

CRAFTROOT RETAIL LIMITED

(Formerly Known as Nirbhay Colours India Limited)

Registered Office Address: 61/201, 02nd Floor, Prerak Apartment Near Wagh Bakri Tea Depot,
Gujarat College Road, Ahmedabad-380006, Gujarat

CIN: L46411GJ1992PLC017863 | **Email:** parthindustrieslimited@gmail.com

Contact: 9825021447 | **Website:** www.nirbhaycolours.com

October 08, 2026

To,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 526349

**Sub: Submission of the Notice of Extra-Ordinary General Meeting (EGM) under Regulation 30 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Extra-Ordinary General Meeting ("EGM") of the Members of Craftroot Retail Limited scheduled to be held on Thursday, November 05, 2026 at 12.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") mode.

The Notice sets out the businesses to be transacted at the EGM, which includes the following special businesses:

- 1. Increase in Authorized Share Capital** of the Company from the present ₹3,50,00,000/- to ₹23,50,00,000/- and consequent amendment to the Capital Clause (Clause V) of the Memorandum of Association of the Company.
- 2. Issue of up to 2,00,00,000 (Two Crore) Convertible Equity Warrants** on a preferential basis to the Promoters and Non-Promoters (Public Category) for a cash consideration at a price of ₹11/- per warrant (including premium of ₹1/-) aggregating up to ₹22,00,00,000/-.

The Company is also providing the facility to its members to cast their votes electronically through remote e-voting and e-voting during the EGM via National Securities Depository Limited (NSDL). The remote e-voting period will commence on Monday, November 02, 2026 at 09:00 A.M. (IST) and end on Wednesday, November 04, 2026 at 05:00 P.M. (IST).

We request you to kindly take the same on your records and disseminate it on your website.

Thanking you,

Yours faithfully,

For Craftroot Retail Limited

(Formerly known as Nirbhay Colours India Limited)

MAHESHKUM
AR AMRITLAL
PATEL

Mahesh Patel

Company Secretary

Membership No.:A22939



**NOTICE OF EXTRA-ORDINARY GENERAL MEETING
(Pursuant to Section 101 of the Companies Act, 2013)**

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of Craftroot Retail Limited (Formerly known as Nirbhay Colours India Limited) will be held on Thursday, November 05, 2026 at 12.00 P.M. (IST) through video conferencing mode therefore deemed to be held at the Registered office of the company situated at 61/201, 02nd Floor, Prerak Apartment Near Wagh Bakri Tea Depot, Gujarat College Road, Ahmedabad-380006, Gujarat to transact the following business:

SPECIAL BUSINESSES:

1. Increase in authorized share capital of the company and consequent amendment 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 all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the relevant rules framed thereunder, and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹23,50,00,000/- (Rupees Twenty-Three Crores Fifty Lakhs Only) divided into 2,35,00,000 (Two Crores Thirty-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013, the Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V:

V. The Authorized Share Capital of the Company is ₹23,50,00,000/- (Rupees Twenty-Three Crores Fifty Lakhs Only) divided into 2,35,00,000 (Two Crores Thirty-Five Lakhs) Equity Shares of ₹10/- (Rupees Ten Only) each.

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) and/or the Company Secretary of the Company, be and are hereby severally authorized to sign, execute, and file all necessary statutory forms (including Form SH-7 and Form MGT-14) with the Registrar of Companies (ROC), and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental to give full effect to this resolution."

