

Date: May 30, 2022

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Respected Sir/Ma'am,

Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Inflame Appliances Ltd (Security Id.: INFLAME, Security Code: 541083)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated May 27, 2022 ("the Notice") together with the Explanatory Statement seeking approval of the members of the Company, by way of remote e-voting process for resolutions as set out in the notice.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company /Depositories, as on Friday, May 20, 2022 ("Cut-off Date").

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a .m. (IST) on Tuesday, May 31, 2022

End of e-voting: 5:00 p.m. (IST) on Wednesday, June 29, 2022

The Postal Ballot Notice is also available on the Company's website at www.inflameindia.com

Kindly take the same on your record.

For Inflame Appliances Limited

For Inflame Appliances Limited


Aditya Kaushik
Chairman & Managing Director
DIN: 06790052

Inflame Appliances Limited

(Formerly TECHNO ENGINEERING CORPORATION)

ADD.: KHASRA NO. 40/14-15-16-17/1 VILL. BAGWALI, NH -73, Distt. PANCHKULA (H.R.) 134202
Regd. Office:- Khasra No. # 855/1, Vill. Kalyanpur, Chakkan Road, Teh. Baddi, Distt. Solan (H.P.) 173205
W: inflameindia.com | **M:** 7832901824 | **CIN:** L74999HP2017PLC006778

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ('the rules'), Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, Notice is hereby given that the resolutions appended to this notice is proposed to be passed by the members as Special Resolutions through Postal Ballot only by Voting through electronic means ("remote e-voting"). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI ICDR Regulations, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and relevant circulars issued by SEBI and in view of the prevailing extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to cs@inflameindia.com, providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to cs@inflameindia.com and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of National Security Depository Limited (NSDL) to provide remote e-voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through NSDL e-Voting system.

The remote e-voting facility is available at the link: <https://www.evoting.nsdl.com> from Tuesday May 31, 2022 (09:00 A.M.) and will end on Wednesday, June 29, 2022 (05:00 P.M.) Please refer to the instructions for casting votes through remote e-voting given in this Notice and the manner in which e-voting has to be carried out. Only members entitled to vote (are entitled to vote through the remote e-voting facility provided the Company through NSDL e-Voting system. The Board of Directors of the Company has appointed M/s SCS and Co LLP, Practicing Company Secretary (Firm Unique Code: - L2020GJ008700) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; **Website:** www.inflameindia.com **Email:** cs@inflameindia.com

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e-voting. The results of voting by means of remote e-voting will be announced on or before Friday, July 01, 2022 at the Corporate Office of the Company and also by placing the same on the company's website - www.inflameindia.com and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

**By order of the Board of Directors,
Inflame Appliances Limited**

Sd/-

**Aditya Kaushik
Managing Director**

DIN: 06790052

Place: Haryana

Date: May 27, 2022

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

SPECIAL BUSINESSES

ITEM NO.01:

TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crores Five Lakhs) Equity Shares of Rs. 10/-(Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crores Five Lakhs) Equity Shares of Rs. 10/-(Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

ITEM NO. 2:

TO ISSUE EQUITY SHARE ON PREFERENTIAL BASIS:

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreements entered into by the Company with Bombay Stock Exchange of India Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rupees 10.00 each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company (‘Members’) be and is hereby accorded to the Board to create, issue, offer and allot up to 6,66,000 (Six Lakhs Sixty Six Thousand only) Equity Shares of Rupees 10.00 each fully paid up, on a preferential basis (‘Preferential Issue’), to the Proposed Allottees as stated herein below, at an issue price of Rupees Rs. 370 (Rupees Three Hundred Seventy only) per Equity Share including Security Premium of Rupees Rs. 360 (Rupees Three Hundred Sixty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations, in such manner and upon such terms and conditions as may

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1
Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; **Website:** www.inflameindia.com **Email:** cs@inflameindia.com

be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard:

