NOTICE OF 41ST ANNUAL GENERAL MEETING OF THE COMPANY

Notice be and is hereby given that the **41st (Forty First)** Annual General Meeting **("AGM")** of the Members of **Sharp Commercial Enterprises Limited ('the Company')** will be held on **Saturday, the 27th day of September, 2025** at **12:00 P.M. at the registered office of the company situated at A-1/53, Sector 7, Rohini, Naharpur, Delhi,110085** to transact the following business(es):

ORDINARY BUSINESS

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS AND REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company including the Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss, the Cash Flow Statement for the year ended as on that date and the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2- APPOINTMENT OF MR. MITHLESH GUPTA (DIN: 10665124) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mithlesh Gupta (DIN: 10665124), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

ITEM NO. 3- ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 **(the "Act")**, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to approve and adopt new set of Memorandum of Association **("MOA")** of the Company in place of the existing MOA.

RESOLVED FURTHER THAT the existing 'Clause III(B)' i.e. "Objects Incidental or Ancillary to the attainment of Main Objects" containing sub-clause no. 1 to 27 and 'Clause III(C)' containing sub-clause 1 to 73 i.e., "Other Objects" be and are hereby stands replaced by New 'Clause III(B)' i.e. "Matters which are necessary for furtherance of the Objects specified in 'Clause III(A)' containing the sub-clause no. 1 to 33.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 4- ALTERATION IN THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013, and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter the Main Object Clause i.e. Clause-III(A) of Memorandum of Association ("MoA") of the Company by the way of adding the words and phrases "*groceries, fruits, dry Fruits, and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities."* in Sub Clause-1 after the word "cast iron items"

RESOLVED FURTHER THAT subsequent to the alteration, the sub clause -1 shall be read as under:

1. To carry on the business of dealers, general order suppliers, contractors, Importers, Exporters, merchants, stockiest, buyers, sellers, growers, agents, brokers, commission, agents, and dealers in cotton, jute, tea, coffee, tobacco, rubber, oil, grains, pulses, seeds, vegetable product, processed foods, cotton goods, jute goods tobacco products, textiles, garments, yarn, synthetic goods, fibrous materials, mill stores, dyes, coal, chemicals, fertilizers, building materials, office appliances, domestic appliances, furnitures, decorative items, gift items, steel utensils, plastic goods and rubber items, pulp, paper, engineering goods, electrical items, electronic items, steel and cast iron items, groceries, fruits, dry fruits, and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory

management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 5- <u>ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY PURSUANT TO THE COMPANIES ACT, 2013</u>

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

"**RESOLVED THAT** pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 **(the "Act")**, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations")** (including any statutory modification(s) or reenactment thereof, for the time being in force) and subject to such other necessary statutory approvals and modifications if any, the new set of Articles of Association **("AOA")**, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of new set of Articles of Association.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 6- <u>APPOINTMENT OF MS. MANDAVI (DIN: 09289243) AS INDEPENDENT DIRECTOR OF THE COMPANY</u>

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 **("the Act")** (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Mandavi (DIN: 09289243) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 26th July, 2025, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f 26th July, 2025 to 25th July, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Mandavi (DIN: 09289243) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 7- CHANGE IN DESIGNATION OF MR. MITHLESH GUPTA (DIN: 10665124) FROM NON-EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR (EXECUTIVE) OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 196 and Section 203 read with Schedule V and Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in terms of the Articles of Association of the Company, and on the basis of recommendation received from the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded to change the designation of Mr. Mithlesh Gupta (DIN: 10665124) from Non-Executive Director to Whole-Time Director of the Company for a period of 3 (Three) years with effect from 26th July, 2025 to 25th July, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 8- TO CONSIDER AND APPROVE BORROWING LIMITS OF THE COMPANY

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard (if any) and subject to the provisions of Section 180(1)(c) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to fix the borrowing limits of the Company, from any Bank and/or other Financial Institution and/ or Indian/Foreign Lender and/or body corporate / entity/ entities/ Directors of the Company and/or authority/ authorities, as may be deemed appropriate by Board to an aggregate amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crores Only).

RESOLVED FURTHER THAT in supersession of all earlier resolutions passed in this regard (if any) and subject to Section 180(1)(a) and other applicable provisions if any of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for the Board of Directors to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any moveable or immovable properties of the Company and the whole of the undertaking of the Company to or in favor of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for due payment of the principal and/or together with interest, charges, cost expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtness secured by assets of the Company does not exceed a sum of Rs. 5,00,00,000/- (Rupees Five Crores Only).