2. Issue of Convertible Equity Warrants on a preferential basis ("Preferential Issue") to the Promoters and non-promoters (public category) for cash consideration:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force ("Act") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and Securities and Exchange

Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the "**LODR Regulations**") and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("**SEBI**") and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited ("**BSE**"), subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**The Board**") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches **2,00,00,000 (Two Crore) Convertible Equity Warrants** (hereinafter referred to as "**Warrants**") on preferential basis ("**Preferential Offer**") to the promoters and non-promoters as mentioned below ("**Warrant Holder**" / "**Proposed Allottee**") for cash consideration at a price of Rs.11/- (including Premium of Re.1/-), as arrived in accordance with the regulation 166A read with 165 of ICDR Regulations (including the warrant subscription price and the warrant exercise price) aggregating upto **Rs.22,00,00,000/- (Rupees Twenty-Two Crores Only)**, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
1	Anar Patel	AHYPP8690E	8, Samadhan Society, Ramji Mandir Road, Ranip, Ahmedabad City -382480	Promoter-Individual	20,70,000	2,27,70,000
2	Dakshesh Shah	ACEPS7056G	27 Jagannath park Jivraj park road nr. Malav talav octroi naka Ahmedabad Gujarat 380051	Promoter-Individual	20,22,000	2,22,42,000
3	Sanskriti Patel	CQSPP1619Q	8, Samadhan Society, Ramji Mandir Road, Ranip, Ahmedabad City -382480	Promoter-Individual	18,16,000	1,99,76,000
4	Jayeshkumar Patel	AAMPP4198C	Plot No 289 Ishavashayam Farm, Ahmedabad-380060, Gujarat	Promoter-Individual	15,31,000	1,68,41,000
5	Sheetal Shah	AFQPS3398C	27 Jagannath park Jivraj park road nr. Malav talav octroi naka Ahmedabad Gujarat 380051	Promoter-Individual	11,06,000	1,21,66,000
6	Dhruvin Shah	FXLPS6598J	27 Jagannath park Jivraj park road nr. Malav talav octroi naka Ahmedabad Gujarat 380051	Promoter-Individual	13,14,000	1,44,54,000

CRAFTROOT REAIL LIMITED (CIN: L46411GJ1992PLC017863)

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
7	Seher Retail Private Limited	AAECV1884A	1 st Floor, Dev House Ground, Nr DLA School, OPP WIAA Office, Judges Bungalow Road, Ahmedabad-380054, Gujarat	Promoter-Body Corporate	19,34,000	2,12,74,000
8	Innovative Infraplus India Limited	AACCI7459J	812 Anand Mangal 3, Opp Core House, Nr. Hirabag, Nr. Rajnagar Club, Ambawadi, Ahmedabad-380006, Gujarat	Public Category - Body Corporate	15,83,000	1,74,13,000
9	Shitalnath Consultant Private Limited	AAUCS2248D	61/201 02 nd Floor, Prerak Apt., Nr. Wagh Bakri Tea Depot, Gujarat College Road, Ahmedabad-380006, Gujarat	Public Category - Body Corporate	18,00,000	1,98,00,000
10	Efficient Tie Up Private Limited	AACCE8022D	812 Anand Mangal 3, Opp Core House, Nr. Hirabag, Nr. Rajnagar Club, Ambawadi, Ahmedabad-380006, Gujarat	Public Category - Body Corporate	19,29,000	2,12,19,000
11	Kincer Tradewing LLP	ABAFP6540K	E-503 Nishan Pride, Opp S V Square, New Ranip, Ranip, Ahmedabad-382480, Gujarat	Public Category - Body Corporate	11,00,000	1,21,00,000
12	Vaishudha Traders LLP	AAXFV4966F	0/3 New Lake View Co Society, Vastrapur, Memnagar, Ahmedabad-380052, Gujarat	Public Category - Body Corporate	8,50,000	93,50,000
13	Qureka Barter LLP	AABFQ1613L	E-503 Nishan Pride, Opp S V Square, New Ranip, Ranip, Ahmedabad-382480, Gujarat	Public Category - Body Corporate	9,45,000	1,03,95,000
Total					2,00,00,000	22,00,00,000

**Refer point 6 of the Explanatory Statement under Item No. 1 for the basis on which price has been arrived.*

*** Twenty Five percent of the total consideration amount shall be paid by the allottee on or before the allotment of equity warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option.*