Sr. No.	Name of Proposed Allottees(s)	Category of Allottee	No. of Equity Shares proposed to be allotted
1.	Nikhil Vora HUF	Public - Non-Institutional – Individual HUF	77000
2.	Ajay Dilkush Sarupria	Public - Non-Institutional – Individual	27000
3.	Madhu Devi Nanagalia	Public - Non-Institutional – Individual	4000
4.	Prasant Desai	Public - Non-Institutional – Individual	7000
5.	Faisal Zubair Hawa	Public - Non-Institutional – Individual	15000
6.	Ashish Kacholia	Public - Non-Institutional – Individual	308000
7.	Kurugod setra Mayurnath	Public - Non-Institutional – Individual	68000
8.	Capri Global Holdings Private Limited	Public - Non-Institutional - Body Corporate	68000
9.	Yash Poddar	Public - Non-Institutional – Individual	41000
10.	Sunil Bhatia	Public - Non-Institutional – Individual	41000
11.	Jyoti Jain	Public - Non-Institutional – Individual	10000
TOTAL			666000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Monday, May 30, 2022, being the date 30 days prior to the deemed date of passing of resolution through Postal Ballot.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE464Z01017 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1
Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; **Website:** www.inflameindia.com **Email:** cs@inflameindia.com

receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

- e) The equity shares so offered, issued and allotted will be listed on the Bombay Stock Exchange of India Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT Executive Directors and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of the Board of Directors,
Inflame Appliances Limited
Sd/-**

**Aditya Kaushik
Managing Director
DIN: 06790052**

**Place: Haryana
Date: May 27, 2022**

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has engaged the services of National Security Depository Limited (NSDL) for facilitating remote e-voting to the Members through NSDL e-Voting system.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, May 20, 2022 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, May 20, 2022.
4. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - o In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company, by email through their registered email address to cs@inflameindia.com, providing requisite details

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for remote e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at cs@inflameindia.com. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi, Delhi-110020, India (Tel: 011-40450193-97/26812682-83).

- o Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
5. Any query/grievance may please be addressed to Ms. Zalak shah, Company Secretary with respect to the voting by remote electronic means at: Email id: cs@inflameindia.com or to e-voting agency at evoting@nsdl.co.in.
6. The members have to vote through remote e-voting platform only.
7. The Portal for remote E-voting will remain open for the Members for exercising their votes through remote e-voting during, Tuesday May 31 2022 (09:00 A.M.) and will end on Wednesday, June 29, 2022 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, May 20, 2022 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by National Security Depository Limited (NSDL) after the last date and time.
8. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
9. The Scrutinizer's decision on the validity of the voting shall be final.
10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.inflameindia.com and e-voting website of National Security Depository Limited (NSDL) viz. www.evoting.nsdl.com and at the corporate announcement section of the website of the BSE Limited on which the equity shares of the Company are listed.
11. The Board of Directors have appointed M/s SCS and Co LLP, Practicing Company Secretary (Firm Unique Code: - L2020GJ008700) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to scrutinize the votes received through NSDL e-Voting System. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
12. The Resolutions will be taken as passed effectively on Wednesday, June 29, 2022, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolutions in accordance with Companies Act, 2013 and / or SEBI ICDR Regulations, have been received assenting to the Resolution. The result of the voting will be declared on or before Friday, July 01, 2022 at the Corporate Office of the Company. The result of the voting will also be posted on the Company's website www.inflameindia.com and communicated on the same day to stock exchange, and e-voting agency.
13. All documents referred to in this Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to cs@inflameindia.com.
14. Resolutions approved by the members through remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
15. The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company.

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1
Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Tuesday May 31 2022 (09:00 A.M.) and will end on Wednesday, June 29, 2022 (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 **cut-off date i.e. Friday, May 20, 2022** 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 **Friday, May 20, 2022**.

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 4. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi /Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 5. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 6. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 7. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method 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?

