MINUTES OF 14/2024-25 MEETING OF THE BOARD OF DIRECTORS OF ENBEE TRADE AND FINANCE LIMITED HELD ON FRIDAY, FEBRUARY 07, 2025 COMMENCED AT 08:00 P.M AND CONCLUDED AT 09:45 P.M AT THE REGSITERED OFFICE OF THE COMPANY AT B4 / C5 GODS GIFT CHS LTD, N M JOSHI MARG, LOWER PAREL, MUMBAI, 400013

RECLASSIFICATION FROM THE "PROMOTER/ PROMOTER GROUP" CATEGORY TO THE "PUBLIC" CATEGORY

The Board was apprised that Seven (07) persons belonging to the 'promoter and promoter group' of the Company ***("Outgoing Promoters')***, had vide respective letter dated February 01, 2025, requested the Company for reclassification from the 'promoter and promoter group' category to 'public' category shareholder of the Company ***("Request Letters").***

The Company intimated the aforesaid request(s) for re-classification to BSE Limited ***("Stock Exchange")*** on February 01, 2025 within 24 hours of receipt of Request Letters.

The Request Letters received from Outgoing Promoters were placed before the Board for its perusal.

Further, the Board was also informed that the Outgoing Promoters vide their respective Request Letters have confirmed that they are:

1. Not controlling affairs of the Company directly or indirectly.
2. Not having special rights in the Company through formal or informal arrangements including through any shareholder agreements.
3. No representation on the Board of Directors (including not having nominee directors) of the Company
4. Not acting as a key managerial person in the Company.
5. Neither a willful defaulter as per RBI Guidelines nor a fugitive economic offender.

Further, the Board was also apprised that as Outgoing Promoters neither individually nor together exceed 10% of the total voting rights in the Company. Also, they were not involved in the day-to-day affairs of the Company and were not playing a role in the business decisions or otherwise. The Board is requested to note that Outgoing Promoters are satisfying all the conditions specified in Regulation 31A (3)(b) of the Listing Regulations and undertake to comply that at all times from the date of such re-classification, they will continue to comply with conditions mentioned in sub-clauses (i), (ii) and (iii) of Clause (b) of sub-regulation 3 of Regulation 31A and shall also with conditions mentioned sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of the SEBI LODR Regulations, 2015 for a period of not less than three years from the date of such reclassification.

Accordingly, on the basis of the rationale provided above and in accordance with the provisions of Regulation 31A of the Listing Regulations, the Board was of the view that the requests of Outgoing Promoters for re-classification from the 'promoter and promoter group' category to 'public' category shareholder be accepted and approved, which shall be subject to the approvals of Shareholders, Stock Exchanges, and/or such other approval if any as may be necessary in this regard.

The Board was also informed that none of the Directors of the Company is/are interested in this resolution. The approval of the Board towards re-classification is subject to the approval of BSE Limited, and/or such other approval, if any, as may be necessary in this regard in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board was then requested to consider the said request for re-classification. The Board then considered and passed the following resolution:

"**RESOLVED THAT** pursuant to provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR Regulations"), including any statutory modification (s) or re-enactment thereof, for the time being in force and other applicable provisions, if any, Request Letters received from below-mentioned persons ("Outgoing Promoters") forming part of 'Promoter and Promoter Group' of the Company for reclassification of their shareholding to 'public category', as placed before the Board be and are hereby noted and taken on record.

Name of the Promoters	**No. of Shares held**	**Percentage %**
MEYHUL GAALA	55,666	0.39
MEHUL NARENDRA GALA HUF	NIL	NIL
NEEL BHARAT NAMANIA	NIL	NIL
REKHA BHARAT NAMANIA	NIL	NIL
BHARAT THAKARSHI NAMANIA HUF	NIL	NIL
BHARAT THAKARSHI NAMANIA	NIL	NIL
NEHA MEHUL GALA	NIL	NIL

RESOLVED FURTHER THAT pursuant to Regulation 31A(3)(a)(ii) of SEBI LODR Regulations and subject to the necessary approvals from the stock exchanges where the shares of the Company are listed and any other appropriate statutory authorities, as may be necessary, and after analyzing the reclassification Request Letters received from each above-mentioned persons, the consent of the Board be and is hereby accorded to proceed with the process of re-classification of shareholding of above-mentioned persons forming part of 'Promoter and Promoter Group' to 'public' category.

RESOLVED FURTHER THAT the Board be and is hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, Outgoing Promoters have confirmed that they shall not:

- hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- have any special rights through formal or informal agreements and shareholding agreements, if any, granting special rights to them shall be terminated;
- be represented on the Board of Directors (including as a nominee director) of the Company for a period of more than 3 years from the date of such reclassification;
- act as a key managerial person for a period of more than 3 years from the date of such reclassification;
- directly or indirectly exercise control over the affairs of the Company.

and shall at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

RESOLVED FURTHER THAT, the Board be and is hereby takes note that as required under the provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, the above mentioned persons have further confirmed in their individual capacity that they are not ' willful defaulter' as per the Reserve Bank of India Guidelines nor are they fugitive economic offender.

RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of SEBI LODR Regulations, the Board hereby confirms that:

(i) The Company is and post re-classification will be compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI LODR Regulations;
(ii) Trading in Company's shares has not been suspended by stock exchanges;
(iii) The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchanges or depositories.

RESOLVED FURTHER THAT Amarr Narendra Galla, Managing Director of the Company be and are hereby severally authorized to do all such things and take all such steps and actions including signing any application, document etc. on behalf of the Company that may be required to be submitted to stock exchanges/ any other regulatory authority and to complete all requisite formalities as may be necessary in this regard."

Place: Mumbai
Dated: February 08, 2025

ENBEE TRADE & FINANCE LTD. MUMBAI

Chairman
Amar Narendra Galla
Din: 07138963