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 9- TO ISSUE SECURED/UNSECURED, LISTED/UNLISTED REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, including amendment(s), modification(s), variation(s) or re-enactment(s) thereto and other applicable guidelines as well as provisions of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to issue Secured / Unsecured and/or Listed/ Unlisted Redeemable Non-Convertible Debentures ("NCD") (in any combination thereof) for an aggregate value of up to Rs. 2,00,00,000/- (Rupees Two Crores Only) on private placement basis in such form, manner, in one or more tranches, within such period, and upon such terms and conditions as may be decided by the Board of Directors of the Company or Committee thereof (hereinafter referred to as "the Board"), in its absolute discretion as may deem fit and proper.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, the Board and/or Committee thereof, be and is hereby authorized to take such actions and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary or desirable in this regard, including but not limited to:

- finalize the detailed terms and conditions of the Debenture/ Bonds Issue, size of issue, tenor of issue, interest payment frequency, redemption dates, coupon rate, interest reset procedure, front end discount, redemption premium, arrangers fee, security with regard to secured Debentures;
- create security for the secured Debentures on movable and/or immovable assets forming common pool of assets of the Company on a pari-passu basis;
- print and issue Letter(s) of Allotment, etc.;
- delegate all or any of the above powers to the Managing Director or any other official of the Company to do any incidental acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For Sharp Commercial Enterprises Limited
-Sd/-
Mithlesh Gupta
Whole Time Director
DIN: 10665124

Date: 3rd September, 2025
Place: Delhi
Regd Off: Sharp Commercial Enterprises Limited
A-1/53, Sector-7, Rohini, Naharpur, Delhi-110085
CIN: L73100DL1984PLC019616
Email id: sceplco@gmail.com

NOTES:

1. **NO GIFTS OF ANY KIND SHALL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING**

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY SHALL NOT BE ENTITLED TO SPEAK AT THE MEETING AND NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED AND DEPOSITED AT THE**

REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. A member holding more than ten percentage of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

3. Statement under Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts concerning item Nos. 3 to 9 of the notice is annexed hereto.

4. If a Person is appointed as Proxy for more than 50 Members, he/she shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution at the company's email id sceplco@gmail.com authorizing their representative to attend and vote on their behalf at the Meeting.

6. Notice of AGM along with the Annual Report shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 29th August, 2025.**

7. Relevant Documents referred to in the accompanying Notice and all other statutory documents will be made available for inspection in the physical mode from 10:00 A.M. to 12:00 Noon during the working days, except Saturday and Sunday.

8. Mr. Devender Singh (M. No: 76094 and CoP: 28056), Proprietor of M/s Devender Singh & Associates, a peer reviewed Practicing Company Secretary Firm, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, 24th September, 2025** till **Saturday, 27th September, 2025** (both days inclusive).

10. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date i.e., **Saturday, 20th September, 2025**. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in Annexure-1 to the notice

11. The Results of voting will be declared within 2 (two) working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited [MSEI], where the equity shares of the Company are listed.

12. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, as duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

13. Attendance slip, proxy form, Polling Paper and the route map having the prominent landmark of the venue of the AGM as required under Secretarial Standards on the General Meeting is annexed herewith to the Notice.

14. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents, Adroit Corporate Services Private Limited ('the RTA") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.

15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Adroit Corporate Services Private Limited (RTA of the Company).

16. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

17. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

18. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

19. Members seeking any information with regard to the accounts, are requested to write to the Company at its email id: sceplco@gmail.com on or before **Saturday, 20th September, 2025**, so as to enable the Management to keep the information ready at the AGM.

20. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the

Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

21. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

22. In conformity with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable regulatory requirements, the Notice of AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2025 are being sent through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, a letter specifying the weblink including the exact path where the Notice of AGM and Annual Report is available has been sent to those members whose email address has not been registered with Company or with the Depositories.

23. Members are requested to: -

a) bring the Attendance Slip at the venue duly filled-in and signed for attending the meeting, as entry to the AGM Place will be strictly on the basis of the Entry Slip available at the counters at the meeting venue in exchange of the attendance Slip;

b) quote their Folio / Client ID & DP ID Nos. in all correspondence with the Company / R&TA;

c) As mandated by the Securities and Exchange Board of India **("SEBI")**, securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

24. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and Secretarial Standards-2 on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. The e-voting services provided by NDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

25. The facility for voting through polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

26. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

27. The Notice of the 41st (Forty First) Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with Attendance Slip and Proxy Form can be downloaded from the link provided.

