



COMMITTED CARGO CARE
LIMITED

Date: 24th December 2024

To,
National Stock Exchange of India Limited
Listing & Compliance Department
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra
Mumbai - 400 051 India

Company Symbol: **COMMITTED**
Company ISIN: INE597Z01014

Subject: Outcome of Board Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 for the Board Meeting of Committed Cargo Care Limited ("the Company")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") we would like to inform you that the Board of Directors of the Company at its meeting held today, i.e., on Tuesday, 24th December 2024 *inter-alia* has considered and approved the following:

1. **ALTERATION IN MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF THE COMPANY**

Alteration in Share Capital Clause V of Memorandum of Association ("MOA") of the Company, for the purpose of increase in the Authorized Share Capital of the Company and consequently approve the alteration in Memorandum of Association ("MOA") of the Company giving effect to the same, subject to approval by the shareholders of the Company in their meeting. The proposed increase of authorized share capital is from Rs.11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore and Ten lakhs Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores Only) equity shares of Rs. 10/- (Rupees Ten only).

Further, alteration in Articles of Association, by inserting clause "Further Issue of Capital" in order to align it with the fund raising/ further issue proposals of the company in accordance with relevant provisions/ rules of Companies Act, 2013 subject to the approval of shareholders of the Company.

*Further, the brief details of alteration in Memorandum of Association and Articles of Association as required under Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed in **Annexure-I**.*

2. **RAISING OF FUNDS UP TO RS. 4455 LAKHS BY WAY OF ISSUANCE OF FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS:**

To accelerate the business growth and to augment the long-term financial resources of the Company through raising of funds by way of creating, issuing and allotting up to 55,00,000 (Fifty-Five Lakhs Only) Fully Convertible Warrants Convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the persons belonging to "Promoter/Promoter Group" and "Non-Promoter, Public Category", as detailed in **Annexure-II**, on preferential basis, at an issue price which is higher than the floor price determined in accordance with the provision of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 4455 Lakhs in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ('Act') read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of SEBI ICDR Regulations, in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws subject to approval of shareholders and other regulatory authorities, as may be applicable.

Further, the Board considered and fixed the Relevant Date, in terms of provisions of the SEBI ICDR Regulations for determining the floor price for the preferential issue i.e., Wednesday, 18th December 2024.

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CIN: L63090DL1998PLC096746



Disclosure with respect to the Preferential Issue under Regulation 30 of SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 is enclosed as **Annexure III** to this letter.

3. CONSTITUTION OF FUND-RAISING COMMITTEE

The constitution of a 'Fund Raising Committee' for taking necessary decision, resolve the difficulties/obstacles which may arise with respect to company's proposed fund raising, and to engage professional intermediaries, experts, technical consultants, advisors, as and when required.

4. SHAREHOLDER'S APPROVAL IN EXTRA-ORDINARY GENERAL MEETING

To seek members' approval via Extra-Ordinary General Meeting ("EGM") to be held on Friday, 17th January 2025 at 12:30 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") for the above-said today's board decision and approved the draft notice of EGM and authorized Director(s)/ KMP(s) to issue the same to the concerned and appointment of Mr. Deepak Kumar, Partners, M/s. Akhil Rohtagi & Associates, Practicing Company Secretaries, as Scrutinizer for e-voting and matters related thereto.

Notice of the EGM will be sent only through electronic mode to those Members whose e-mail address is registered with Depository Participants / Company / Registrar & Transfer Agent – Bigshare Services Private Limited in due course.

The same will also be available on the Company's website <https://www.committedgroup.com/> website of National Stock Exchange of India Limited at www.nseindia.com and e-voting agency's website at www.evoting.nsdl.com.

Considered and fixed cut-off date for E-Voting and dispatch of notice of Extra Ordinary General Meeting and E-voting period as:

Cut-off date for dispatch of notice	20 th December, 2024
Cut-off date for E-voting	10 th December, 2024
CDSL E-voting period	From 9:00 a.m. (IST) on Tuesday, January 14 th 2025 up to 5:00 p.m. (IST) on Thursday, January 16 th 2025

The meeting of Board of Directors commenced at 06:19 P.M. and concluded at 07:05 P.M. The above information is also available on the website of company at www.committedgroup.com.

**Further please be informed that trading window closed from April 01, 2024 shall reopen 48 hours after the submission of the outcome of the foregoing Board Meeting i.e. from December 26th 2024.*

You are requested to take note of the above and arrange to bring the above to the notice of all concerned.

