

**NOTICE**

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of **EVERLON FINANCIALS LIMITED** (CIN: L65100MH1989PLC052747) will be held on **Saturday, August, 26, 2023 at 11.00 a.m** IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended 31<sup>st</sup> March, 2023, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Varsha J. Vakharia (DIN 00052361) who retires by rotation and being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

3. **TO OFFER, ISSUE AND ALLOTMENT OF EQUITY SHARES ON PREFERENTIAL BASIS.**

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION**:-

**“RESOLVED THAT** pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the “Listing Regulations”), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited, and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the “Board”) in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot up to 5,77,760 ( Five Lacs Seventy Seven Thousand Seven Hundred Sixty) fully paid up equity shares of the Company having face value of INR 10.00/- (Indian Rupees Ten Only) each at a price of INR 25 /- (Indian Rupees Twenty Five only) per equity share {including a premium of INR 15/-(Indian Rupees Fifteen Only per share} “Issue Price” which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottee for a cash consideration basis (“Preferential issue”) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

The details of the proposed allottees and the maximum number of Equity Shares of the Company to be allotted are set forth in the table below:

Sr. No.	Name of Proposed Allottees	Nature of Instruments	Category	No. of Equity shares proposed to be issued	Ultimate Beneficial owner (UBO)
1	Jitendra Kantilal Vakharia jointly with Varsha Vakharia and Maitri Yogesh Doshi	Equity Shares	Promoter	3,05,000	Not Applicable
2	Maitri Yogesh Doshi jointly with Yogesh Mukeshkumar Doshi and Mukesh Mahendrakumar Doshi	Equity Shares	Promoter Group	2,72,760	Not Applicable

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “**Relevant Date**” for determination of minimum price for the issue of equity share be and is hereby fixed as **Thursday, July 27, 2023** being the date 30 (Thirty) days prior to the date of shareholders meeting concerned for approving the Preferential Issue;

**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the proposed allottees by way of preferential issue shall inter-alia be subject to the following:

- a) 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 rights);
- b) the equity shares so offered, issued and allotted the proposed allottees will be listed on the stock exchange where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals as the case may be.
- c) the equity shares so offered, issued and allotted shall not exceed the numbers of equity shares as approved herein above.
- d) the equity shares to be issued shall be subject to lock-in as per the SEBI ICDR Regulations;
- e) the equity shares being offered, issued and allotted to the proposed allottees, are being issued for a cash consideration;
- f) the equity shares shall be issued and allotted by the Company to proposed allottees in dematerialized form within a period of 15 (Fifteen) days from the date of passing of the special resolution, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority (including but not limited to) the in- principle approval of the BSE Limited for the issuance of the equity shares to the proposed allottees on a preferential basis, the issue and allotment of the equity shares shall be completed within a period of 15 (Fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable provision of SEBI ICDR Regulations as amended from time to time;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deemed necessary, desirable or expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchange as per the terms and conditions of Listing Regulations and other applicable guidelines, rules and regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed 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 Shareholders of the Company and that 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 power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

**4. RATIFICATION OF CERTIFICATE ISSUED BY PRACTICING CHARTERED ACCOUNTANT WITH RESPECT TO CHANGE OF NAME OF THE COMPANY FROM EVERLON SYNTHETICS LIMITED TO EVERLON FINANCIALS LIMITED PURSUANT TO REG.45(3) OF SEBI LODR (SECOND AMENDMENT) REGULATIONS 2021.**

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION:-**

**RESOLVED THAT** the certificate dated 24<sup>th</sup> February, 2023 issued by M/s. B .L. Dasharda & Associates, Chartered Accountant the Auditors of the Company, pursuant to the Regulation 45(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming/certifying the compliance with conditions mentioned under sub regulation (1) of Regulation 45 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 by the Company, be and the same hereby noted and ratified for the purpose of compliance conditions put by BSE Limited while granting the Change of name permission to the Company.