28. **The e-voting period commences on Wednesday, 24th September, 2025 (9:00 A.M.) and ends on Friday, 26th September, 2025 (5:00 P.M.).** During this period shareholders of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

29. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date** i.e., **Saturday, 20th September, 2025**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., **Saturday, 20th September, 2025**.

30. The members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

31. The instructions for Remote E-Voting are enclosed herewith and marked as **Annexure-1.**

32. **General Guidelines for shareholders:** 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 csdevpatel@gmail.com to with a copy marked to sceplco@gmail.com.

33. The Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

<u>EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013</u>

<u>ITEM NO.3</u>

The existing Memorandum of Association ("MOA") of the Company is based on the erstwhile Companies Act, 1956. The Adoption of new set of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the "new Act").

The other/ancillary object clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. The Board at its meeting held on 3rd September, 2025 has approved the adoption of new set of Memorandum of Association of the Company.

A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company up to the date of the Annual General Meeting ("AGM").

Your Board recommends the Special resolution as set out in Item No. 3 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

<u>ITEM NO. 4</u>

The Board of Directors considered and approved to add certain new business activities and consequently the Company is altering its main objects, thereby, the Board has proposed to alter Clause III(A) of the Memorandum of Association by way of adding the words and phrases "*groceries, fruits, dry Fruits, and lifestyle products through retail outlets, stores, showrooms, and kiosks or through e-commerce platforms, marketplaces or the company's own digital storefront or mobile applications. Also to undertake marketing, advertising, branding, and promotional activities for the products and provide the services for warehousing, inventory management, logistics, packaging, and delivery services. And to provide consultancy for any of the above activities."* in Sub Clause-1 after the word "cast iron items"

Draft amended copy of the Memorandum of Association of the company is available at the registered office of the Company for inspection during business hours till the date of the meeting.

Your Board recommends the Special resolution as set out in Item No. 4 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

<u>ITEM NO.5</u>

The existing Articles of Association ("AOA") of the Company are based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA. It is therefore considered desirable to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

The Board at its meeting held on 3rd September, 2025 has approved the adoption of new set of Articles of Association of the Company

Your Board recommends the Special resolution as set out in Item No. 5 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

ITEM NO. 6

Post reviewing of confirmation of Independence received from Ms. Mandavi (DIN: 09289243), under Section 149(6) of the Companies Act, 2013 **("the Act")** and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 26th July, 2025 has considered and approved the appointment of Ms. Mandavi as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 26th July, 2025 till the date of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Ms. Mandavi is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs **("IICA")** and she has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 26th July, 2025.

The Company has received declaration from Ms. Mandavi that she did not have or had any prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Ms. Mandavi fulfils the conditions specified under Section 149(6) and Schedule IV of the Act and also that she is Independent of the management. Ms. Mandavi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Ms. Mandavi is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A.**

The Board in its meeting held on 26th July, 2025 has recommended to the shareholders the appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 26th July, 2025 till 25th July, 2030 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 6 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Mandavi and her relatives, are in any way concerned or interested in the resolution.

ITEM NO. 7

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26th July, 2025 has considered and approved the Change in Designation of Mr. Mithlesh Gupta (DIN: 10665124) From Non-executive Director to Whole Time Director (Executive Director) of the Company.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure- A**

The Board in its meeting held on 26th July, 2025 has recommended to the shareholders the appointment as the Whole Time Director of the company for a period of 3 (Three) years commencing from 26th July, 2025 till 25th July, 2028 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 7 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Mithlesh Gupta and his relatives, are in any way concerned or interested in the resolution.

ITEM NO. 8

Keeping in view the Company' existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may from time to time raise funds from various Banks and/ or Financial Institutions and/ or any other lending institution and/ or Bodies Corporate and/ or Directors of the Company or such other persons/ individuals, as may be considered fit, which together with the moneys already borrowed by the Company (business). Hence it is proposed to fix the maximum borrowing limits upto Rs. 5,00,00,000/- (Rupees Five Crores).

Pursuant to Section 180(1) (c) of the Companies Act 2013, the Board of Directors cannot borrow more than the aggregate amount of paid up capital of the Company and its free reserves at any time except with the consent of the members of the Company in the general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Further Section 180(1) (a) of the Companies Act 2013, provides for power to sell or otherwise dispose of the whole or substantially whole of the undertaking of the Company subject to approval of members of the Company in the general meeting, upto a limit of Rs. 500,00,000/ (Rupees Five Crores).

