.10 (Rupees Ten only) each for cash at an issue price of Rs. 320 (Rupees Three Hundred and Twenty Only) per equity share including a premium of Rs.310 (Rupees Three Hundred and Ten Only) aggregating up to Rs. 2,76,48,000/- (Rupees Two Crores Seventy Six Lacs Forty Eight Thousand Only) (“Total Issue Size”) to the following persons/entities on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
1	Bhavesh Mahendra Mehta (HUF)	Non-Promoter	5000
2	Varsha Ashok Bhayani	Non-Promoter	5000
3	Deepali Jashmin Parekh	Non-Promoter	5000
4	Nikunj Chandulal Thakkar	Non-Promoter	2800
5	Avi Unmesh Thakkar	Non-Promoter	10000
6	Rohan Jatin Daisaria	Non-Promoter	5000
7	Shivani Ghoshil Bhatt	Non-Promoter	5000
8	Rahul D Zaveri	Non-Promoter	6800
9	Meet Chandreshkumar Dholakia	Non-Promoter	6800
10	Tilak Chandmal Ostwal	Non-Promoter	5000
11	Arpit Ostwal	Non-Promoter	5000
12	Nishit Jasani HUF	Non-Promoter	20000
13	Falguni Hitesh Shahanand	Non-Promoter	5000



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**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as July 04, 2025 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Monday, August 04, 2025.”

**“RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the following terms and conditions:

- (a) The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- (b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects including with respect to dividend and voting powers from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (c) 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.
- (d) The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.



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- (f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

**“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, 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), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

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



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**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**2. To consider and approve the issuance of Equity Warrants of the Company to certain identified persons / entities on Preferential Basis:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“the Act”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time (“Listing Regulations”), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), or any other statutory/ regulatory authorities and all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company (“Board”, which term shall be deemed to include Management Committee of the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to create offer, issue, allot and deliver in one or more tranches up to 10,37,000 (Ten Lacs Thirty Seven Thousand only) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs.10 (Rupees Ten only) (“Warrants”), at a price of Rs. 320/- (Rupees Three Hundred and Twenty Only) each including a premium of Rs. 310 (Rupees Three Hundred and Ten Only) payable in cash (“Warrant Issue Price”) aggregating up to Rs. 33,18,40,000 /- (Rupees Thirty Three Crores Eighteen Lacs Forty Thousand

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only) (“Total Issue Size”) to the following persons on preferential basis upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of Companies Act, 2013, SEBI ICDR Regulations and other applicable laws :

<b>Sr. No</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Warrants to be allotted</b>
1	Nand Nandan Sureka	Non -Promoter	521000
2	Kashyap Chandrakant Popat (HUF)	Non -Promoter	25000
3	Vishal Shailesh Gala	Non -Promoter	25000
4	Rashmi Chand	Non -Promoter	10000
5	Deepak Mande	Non -Promoter	60000
6	Kashbi Neerav Sayani	Non -Promoter	16000
7	Rahul Lala	Non -Promoter	10000
8	Mickey Dhamejani	Non -Promoter	10000
9	Yogesh Dhanawat	Non -Promoter	25000
10	Gunja Dulwani	Non -Promoter	10000
11	Keerthi Teja Ravuri	Non -Promoter	10000
12	Sakshi Arora	Non -Promoter	10000
13	Navinchandra Securities Pvt Ltd	Non -Promoter	160000
14	Aryan Daryani	Non -Promoter	10000
15	Rahul R Mahajan	Non -Promoter	10000
16	Kaushik Gajendraray Busa	Non -Promoter	10000
17	Nikiben Umang Shah	Non -Promoter	5000
18	Ravi Sudhirkumar Mehta	Non -Promoter	5000
19	Rina Siriya	Non -Promoter	5000
20	Dhanpal J Gandhi	Non -Promoter	5000
21	Vinit Jayantilal Shah	Non -Promoter	5000
22	Heli Ritesh Shah	Non -Promoter	5000



