NOTICE OF 1ST EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Notice be and is hereby given that the **1ST (FIRST)** Extraordinary General Meeting **("EGM")** of the Members of **Sharp Commercial Enterprises Limited ('the Company')** will be held on **Thursday, the 17th day of September, 2026** at **11:00 A.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):

SPECIAL BUSINESS

ITEM NO. 1 - TO CREATE, ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS/PUBLIC CATEGORY SHAREHOLDERS

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 23(1)(b), 42, 62(1)(c) and 179 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), and applicable rules made thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) 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 from time to time **("ICDR Regulations")** and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time **("Listing Regulations")**, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs **("MCA")**, the Securities and Exchange Board of India **("SEBI")**, the Metropolitan Stock Exchange of India **(MSEI)** where the equity shares of the Company are listed **("Stock Exchange")** and / or any other competent 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 other approvals (including regulatory approval(s), consent(s), permission(s) and sanction(s) as may be necessary or required and such conditions as may be imposed or prescribed while granting such approval(s), consent(s), permission(s) and sanction(s), which may be agreed to by 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), 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 on preferential basis **3206000** (**Thirty-two lakh Six thousand**) Equity shares of the Company having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 10/- (Indian Rupees Ten Only) per share, which is not less than the floor price as on the Relevant Date determined in accordance with the provisions of Chapter V of the ICDR Regulations to Non Promoters/Public shareholders aggregating to **INR 3,20,60,000**/- **(Indian Rupees Three Crore Twenty Lakh Sixty Thousand Only)**, for cash consideration and consideration other than cash on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the company shall issue **3206000** (**Thirty-two lakh Six thousand**) Equity shares for cash/ consideration other than cash (conversion of loan) having face value of INR 10/- (Indian Rupees Ten Only) each, at a price of INR 10/- (Indian Rupees Ten Only) out of which 3100000 Equity Shares shall be issue pursuant to conversion of loan and 106000 Equity Shares shall be issue pursuant to cash only as per the following details:

Type of Consideration	No. of Allotees	No. of Shares Allotted	Face Value of Shares allotted (In INR)	Total Consideration (In INR)
Allotment only in Cash	7	106000	10/-	10,60,000/-
Allotment in consideration other than cash- Loan Conversion	3	3100000	10/-	3,10,00,000/-
Total	10	3206000		3,20,60,000/-

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted in cash consideration are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Maximum No. of Equity Shares to be Allotted
1.	Radhey Shayam Pandey	Public	10,000
2	Sapna Pandey	Public	5,000
3	Devender Singh	Public	20,000
4	Ravi Pandey	Public	10,000

5	Aman Goswami	Public	21,000
6	Pawan Kumar Pandey	Public	20,000
7	Milind Gautam	Public	20,000
	Total		**1,06,000**

The details of the Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted in consideration other than cash- fully loan conversion are set forth in the below table:

Sr. No.	Name of Proposed Allottees	Post-Preferential Category (Promoter/Public)	Loan amount to be Converted (Amount in Rupees)	Maximum No. of Equity Shares to be Allotted
1.	Akkme Food Craft Limited	Public	1,10,00,000/-	11,00,000
2.	Dhull Trading Private Limited	Public	1,00,00,000/-	10,00,000
3	Natures Heavens India Private Limited	Public	1,00,00,000/-	10,00,000
	Total		3,10,00,000/-	31,00,000

* The company convert Rs. 3,10,00,000/- loan into equity shares considering as consideration other than cash

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity shares shall be **18th August 2026.** "The EGM will be held on **Thursday, 17th September, 2026** and the 30 days prior to the date of EGM falls on **18th August 2026**, which shall be reckoned as the 'Relevant Date.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares to the Non-Promoters/Public shareholders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Shares to be issued and allotted shall be fully paid-up at the time of allotment and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers, etc.) from the date of allotment thereof and 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;

2. The Equity Shares to be allotted to the Proposed Allottees shall be listed and traded on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be;

3. The issuer has obtained the Permanent Account Numbers of the proposed allottee;

4. The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

5. The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.

6. The Equity Shares shall be allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Shares is pending on account of pendency of approval from any Regulatory Authority (including, but not limited to the Stock Exchanges and / or Securities and Exchange Board of India) or the Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals;

7. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above;

8. The issuer 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 issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

9. All Equity shares already held by the proposed allottees are in dematerialised form.

10. The Equity Allottee shall make payment of the subscription amount for the Equity Shares from its own bank account into the designated bank account of the Company, and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application;

11. The full preferential allotment consideration shall be payable by the Equity Allottees on or before the date of the allotment of the Equity Shares in accordance with the ICDR;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document"), after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange, and within the timelines prescribed under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the equity shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company (including its committee(s) thereof) to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation - (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; (ii) making applications to the Stock Exchanges for obtaining in-principle approvals; (iii) listing of shares; (iv) filing requisite documents with the Ministry of Corporate Affairs and other statutory / regulatory authorities; (v) filing of requisite documents with the depositories; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer; (vii) issue and allotment of Equity Shares; and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors (including its Committee(s) thereof) of the Company be and are hereby jointly and/or severally 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 and to represent the Company before any governmental or regulatory authorities, to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard".

By Order of the Board
For Sharp Commercial Enterprises Limited

-Sd/-
Aman Goswami
Company Secretary and Compliance Officer
M No. A80566

Date: 21st August, 2026
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 EXTRA-ORDINARY 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 No. 1 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 EGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 21st August, 2026.**

7. Relevant Documents referred to in the accompanying Notice and all other statutory documents will be made available for inspection in the electronic mode Members can inspect the same by sending a request to the Company's investor email ID i.e. sceplco@gmail.com.

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 remote e-voting and Ballot process at the time of EGM in a fair and transparent manner.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday, 14th September, 2026** till **Wednesday, 16th 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., **Thursday, 10th September, 2026**. 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 EGM and the Resolutions will be deemed to be passed on the date of the EGM, 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 EGM 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 EGM, 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 at an early date, so as to enable the Management to keep the information ready at the EGM.

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 EGM is 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 EGM 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 EGM 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 EGM.

25. The facility for voting through polling paper shall also be made available at the EGM 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 EGM.

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

27. The Notice of the Extra-Ordinary General Meeting (EGM) 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 Monday, 14 September, 2026 (9:00 A.M.) and ends on Wednesday, 16 September, 2026 (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., **Thursday, 10th September, 2026**. 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., **Thursday, 10th September, 2026.**

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-A.**

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 EGM but have not cast their votes by availing the remote e-voting facility.

ANNEXURE-A

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

The remote e-voting period begins on Monday, 14th September, 2026 at 09:00 A.M. and ends on Wednesday, 16th September, 2026 at 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 record date (cut-off date) i.e. Thursday, 10th September, 2026, 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 Thursday, 10th September, 2026.

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.

	NSDL Mobile App is available on App Store Google Play
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.

How to Log-in to NSDL e-Voting website?

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, Deputy Vice President, NSDL 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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

In accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and 179 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) 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 (the "ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to Non-Promoters/ Public Shareholders of the Company ("Proposed Allottees").

It may be noted that;

1. All Existing equity shares of the Company are already made fully paid up as on date;

2. All equity shares, if any held by the proposed allottees in the issuer are in dematerialized form;

3. The shareholding of the Proposed Allottees for Preferential Issue of Equity Shares in the Company is as follows:

Sr. No.	Name of Proposed Allottees	Pre-Preferential Issue Holding			Maximum No. of Equity shares to be allotted	Post Preferential Issue Holding		
		Category (Promoter/Promoter Group/Public)	No. of Equity Shares	% of holding		Category (Promoter /Promoter Group/Public)	No. of Equity Shares	% of the holding
1.	Akkme Food Craft Limited	Public	0	0	11,00,000	Public	11,00,000	22.93
2	Dhull Trading Private Limited	Public	0	0	10,00,000	Public	10,00,000	20.85
3	Natures Heavens India Private Limited	Public	0	0	10,00,000	Public	10,00,000	20.85
4	Radhey Shayam Pandey	Public	0	0	10,000	Public	10,100	0.21
5	Sapna Pandey	Public	0	0	5000	Public	5000	0.10
6	Devender Singh	Public	100	0	20,000	Public	20,100	0.42
7	Ravi Pandey	Public	0	0	10,000	Public	10,000	0.21
8	Aman Goswami	Public	0	0	21,000	Public	21,000	0.44
9	Pawan Kumar Pandey	Public	100	0	20,000	Public	20,100	0.42
10	Milind Gautam	Public	0	0	20,000	Public	20,000	0.42