**By order of the Board of Directors  
For Everlon Financials Limited**

**Place:- Mumbai  
Date:- 27/07/2023**

**Jitendra. K. Vakharia  
Managing Director  
(DIN-00047777)**

## NOTES

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, 05<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) has vide its circular dated 12th May, 2020 read together with circular dated 15<sup>th</sup> January, 2021, 13<sup>th</sup> May 2022 & 05<sup>th</sup> January 2023 (collectively referred to as “SEBI Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, the SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Smt. Varsha J. Vakharia, Director of the Company, retires by rotation at the Meeting and being eligible for re-appointment, offers herself for re-appointment.
6. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards (SS2) on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizers mail ([sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com)) by email through its registered email address with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form. members can contact the Company or Company’s Registrars and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd.
9. The Register of Members and Share Transfer Register of the Company will remain closed from **Wednesday, August, 23, 2023 to Saturday, August, 26, 2023 (both days inclusive)**.

**10.** The Members are requested to:

- i) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s. Purva Shareregistry (India) Pvt. Ltd., Unit no. 9. Shiv Shakti Ind. Estt. J.R. Boricha marg Lower Parel (E) Mumbai 400 011 Members holding shares in the electronic form are advised to inform change in address directly to their respective depository participants.
  - ii) Quote their Folio No. /Client ID No. in their correspondence with the Company/ Registrar and Share Transfer Agents.
  - iii) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
  - v) Intimate Registrar and Share Transfer Agents M/s. Purva Shareregistry (India) Pvt. Ltd. for consolidation of their folios, in case they are having more than one folio.
- 11.** To support the “**Green Initiative for Paperless Communications**” Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company's RTA in case the shares are held in physical form.
  - 12.** In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  - 13.** In compliance with the aforesaid MCA Circulars and SEBI Circular , Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.everlon.in](http://www.everlon.in) Website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
  - 14.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - 15.** The Company has engaged the services of The National Securities Depository Limited (“NSDL”) for facilitating remote e-voting for the said meeting to be held on **Saturday, August 26, 2023, at 11.00 a.m.** .The Shareholders are requested to follow the instructions mentioned in Note below.
  - 16.** The voting by Shareholders through the remote e-voting shall commence at **9.00 a.m. on Wednesday, August 23, 2023 and shall close at 5.00 p.m. on Friday, August 25, 2023.** During this period, Members holding shares either in physical form or in dematerialized form, as on **Saturday, August 19, 2023** i.e. **cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.
  - 17.** The Shareholders of the Company can opt only one mode for voting i.e. remote e-voting or voting during the Meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
  - 18.** The Shareholders of the Company attending the Meeting, who have not cast their vote through remote e-voting shall be entitled to exercise their vote during the Meeting by VC/ OAVM. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.

19. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. **Saturday, August 19, 2023**.
20. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. **August 19, 2023** only shall be entitled to vote on the resolutions set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
21. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e **Saturday, August 19, 2023** , may obtain the login ID and password by sending a request at email ID **evoting@nsdl.co.in**
22. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at the following toll free no.: 1800-222-990.
23. Any queries/ grievances in relation to the voting by e-voting may be addressed to the Company Secretary of the Company through email at **[everlonfinancials@gmail.com](mailto:everlonfinancials@gmail.com)**, or may be addressed to NSDL at [evoting.nsdl.co.in](http://evoting.nsdl.co.in).
24. The helpline number regarding any query/assistance for participation in the AGM through VC is 1800-222-990.
25. The Board of Directors has appointed Mr. Sanjay Dholakia (Membership No. 2655, C.P. NO. 1798) of Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

**26. Instructions for e-Voting and joining the AGM are as follows:**

**A. VOTING THROUGH ELECTRONIC MEANS**

- i) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Saturday, August 19, 2023**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting).
- ii) The remote e-voting period will commence at **9.00 a.m. on Wednesday, August 23, 2023 and shall close at 5.00 p.m. on Friday, August 25, 2023**. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.
- iii) The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (FCS 2655) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given in the Notice. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided in the Notice.

iv) Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting.

v) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her

existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

vi) The details of the process and manner for remote e-Voting are explained herein below:

### **How do I vote electronically using NSDL e-Voting system?**

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

#### **Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option



	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 1800 22 55 33

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **everlonfinancials@gmail.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **everlonfinancials@gmail.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [everlonfinancials@gmail.com](mailto:everlonfinancials@gmail.com). The same will be replied by the company suitably.

**General Guidelines and Other Instructions:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website at [www.everlon.in](http://www.everlon.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

4 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

27. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Item No.3 & 4 of the accompanying Notice is annexed hereto.

