MRUGESH TRADING LIMITED

Regd. Off.: 252,Swantraveer Savarkar Rashtriya Smarak,Veer Savarkarmarg, Next to Mayer Banglow, Shivaji Park, Mumbai Mumbai City MH 400028 IN
CIN: L74999MH1984PLC034746, PAN: AAACM2878H
TEL: (91) 2445 9204, FAX: (91) 2445 9205
Website: www.mrugeshtrading.com/ Email: roc@rajdarbarrealty.com

12th March, 2021

To,
The General Meeting Listing
Bombay Stock Exchange Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Security Code #512065

Sub: Outcome of the Board Meeting held on 12th March, 2021

Ref: Regulation 30, 31A & 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We wish to inform you that The Company has received request letters dated 03.03.2021 from all the existing promoters/promoters group entities for reclassifying the said persons/entities from the "Promoter and Promoter Group" category to "Public" Category and also a letter received from

1. Mr. Sunil Y. Surve
2. M/s Bhairav Enterprises Limited
3. M/s Rishabh Enterprises Limited
4. M/s Shri Gurudev En-Trade Limited

Dated 03rd March, 2021to reclassify their status from "Promoter and Promoter Group" category to "Public" Category pursuant to acquisition of entire shareholding of above mentioned existing promoter and promoter group as per the Share Purchase Agreement dated 12th September, 2019 after open offer made to the Public Shareholder of the Company under Regulation 3(1) and 4 of SEBI (SAST), Regulations, 2011.

The Board of Directors at their meeting held on 12.03.2021 took note of the aforesaid letters and given their consent to seek shareholder's approval at the General Meeting and to make application to the Stock Exchange to re-classify/de-classify their status as promoter.

Please find enclosed a Certified True Copy of the relevant extract of the meeting of the Board of Directors of the Company approving the request for re-classification in accordance with Regulation 31A of the Listing Regulations along with the Outgoing Promoters Application letter.

We would like to inform you that the said meeting commenced at 12:00 P.M. and concluded at 12:30 P.M.

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We request you to treat this as our intimation of material event in accordance with Regulation 31A (8) of the Listing Regulations. You are requested to kindly take note of the same and update your records accordingly and acknowledge the receipt of the same.

Thanking You,
Yours sincerely,
For Mrugesh Trading Limited

Devendra Kumar Agrawal
Director
DIN: 06752332

Encl: **Extract of Board Resolution**
Outgoing Promoters Application

MRUGESH TRADING LIMITED
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CERTIFIED TRUE COPY OF THE BOARD RESOLUTIONS PASSED IN THE MEETING OF BOARD OF DIRECTORS OF M/S MRUGESH TRADING LIMITED HELD AT THE FARM HOUSE OPP V VILL KAPASHERA NEW DELHI DL-110061 IN ON FRIDAY, 12TH MARCH, 2021 AT 12:00 P.M.

To consider and approve the requests received for Reclassification of certain shareholders from Promoter and Promoter Group category to Public Category

The board was informed of the request received by the Company on March, 03 2021 from certain promoter shareholders ("**Outgoing Promoters**"), to reclassify their shareholding in the company from the category of "Promoter & Promoter Group" to the category of "Public shareholding". Further, the name of the following Outgoing promoters are requested to be removed from the "Promoter & Promoter Group" of the company.

Details of the shareholding of Outgoing Promoters before and After Open Offer:

Sr no	Shareholder	No of Equity shares before Open Offer	Percentage of Equity share capital before Open Offer	No of Equity shares after Open Offer	Percentage of Equity share capital after Open Offer
1	SUNIL YASHAWANT SURVE	50	0.02 %	0	0 %
2	BHAIRAV ENTERPRISES LIMITED	24,000	9.80 %	0	0 %
3	RISHABH ENTERPRISES LTD	24,000	9.80 %	0	0 %
4	SHRI GURUDEV EN TRADE LTD	24,000	9.80 %	0	0 %

The board was informed that the reason for such reclassification is that due to Open offer made by Rajdarbar Capital Private Limited ("**New Promoter**") of the company had acquired 1,82,200 Equity shares of the company representing to 74.36% of the capital vide through open offer and such offer was as per compliance with SEBI (SAST) Regulations 2011. The outgoing promoters will cease to be promoters of the company. Further outgoing promoter do not exercise any control over the company directly or indirectly or have influence over the business and policy decision made by the company. Further, the Outgoing promoter are not engaged in the day-to-day affairs of the Company.

The New promoter will exercise any control over the company directly or indirectly or have influence over the business and policy decision made by the company. Further, the New promoter are engaged in the day-to-day affairs of the Company.

The board was informed that the Outgoing Promoters satisfy all conditions specified (i) to (vii) of clause (b) of sub regulation (3) of Regulations 31A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Listing Regulations").

Further as required under Regulations 31A (3) (c) of the Listing Regulations, the Board also noted that:

a) the company is compliant with the minimum public shareholding requirement as required under regulation 38 of these Listing regulations;
b) trading in the equity shares of the company have not been suspended by the stock exchange;
c) the company does not have any outstanding dues to the SEBI, the stock exchange or the depositories.

Accordingly, on the basis of the rationale provided by the Outgoing Promoters and the confirmation that they satisfy the requirements of Regulations 31A of the Listing Regulations, the Board was of view that the request made by the Outgoing Promoters for reclassification of their shareholding in the company be accepted and approved. However, the approval of the Board is subject to the further approval of the shareholders of the company & BSE Limited any other consents and approvals which may be required in this regard.

The Board considered the matter and passed the following resolutions:

"**RESOLVED THAT** pursuant to provisions of Regulation 31A and all other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (Including any amendments made thereto) (hereinafter referred to as "Listing Regulations") and subject to the approval of shareholders of the company , BSE Limited and such other approval as may be necessary, the request received from the following promoters shareholders for reclassification from "Promoter Category" to Public Category" be and are hereby approved by the Board.