4. 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;

5. The Company has obtained the Permanent Account Numbers of the proposed allottees.

6. The Equity Shares will be issued in Dematerialized form.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business as required under Section 42 and 62(1)(c) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and in accordance with Regulation 163 under Part-III of Chapter V of ICDR Regulations are enumerated as under:

a. **Objects of the Preferential Issue**

The Company proposes to raise an amount aggregating to INR 3,20,60,000 /- (Indian Rupees Two crore ninety-seven lakh ninety-nine thousand six hundred five Only) through the proposed Preferential Issue. The proceeds of the Preferential Issue shall be utilized towards furtherance of its object i.e. purchase of stocks of grocery, dry fruits to meet the demand of upcoming festive season, to meet the working capital requirements and for general corporate purposes. Since the utilization of proceeds of issue is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

b. **Total/Maximum number of securities to be issued**

Equity Shares: 32,06,000 (Thirty-two lakh Six thousand) Equity Shares at a price of INR 10/- (Indian Rupees Ten Only) per share aggregating up to INR 3,20,60,000/- (Indian Rupees Three Crore Twenty Lakh Sixty Thousand Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the ICDR Regulations.

c. **Price or Price Band at which the allotment is proposed and the Basis on which the price has been arrived at and justification for the price (including premium, if any)**

Pricing for the proposed issue is arrived in accordance with provisions of Regulation 165 of the SEBI ICDR Regulations, 2018, and the Valuation has been carried out by **Mr. Sandeep Agrawal Registered Valuer (IBBI Registration No.: IBBI/RV/06/2020/13344)** Valuation Report dated 21st August, 2026 in accordance with provisions of Regulation 165 of SEBI ICDR Regulations.

As the cumulative trading volume on the stock exchanges is less than 10% of the total outstanding shares, the equity shares of SHARP COMMERCIAL ENTERPRISES LIMITED are classified as "infrequently traded" in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018. Consequently, Regulation 164 pertaining to pricing of **frequently traded shares is not** applicable.

Accordingly, multiple valuation approaches were evaluated to determine the fair value of the Company's equity shares. Upon assessment, it was concluded that neither the Market Approach nor the Income Approach has been considered suitable for deriving the fair value of the Company's equity shares. Therefore, the Cost (Asset-Based) Approach has been adopted as the most appropriate valuation methodology under the present circumstances.

Hence, the fair value of each equity share of the Company has been determined at INR 10/- (Rupees Ten Only) per share.

Further, the Board of Directors have decided to issue shares at a price of INR10/- per share. The valuation report as received from the registered valuer is also available on the website of the company i.e. https://sharpcommercial.in/wp-content/uploads/2026/08/Valuation-Report-Sharp_21082026.pdf.

A Certificate regarding arriving at Minimum Issue Price in terms of Regulation 164(1) read with of SEBI (ICDR) Regulations, 2018 as amended has been taken from **Mr. Sandeep Agarwal, Registered Valuer, [ICAI RVO Enrollment: ICAIRVO/06/RV-P00070/2020-2021],** dated **21st August, 2026**, confirming the minimum price for the preferential issue as per Chapter V of SEBI (ICDR) Regulations, 2018, which is available at website of the company and will be accessible at link: https://sharpcommercial.in/wp-content/uploads/2026/08/RV-Certificate.pdf

d. **Amount which the company intends to raise by way of such securities;**

Consideration other than Cash: Rs. 3,10,00,000/- (Rupees Three Crore Ten Lakh Only Only) being the amount given to company has loan to the company, now it is proposed to issue Equity Shares against the outstanding loan.