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23	Pratibha Harshadbhai Rana	Non -Promoter	5000
24	Ashaben Manishbhai Shah	Non -Promoter	5000
25	Ankit Champaklal Parikh	Non -Promoter	5000
26	Manukant Chandulal Zota	Non -Promoter	5000
27	Niranjana Mahendra Shah	Non -Promoter	5000
28	Pawar Pradeepchandra Narayan	Non -Promoter	10000
29	Ankit Basantkumar Chordia	Non -Promoter	10000
30	Chetan Choudhary	Non -Promoter	40000

**“RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as July 04, 2025 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Monday, August 04, 2025.”

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions:

- a. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s)



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from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ subdivision/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;



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- l. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- n. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- o. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- p. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- q. The Warrants and Equity Shares allotted on conversion of such Warrants to Promoter/ Promoter Group will be transferable within the Promoter and Promoter Group of the Company, as per applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to issue and allot a such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**“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, 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), entering into



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contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential 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 and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

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

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors  
**For Le Merite Exports Limited**

**Sd/-**  
**Arpit Sharma**  
**Company Secretary & Compliance**  
**Officer**

**Registered Office:**

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**CIN:** L17111MH2003PLC143645

**Date:** July 10, 2025

**Place:** Mumbai



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### Notes:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions mentioned in the EGM Notice is appended herein below for your consideration.
2. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM/EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
3. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available
4. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
5. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [compliance@lemeriteexports.com](mailto:compliance@lemeriteexports.com) with a copy marked to Sunnykumar Narwani [sunny@pcsvta.com](mailto:sunny@pcsvta.com) and [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
6. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served



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basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on the applicability of Secretarial Standards - 1 and 2, issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as of Friday, July 04, 2025. Members may note that the Notice has been uploaded to the website of the Company at [www.lemeriteexports.com](http://www.lemeriteexports.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com).
9. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
10. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.



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### **11. Process and manner for members opting for voting through electronic means:**

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (“BSPL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by Bigshare Services Private Limited.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Monday, July 28, 2025, shall be entitled to avail the facility of remote e-voting as well as e- voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Monday, July 28, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Friday, August 01, 2025, at 9.00 a.m. (IST) and will end on Sunday, August 03, 2025 at 5.00 p.m. (IST) During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Monday, July 28, 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by BSPL thereafter.
- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the members shall be in proportion to their share in the



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paid up equity share capital of the Company as on the Cut-off date i.e Monday, July 28, 2025.

- g) The Company has appointed CS Sunnykumar Narwani, Practising Company Secretary of M/s VTSN and Associates LLP (Membership No. ACS: 38196; CP No: 27211), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
- h) The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, August 05, 2025 and will be displayed on the Company's website at [www.lemeriteexports.com](http://www.lemeriteexports.com) and the website of Bigshare at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com). The results will simultaneously be communicated to the Stock Exchange.

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

- i. The voting period begins on August 01, 2025 at 09.00 a.m. and ends on August 03, 2025 at 05.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, July 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on



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various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.**

Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System - Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of</p>



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	<p><b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, 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 <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the</p>



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	<p>following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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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. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

### **2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.



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**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.



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### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
  - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
  - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
    - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
    - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.



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### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

### **Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338

#### **4. Procedure for joining the AGM/EGM through VC/ OAVM:**

##### **For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.



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- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22, 022-62638338