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

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**

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 scsandcollp@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

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 cs@inflameindia.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 cs@inflameindia.com. If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; **Website:** www.inflameindia.com **Email:** cs@inflameindia.com

explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in Demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

ITEM NO. 1:

TO APPROVE INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: SPECIAL RESOLUTION

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crores Five Lakhs) Equity Shares of Rs. 10/-(Rupees Ten Only), by way of creation of an additional 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, ranking *pari-passu* in all respect with existing equity shares of the company, aggregating to Rs.3,50,00,000/- (Rupees Three Crores Fifty Lakhs only).

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.inflameindia.com for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

ITEM NO. 2:

TO ISSUE EQUITY SHARE ON PREFERENTIAL BASIS: SPECIAL RESOLUTIONS

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with Bombay Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rupees 10.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on May 27, 2022, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 6,66,000 (Six Lakhs Sixty Six Thousand only) Equity Shares of the Company having face value of Rupees 10.00 each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

A. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 6,66,000 (Six Lakhs Sixty Six Thousand only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees 370.00 (Rupees Three Hundred Seventy only) per Equity Share including Security Premium of Rupees 360.00 (Rupees Three Hundred Sixty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved aforementioned Preferential Issue in their meeting held on May 27, 2022.

B. Number of Shares, Kinds of securities offered and the price at which security is being offered.

To create, issue, offer and allot up to 6,66,000 (Six Lakhs Sixty Six Thousand only) Equity Shares of Rupees 10.00 each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rupees 370.00 per Equity Share including Security Premium of Rupees 360.00 (Rupees Three Hundred Sixty only) per Equity Share including Security Premium of Rupees 360.00 (Rupees Three Hundred Sixty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:

The Equity Shares of Company are listed on SME Platform of Bombay Stock Exchange of India Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. Monday, May 30, 2022 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations):

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- i. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

- ii. The 10 trading days' volume weighted average prices of the related equity shares quoted on are recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI 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.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable:

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:
OR
- ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated May 27, 2022 from Mr. Abhishek Chhajer, an Independent Registered Valuer having its office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmadabad, Gujarat - 380001 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://inflameindia.com/notices-announcements/> under Investor Relations tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rupees 368.24 (Three Hundred Sixty Eight and twenty four paise).

However, the issue price for this Preferential Issue is kept at Rupees 370 per Equity Share including Security Premium of Rupees 360 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

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

The allotment is proposed to be made for cash only.

E. The price or price band at/within which the allotment is proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rupees 370.00 (Rupees Three Hundred Seventy only) per Equity Share including Security Premium of Rupees 360.00 (Rupees Three Hundred Sixty only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

F. Amount which the company intends to raise by way of such Equity Shares:

Rs.24,64,20,000 (Rupees Twenty Four Crores Sixty Four Lakhs Twenty Thousand Only).

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

G. The Objects of the issue through preferential offer:

The proceeds of the preferential offer are proposed to be used for Capital Expenditure, to augment our capital base, to meet increased working capital requirements, and the General Corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

H. The total number of securities to be issued:

The total number of Equity Shares proposed to be issued is 6,66,000 (Six Lakhs Sixty Six Thousand only) Equity Shares of Rupees 10.00 each.

I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.

None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

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

The allotment is proposed to be made to the (a) Public - Non-Institutional – Individuals and (b) Public - Non-Institutional - Body Corporates.

K. Shareholding Pattern of the Company before and after the Preferential Issue:

The Equity shares are proposed to be allotted to the Non-promoters. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	3200000	47.9	3200000	43.56
Bodies Corporate	-	-	-	
Sub Total (A)(1)	3200000	47.9	3200000	43.56
2. Foreign	-	-	-	
Sub Total (A)(2)	3200000	47.9	3200000	43.56
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3200000	47.9	3200000	43.56
Non-promoters' holding (Public shareholding)				
1. Institutions	-	-	-	-
Sub-Total (B) (1)	-	-	-	-
2. Central Government/State Government(s)/President of India	-	-	-	-

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1
Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; **Website:** www.inflameindia.com **Email:** cs@inflameindia.com

Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
Sub-Total (B) (2)	-	-	-	-
3. Non-institutions	-	-	-	-
a) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	1245496	18.64	1245496	16.95
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1288000	19.28	1809000	24.63
b) NBFCs registered with RBI				
c) Non-Resident Indian				
d) Hindu Undivided Families				
e) Any Other (Specify)	946504	14.17	1091504	14.86
i. Bodies Corporate	934000	13.98	1002000	13.64
ii. Clearing Members	12504	0.19	12504	0.17
iii HUF			77000	1.05
Sub-Total (B) (3)	3480000*	52.09	4146000	56.44
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	3480000*	52.09	4146000	56.44
Shares held by Custodians and against which Depository Receipts have been issued	-	-		
Sub Total (C)	-	-		
GRAND TOTAL (A)+(B)+(C)	6680000	100.00	7346000	100.00

Note:

- 1) The Pre Issue Shareholding Pattern is based on Benpos as on Friday, May 20, 2022.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

- 3) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 4) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

*The Post Preferential Issue shareholding is calculated assuming full exercise of remaining 30,000 Warrants and consequent allotment of the Equity Shares of the Company.

L. The time within which the preferential issue shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Name of Proposed Allottees	Category	Ultimate Beneficial Owner	Post Issue Shareholding*	
			No. of Equity Shares	% of Post Issue Capital
Nikhil Vora HUF	Public - Non-Institutional – Individual HUF	Nikhil Vora (Karta)	77000	1.048%
Ajay Dilkush Sarupria	Public - Non-Institutional – Individual	Self	27000	0.368%
Madhu Devi Nanagalia	Public - Non-Institutional – Individual	Self	4000	0.054%
Prasant Desai	Public - Non-Institutional – Individual	Self	7000	0.095%
Faisal Zubair Hawa	Public - Non-Institutional – Individual	Self	15000	0.204%
Ashish Kacholia	Public - Non-Institutional – Individual	Self	308000	4.193%
Kurugod setra Mayurnath	Public - Non-Institutional – Individual	Self	68,000	0.926%
Capri Global Holdings Private Limited	Public - Non-Institutional – Body Corporate	1.JJR Family Trust (Rajesh Sharma, Seema Sharma, Ramesh Chandra Sharma as a trustee) 2.Rajesh Sharma as a nominee of JJR Family Trust	68000	0.926%
Yash Poddar	Public - Non-Institutional – Individual	Self	41000	0.558%

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; Website: www.inflameindia.com Email: cs@inflameindia.com

Sunil Bhatia	Public - Non-Institutional – Individual	Self	41000	0.558%
Jyoti Jain	Public - Non-Institutional – Individual	Self	10000	0.136%

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2021-22.

N. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:
Non-Promoter

O. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Monday, May 30 2022 being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulations.

P. Principle terms of assets charged as securities

Not Applicable

Q. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not Applicable

R. Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

S. Undertaking regarding re-computation of price:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

T. Certificate of Practicing Company Secretary:

The Company has obtain the Certificate from M/s. SCS and Co LLP, Practicing Company Secretary (Firm Unique Code: - L2020GJ008700) of the Company, certifying that certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company and is accessible at link. <https://inflameindia.com/notices-announcements/>

U. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

V. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the current financial year 2022-23.

W. Listing:

INFLAME APPLIANCES LIMITED

CIN: L74999HP2017PLC006778

Registered Office: Khewat Khatoni No. 45/45, Khasra No. 942/855/1

Village Kalyanpur Tehsil-Baddi Baddi Solan-173205

Corporate office: Village Bagwali, Khasra No. 40/14-15-16-17/1, Block - Raipur Rani, NH-73, Panchkula-134202

Telephone: +91 7832901824; **Website:** www.inflameindia.com **Email:** cs@inflameindia.com

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

X. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:

The Company, its Promoters and its Directors have not been declared as willful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

Inflame Appliances Limited

Sd/-

Aditya Kaushik

Managing Director

DIN: 06790052

Place: Haryana

Date: May 27, 2022