Sr no	Shareholder	No of Equity shares	Percentage of Equity share capital
1	SUNIL YASHAWANT SURVE	0	0 %
2	BHAIRAV ENTERPRISES LIMITED	0	0 %
3	RISHABH ENTERPRISES LTD	0	0 %
4	SHRI GURUDEV EN TRADE LTD	0	0 %

"**RESOLVED FURTHER THAT** it is hereby confirmed that

i. the aforesaid person do not hold more than 10% of the paid-up Capital of the Company.
ii. the shareholding of the aforesaid Promoter / Promoter Group is NIL of the equity share capital of the Company.
iii. the aforesaid persons has not and will continue to not exercise direct or indirect control over the Company.
iv. No director of the above said person has been or would be appointed as key managerial personnel of the Company.
v. No special right were even held and would not be ever held by the above reclassified above said person /entity/Company.

"**RESOLVED FURTHER THAT** upon receipt of the requisite approvals, the company shall give effect of such reclassification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulation and in all other records of the company and make such

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applications, intimations, disclosure and or filings as may be relevant or necessary from such date as may be appropriate."

"RESOLVED FURTHER THAT the consent of the Board is be hereby accorded for seeking the approval of the promoter shareholders for the reclassifications of the status of the shareholders from the "Promoter and Promoter Group" category to the Public Category" and removal of their names from "Promoter and Promoter Group".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorised by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

For & on behalf of Board of Directors
For Mrugesh Trading Limited

Devendra Kumar Agrawal
Director
DIN: 06752332

3^{rd} March 2021

To, The Board of Directors
Mrugesh Trading Limited
252, Swantraveer Savarkar Rashtriya Smarak,
Veer Savarkarmarg,
Next to Mayer Banglow,
Shivaji Park,
Mumbai 400028

Subject: Request for reclassification under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") from the 'Promoter and Promoter Group' category to 'Public' category of Mrugesh Trading Limited ("Company").

1. The shareholders listed in **Annexure A**, collectively referred to as the "**Outgoing Promoters**", hold the relevant number of equity shares of the Company as set out in **Annexure A**. While filing disclosures with BSE Limited ("**Stock Exchange**"), the Company lists the Outgoing Promoters under the category of "Promoter and Promoter Group".

2. In 12^{th} September 2019, the Outgoing Promoters entered into share purchase agreement with Rajdarbar Capital Private Limited and further acquisition by open offer Rajdarbar Capital Private Limited became promoters of the Company in addition to the Outgoing Promoters, in compliance with applicable law.

3. Subsequently, pursuant to the communication of certain other transactions contemplated under the Transaction Documents, the Outgoing Promoters submit that as on the date of this letter, they are not associated with the business of the Company in any manner whatsoever and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions made by the Company. Further, the Outgoing Promoters are not involved in the day-to-day activities of the Company. Accordingly, the Outgoing Promoters request that they be reclassified from the 'Promoter and Promoter Group' category to the 'Public' category of shareholders of the Company.

4. It is hereby confirmed that the Outgoing Promoters are eligible for such reclassification as 'public' shareholders and satisfy the conditions set out in regulation 31A of the Listing Regulations and any other applicable law. In accordance with Regulation 31A(3)(b), of the Listing Regulations, the Outgoing Promoters confirm that they and the persons related to them (as defined by sub-clause (i), (ii)and (iii) of sub-clause (pp) of sub-regulation (1) of Regulation 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018):
   (i) together, do not hold more than 10 (ten) percent of the total voting rights of Company;
   (ii) do not exercise control over the affairs of the Company, whether directly or indirectly;
   (iii) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholders agreements.
   (iv) are not represented any capacity on the Board of Directors of the Company (including through any nominee Directors)
   (v) are not acting as key Managerial Personnel in the Company.
   (vi) are not "willful defaulters' as per the Reserve bank of India guidelines; and

(vii) are not fugitive economic offenders.

5. The outgoing Promoters also undertake to abide by the conditions listed in Regulation 31A(4) of the Listing Regulations after their reclassification as public shareholders of the Company pursuant to approval of such reclassification by the shareholders of the Company and the Stock Exchange, failing which, they shall automatically be reclassified as promoters /persons belonging to the promoter group, as applicable.

6. The Outgoing promoters request you to consider and approve their application for reclassification from the "Promoter and Promoter Group" category to "Public" category of the shareholders of the Company and place the same before the shareholders of the Company for approval. Further the Outgoing promoters request that the required applications be made to the Stock Exchange to give effect to the reclassification in accordance with Regulation 31A of the Listing Regulations.

Yours Sincerely,

Signed and delivered on behalf of
Sunil Y. Surve

Signed and delivered on behalf of
Shri Gurudev En-Trade Limited
through its authorized signatory

Shri Gurudev En-Trade Ltd. MUMBAI

Signed and delivered on behalf of
Bhairav Enterprises Limited
through its authorized signatory

Bhairav Enterprises Ltd. MUMBAI

Signed and delivered on behalf of
Rishabh Enterprises Limited
through its authorized signatory

Rishabh Enterprises Ltd. MUMBAI

Annexure A

LIST OF OUTGOING PROMOTERS

Equity holding as on 31.12.2020

Sr no	Shareholder	No of Equity shares	Percentage of Equity share capital
1	SUNIL YASHAWANT SURVE	0	0 %
2	BHAIRAV ENTERPRISES LIMITED	0	0 %
3	RISHABH ENTERPRISES LTD	0	0 %
4	SHRI GURUDEV EN TRADE LTD	0	0 %