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

#### Item No. 1 & 2:

The Board has explored various options and proposed to raise funds by way of issue of Equity Shares and Equity Warrants on preferential basis, for the purpose as detailed below. The Board of Directors of the Company ("**Board**") in their meeting held on Thursday, July 10, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 86,400 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 320/- per Equity Share (Including a premium of Rs. 310/- per Equity Share) aggregating up to Rs. 2,76,48,000 and up to 10,37,000 equity warrants ("Warrants") at a price of Rs. 320/- per warrant ("Warrant Issue Price") aggregating up to Rs. 33,18,40,000 /-with a right to the warrant holders to apply for and be allotted equivalent number of equity share of the face value of Rs. 10/- of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants and to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr No	Name of Proposed Allottee (s)	Category	No. of equity shares to be issued	No. of Warrants to be allotted
1.	Bhavesh Mahendra Mehta (HUF)	Non-Promoter	5000	Nil
2.	Varsha Ashok Bhayani	Non-Promoter	5000	Nil
3.	Deepali Jashmin Parekh	Non-Promoter	5000	Nil
4.	Nikunj Chandulal Thakkar	Non-Promoter	2800	Nil
5.	Avi Unmesh Thakkar	Non-Promoter	10000	Nil
6.	Rohan Jatin Daisaria	Non-Promoter	5000	Nil
7.	Shivani Ghoshil Bhatt	Non-Promoter	5000	Nil
8.	Rahul D Zaveri	Non-Promoter	6800	Nil
9.	Meet Chandreshkumar Dholakia	Non-Promoter	6800	Nil
10	Tilak Chandmal Ostwal	Non-Promoter	5000	Nil
11	Arpit Ostwal	Non-	5000	Nil

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		Promoter		
12	Nishit Jasani (HUF)	Non-Promoter	20000	Nil
13	Falguni Hitesh Shahanand	Non-Promoter	5000	Nil
14	Nand Nandan Sureka	Non-Promoter	Nil	521000
15	Kashyap Chandrakant Popat (HUF)	Non-Promoter	Nil	25000
16	Vishal Shailesh Gala	Non-Promoter	Nil	25000
17	Rashmi Chand	Non-Promoter	Nil	10000
18	Deepak Mande	Non-Promoter	Nil	60000
19	Kashbi Neerav Sayani	Non-Promoter	Nil	16000
20	Rahul Lala	Non-Promoter	Nil	10000
21	Mickey Dhamejani	Non-Promoter	Nil	10000
22	Yogesh Dhanawat	Non-Promoter	Nil	25000
23	Gunja Dulwani	Non-Promoter	Nil	10000
24	Keerthi Teja Ravuri	Non-Promoter	Nil	10000
25	Sakshi Arora	Non-Promoter	Nil	10000
26	Navinchandra Securities Pvt Ltd	Non-Promoter	Nil	160000
27	Aryan Daryani	Non-Promoter	Nil	10000
28	Rahul R Mahajan	Non-Promoter	Nil	10000
29	Kaushik Gajendraray Busa	Non-Promoter	Nil	10000
30	Nikiben Umang Shah	Non-Promoter	Nil	5000
31	Ravi Sudhirkumar Mehta	Non-Promoter	Nil	5000
32	Rina Siriya	Non-Promoter	Nil	5000
33	Dhanpal J Gandhi	Non-Promoter	Nil	5000
34	Vinit Jayantilal Shah	Non-	Nil	5000



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		Promoter		
35	Heli Ritesh Shah	Non-Promoter	Nil	5000
36	Pratibha Harshadbhai Rana	Non-Promoter	Nil	5000
37	Ashaben Manishbhai Shah	Non-Promoter	Nil	5000
38	Ankit Champaklal Parikh	Non-Promoter	Nil	5000
39	Manukant Chandulal Zota	Non-Promoter	Nil	5000
40	Niranjana Mahendra Shah	Non-Promoter	Nil	5000
41	Pawar Pradeepchandra Narayan	Non-Promoter	Nil	10000
42	Ankit Basantkumar Chordia	Non-Promoter	Nil	10000
43	Chetan Choudhary	Non-Promoter	Nil	40000

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue 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.

The issue and allotment of Equity Shares shall be on the terms and conditions, as mentioned below:

1. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
2. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
3. 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.



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- 4. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- 5. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.