**28. ANNEXURE TO NOTICE:-**

**A. Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:-  
(As per Regulation 36(3) of SEBI(LODR) Regulations 2015):**

<b>Name of Director &amp; Designation</b>	<b>Mrs. Varsha J. Vakharia Non-Executive Promoter Director</b>
Age	65 years
Date of First Appointment	29/10/1999
Qualification	M.A.
Expertise in specific areas	General Administration & Finance
Name of listed Companies in which holds Directorship as on 31 <sup>st</sup> March 2023	NIL.
Name of other Companies in Committees of which holds Membership/ Chairmanship As on 31 <sup>st</sup> March 2023	NIL
No. of equity shares held in Everlon Financials Limited As on 31 <sup>st</sup> March 2023	9,69,249
Inter-se Relations Among Directors	She is related to Jitendra K. Vakharia
Number of Board Meetings attended during the year.	Five
Details of last Remuneration Drawn	Sitting Fees Paid

**By order of the Board of Directors  
For Everlon Financials Limited**

Place:- Mumbai  
Date :-27/07/2023

**Jitendra. K.Vakharia  
Managing Director  
(DIN 00047777)**

**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

That following explanatory statement sets out the material facts referring to Item No. 3 of the Notice

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013  
(“the Act”)**

**Item No.3 :-**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

The proposed Preferential Issue is proposed to be issued to the persons belonging Promoter and Promoter Group Category. The preferential issue shall be made in terms of the provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Thursday, July 27, 2023

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and other details as required under 163 (1) SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

**a) Particulars of the Preferential Issue including date of passing of Board resolution:-**

The Board of Directors of the Company, in its meeting held on Thursday, July 27 , 2023, subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 5,77,760 ( Five Lacs Seventy Seven Thousand Seven Hundred Sixty) equity shares having face value of INR 10.00/- per Equity Share, at a price of INR 25 /- per (Indian Rupees Twenty Five Only) Equity Share {at a premium of INR 15 /- (Indian Rupees Fifteen Only) per Equity Share}, aggregating upto INR 1,44,44,000/- (Indian Rupees One Crore Forty Four Lacs Forty Four Thousand Only) on preferential basis to the proposed allottees as mentioned in the resolution no. 3.

**b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:-**

Up to 5,77,760 Equity Shares of the face value of INR 10.00/- only per Equity Share of the Company, at a price of INR 25 /- (including a premium of INR 15 /-) per Equity Share aggregating upto INR 1,44,44,000/- (Indian Rupees One Crore Forty Four Lacs Forty Four Thousand Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

**c) Objects of the preferential issue:-**

The object of the preferential issue is to raise fund through issuance of equity shares on preferential basis is to meet out the working capital requirement, business expansion, and other general corporate purposes of the Company.

**d) Maximum number of securities to be issued:-**

It is proposed to issue and allot in aggregate up to 5,77,760 fully paid-up equity shares having face value of INR 10.00/- each (Indian Rupees Ten only) to the proposed allottees on preferential basis. The price for the allotment of shares to be issued is based on the minimum price determined accordance with Chapter V of SEBI ICDR Regulations is fixed at INR 25 /- (Indian Rupees Twenty Five only) per equity share including a premium of INR 15/- (Indian Rupees Fifteen only).

**e) Basis on which the price has been arrived at along with report of the registered valuer:-**

The Equity Shares of the Company are listed on BSE Limited (“BSE”). The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations, 2018. Therefore the issue price in terms of 165 & 166A of SEBI (ICDR) Regulations, 2018 has been fixed INR 25/- per Equity Share as per Valuation Report dated 27<sup>th</sup> July, 2023 read with the addendum to the Valuation report dated August 14, 2023 obtained from Mr. Sanka Hari Surya, Registered Valuer (SFA) IBBI Reg. No\_IBBI/RV/07/2019/12576. The said report and addendum to it is available on the website of the Company at <https://everlon.in/InvestorRelationship.aspx>. The minimum price as determined through the Valuation Report dated July 27, 2023 issued by Mr. Sanka Hari Surya, Registered Valuer (SFA) IBBI Reg. No\_IBBI/RV/07/2019/12576, i.e., Rs. 24.89/- per Equity Shares.