Your Board recommends the Special resolution as set out in Item No. 8 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

ITEM NO. 9

In terms of Section 42, 71 and other applicable provisions of the Companies Act, 2013 as well as the relevant Rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, private placement of debt securities is permitted subject to prescribed disclosures and approval of Members by a Special Resolution.

The Company is mobilizing funds for its ongoing operations, by issue of Secured Listed Non-Convertible Debentures and/or Secured Unlisted Non-Convertible Debentures and/or Unsecured Listed Non-Convertible Debentures and/or Unsecured Unlisted Non-Convertible Debentures on a private placement basis. Pursuant to this, approval of the Members is requested for a Special Resolution for making offer(s) or invitation(s) for the issue of the above mentioned Non-Convertible Debentures ("NCD") upto an amount of INR 2,00,00,000/- (Indian Rupees Two Crores Only) in single or multiple tranches on a private placement basis during FY 2025-26.

Also, it is requested to authorize the Board of Directors of the Company (including any Committee of the Board) to issue NCDs or debt instruments from time to time. The Board of Directors of the Company recommend the resolution for approval of the Members

Your Board recommends the Special resolution as set out in Item No. 9 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested in the resolution.

ANNEXURE A TO THE EXPLANATORY STATEMENT

DISCLOSURE PURSUANT TO THE REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ('ICSI')), INFORMATION IN RESPECT OF THE RE-APPOINTMENT OF DIRECTOR IS PROVIDED HEREIN BELOW

Name of the Director	Ms. Mandavi	Mr. Mithlesh Gupta
DIN	09289243	10665124
Date of Birth/Age	25/09/1973	04/04/1978
Qualification(s)	Fellow Member at Institute of Company Secretaries of India, MBA, LLB, B.COM(H)	Graduate
Nature of Expertise in specific functional areas	She holds total working experience of 24 years in corporates and consultancy firms on Indian and International Laws	He is having sound knowledge of accounts and finance and is working in the field of accounts and finance for approx. 15 years.
Brief Resume	Ms. Mandavi is a Fellow member of the Institute of Company Secretaries of India ("ICSI") having degree in Bachelors in Law from University of Delhi, Masters of Business Administration in Finance & Strategy from Indian Institute of Foreign Trade, New Delhi and B Com (H) from University of Delhi. She holds total working experience of 24 years in corporates and consultancy firms on Indian & International laws.	He is having sound knowledge of accounts and finance and is working in the field of accounts and finance for approx. 15 years.
Terms & Conditions of appointment/ ~~reappointment~~	Ms. Mandavi has been appointed as Independent director on 26th July, 2025 for a period of 5 (Five) consecutive years commencing from 26th July, 2025 till 25thx July, 2030 (both days inclusive)	Mr. Mithlesh Gupta has been appointed as Whole Time Director (Executive) of the company for a period of 3 years effective from, 26th July 2025 up to 25th July 2028 (both days inclusive)
Remuneration last drawn	N.A.	N.A.

(sitting fees and commission)		
Remuneration proposed to be paid	NA.	N.A.
Date of First Appointment	26th July, 2025	15th July, 2024
Shareholding: **In the Company** **In the listed entity, including shareholding as a beneficial owner**	NA	N.A.
Relationship with other Directors (or inter-se), Manager and other Key Managerial Personnel of the Company	N.A.	N.A.
Number of Board meetings held and attended during the FY 24-25	NA.	9/9
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Directorship: 1 Membership: 0 Chairmanship:0	Directorship: 1 Membership: 2 Chairmanship: 1
names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Ms. Mandavi is an Independent Director of Max Heights Infrastucture Limited	Mr. Mithlesh Gupta is an Independent Director of Wisec Global Limited. He is also the Chairperson of the Audit Committee and a member in the Nomination and Remuneration Committee and Stakeholders Relationship committee of Wisec Global Limited
listed entities from which the person has resigned in the past three years	N.A.	N. A.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board opines that Ms. Mandavi fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with and also that she is Independent of the management.MS. Mandavi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of SEBI	N. A.

	Listing Regulations and she has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Ms. Mandavi is a person of integrity and possesses professional qualification.	

ANNEXURE-1

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 24th September , 2025 at 9:00 A.M. and ends on 26th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 20th September, 2025 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 20th September, 2025.

How do I vote electronically using NSDL e-Voting system?