The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

**i. The objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

- 1. **Strategic Investments** - For undertaking inorganic growth opportunities and strategic acquisitions/ investments by the Company in its subsidiaries and/or through its subsidiaries, either in the form of equity / quasi equity / debt (by way of merger & acquisition activities, strategic investments in certain companies, acquisition of any business undertaking on going concern basis or acquisition through share purchase agreements as approved by the Board from time to time, in accordance with applicable laws).
- 2. **General Corporate Purpose** - Up to 25% (twenty five percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company, as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

<b>Purpose</b>	<b>Amount in Crores.</b>	<b>Tentative Timeline for utilization</b>	<b>Till funds are utilized, disclose the mode in which funds will be kept</b>
Strategic Investments	26.97 Crores	Within 12 months from the date of	Deposited in Schedule



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		receipt of the funds	Commercial Bank,
General Corporate Purposes	8.98 Crores	Within 12 months from the date of receipt of the funds	in Cash credit / Fixed Deposit accounts

Given that the Preferential Issue is for equity shares and convertible warrants, the Issue Proceeds for warrants shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds (as set out herein).

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

### **ii. The total number of shares or other securities to be issued:**

The Board, pursuant to its resolution dated Thursday, July 10, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 86,400 Equity Shares having a face value of Rs. 10/- each at a price of Rs. 320/- per Equity Share (Including a premium of Rs. 310/- per Equity Share) aggregating up to Rs. 2,76,48,000 and up to 10,37,000 equity warrants ("Warrants") at a price of Rs. 320/- per warrant ("Warrant Issue Price") aggregating up to Rs. 33,18,40,000/-.

### **iii. amount which the company intends to raise by way of such securities**

Amount to be raised by issue of Equity Shares and Equity warrants is up to Rs. 35,94,88,000.

### **iv. The price or price band at which the allotment is proposed:**

Issue Price is Rs. 320 per Equity Share and Equity warrants (Including a premium of Rs. 310/- per Equity Share).

### **v. Basis on which the price has been arrived at:**



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In terms of the SEBI ICDR Regulations, the floor price at which the equity shares and equity warrants can be issued is Rs. 303.19 per share/warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 302.26.
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 303.19.
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the equity shares and warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.

### **vi. The relevant date on the basis of which price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares and Equity Warrants is July 04, 2025, being the 30 days prior to the date of Extraordinary General Meeting i.e. August 04, 2025.

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

The Preferential Issue of equity shares and equity warrants is proposed to be made to the Proposed Allottees, belonging to Non-Promoter (Public) category.



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### viii. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:

The Preferential Issue of equity shares and equity warrants is proposed to be made to the Proposed Allottees, belonging to Non-Promoter (Public) category, Accordingly, None of the Directors, Promoters or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

### ix. The proposed time within which the allotment shall be completed:

Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Shares and Equity warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

### x. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr No	Name of Proposed Allottee	Category	Pre-Preferential Issue as on July 04, 2025		No. of Equity Shares / Warrants to be Allotted	Post Allotment of Equity Shares and warrants pursuant to the Preferential allotment (Assuming conversion of all warrants i.e. warrants already issued and proposed to be issued)	
			No. of Equity Shares held	% Held		No. of Equity Shares	Percentage (%)
<b>Below is the list of Proposed Allottee(s) of 86,400 Equity Shares</b>							
1.	Bhavesh Mahendra Mehta (HUF)	Non-Promoter	-	-	5000	5000	0.02
2.	Varsha Ashok Bhayani	Non-Promoter	-	-	5000	5000	0.02
3.	Deepali Jashmin Parekh	Non-Promoter	-	-	5000	5000	0.02
4.	Nikunj Chandulal Thakkar	Non-Promoter	-	-	2800	2800	0.01
5.	Avi Unmesh Thakkar	Non-Promoter	-	-	10000	10000	0.04

