

DEVINSU TRADING LIMITED

102, Floor - 10, Plot - 220, Maker Chamber VI, Jamnalal Bajaj Marg, Nariman Point, Mumbai, 400021

Tel No. 022- 4962 2754; Website: www.devinsutrading.com

CIN: L51900MH1985PLC036383; E-mail: devinsutrading@gmail.com

10th July 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Dear Sir/Madam,

Dear Sir/Madam,

Scrip Code 512445

Sub: Regulation 30 of SEBI {LO & DR} Regulations, 2015.

Ref: Notice of 40th Annual General Meeting.

Please find enclosed the Notice of 40th Annual General Meeting of the members of the Company scheduled to be held on Monday, 4th August 2025 at 11.00 a.m. at registered office of the Company at 102, Floor - 10, Plot - 220, Maker Chamber VI, Jamnalal Bajaj Marg, Nariman Point, Mumbai, 400021.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully

For Devinsu Trading Limited

Deepa Rupesh Bhavsar
Director (DIN 07167937)

NOTICE

TO ALL MEMBERS OF DEVINSU TRADING LIMITED

NOTICE is hereby given that the FORTY (40TH) ANNUAL GENERAL MEETING of DEVINSU TRADING LIMITED will be held on Monday, 4th August, 2025, at 11.00 a.m. at the Registered Office of the Company at 102, maker Chamber VI, Nariman Point, Mumbai 400021, to transact the following business:

AS ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited financial statements for the financial year 2024-25 and the reports of the Board of Directors and the Auditors' thereon.**

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

"RESOLVED THAT the Audited financial statements of the Company for the financial year ended March 31, 2025, along with the reports of the Board of Directors and Auditors thereon, be and are hereby considered, approved and adopted."

- 2. To appoint a Director in place of Ms. Deepa Bhavsar (DIN:07167937), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.**

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

"RESOLVED THAT Ms. Deepa Bhavsar (DIN:07167937), whose period of office is liable to determination by retirement of Directors by rotation, and who has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose period of office is liable to determination by retirement of directors by rotation"

AS SPECIAL BUSINESS:

- 3. Reclassification of Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, the consent of the members of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing Rs. 1,00,00,000/- (Rupees One Crore only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 50,000 (Fifty Thousand) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each by reclassification of existing 50,000 (Fifty Thousand) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 1,00,00,000/- divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

RESOLVED FURTHER THAT Mr. Rajan Sawant (DIN: 08562840), Whole Time Director of the Company or Mrs. Deepa Bhavsar, (DIN: 07167937), Director of the Company or Ms. Ritu Pareek, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Ministry of Corporate Affairs / Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

Item No. 2: Issue of Equity Shares on Preferential basis

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

"RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**"SEBI (ICDR) Regulations, 2018"**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"Takeover Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), the Ministry of Corporate Affairs, the respective stock exchange where the equity shares of the Company are listed (**"Stock Exchange"**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, consent of the Members be and is hereby accorded, to authorize, create, issue, offer and allot by way of Preferential Allotment, upto 1,30,000 Equity Shares of Face Value of Rs. 10/- each at a premium of Rs. 340/- each aggregating to Rs. 4,55,00,000/- (Rupees Four Crores and Fifty Five Lakhs only) to Acquirer *alias* Proposed Promoter and Strategic Investors (being Non Promoters) (collectively referred to as "Proposed Allottees"), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

SR. NO.	NAME OF THE PROPOSED ALLOTTEES	CATEGORY (PROMOTER/ NON-PROMOTER)	NO. OF EQUITY SHARES PROPOSED TO BE ALLOTTED	NAME OF THE ULTIMATE BENEFICIAL OWNER
1.	Deniis Desai*	Acquirer* alias Proposed Promoter	80,000	Deniis Desai
2.	Frenzy Commercial Private Limited	Non Promoter	10,000	Tarun Kumar Newatia
3.	Gaganbase Vincom Private Limited	Non Promoter	10,000	Kishan Chaudhary
4.	Hirise Infracon Limited	Non Promoter	10,000	Amit Dalmia
5.	Ketan Girish Malkan	Non Promoter	5,000	Ketan Girish Malkan
6.	Manoj H. Mehta HUF	Non Promoter	15,000	Manoj Himatlal Mehta
	Total		1,30,000	

*Mr. Deniis Desai ("Acquirer") has entered into Share Purchase Agreement ("SPA") with Sunshine Fibre Private Limited ("Seller") on July 09, 2025, pursuant to which the Acquirer agreed to acquire 91,493 (18.30%) Equity Shares of the Company at a Price of Rs. 350/- each. The Seller is the Promoter of the Company and is currently in the management control of the Company.