Thanking You,

Yours Faithfully,
For **Committed Cargo Care Limited**

Charumita Bhutani
Company Secretary

Annexure-I

The details as per requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023, are given below:

Brief Details with respect to alteration in Memorandum of Association (“MOA”) and Articles of Association (“AOA”) of the Company

S. No.	Particulars	Details
1.	Alteration of Main object of Memorandum of Association (“MOA”) of the Company	<p>The authorized share capital of the company be increased from Rs.11,00,00,000/- (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore and Ten lakhs Only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores Only) equity shares of Rs. 10/- (Rupees Ten only).</p> <p>Thus, amending Cause V of the Memorandum of Association of the Company for the words and figures “The Authorized Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores Only) equity shares of Rs. 10/- (Rupees Ten only).</p>
2.	Alteration of Articles of Association (“AOA”) of the Company	<p>The following new clauses shall be added in Articles of Association of the company:</p> <ul style="list-style-type: none"> • “138. Further issue of capital <p>(i) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <ol style="list-style-type: none"> a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act. b. to employees under a scheme of employees stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62. c. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to compliance with section 42 and 62 of the Act and rules framed thereunder. <p>ii The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>iii. Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.</p> <ul style="list-style-type: none"> • The Company may from time to time issue sweat equity shares in compliance with Section 54 of the Act and other applicable laws.”

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Annexure-II

THE NAMES OF THE PROPOSED ALLOTTEES OF WARRANTS, TO BE ALLOTTED ON PREFERENTIAL BASIS:

S. No.	Name of Proposed Allottees	Category	Warrants Quantity*
A.	Promoters/Promoter Group :		
1.	Nitin Bharal HUF	HUF	1,45,000
2.	Dakshteleco India Services Private Limited	Body Corporate	1,45,000
3.	Nitin Bharal	Individual	1,45,000
4.	Dakshesh Bharal	Individual	1,45,000
5.	Urshita Bharal	Individual	1,45,000
6.	Narendra Singh Bisht	Individual	3,62,500
7.	Neeru Bisht	Individual	3,62,500
8.	Rajeev Sharma	Individual	2,41,667
9.	Manju Sharma	Individual	2,41,667
10.	Devi Prasad	Individual	2,41,666
11.	Yash Pal Arora	Individual	3,62,500
12.	Sapna Arora	Individual	3,62,500
	Total (A)		29,00,000
B.	Non-Promoter/Public-Others		
1.	Century India Opportunity Fund PC	FPI/FII	10,00,000
2.	Nidhi Jain	Individual	5,00,000
3.	Neeraj Jain	Individual	5,00,000
4.	Karuna Bajaj	Individual	75,000
5.	Satpal Kumar Arora	Individual	75,000
6.	Shalini Mehrotra	Individual	50,000
7.	Shweta Malhotra	Individual	50,000
8.	Ajaiya Mehrotra	Individual	50,000
9.	Nidhi Gupta	Individual	2,00,000
10.	Bikramjeet Singh	Individual	10,000
11.	Amatya Business Consulting Private Limited	Body Corporate	60,000
12.	Hari Om Bhatia HUF	HUF	30,000
	Total (B)		26,00,000
	GRAND TOTAL(A+B)		55,00,000

*maximum quantity of warrants proposed to be allotted to respective allottee in the proposed Preferential Issue.

Annexure-III

The details as per requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July 2023, are given below:

S. No.	Particulars	Disclosures																								
1.	Type of securities proposed to be issued	Fully Convertible Warrants																								
2.	Type of issuance	Preferential Allotment																								
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to 55,00,000 (Fifty-Five Lakhs Only) Fully convertible warrants convertible into equivalent number of fully paid-up equity shares of the Company having face value of Rs. 10/- each, to the persons belonging to "Promoter/Promoter Group" and "Non-Promoter, Public Category" for aggregate amount of up to Rs. 4455 Lakhs																								
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																										
4.	Name and number of the Investor(s)	As per the list attached as Annexure-I																								
5.	Issue price	Rs. 81/- (Rupees Eighty-One Only) per warrant																								
6.	post allotment of securities - outcome of the subscription	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre-preferential issue</th> <th colspan="2">Post-preferential Issue*</th> </tr> <tr> <th>No of Shares</th> <th>%</th> <th>No of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters & Promoter Group (A)</td> <td>74,18,400</td> <td>68.63</td> <td>1,03,18,400</td> <td>63.27</td> </tr> <tr> <td>Public (B)</td> <td>33,91,200</td> <td>31.37</td> <td>59,91,200</td> <td>36.73</td> </tr> <tr> <td>Total (A) + (B)</td> <td>1,08,09,600</td> <td>100.00</td> <td>1,63,09,600</td> <td>100.00</td> </tr> </tbody> </table> <p>*the post allotment of full conversion of warrants, by respective allottees, on fully diluted basis.</p>	Category	Pre-preferential issue		Post-preferential Issue*		No of Shares	%	No of Shares	%	Promoters & Promoter Group (A)	74,18,400	68.63	1,03,18,400	63.27	Public (B)	33,91,200	31.37	59,91,200	36.73	Total (A) + (B)	1,08,09,600	100.00	1,63,09,600	100.00
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7.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	<p>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from allotment of warrants until the expiry of 18(eighteen) months from the date of allotment of the warrants.</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from date of allotment of Such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.</p>																								
8.	Nature of Consideration	Cash																								
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	NA																								

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