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6.	Rohan Jatin Daisaria	Non-Promoter	-	-	5000	5000	0.02
7.	Shivani Ghoshil Bhatt	Non-Promoter	-	-	5000	5000	0.02
8.	Rahul D Zaveri	Non-Promoter	-	-	6800	6800	0.03
9.	Meet Chandreshkumar Dholakia	Non-Promoter	-	-	6800	6800	0.03
10.	Tilak Chandmal Ostwal	Non-Promoter	-	-	5000	5000	0.02
11.	Arpit Ostwal	Non-Promoter	-	-	5000	5000	0.02
12.	Nishit Jasani HUF	Non-Promoter	-	-	20000	20000	0.08
13.	Falguni Hitesh Shahanand	Non-Promoter	-	-	5000	5000	0.02
<b>Below is the list of Proposed Allottee(s) of 10,37,000 Fully Convertible Equity Warrants</b>							
14.	Nand Nandan Sureka	Non-Promoter	36,800	0.15	521000	557800	2.14
15.	Kashyap Chandrakant Popat (HUF)	Non-Promoter	-	-	25000	25000	0.10
16.	Vishal Shailesh Gala	Non-Promoter	1600	0.01	25000	26600	0.10
17.	Rashmi Chand	Non-Promoter	-	-	10000	10000	0.04
18.	Deepak Mande	Non-Promoter	-	-	60000	60000	0.23
19.	Kashbi Neerav Sayani	Non-Promoter	-	-	16000	16000	0.06
20.	Rahul Lala	Non-Promoter	-	-	10000	10000	0.04
21.	Mickey Dhamejani	Non-Promoter	-	-	10000	10000	0.04
22.	Yogesh Dhanawat	Non-Promoter	-	-	25000	25000	0.10
23.	Gunja Dulwani	Non-Promoter	-	-	10000	10000	0.04
24.	Keerthi Teja Ravuri	Non-Promoter	-	-	10000	10000	0.04
25.	Sakshi Arora	Non-Promoter	-	-	10000	10000	0.04
26.	Navinchandra Securities Pvt Ltd	Non-Promoter	-	-	160000	160000	0.61

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27.	Aryan Daryani	Non-Promoter	-	-	10000	10000	0.04
28.	Rahul R Mahajan	Non-Promoter	-	-	10000	10000	0.04
29.	Kaushik Gajendraray Busa	Non-Promoter	-	-	10000	10000	0.04
30.	Nikiben Umang Shah	Non-Promoter	-	-	5000	5000	0.02
31.	Ravi Sudhirkumar Mehta	Non-Promoter	-	-	5000	5000	0.02
32.	Rina Siriya	Non-Promoter	-	-	5000	5000	0.02
33.	Dhanpal J Gandhi	Non-Promoter	-	-	5000	5000	0.02
34.	Vinit Jayantilal Shah	Non-Promoter	-	-	5000	5000	0.02
35.	Heli Ritesh Shah	Non-Promoter	-	-	5000	5000	0.02
36.	Pratibha Harshadbhai Rana	Non-Promoter	-	-	5000	5000	0.02
37.	Ashaben Manishbhai Shah	Non-Promoter	-	-	5000	5000	0.02
38.	Ankit Champaklal Parikh	Non-Promoter	-	-	5000	5000	0.02
39.	Manukant Chandulal Zota	Non-Promoter	-	-	5000	5000	0.02
40.	Niranjana Mahendra Shah	Non-Promoter	-	-	5000	5000	0.02
41.	Pawar Pradeepchandra Narayan	Non-Promoter	800	0.00	10000	10800	0.04
42.	Ankit Basantkumar Chordia	Non-Promoter	-	-	10000	10000	0.04
43.	Chetan Choudhary	Non-Promoter	-	-	40000	40000	0.15

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares and Equity Warrants of the Company.

**xi. 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:**

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The Company has not made any other issue or allotment of securities on preferential basis during the year.

**xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

**xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:**

The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue is as mentioned herein below:

Sr. No.	Category of Shareholder	Pre-Preferential Allotment		Post Allotment of Equity Shares	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter Shareholding</b>				
	Promoter and Promoter Group	1,51,17,600	62.22%	1,51,17,600	59.47%
	<b>Total A</b>	<b>1,51,17,600</b>	<b>62.22%</b>	<b>1,51,17,600</b>	<b>59.47%</b>
<b>B</b>	<b>Public Shareholding</b>				
	Foreign Portfolio Investors Category I	1,18,400	0.49%	1,18,400	0.47%
	Key Managerial Personnel	0	0	0	0
	Resident Individuals	83,84,600	34.51%	92,98,000	36.57%
	Foreign Companies	0	0	0	0
	Bodies Corporate	2,18,800	0.90%	3,78,800	1.49%
	HUF	4,46,400	1.84%	4,96,400	1.95%
	Any Others	12,800	0.05%	12,800	0.05%

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<b>Total B</b>	<b>91,81,000</b>	<b>37.78%</b>	<b>1,03,04,400</b>	<b>40.53%</b>
<b>Total A+B</b>	<b>2,42,98,600</b>	<b>100%</b>	<b>2,54,22,000</b>	<b>100%</b>

**xiv. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.**

<b>Sr No</b>	<b>Name of Proposed Allottee (s)</b>	<b>Current status of proposed allottee</b>	<b>Proposed status of allottee post the preferential issue</b>
1.	Bhavesh Mahendra Mehta (HUF)	Non-Promoter	Non-Promoter
2.	Varsha Ashok Bhayani	Non-Promoter	Non-Promoter
3.	Deepali Jashmin Parekh	Non-Promoter	Non-Promoter
4.	Nikunj Chandulal Thakkar	Non-Promoter	Non-Promoter
5.	Avi Unmesh Thakkar	Non-Promoter	Non-Promoter
6.	Rohan Jatin Daisaria	Non-Promoter	Non-Promoter
7.	Shivani Ghoshil Bhatt	Non-Promoter	Non-Promoter
8.	Rahul D Zaveri	Non-Promoter	Non-Promoter
9.	Meet Chandreshkumar Dholakia	Non-Promoter	Non-Promoter
10.	Tilak Chandmal Ostwal	Non-Promoter	Non-Promoter
11.	Arpit Ostwal	Non-Promoter	Non-Promoter
12.	Nishit Jasani (HUF)	Non-Promoter	Non-Promoter
13.	Falguni Hitesh Shahanand	Non-Promoter	Non-Promoter
14.	Nand Nandan Sureka	Non-Promoter	Non-Promoter
15.	Kashyap Chandrakant Popat (HUF)	Non-Promoter	Non-Promoter
16.	Vishal Shailesh Gala	Non-Promoter	Non-Promoter
17.	Rashmi Chand	Non-Promoter	Non-Promoter
18.	Deepak Mande	Non-Promoter	Non-Promoter
19.	Kashbi Neerav Sayani	Non-Promoter	Non-Promoter
20.	Rahul Lala	Non-Promoter	Non-Promoter
21.	Mickey Dhamejani	Non-Promoter	Non-Promoter
22.	Yogesh Dhanawat	Non-Promoter	Non-Promoter
23.	Gunja Dulwani	Non-Promoter	Non-Promoter
24.	Keerthi Teja Ravuri	Non-Promoter	Non-Promoter
25.	Sakshi Arora	Non-Promoter	Non-Promoter
26.	Navinchandra Securities Pvt Ltd	Non-Promoter	Non-Promoter
27.	Aryan Daryani	Non-Promoter	Non-Promoter
28.	Rahul R Mahajan	Non-Promoter	Non-Promoter
29.	Kaushik Gajendraray Busa	Non-Promoter	Non-Promoter
30.	Nikiben Umang Shah	Non-Promoter	Non-Promoter
31.	Ravi Sudhirkumar Mehta	Non-Promoter	Non-Promoter
32.	Rina Siriya	Non-Promoter	Non-Promoter