Pursuant to the acquisition through the SPA and the proposed Preferential Issue of Equity Shares, which has triggered Open Offer obligations under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities. Consequently, he will be classified as the "Promoter" of the Company. Hence, acquisition through the SPA and the proposed Preferential Allotment of Equity Shares will result in change in the management and control of the Company.

Mr. Deniis Desai has simultaneously issued a Public Announcement on July 09, 2025 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The said Public Announcement is also available on BSE website in the Corporate Announcement tab.

The above Open Offer is subject to receipt of approval from SEBI.

RESOLVED FURTHER THAT upon completion of Open Offer formalities as per SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer will be acquiring control in the Company and will be classified as the Promoter of the Company in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

RESOLVED FURTHER THAT:

- The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as July 04, 2025 to consider the proposed preferential issue of Equity Shares.
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form only.
- The Equity Shares to be allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company, including dividend.
- Subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board

be and is hereby authorized to decide and approve the other terms and conditions of the issue of Equity Shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

- v. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT Mr. Rajan Sawant (DIN: 08562840), Whole Time Director of the Company or Mrs. Deepa Bhavsar, (DIN: 07167937), Director of the Company or Ms. Ritu Pareek, Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchange, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this connection."

By Order of the Board
For Devinsu Trading Limited
Sd/-

Rajan Arvind Sawant
Whole Time Director
DIN: 08562840

Place: Mumbai
Date: 09/07/2025

Registered Office :

102, maker Chamber VI, Nariman Point,
Mumbai 400021

CIN : L51900MH1985PLC036383

Notes:

1. A member entitled to attend and vote on his/her behalf at the meeting is entitled to appoint a proxy to attend and vote (only on poll) instead of himself and the proxy need not be a member of the Company. The duly completed and signed proxy form should reach the registered office of the Company, not less than forty eight hours before the scheduled time of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy for any other person or shareholder.

2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the Meeting is annexed hereto.
3. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
4. In terms of clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the directors proposed to be appointed/ reappointed at the meeting is enclosed.
5. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books will remain closed from Tuesday, 29th July 2025 to Monday, 4th August 2025 (both days inclusive).
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
8. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to M/s. MUFG Intime India Pvt. Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai, Maharashtra, 400083.
9. Nomination facility: Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act.

Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to RTA. The prescribed Form can be obtained from RTA. Members holding shares in electronic form may contact their Depository Participants for availing this facility.

10. Pursuant to Section 152 of the Companies Act, 2013, Mrs. Deepa Bhavsar (DIN 07167937), who retires by rotation and being eligible, offers herself for re-appointment. She is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Other than Mrs. Deepa Bhavsar no one is interested in the resolution set out at item no.2 of the notice. No other Director / Key Managerial Personnel / their relative is in any way, considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company. The Board commends the Ordinary Resolution set out at item No.2 of the Notice for approval by the members.
11. Transfer of shares permitted in demat form only: In terms of Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all shareholders holding shares in physical form are requested to demat their shares at the earliest.
12. SEBI has mandated submission of Permanent Account Number (PAN) and Bank Account details by every participant in securities market. The members who are yet to update their PAN and/or Bank Account details are requested to update the same at the earliest by submitting requisite details and documents to the Company / RTA. Members holding shares in physical form can submit the same to the Company / RTA and members holding shares in electronic form to their Depository Participants.
13. In compliance with provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the relevant rules of the Act, the Company is providing members the facility to cast their vote by electronic means. The detailed instructions for e-voting are annexed to this Notice.
14. Members may also note that the Notice of the 40th Annual General Meeting and the Annual Report for the financial year 2024-25 will also be available on the Company's website www.devinsutradings.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post at free of cost.
15. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3: Reclassification of Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company:

The Current Authorized Capital of the Company is Rs. 1,00,00,000/- (Rupees One Crore only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 50,000 (Fifty Thousand) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each. To meet the long-term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increase in the Share capital i.e. by issue of Equity Shares which will result in increase in paid up share capital of the Company.