Also, the proposed allotment is more than five per cent. of the post issue fully diluted share capital of the issuer to Proposed allottees therefore Valuation has been made as per regulation 166A of SEBI (ICDR) Regulations, 2018.

**f) Relevant Date:-**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company shall be Thursday, July 27, 2023 (i.e. the date 30 (Thirty) days prior to the date of proposed Annual General Meeting which to be held on Saturday, August 26, 2023 to consider and approve the proposed Preferential Issue).

**g) The class or classes of persons to whom the allotment is proposed to be made:-**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**h) 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 issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues**

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding & % of holdings	Number of Equity Shares to be issued	Post Issue Share Holding & % of holdings
1	Jitendra Kantilal Vakharia jointly with Varsha Vakharia and Maitri Yogesh Doshi	Promoter	Jitendra Kantilal Vakharia jointly with Varsha Vakharia and Maitri Yogesh Doshi	11,67,776 (20.77%)	3,05,000	14,72,776 (23.75%)

2	Maitri Yogesh Doshi jointly with Yogesh Mukeshkumar Doshi and Mukesh Mahendrakumar Doshi	Promoter Group	Maitri Yogesh Doshi jointly with Yogesh Mukeshkumar Doshi and Mukesh Mahendrakumar Doshi	NIL	2,72,760	2,72,760 (4.40%)

**i) Intent of the promoters/ directors/ or key managerial personnel or Senior management to subscribe to the offer:-**

None of the promoter/directors/ key managerial personnel or Senior management shall be subscribed to the preferential issue except stated as under:

Sr. No.	Name of the Proposed Allottees	Promoter/ Director/ KMP	Number of Equity Shares to be Subscribed
1	Jitendra Kantilal Vakharia jointly with Varsha Vakharia and Maitri Yogesh Doshi	Promoter	3,05,000
2	Maitri Yogesh Doshi jointly with Yogesh Mukeshkumar Doshi and Mukesh Mahendrakumar Doshi	Promoter Group	2,72,760

**j) Time frame within which the Preferential Issue shall be completed:-**

As required under Chapter V of SEBI ICDR Regulations, the equity shares shall be issued and allotted by the Company to proposed allottees in dematerialised form within a period of 15 (Fifteen) days from the date of passing of the special resolution, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority (including but not limited to the in-principle approval of the BSE Limited for the issuance of the equity shares to the proposed allottees on a preferential basis, the issue and allotment of the equity shares shall be completed within a period of 15 (Fifteen) days from the date of such approvals or such other extended period as may be permitted under the applicable provision of SEBI ICDR Regulations as amended from time to time

**k) Shareholding pattern before and after preferential issue would be as follows:-**

Sr. No.	Category	Shareholding before preferential issue		Shareholding After preferential issue	
		No. of equity shares held	% of Shares	No. of equity shares held	% of Shares
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>				
a)	Indian Promoter	40,39,127	71.84	46,16,887	74.47
b)	Foreign Promoter	-	-	-	-
	Sub Total (A)	40,39,127	71.84	46,16,887	74.47
<b>B</b>	<b>Public Shareholding</b>				
a)	<b>Institutional Investor</b>	-	-	-	-
b)	<b>Non-Institutions</b>				
1	1. Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	5,90,690	10.52	5,90,690	9.51
2	Individual Shareholders holding Nominal Share Capital	5,04,532	8.97	5,04,532	8.14



	Above 2 Lacs				
3	Non-Resident Indians	3,16,085	5.62	3,16,085	5.10
4	Bodies Corporate	83,907	1.49	83,907	1.36
5	Resident Indian HUF	85,990	1.53	85,990	1.39
6	Clearing Members/ House	1,909	0.03	1,909	0.03
	Sub Total (B)	15,83,113	28.16	15,83,113	25.53
	<b>Total Shareholding (A+B)</b>	<b>56,22,240</b>	<b>100</b>	<b>62,00,000</b>	<b>100</b>

**Notes:-**

- 1) The pre-issue shareholding pattern is as on Friday, July, 21, 2023.
- 2) Post-shareholding structure may change depending upon any other corporate action in between

**l) Change in Control, if any, in the Company consequent to the preferential issue:-**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

**m) The 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 :-**

The Company has not made any allotments on preferential basis from April 01, 2023 to till date.