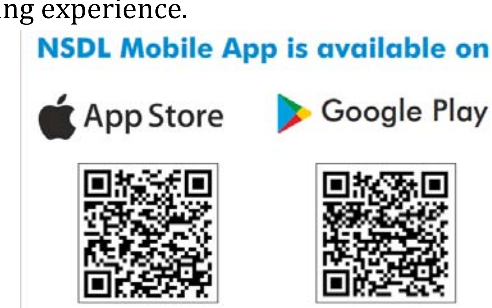
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

	under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are 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 hold 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system

	of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

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 user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
   a) Click on “**Forgot User Details/Password**?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 is in active status.

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 csdevpatel@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (sceplco@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (sceplco@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In 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.

ATTENDENCE SLIP
SHARP COMMERCIAL ENTERPRISES LIMITED
Regd. Off: A-1/53, Sector-7, Rohini, Naharpur, North West Delhi, Delhi-110085
CIN- L73100DL1984PLC019616
E-mail: sceplco@gmail.com,

41st (Forty First) ANNUAL GENERAL MEETING OF SHARP COMMERCIAL ENTERPRISES LIMITED
Saturday, 27th September, 2025 at 12:00 P.M.

Please complete this Attendance Slip and hand-over at the Entrance of Hall. Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder:

Ledger Folio No/DP-ID and Client ID

Address:

No. of Shares held:

Name of the Proxy (If Any):

I/We hereby record my/ our presence at the 41st (Forty First) Annual General Meeting of the Company held on Saturday, 27th September, 2025.

Date:
Place:

Member's / Proxy's Signature

FORM NO. MGT- 12

BALLOT PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Sharp Commercial Enterprises Limited
Registered Office: A-1/53, Sector-7, Rohini, Naharpur, North West Delhi, India-110085
CIN: L73100DL1984PLC019616

BALLOT PAPER

S No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of the Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon			
2.	Appointment of Mr. Mithlesh Gupta (DIN: 10665124) as director liable to retire by rotation			
3.	Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013			
4.	Alteration in the main objects clause of the Memorandum of Association of the Company			
5.	Adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013			
6.	Appointment of Ms. Mandavi (DIN: 09289243) as Independent Director of the Company			
7.	Change in designation of Mr. Mithlesh Gupta from Non-Executive Director to Whole Time Director (Executive) of the Company			
8.	To consider and approve borrowing limits of the Company			
9.	To issue secured/unsecured, listed/unlisted redeemable, non-convertible debentures on private placement basis			

Place:
Date: **(Signature of the shareholder*)**

(*as per Company records)

Form No. MGT – 11
Proxy Form
[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L73100DL1984PLC019616
Name of the Company: SHARP COMMERCIAL ENTERPRISES LIMITED
Registered office: A-1/53, Sector-7, Rohini, Naharpur, North West Delhi, Delhi-110085

Name of the member(s): Registered address: Email ID: Folio No./ DP ID and Client ID:

I/We, being the member(s) of ……….. shares of the above named Company, hereby appoint

1. Name: ………………………
   Address:
   Email Id:
   Signature: ……………….. , or failing him

2. Name: ………………………
   Address:
   Email Id:
   Signature: ……………….. , or failing him

3. Name: ………………………
   Address:
   Email Id:
   Signature: ……………….. ,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty First Annual General Meeting of the Company to be held on Saturday, 27th September, 2025 at 12:00 P.M. at A-1/53, Sector-7, Rohini, Naharpur, Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	Adoption of Financial Statements and Reports of the Board of Directors and Auditors thereon
2.	Appointment of Mr. Mithlesh Gupta (DIN: 10665124) as director liable to retire by rotation
3.	Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013
4.	Alteration in the main objects clause of the Memorandum of Association of the Company
5.	Adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013
6.	Appointment of Ms. Mandavi (DIN: 09289243) as Independent Director of the Company
7.	Change in designation of Mr. Mithlesh Gupta from Non-Executive Director to Whole Time Director (Executive) of the Company
8.	To consider and approve borrowing limits of the Company
9.	To issue secured/unsecured, listed/unlisted redeemable, non-convertible debentures on private placement basis

Signed this …….. day of ……..2025

Signature of Shareholder: ____________________

Affix Re 1 Revenue Stamp

Signature of Proxy holder(s): ______________________

Note: This proxy form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ANNEXURE-1A

SHARP COMMERCIAL ENTERPRISES LIMITED

Route Map to Venue of AGM to be held on 27th September, 2025