It is therefore proposed to reclassify the existing Authorized Share Capital of the Company. The Board of the Directors at its meeting held on July 09, 2025 has passed a Resolution subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, to alter the Authorised Share Capital of the Company from the existing Rs. 1,00,00,000/- (Rupees One Crore only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 50,000 (Fifty Thousand) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each to Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each by reclassification of existing 50,000 (Fifty Thousand) Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred only) each into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The proposed alteration/ reclassification of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. The alteration/ reclassification in Authorized Share Capital of the Company will also require consequential amendment to Capital Clause V of the Memorandum of Association of the Company. A draft copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the AGM Notice till August 04, 2025.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

Accordingly, the Board of Directors of the Company recommends the Resolution set out in Item No. 3 of this Notice for the approval of the Members by way of passing a Special Resolution.

Item No. 4: Issue of Equity Shares on Preferential basis

The Board of the Directors of the Company at its meeting held on July 09, 2025 has given their consent subject to approval of Members by way of Special Resolution to issue 1,30,000 Equity Shares of the Company on Preferential Allotment basis.

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), 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 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated

in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares:

SR. NO.	NAME OF THE PROPOSED ALLOTTEES	CATEGORY (PROMOTER/ NON-PROMOTER)	NO. OF EQUITY SHARES PROPOSED TO BE ALLOTTED	NAME OF THE ULTIMATE BENEFICIAL OWNER
1.	Deniis Desai*	Acquirer* <i>alias</i> Proposed Promoter	80,000	Deniis Desai
2.	Frenzy Commercial Private Limited	Non Promoter	10,000	Tarun Kumar Newatia
3.	Gaganbase Vincom Private Limited	Non Promoter	10,000	Kishan Chaudhary
4.	Hirise Infracon Limited	Non Promoter	10,000	Amit Dalmia
5.	Ketan Girish Malkan	Non Promoter	5,000	Ketan Girish Malkan
6.	Manoj H. Mehta HUF	Non Promoter	15,000	Manoj Himatlal Mehta
	Total		1,30,000	

* Mr. Deniis Desai ("Acquirer") has entered into Share Purchase Agreement ("SPA") with Sunshine Fibre Private Limited ("Seller") on July 09, 2025, pursuant to which the Acquirer agreed to acquire 91,493 (18.30%) Equity Shares of the Company at a Price of Rs. 350/- each. The Seller is the Promoter of the Company and is currently in the management control of the Company.

Pursuant to the acquisition through the SPA and the proposed Preferential Issue of Equity Shares, which has triggered Open Offer obligations under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities. Consequently, he will be classified as the "Promoter" of the Company. Hence, acquisition through the SPA and the proposed Preferential Allotment of Equity Shares will result in change in the management and control of the Company.

Mr. Deniis Desai has simultaneously issued a Public Announcement on July 09, 2025 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The said Public Announcement is also available on BSE website in the Corporate Announcement tab.

The above Open Offer is subject to receipt of approval from SEBI.

2. Objects of the preferential issue:

The proposed preferential allotment of 1,30,000 equity shares is intended to meet the long-term funding requirements of the Company, including working capital needs and general corporate purposes, in support of its future growth plans. Additionally, this allotment is aimed at facilitating the Acquirer, who is also referred to as the Proposed Promoter, in achieving a 25% shareholding through an Open Offer, in accordance with

Regulation 3(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 1,30,000 Equity Shares of Rs. 10/- each at a price of Rs. 350/- each (including premium of Rs. 340/- each) on preferential basis for Cash consideration.

4. Basis on which the price of the Preferential Issue has been arrived at:

- A] The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). The Equity Shares of the Company are infrequently traded as per Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 and 166A of Chapter V of SEBI (ICDR) Regulations, 2018.
- B] As required under Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018, the Valuation of Equity Shares has been done by Mr. Vivek G Gagggar, IBBI Registered Valuer being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/14829) using accepted valuation practices vide Valuation Report dated 8 July 2025. Accordingly, the Fair Value of Equity Shares is Rs. 348.21/- per share. The Valuation Report so obtained from the Independent Registered Valuer is placed on the website of the Company www.devinsutradings.com under "Financial & Investor Relations" tab and can be accessed through the following link: https://www.devinsutradings.com/pdf/DTL_ValuationReport.pdf
- C] Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, and after considering all relevant factors, the Board of the Directors of the Company has approved the issue price of Equity Shares on Preferential basis at a price of Rs. 350/- each (Face Value Rs. 10/- each + Premium Rs. 340/- each).

5. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment is July 04, 2025.

(Please note that July 05, 2025 (Saturday) being the date 30 days prior to August 04, 2025 (i.e., the date on which the Annual General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e., July 04, 2025 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.)

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

The proposed preferential allotment of Equity Shares are made to Proposed Promoter and Non Promoters category who are Individuals, Companies/Bodies Corporate, Hindu Undivided Family (HUF), etc.

The Details of the Proposed Promoter is given under Point No. 8 below.

7. Intention of promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

None of the existing directors, existing promoters or existing key managerial personnel or existing senior management of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

The Details of the intention of the Proposed Promoter to subscribe to the Offer is given under Point No. 8 below.

8. The change in control if any in the company that would occur consequent to the preferential offer:

Mr. Deniis Desai ("Acquirer") has entered into Share Purchase Agreement ("SPA") with Sunshine Fibre Private Limited ("Seller") on July 09, 2025, pursuant to which the Acquirer agreed to acquire 91,493 (18.30%) Equity Shares of the Company at a Price of Rs. 350/- each. The Seller is the Promoter of the Company and is currently in the management control of the Company.

Pursuant to the acquisition through the SPA and the proposed Preferential Issue of Equity Shares, which has triggered Open Offer obligations under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Acquirer will be holding substantial stake and will acquire control and management of the Company upon completion of Open Offer formalities. Consequently, he will be classified as the "Promoter" of the Company. Hence, acquisition through the SPA and the proposed Preferential Allotment of Equity Shares will result in change in the management and control of the Company.

Mr. Deniis Desai has simultaneously issued a Public Announcement on July 09, 2025 pursuant to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for acquisition of control and management of the Company. The said Public Announcement is also available on BSE website in the Corporate Announcement tab.

The above Open Offer is subject to receipt of approval from SEBI.

9. Time frame within which the preferential allotment shall be completed :

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Annual General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchange is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.

10. Shareholding pattern before and after Preferential Issue would be as follows:

Pre and Post Shareholding as on 4th July, 2025					
Sr. No.	Category	Pre Preferential Issue*		Post Preferential Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters Holding				
1	<u>Indian</u>				
	Individual**	-	0.00	171,493	27.22
	Bodies corporate	91,493	18.30	-	0.00
	Sub-total	91,493	18.30	171,493	27.22
2	<u>Foreign Promoters</u>	-	0.00	-	0.00
	Sub-total (A)	91,493	18.30	171,493	27.22

1	Deniis Desai**	Acquirer** alias Proposed Promoter	Deniis Desai	-	-	80,000	1,71,493**	27.22
2	Frenzy Commercial Private Limited	Non Promoter	Tarun Kumar Newatia	-	-	10,000	10,000	1.59
3	Gaganbase Vincom Private Limited	Non Promoter	Kishan Chaudhary	-	-	10,000	10,000	1.59
4	Hirise Infracon Limited	Non Promoter	Amit Dalmia	-	-	10,000	10,000	1.59
5	Ketan Girish Malkan	Non Promoter	Ketan Girish Malkan	-	-	5,000	5,000	0.79
6	Manoj H. Mehta HUF	Non Promoter	Manoj Himatlal Mehta	-	-	15,000	15,000	2.38
* As on 4 th July, 2025.								
** Mr. Deniis Desai, the Acquirer is acquiring 91,493 Equity Shares through SPA and 80,000 Equity Shares through Preferential Issue aggregating to 1,71,493 Equity Shares.								

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current Status Of the Allottees Promoter Or Non-Promoter	Proposed Status Of the Allottees Post the Preferential Issue namely Promoter Or Non-Promoter
1.	Deniis Desai	Not Applicable as no shares held in the Company	Promoter
2.	Frenzy Commercial Private Limited	Not Applicable as no shares held in the Company	Non Promoter
3.	Gaganbase Vincom Private Limited	Not Applicable as no shares held in the Company	Non Promoter
4.	Hirise Infracon Limited	Not Applicable as no shares held in the Company	Non Promoter
5.	Ketan Girish Malkan	Not Applicable as no shares held in the Company	Non Promoter
6.	Manoj H. Mehta HUF	Not Applicable as no shares held in the Company	Non Promoter

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the period from 01st April 2025 till the date of this notice, the Company has not made any preferential issue of Equity Shares/ Convertible Warrants.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer: Not Applicable, as the proposed allotment is made for Cash consideration.