“RESOLVED FURTHER THAT in terms of regulation 161 of the ICDR Regulations, the **“Relevant Date”** for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is **Tuesday, October 06, 2026**, i.e. 30 (thirty) days prior date of Extra Ordinary General Meeting in which special resolution is proposed to be passed by shareholders i.e. **November 05, 2026.**”

“RESOLVED FURTHER THAT the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the ICDR) Regulations. The equity shares of the company have been infrequently traded as on the relevant date; therefore, the price of the equity share of the Company, as per regulation 165 of ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the company and shall rank *pari-passu* in all respects including dividend with the existing fully paid-up equity shares of the company.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

- a) The tenure of the warrants in accordance with the regulation 162 of ICDR Regulations shall not be exceeding Eighteen months from the date of allotment.
- b) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder at any time before the expiry of Eighteen months from the date of allotment of the Warrants.
- c) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holder to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- d) The Warrant Holder shall be entitled to exercise its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holder.
- e) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- g) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.
- h) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.

- i) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchange i.e. BSE Limited, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holder thereof any rights with respect to that of an Equity shareholder of the Company.”

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holder, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form **PAS-4** to the allottee inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder.”

“RESOLVED FURTHER THAT the Board or company secretary of the company be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to stock exchange i.e. BSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holder, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“Committee”), any director(s) and / or Company Secretary and / or any person associated with the Company.”

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

Date: 06/10/2026
Place: Ahmedabad

For Craftroot Retail Limited
(Formerly known as Nirbhay Colours India Limited)

Registered office:
61/201, 02nd Floor, Prerak Apartment Near
Wagh Bakri Tea Depot, Gujarat College Road,
Ahmedabad-380006, Gujarat
CIN: L46411GJ1992PLC017863
E-mail: parthindustrieslimited@gmail.com
Website: www.nirbhaycolours.com

Sd/-
Anar Patel
Chairman & Managing Director
DIN: 02588388

NOTES:

1. Pursuant to the provisions of the Companies Act, 2013, read along with General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA') (in continuation of previous circulars including General Circular No. 20/2020 dated May 5, 2020, and General Circular No. 09/2024 dated September 19, 2024), and applicable framework issued by the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 and other related notifications (collectively referred to as 'the Circulars'), companies are permitted to convene general meetings through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') without the physical presence of Members at a common venue. In strict compliance with the provisions of the Companies Act, 2013 and the said Circulars, the Extra-Ordinary General Meeting ('EGM') of Craftroot Retails Limited is being scheduled, held, and conducted electronically through VC / OAVM. Accordingly, the proceedings of this EGM shall be deemed to take place at the Registered Office of the Company, which shall serve as the deemed venue for the meeting.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the EGM of the Company is being held through VC /OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.nirbhaycolours.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The SEBI has mandated the submission of the Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company's share transfer agent, M/s. MCS Share Transfer Agent Limited.

8. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
11. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
13. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
14. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
15. The Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Thursday, 29th October, 2026, may cast their vote by remote e-voting. The remote e-voting period commences on Monday, 02nd November, 2026 at 09:00 A.M. (IST) and ends on Wednesday, 04th November, 2026 at 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
16. The Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business(es) to be transacted at the Extra Ordinary General Meeting (EOGM) is annexed hereto and forms part of this notice.
17. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution/ authorization letter to the Company or upload on the VC/OAVM portal/e-voting portal.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM.

19. All documents referred to in the Notice and Explanatory Statement will also be available for electronic inspection, during business hours, without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to parthindustrieslimited@gmail.com. Members seeking any information with regard to the accounts or any matter to be considered at the EGM, are requested to write to the Company on or before 04th November, 2026 by sending e-mail on parthindustrieslimited@gmail.com.
20. Members holding shares in demat form are hereby informed to ensure that updated bank particulars be registered with their respective Depository Participants, with whom they maintain their demat accounts. The Company or its Registrar and Transfer Agent (RTA) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
21. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company or Investor Relations Department of the Company immediately by sending a request on email at mcsstaahmd@gmail.com.