Cash Consideration: Rs. 10,60,000/- (Ten Lakh Sixty Thousand Only) will be the cash consideration in respect of the preferential allotment.

e. **Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the preferential issue for the determination of issue price of equity share shall be **Tuesday, 18th August, 2026**. The EGM is scheduled to be held on **Thursday, 17th September, 2026**, and for the purpose of the relevant date, the date 30 days prior to the date of EGM will be considered which falls on **Tuesday, 18th August, 2026**.

f. **The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of equity shares is proposed to be made to the Non-Promoters/Public shareholders of the Company.

g. **Intent of the Promoters, directors or key managerial personnel or senior management of the Issuer to subscribe to the offer**

Except Mr. Aman Goswami, Company Secretary and Compliance Officer of the company, no other Promoter, Director, Key Managerial Personnel or member of the Senior Management of the Issuer intends to subscribe to the Equity Shares proposed to be issued pursuant to the Preferential Issue.

h. **Time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

i. **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**

S. No.	Name of the Proposed Allottee	Category	Natural persons who are the ultimate beneficial owners	Pre-Preferential Shareholding*	Post-Preferential Shareholding	Post preferential shareholding (%)
1.	Akkme Food Craft Limited	Non-Promoter	Mr. Prateek Sharma and Ms. Pooja Bhatia	0	11,00,000	22.93
2	Dhull Trading Private Limited	Non-Promoter	Mr. Sarfaraz Mallick and Ms. Hina	0	10,00,000	20.85
3	Natures Havens India Private Limited	Non-Promoter	Mr. Gaurav Kumar and Mrs. Neha Abrol	0	10,00,000	20.85

1. The details of natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee will be beneficial shareholder of the equity shares that may be allotted.
2. Pre-issue shareholding is taken as on 30th June, 2026.
3. There shall not be any change in control consequent to the present preferential issue of equity shares.

j. **The name of the proposed allottees along with their percentage of post preferential issue capital that may be held by them and the change in control, if any, in the Company that would occur consequent to the Preferential Issue**

Pursuance to the allotment of equity shares, the below mentioned investors will exercise 5% or more of the voting rights in the company, however the same will not result in change in control of the Company consequent to the completion of the Preferential Issue.

S.No.	Name of Allottee	Percentage of Post Preferential Issue Capital*
1.	Akkme Food Craft Limited	22.93
2.	Dhull Trading Private Limited	20.85

3	Natures Havens India Private Limited	20.85
4	Radhey Shayam Pandey	0.21
5	Sapna Pandey	0.10
6	Devender Singh	0.42
7	Ravi Pandey	0.21
8	Aman Goswami	0.44
9	Pawan Kumar Pandey	0.42
10	Milind Gautam	0.42

k. The Current and Proposed Status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter

S.No.	Name of Proposed Allottee	Current Status	Proposed Status
1.	Akkme Food Craft Limited	Non-Promoter	Non-Promoter
2.	Dhull Trading Private Limited	Non-Promoter	Non-Promoter
3	Natures Heavens India Private Limited	Non-Promoter	Non-Promoter
4	Radhey Shayam Pandey	Non-Promoter	Non-Promoter
5	Sapna Pandey	Non-Promoter	Non-Promoter
6	Devender Singh	Non-Promoter	Non-Promoter
7	Ravi Pandey	Non-Promoter	Non-Promoter
8	Aman Goswami	Non-Promoter	Non-Promoter
9	Pawan Kumar Pandey	Non-Promoter	Non-Promoter
10	Milind Gautam	Non-Promoter	Non-Promoter

l. 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: NOT APPLICABLE

m. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Valuation is made considering the allotment is proposed to be made for consideration in cash and consideration other than cash by way of conversion of existing loan into equity shares.

n. Shareholding pattern of the Company before and after the Preferential Issue

The Details of shareholding, prior to and after the proposed Preferential Issue are enclosed as **ANNEXURE-B** to this Notice.

o. Undertakings

i. The Issuer shall re-compute the price of the securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
iii. None of the Company, its Directors or Promoters has been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
iv. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
v. The Company is eligible to make the Preferential Issue to its shareholders under Chapter V of the SEBI ICDR Regulations.