16. Undertakings:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018:

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrower.

18. Name and the address of Valuer who performed valuation: As required under Regulation 165 and 166A of the SEBI (ICDR) Regulations, 2021, the Valuation of Equity Shares has been done by Mr. Mr. Vivek G Gaggar, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/14829) having its Office at B-1101, Evoke, Arkade Art, Vinay Nagar, Mira Road East, Thane – 401107 using accepted valuation practices vide Valuation Report dated July 08, 2025.

19. Practicing Company Secretary' Certificate:

A copy of the certificate from Mr. Deep Shukla, (FCS No.: 5652/ CoP No. 5364) of M/s. Deep Shukla & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Annual General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the AGM Notice till August 04, 2025. This certificate is also on the website of the Company www.devinsutrading.com under "Financial & Investor Relations" tab and can be accessed through the following link: <https://www.devinsutrading.com/pdf/PCS-Certificate.pdf>

20. Lock-in period:

The aforesaid allotment of Equity Shares allotted on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares:

Issue and allotment of 1,30,000 Equity Shares at a price of Rs. 350/- per share (Face Value of Rs. 10/- per share and Premium Rs. 340/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its

directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of 1,30,000 Equity Shares of Face Value of Rs. 10/- each at an issue price of Rs. 350/- each including premium of Rs. 340/- each on preferential basis for Cash consideration.

Date of passing Board Resolution for aforesaid Preferential Issue is July 09, 2025.

24. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 4,55,00,000/- by way of Preferential Issue of 1,30,000 Equity Shares.

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

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

26. Principle terms of assets charged as securities: Not Applicable

27. Recommendations and voting pattern of the Committee of Independent directors of the Company: The Committee of Independent Directors comprising of Mr. Ajay Jain and Ms. Disha Jain in their meeting held on July 09, 2025 have considered the proposal to make the preferential allotment of 1,30,000 Equity Shares to the proposed allottees.

The Committee has considered that the issue price of Rs. 350/- each has been determined after taking into consideration the Valuation report provided by Mr. Vivek G Gaggar, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV/06/2022/14829), confirming the minimum price for preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018. The Valuer have taken into consideration the relevant valuation parameters and provided justification for the valuation assessments. The Offer price does not include a control premium over and above the Fair Value since there is no active business being undertaken by the Company. Accordingly, the Committee if of the view that the issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr. No.	Name of the Independent Directors	Assent	Dissent
1.	Mr. Ajay Jain	✓	-
2.	Ms. Disha Jain	✓	-

28. Interest of the Promoters/ Directors:

None of the existing Promoters, existing Director(s), existing Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 4 of this Notice for the approval of the Members by way of passing a Special Resolution.

EVOTING INSTRUCTIONS:**Instructions for E-Voting and joining the Annual General Meeting online are as follows:**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the AGM of the Company scheduled to be held on Monday, 4th August, 2025 at 11:00 A.M. The Company has appointed M/s. Pusalkar & Co., Company Secretaries, as the Scrutinizer for conducting the remote e-voting process and e-voting during the AGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as 4th July, 2025.

The remote e-voting period will commence on Friday, 1st August 2025 at 9.00 a.m. (IST) and ends on Sunday, 3rd August, 2025 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 28th July 2025, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

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

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode /
Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Investor Mapping"** tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select "**View**" icon for "**Company's Name / Event number**".
- E-voting page will appear.
- Download sample vote file from "**Download Sample Vote File**" tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in 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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8

characters, at least one special character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)

FOR ATTENTION OF SHAREHOLDERS

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning the name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company devinsutrading@gmail.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company devinsutrading@gmail.com.

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.

4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.

5. The Company has created an Email Id. 'devinsutrading@gmail.com', which is being used exclusively for the purpose of redressing the complaints of the investors.

6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.

7. The Notice of AGM along with the statement pursuant to Section 102 (1) and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolution shall be open and accessible for inspection by shareholder / investor at registered office of the Company on any working day except holidays.

8. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the AGM, i.e. Monday, 4th August 2025.

9. Members who wish to inspect the documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to devinsutrading@gmail.com.

**By Order of the Board
For Devinsu Trading Limited**

Sd/-

**Rajan Arvind Sawant
Whole Time Director
DIN: 08562840**

Place: Mumbai
Date: 09/07/2025

Registered Office :
102, maker Chamber VI, Nariman Point,
Mumbai 400021
CIN : L51900MH1985PLC036383

Annexure I
Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of
Secretarial Standards on General Meeting.

Name of the Director	Ms. Deepa Bhavsar
Age	49 years
Date of Appointment	29.05.2015
Expertise in specific functional area/ brief resume	She is Advocate and has experience of more then 20 years in the field of Legal matters.
Qualification	LL.B
No. of equity shares held in the Company	Nil
Directorships in other listed entities and membership of committees of the board	Ridhi Synthetics Ltd Punctual Trading Ltd Satyam Silk Mills Ltd
Directorships in other unlisted entities and membership/ chairmanship of committees of the board	NIL
Number of Meetings of the Board attended during the year	5 (Six) Board Meeting
Relationship between Directors <i>inter se</i>, Manager and other Key Managerial Personnel.	None
Terms and conditions of appointment/ re-appointment	Liable to retire by rotation
Remuneration last drawn	Not Applicable
Remuneration proposed to be paid	Sitting fee for attending Board and Committee meetings as may be decided by the Board from time to time but not exceeding the limits specified under the Companies Act, 2013.
DIN	07167937
Category of directorship & designation	Non-executive/ non-promoter, non-independent woman Director.

DEVINSU TRADING LIMITED

CIN: L51900MH1985PLC036383

Registered Office: 102, maker Chamber VI, Nariman Point, Mumbai - 400021

Tel: 022-4962 2754; Website: www.devinsutrading.com; Email id: devinsutrading@gmail.com

FORM OF PROXY

Form MGT-11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Venue of the meeting: 102, maker Chamber VI, Nariman Point, Mumbai - 400021

Day, Date & Time : Monday, 4th August, 2025 at 11:00 a.m.

I/We of being member/members of Devinsu Trading Limited hereby appoint the following as my/our Proxy to attend and vote on a poll (for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Monday, 4th August, 2025 at 11:00 a.m at 11:00 a.m. and at any adjournment thereof) in respect of such resolutions as are indicated below;

- | | | |
|----|--------------------|--------------------|
| 1. | Name | Registered address |
| | Email id | Signature |
| | or failing him/her | |
| 2. | Name | Registered address |
| | Email id | Signature |
| | or failing him/her | |
| 3. | Name | Registered address |
| | Email id | Signature |

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl. No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.	To Receive, Consider And Adopt The Audited Financial Statements For The Financial Year 2024-25 And The Reports Of The Board Of Directors And The Auditor Thereon.			
2.	To Appoint A Director In Place Of Ms. Deepa Bhavsar (Din: 07167937), Who Retires By Rotation In Terms Of Section 152(6) Of The Companies Act, 2013 And Being Eligible, Offers Herself For Re-Appointment.			
Special Business				
3.	Reclassification of Authorized Share Capital of the Company and consequent Alteration in Capital Clause of the Memorandum of Association of the Company.			
4.	Issue of Equity Shares on Preferential basis.			

This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

1.....2.....3.....

Affix one
Rupee
Revenue
Stamp

Signed this ----- day of 2025.

Notes:

The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting. A Proxy need not be a Member of the Company.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

A member may vote either for or against each resolution.

DEVINSU TRADING LIMITED

CIN: L51900MH1985PLC036383

Registered Office: 102, maker Chamber VI, Nariman Point, Mumbai - 400021

Tel: 022-4962 2754; **Website:** www.devinsutrading.com; **Email id:** devinsutrading@gmail.com

ATTENDANCE SLIP

Venue of the meeting: 102, maker Chamber VI, Nariman Point, Mumbai - 400021

Day, Date & Time : Monday, 4th August, 2025 at 11:00 a.m.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