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

The remote e-voting period begins on Monday, November 02nd, 2026 at 09:00 A.M. and ends on Wednesday, November 04th, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, October 29th, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, October 29th, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. 5. 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to roopalcs2001@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

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 parthindustrieslimited@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 parthindustrieslimited@gmail.com. If you are an Individual shareholder 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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In 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 terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed 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 EGM ARE AS UNDER:-

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

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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” 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 parthindustrieslimited@gmail.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.
 - Members who wish to speak at the EGM are requested to register themselves as a speaker by sending an email to parthindustrieslimited@gmail.com, with their name, DP ID/Client ID/Folio Number, and the specific query/comment they propose to raise.
 - The request must reach the Company at least 3 (three) days prior to the date of the EGM.

The Company has appointed Mrs. Rupal Patel, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the EGM and through remote e-voting, will not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nirbhaycolours.com and NSDL website. The results shall simultaneously be communicated to the BSE Limited.

Contact Details

Company	Craftroot Retail Limited Regd. Office: 61/201, 02 nd Floor, Prerak Apartment, Near Wagh Bakri Tea Depot, Gujarat College Road, Ellisbridge, Ahmedabad, Gujarat-380006 Email: parthindustrieslimited@gmail.com Website: www.nirbhaycolours.com
Registrar & Share Transfer Agent	MCS Share Transfer Agent Limited Add: 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Shreyas Colony, Ahmedabad, Gujarat 380009 Email : mcsstaahmd@gmail.com Website: https://www.mcsregistrars.com/
E-Voting Agency	National Securities Depository Limited E-mail ID: evoting@nsdl.com Phone: 022 - 4886 7000
Scrutinizer	Rupal Patel, Practicing Company Secretary Ahmedabad Add: 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar Ahmedabad-380015 Email: roopalcs2001p@gmail.com

Date: 06/10/2026
Place: Ahmedabad

For Craftroot Retail Limited
(Formerly known as Nirbhay Colours India Limited)

Registered office:
61/201, 02nd Floor, Prerak Apartment Near
Wagh Bakri Tea Depot, Gujarat College Road,
Ahmedabad-380006, Gujarat
CIN: L46411GJ1992PLC017863
E-mail: parthindustrieslimited@gmail.com
Website: www.nirbhaycolours.com

Sd/-
Anar Patel
Chairman & Managing Director
DIN: 02588388

EXPLANATORY STATEMENT

(Statement pursuant to Section 102 of the Companies Act, 2013)

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated October 06, 2026 and shall be taken as forming part of the Notice.

ITEM NO. 1: Increase in authorized share capital of the company and consequent amendment in capital clause of the memorandum of association of the company

The current Authorized Share Capital of the Company is ₹3,50,00,000/- (Rupees Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten Only) each.

In order to facilitate the proposed preferential issue of equity shares (as detailed under Item No. 2 of this Notice) and to meet the long-term funding requirements for growth, business expansion, and other corporate purposes, the Company requires additional capital flexibility. Accordingly, it is proposed to increase the Authorized Share Capital of the Company to ₹23,50,00,000/- (Rupees Twenty-Three Crores Fifty Lakhs Only) divided into 2,35,00,000 (Two Crores Thirty-Five Lakhs) Equity Shares of face value of ₹10/- (Rupees Ten Only) each, by creating an additional 2,00,00,000 (Two Crores) Equity Shares of face value of ₹10/- (Rupees Ten Only) each, amounting to ₹20,00,00,000/- (Rupees Twenty Crores Only). The proposed expansion of the capital structure necessitates a consequential alteration to the existing Capital Clause (Clause V) of the Memorandum of Association of the Company.

Pursuant to the provisions of Sections 13, 61, and 64 of the Companies Act, 2013, read along with the rules framed thereunder, any alteration to the Memorandum of Association and an increase in the Authorized Share Capital requires the prior approval of the Members of the Company by way of a Special Resolution.