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33.	Dhanpal J Gandhi	Non-Promoter	Non-Promoter
34.	Vinit Jayantilal Shah	Non-Promoter	Non-Promoter
35.	Heli Ritesh Shah	Non-Promoter	Non-Promoter
36.	Pratibha Harshadbhai Rana	Non-Promoter	Non-Promoter
37.	Ashaben Manishbhai Shah	Non-Promoter	Non-Promoter
38.	Ankit Champaklal Parikh	Non-Promoter	Non-Promoter
39.	Manukant Chandulal Zota	Non-Promoter	Non-Promoter
40.	Niranjana Mahendra Shah	Non-Promoter	Non-Promoter
41.	Pawar Pradeepchandra Narayan	Non-Promoter	Non-Promoter
42.	Ankit Basantkumar Chordia	Non-Promoter	Non-Promoter
43.	Chetan Choudhary	Non-Promoter	Non-Promoter

**xv. Lock-In Period:**

The Equity Shares and Equity Warrants to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

**xvi. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

Sr No	Name of Proposed Allottee	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre- Preferential Issue as on July 04, 2025		No. of Equity Shares/Warrants to be allotted	Post Allotment of Equity Shares/Warrants pursuant to the Preferential allotment	
			No. of Equity Shares/Warrants Held	% Held		No. of Equity Shares	Percentage (%)
1.	Navinchandra Securities Pvt Ltd	Navinchandra Sunderlal Shah	Nil	Nil	160000	160000	0.61
2.	Bhavesh	Bhavesh	Nil	Nil	5000	5000	0.02



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	Mahendra Mehta (HUF)	Mahendra Mehta					
3.	Nishit Jasani HUF	Nishit Haresh Jasani	Nil	Nil	20000	20000	0.08
4.	Kashyap Chandrakant Popat (HUF)	Kashyap Chandrakant Popat	Nil	Nil	25000	25000	0.10

**xvii. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the Equity Shares and Equity Warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified Equity Shares and warrants shall continue to be locked-in till the time such amount is paid by the allottees.

**xviii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower.**

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**xix. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

**xx. Valuation report from a Registered valuer:**

Not Applicable



## LE MERITE EXPORTS LIMITED

(CIN: L17111MH2003PLC143645)

Registered Office: A-307, Boomerang, Chandivali Farm Road, Powai, Andheri (East), Mumbai 400 072, Maharashtra

Tel: +91 22 45963506, Website: [www.lemeriteexports.com](http://www.lemeriteexports.com)

E-mail: [compliance@lemeriteexports.com](mailto:compliance@lemeriteexports.com)

### **xxi. Practicing Company Secretary's Certificate:**

The certificate from M/s. Prachi Bansal and Associates, Practicing Company Secretary, 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 during the meeting and will also be made available on the Company's website and will be accessible at link: <http://www.lemeriteexports.com/other-information.html>

### **xxii. Principal terms of assets charged as securities:**

Not applicable

### **xxiii. Monitoring of Utilization of Funds:**

As the issue size is less than ₹100 Crore, the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

### **xxiv. Other Disclosures/Undertaking:**

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date
- d. The Company is in compliance with the conditions for continuous listing;
- e. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.



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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. 1 & 2 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 concerned or 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.

By order of the Board of Directors  
**For Le Merite Exports Limited**

**Sd/-**  
**Arpit Sharma**  
**Company Secretary & Compliance**  
**Officer**

**Date:** July 10, 2025

**Place:** Mumbai

**Registered Office:**

A-307, Boomerang, Chandivali Farm  
Road, Powai, Andheri (East), Mumbai 400  
072, Maharashtra

**CIN:** L17111MH2003PLC143645