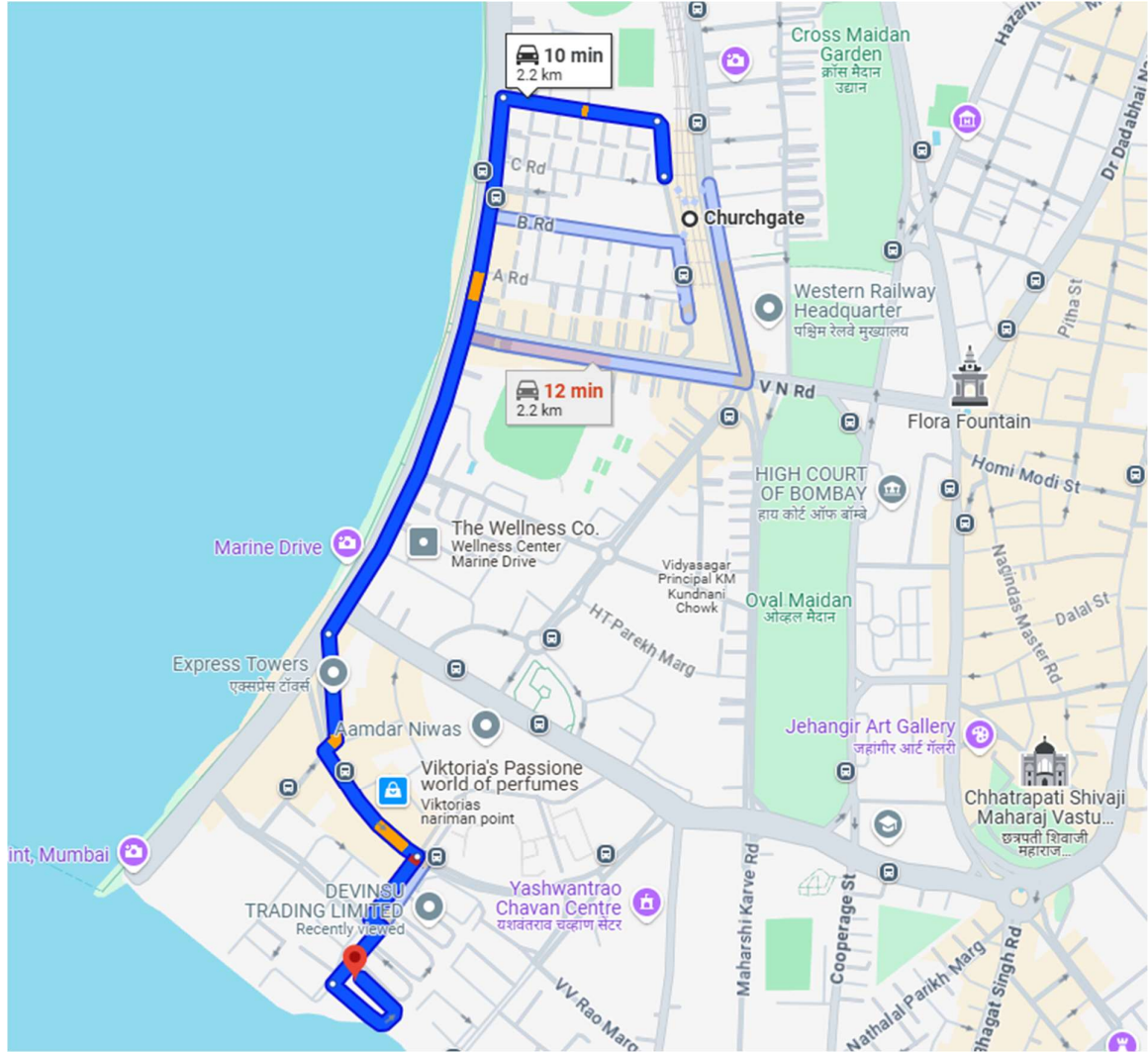
Name of Member(s)	
Registered Address	
Email ID	
DP ID*	
Client ID*	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder(s)/proxy for the registered shareholder of the Company.

I hereby record my presence at the 38th Annual General meeting of the Company on Monday, 4th August, 2025 at 11:00 a.m. at 102, maker Chamber VI, Nariman Point, Mumbai - 400021.

Signature of Member/Proxy

ROUTE MAP OF THE VENUE



If undelivered, Please return to the following address:

DEVINSU TRADING LIMITED

102, maker Chamber VI, Nariman Point, Mumbai – 400021

Tel: 022 - 4962 2754

Email id: devinsutrading@gmail.com