**n) Principal terms of assets charged as securities:-** Not applicable**o) Material terms of raising such securities :-**

The Equity Shares being issued shall be pari- passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**p) Monitoring of Utilization of Funds:-**

As the issue size does not exceed Rs. 100 Crore, the Company is not required to appoint a credit rating agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations

**q) Lock-In Period & Transferability:-**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations. Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**r) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non promoter:-**

S. No.	Name of The Proposed Allottees	Current Status	Post Status
1	Jitendra Kantilal Vakharia jointly with Varsha Vakharia and Maitri Yogesh Doshi	Promoter	Promoter
2	Maitri Yogesh Doshi jointly with Yogesh Mukeshkumar Doshi and Mukesh Mahendrakumar Doshi	Immediate Relative of Promoter	Promoter Group

s) the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:-

Name of proposed allottees	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding Structure	
	No. of Shares	%		No. of Shares	%
Jitendra Kantilal Vakharia jointly with Varsha Vakharia and Maitri Yogesh Doshi	11,67,776	20.77	3,05,000	14,72,776	23.75
Maitri Yogesh Doshi jointly with Yogesh Mukeshkumar Doshi and Mukesh Mahendrakumar Doshi	Nil	Nil	2,72,760	2,72,760	4.40

Post issue shareholding is calculated assuming allotment of maximum 5,77,760 (Five Lacs Seventy Seven Thousand Seven Hundred Sixty) nos. of Equity shares of the Company, proposed to be issued under present Preferential Issue

t) Amount which the company intends to raise by way of such securities:-

Aggregating upto INR 1,44,44,000/- (Indian Rupees One Crore Forty Four Lacs Forty Four Thousand Only)

u) Certificate of Practicing Company Secretary:-

The copy of certificate from M/s Sanjay Dholakia & Associates (FCS No. 2655, C.P. No.: 1798, P.R. No. 2036/2022), Practicing Company Secretaries, as required under regulation 163(2) of the SEBI (ICDR) Regulations, 2018, shall be placed before the Annual General Meeting of the shareholders through electronic means, to be held through Video Conferencing / Other Audio Visual Means. The said certificate shall be hosted on the Company's website and is accessible at link: [www.everlon.in](http://www.everlon.in)

v) Undertaking:-

i. The Company, its Directors and none of our Promoters have been declared as willful defaulter are categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter issued by the Reserve Bank of India and a fraudulent Borrower.

ii. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iii. As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable

iv. The company undertakes to re-compute the price of the Equity share in terms of the provisions of SEBI (ICDR) Regulations, 2018 where it is required to do so.

v. that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.

vi. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

vii. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations

**v) Other Disclosures:-**

- i. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date.
- ii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 3 as Special Resolution for your approval.

Except, Mr. Jitendra Kantilal Vakharia, Promoter & Managing Director and their relatives, none of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this Notice except and to the extent of their shareholding in the Company. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**Item No.4 :-**

As the members are aware that the Company had changed the name of the Company from “Everlon Synthetics Limited ” to “Everlon Financials Limited” pursuant to the special resolution passed at the 32<sup>nd</sup> Annual general meeting held on 28th August 2021 and obtained Fresh Certificate of Incorporation pursuant consequent on change of name from Ministry of Corporate Affairs dated 22<sup>nd</sup> September 2021.

At the time of granting the permission for change of name, BSE had insisted that the Company should place the Certificate dated 24<sup>th</sup> February, 2023 issued by M/s. B .L. Dasharda & Associates, Chartered Accountant and the Auditors of the Company, pursuant to the Regulation 45(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming/certifying the compliance with conditions mentioned under sub regulation (1) of Regulation 45 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 by the Company before the Members of the Company at the time of General Meeting of Shareholders. The said Certificate is available on website of the company at [www.everlon.in](http://www.everlon.in) and the copy of the same is also made available for inspection at the Registered Office of the Company during business hours of the Company. Further the same is given by way of Annexure-G to this Report and is forming part of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as a Special resolution.

**By order of the Board of Directors  
For Everlon Financials Limited**

**Place:- Mumbai  
Date :-27/07/2023**

**Jitendra. K.Vakharia  
Managing Director  
(DIN 00047777)**