A copy of the existing Memorandum of Association, along with the proposed new set of Memorandum of Association reflecting the amended Clause V, is available for inspection by the Members at the Registered Office of the Company during business hours (between 11:00 A.M. and 4:00 P.M.) on all working days (except Saturdays, Sundays, and Public Holidays) up to the date of this General Meeting.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors considers this item to be in the best interest of the Company and its stakeholders, and therefore recommends the Special Resolution set out at Item No. 1 for the approval of the Members.

ITEM NO. 2: Issue of Convertible Equity Warrants on a preferential basis ("Preferential Issue") to the Promoters and non-promoters (public category) for cash consideration:

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any preferential allotment of securities need to be approved by the shareholders by way of Special Resolution.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue Warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Therefore, in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 2 is recommended for the approval of shareholders as Special Resolutions.

The Company is eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants including equity shares to be allotted upon exercise of right attached to the Warrants.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following disclosures are required to be made in the explanatory statement to the notice.

1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

- a) To utilise fund for Capital Expenditure for business expansion, store establishment, marketing and launching expense
- b) To utilise fund for Working Capital for Business of the company
- c) To utilise fund for General Corporate Purpose

Utilization of proceeds of the Preferential Issue

The intended use of the proceeds of the Preferential Issue is as under: -

S.N.	Particulars	Total estimated amount to be utilized (Rs. In Cr.)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To utilise fund for Capital Expenditure for business expansion, store establishment, marketing and launching expense	5.00	Twenty-Five Percent amount Upto December, 2026 and remaining amount Upto March, 2027
2	To utilise fund for Working Capital for Business of the company	16.00	Twenty-Five Percent amount Upto December, 2026 and remaining amount Upto March, 2027
3	To utilise fund for General Corporate Purpose	1.00	Twenty-Five Percent amount Upto December, 2026 and remaining amount Upto March, 2027
Total		22.00	

Note: In terms of BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances

Schedule of Implementation and Deployment of Funds

The issue proceeds of amount equivalent to 25% of the Warrants received by the company at the time of subscription within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the stock exchange i.e. BSE Limited, whichever is later. The balance 75% shall be received the company upon exercise of Warrants by the warrant holder (within eighteen months from the date of allotment of the warrants) and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects.

Monitoring of Utilization of Funds

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 crores.

2. Maximum number of specified securities to be issued:

Upto 2,00,00,000 (Two Crore), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company presently have face value of Re.10/- (Rupee Ten Only) (“**Equity Share**”) each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs.11/- (including Premium of Re.1/-) each to be payable in cash (“**Warrant Issue Price**”), aggregating upto **Rs.22,00,00,000/- (Rupees Twenty-Two Crores Only)**, (“**Total Issue Size**”), out of which 25% (Twenty-Five Percent) of the Warrant Issue Price shall be paid by the Warrant Holder to the Company before the allotment of Warrants (“**Warrants Subscription Price**”) and 75% (Seventy-Five Percent) of the Warrant Issue Price (“**Warrant Exercise Price**”) shall be paid by the Warrant Holder to the Company upon exercise of Warrant entitlement.

3. Price and Size of the preferential issue and the amount which the Company intends to raise by way of such securities:

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 166A read with 165 read with Regulation 161 of Chapter V of the ICDR Regulations is **Rs.22,00,00,000/- (Rupees Twenty-Two Crores Only)**. In view of the above, the Board of directors has approved the same price for issuance of 2,00,00,000 (Two Crore) warrants aggregating to **Rs.22,00,00,000/- (Rupees Twenty-Two Crores Only)**. (“**Issue Size**”)

4. Date of Board Resolution:

Date of passing of Board resolution for approving preferential issue: Tuesday, October 06, 2026

5. Relevant Date

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is **Tuesday, October 06, 2026** i.e. 30 (thirty) days prior date of Extra Ordinary General Meeting in which special resolution is proposed to be passed by shareholders i.e. **November 05, 2026**.

6. Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any) along with report of the Independent registered valuer:

The equity shares of the company are listed on BSE Limited and have not been frequently traded on the stock exchange as mentioned in 164 and 165 of the ICDR Regulations, and as per regulation 166A of ICDR Regulations as on the relevant date, further, as per Regulation 166A of ICDR Regulations, “*any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price*”, therefore, the price of equity shares of the company is determined as per valuation report dated October 06, 2026 issued by Mr Manish Santosh Buchasia, Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12235) for issuance of Warrants through preferential issue for cash consideration arrived at Rs.11/- (including Premium of Rs.1/-), per warrant in pursuance to regulation 165 of ICDR Regulations (“**Valuation Report**”).

The Board of Directors of the company has accepted the price as arrived in accordance with the valuation report as mentioned above.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company's website i.e. www.nirbhaycolours.com.

It is to be noted that the Articles of Association of the Company does not provide any condition for the valuation of equity shares of the company.

There is no change in control consequent to the present preferential issue to the proposed allottee.

7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.

Ms. Anar Jayeshbhai Patel, Mr. Dakshesh Rameshchandra Shah, Ms. Sanskruti Patel, Mr. Jayeshkumar Patel, Mrs. Sheetal Shah, Mr. Dhruvin Shah and M/s. Seher Retail Private Limited, Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue. Except these, none of the Director, Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue.

8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage (%) of post-preferential offer capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre- Preferential Allotment		Number of Warrants proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
1	Anar Jayeshbhai Patel	AHYP P8690 E	8, Samadhan Society, Ramji Mandir Road, Ranip, Ahmedabad City -382480	Promoter-Individual	3,46,870	10.35	20,70,000	24,16,870	10.35
2	Dakshesh Rameshchandra Shah	ACEP S7056 G	27 jagannath park jivraj park road nr. Malav talav octroi naka ahmedabad Gujarat 380051	Promoter-Individual	3,38,814	10.11	20,22,000	23,60,814	10.11
3	Sanskruti Patel	CQSP P1619 Q	8, Samadhan Society, Ramji Mandir Road, Ranip, Ahmedabad City -382480	Promoter-Individual	3,04,214	9.08	18,16,000	21,20,214	9.08
4	Jayeshkumar Patel	AAMP P4198 C	Plot No 289 Ishavashayam Farm, Ahmedabad-380060, Gujarat	Promoter-Individual	2,56,600	7.66	15,31,000	17,87,000	7.66
5	Sheetal Shah	AFQP S3398 C	27 jagannath park jivraj park road nr. Malav talav octroi naka ahmedabad Gujarat 380051	Promoter-Individual	1,85,314	5.53	11,06,000	12,91,314	5.53
6	Dhruvin Shah	FXLP S6598J	27 jagannath park jivraj park road nr. Malav talav octroi naka ahmedabad Gujarat 380051	Promoter-Individual	2,20,114	6.57	13,14,000	15,34,114	6.57
7	Seher Retail Private Limited	AAEC V1884 A	1 st Floor, Dev House Ground, Nr DLA School, OPP WIAA Office, Judges Bungalow Road, Ahmedabad-380054, Gujarat	Promoter-Body Corporate	3,23,974	9.67	19,34,000	22,57,974	9.67
8	Innovative Infraplus India Limited	AACC I7459J	812 Anand Mangal 3, Opp Core House, Nr. Hirabag, Nr.	Public Category -	2,00,900	6.00	15,83,000	17,83,900	7.64

CRAFTROOT REAIL LIMITED (CIN: L46411GJ1992PLC017863)