vi. As the Equity Shares have been listed for a period of more than 90 Trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
vii. The Company is in compliance with the conditions for Continuous Listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

p. Practicing Company Secretary's Certificate

The certificate in terms of Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 from Mr. Devender Singh, Practicing Company Secretary [Membership No. A76094, COP-28056) certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, 2018 shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://sharpcommercial.in/wp-content/uploads/2026/08/Certificate_PCS_163-2_Sharp_sd.pdf .

q. Particulars of the Preferential Issue including date of passing of Board resolution

Issue of Equity Shares: The Board of Directors at its meeting held on 21st August, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Equity Shares: 3,206,000 (Thirty-two lakh Six thousand) Equity Shares at a price of INR 10/- (Indian Ten Only) per share ("Issue Price") per share aggregating up to INR 3,20,60,000/- (Indian Rupees Three Crore Twenty Lakh Sixty Thousand Only), for cash consideration and consideration other than cash on preferential basis on such terms and conditions as may be determined by the Board in accordance with the Act, ICDR Regulations and other applicable laws.

r. Principal terms of assets charged as securities

Not applicable.

s. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

t. Lock-in Period

The equity shares to be issued and allotted to non-promoters on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of the SEBI (ICDR) Regulations.

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.

u. Other disclosures

i) During the period from 1st April, 2026 until the date of Notice of this EGM, the Company has not made any issue of equity shares.
ii) Since the Equity Shares of the Company are listed on Stock Exchange and the Preferential Issue is more than 5% of the Total Paid-up share capital, the Report of the Registered Valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations. The Valuation Report has been obtained from **Mr. Sandeep Agrawal,** Registered Valuer (IBBI Registration No.: IBBI/RV/06/2020/13344) Valuation Report dated 21st August, 2026 in accordance with provisions of Regulation166A of SEBI ICDR Regulations. The Valuation Report is uploaded on the website of the Company and is accessible at: https://sharpcommercial.in/wp-content/uploads/2026/08/Valuation-Report-Sharp_21082026.pdf.

iii) The proposed allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. They have also informed that they shall be eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Non-Promoters/Public shareholders is being sought by way of a Special Resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Aman Goswami, Company Secretary and Compliance Officer of the company, None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the passing of this Special Resolution as set out at Item No.1 of this Notice except and to the extent of their shareholding in the Company.

ANNEXURE B

SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PREFERENTIAL ISSUE

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	**Promoters & Promoter Group Share holding**				
1	**Indian**				
A	Individual	24000	1.51	24000	0.50
B	Family Trust	0	0	0	0
C	Bodies corporate	0	0	0	0
	Sub-Total (A)(1)	**24000**	1.51	**24000**	**0.50**
2	**Foreign**				
a	Individual	**0**	0	**0**	0
b	Bodies corporate	0	0	0	0
	Sub-total (A)(2)	**0**	**0**	**0**	**0**
	Total Promoters & Promoter Group Holding (A) {(A) (1) +(A) (2)}	**24000**	1.51	**24000**	**0.50**
B	**Non-Promoters/ Public Share Holding**				
1	**Institutional investors**	0	0	0	0
	Sub-total (B)(1)	0	0	0	0
2	**Central Government/ State Government**	0	0	0	0
	Sub-total (B)(2)	0	0	0	0
3	Non-institution	0	0	0	0
a	Individuals				
	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0
i)	Individual shareholders holding nominal share capital upto INR 2 Lakhs	277600	17.46	362600	7.56
ii)	Individual shareholders holding nominal share capital in excess of INR 2 Lakhs	863300	54.29	884300	18.44
b.	NBFCs registered with RBI	0	0	0	0
c.	Any other (specify)				
	Bodies Corporate	337300	21.21	3437300	71.67
	Non-Resident Indians	0	0.00	0	0.00
	Resident Indian HUF	88000	5.53	88000	1.83
	Trusts	0	0	0	0
	Clearing Member	0	0	0	0
	Firm	0	0	0	0
	Sub- Total (B) (3)	**1566200**	**98.49**	**4772200**	**99.50**
	Total Public Shareholding (B)	**1566200**	**98.49**	**4772200**	**99.50**
	Total (A) +(B)	**1590200**	**100**	**4796200**	**100**
C	Shares held by Custodians for ADR and GDR	0	0	0	0
	Total (A) +(B)+ (C)	**1590200**	**100**	**4796200**	**100**