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre- Preferential Allotment		Number of Warrants proposed to be issued	Post-Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
			Rajnagar Club, Ambawadi, Ahmedabad-380006, Gujarat	Body Corporate					
9	Shitalnath Consultant Private Limited	AAUC S2248 D	61/201 02 nd Floor, Prerak Apt., Nr. Wagh Bakri Tea Depot, Gujarat College Road, Ahmedabad-380006, Gujarat	Public Category - Body Corporate	1,13,900	3.40	18,00,000	19,13,900	8.20
10	Efficient Tie Up Private Limited	AACC E8022 D	812 Anand Mangal 3, Opp Core House, Nr. Hirabag, Nr. Rajnagar Club, Ambawadi, Ahmedabad-380006, Gujarat	Public Category - Body Corporate	0	0.00	19,29,000	19,29,000	8.26
11	Kincer Tradewing LLP	ABAF P6540 K	E-503 Nishan Pride, Opp S V Square, New Ranip, Ranip, Ahmedabad-382480, Gujarat	Public Category - Body Corporate	0	0.00	11,00,000	11,00,000	4.71
12	Vaishudha Traders LLP	AAXF V4966 F	0/3 New Lake View Co Society, Vastrapur, Memnagar, Ahmedabad-380052, Gujarat	Public Category - Body Corporate	0	0.00	8,50,000	8,50,000	3.64
13	Qureka Barter LLP	AABF Q1613 L	E-503 Nishan Pride, Opp S V Square, New Ranip, Ranip, Ahmedabad-382480, Gujarat	Public Category - Body Corporate	0	0.00	9,45,000	9,45,000	4.05

The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern, further, allotment to the some of the proposed allottee is more than five percent of the post issue diluted share capital of the company.

9. Current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter::

No change in control is proposed, pursuant to present preferential issue.

10. Shareholding pattern of the issuer before and after the preferential issue:

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		*Post-Issue Shareholdings	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
A	Promoter and Promoter Group				
1.	Indian Promoters	19,75,900	58.98	1,37,68,900	58.97
2	Foreign Promoters	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) +(A)(2)		19,75,900	58.98	1,37,68,900	58.97
B	Non-Promoters Holding--				

Sr. No.	Category of shareholders	Pre- Issue Shareholding		*Post-Issue Shareholdings	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
1.	Institutions (Domestic)	100	0.00	100	0.00
2.	Institutions (Foreign)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
4.	Non-Institution				
a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,01,000	3.01	1,01,000	0.43
d.	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	7,48,500	22.34	7,48,500	3.21
e.	Non-Resident Indians (NRIs)	0	0.00	0	0.00
f.	Bodies Corporate	5,24,500	15.66	87,31,500	37.39
g.	Any Other	0	0.00	0	0.00
	Sub-Total (B)(4)	13,74,000	41.01	95,81,000	41.03
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)	13,74,100	41.02	95,81,100	41.03
	Total (A+B)	33,50,000	100.00	2,33,50,000	100.00

**The post issue paid up capital is arrived after considering the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of conversion of convertible warrant into Equity Shares by Proposed Allottee. Consequently, the post issue shareholding percentage mentioned above may stand altered.*

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

Not applicable. Since, the allotment of Warrants is made for consideration payable in cash.

12. Proposed time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities (including but not limited to the in-principle approval of the stock exchange i.e. BSE Limited for the issuance of the warrants to the Proposed Allottee on a preferential basis subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

13. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:

There shall be no change in the management or control of the Company upon the issuance and allotment of the warrants and equity shares in exchange/conversion of the Warrants, there is no likely change of control of the Company. The allotment to some of the proposed allottee is not less than five percent of the post issue fully diluted share capital of the issuer.

14. Lock-in Period:

The proposed allotment of warrants shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

- The Equity shares allotted on a preferential basis to proposed allottee (promoters and promoter group) shall be locked-in for a period of **Eighteen Months** from the date of Trading Approval.
- The Equity shares allotted on a preferential basis to proposed allottee (non-promoters, Public category) shall be locked-in for a period of **Six Months** from the date of Trading Approval.
- 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 trading days** from the date of trading approval.

15. No. 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 preferential allotments during the year 2025-26.

16. Listing:

The Company will make an application to BSE Limited ("Stock Exchange") at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

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

18. Name and address of valuer who performed valuation

The equity shares of the issuer company have been infrequently traded on the stock exchange and post issue share capital of the issuer company exceeds five percent of the post issue capital on fully diluted basis for allottees therefore, as mentioned in regulation 165 read with 166A of SEBI ICDR Regulations, the Valuation was performed by independent valuer, Mr Manish Santosh Buchasia, a Registered Valuer (Reg. IBBI/RV/03/2019/12235) having office at 306, "Gala Mart" Nr Sobo Centre, South Bopal, Ahmedabad -380058, Gujarat. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company's website i.e. www.nirbhaycolours.com.

19. Practicing Company Secretary Certificate

The Certificate dated October 06, 2026 issued by Mrs. Rupal Patel, (Membership no: 6275, COP: 3803) Practicing Company Secretary having office at 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Ahmedabad-380015, certifying that the preferential issue is being made in accordance with the requirements contained in the chapter V of ICDR Regulations, will be placed before the shareholders at the Extra Ordinary General Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link www.nirbhaycolours.com.

20. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees:

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted after conversion of warrants and/or who ultimately control the proposed allottees, is as follows:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Ownership	Pre-Issue status of the allottees	Post-Issue status of the allottees	Change in control, if any
1	Seher Retail Private Limited	Dakshesh Shah	Promoter- Body Corporate	Promoter Group, Bodies Corporate	No
2	Innovative Infraplus India Limited	Jayesh Shah	Public Category, Bodies Corporate	Public Category, Bodies Corporate	No
3	Shitalnath Consultant Private Limited	Ashvin Trivedi	Public Category, Bodies Corporate	Public Category, Bodies Corporate	No
4	Efficient Tie Up Private Limited	Deepak Chinubhai Gandhi	Public Category, Bodies Corporate	Public Category, Bodies Corporate	No
5	Kincer Tradewing LLP	Hardik Patel	Public Category, Bodies Corporate	Public Category, Bodies Corporate	No
6	Vaishudha Traders LLP	Jitendra Chavda	Public Category, Bodies Corporate	Public Category, Bodies Corporate	No
7	Qureka Barter LLP	Ilesh Nikhare	Public Category, Bodies Corporate	Public Category, Bodies Corporate	No

21. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares upon conversion of warrants shall be fully paid-up and listed on BSE Limited (the stock exchange) and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

22. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

23. Terms of issue and conversion of convertible warrants to be issued to the proposed allottees

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants,

by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted.

- b) For issuance of warrant for cash consideration an amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder on the exercise of the right attached to Warrants. The amount paid against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).
- c) In the event that, Warrant holder does not exercise the right attached to Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by Company.
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholders of the Company, except to the extent stated in clause (i) below.
- e) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

24. Other disclosures/undertaking

- a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- d) Neither the Company nor any of its directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- e) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- f) The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- g) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations. Since the Companies equity shares are listed on recognized Stock Exchange (BSE) for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.
- h) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- j) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution
- k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.

The Company shall made adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays) without any fee by the members from the date of circulation of this Notice up to the date of EGM i.e. November 05, 2026.

Save as above, none of the Directors except Mrs. Anar Jayesh Patel, Mr. Dakshesh R Shah, Mr. Dhruvin Shah and Ms. Sanskruti Patel, or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

Your directors recommend the passing of the Resolution No. 2 of the Notice as a **Special Resolution** by the Members.

Date: 06/10/2026
Place: Ahmedabad

For Craftroot Retail Limited
(Formerly known as Nirbhay Colours India Limited)

Registered office:
61/201, 02nd Floor, Prerak Apartment Near
Wagh Bakri Tea Depot, Gujarat College Road,
Ahmedabad-380006, Gujarat
CIN: L46411GJ1992PLC017863
E-mail: parthindustrieslimited@gmail.com
Website: www.nirbhaycolours.com

Sd/-
Anar Patel
Chairman & Managing Director
DIN: 02588388