

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of M/s. Shiva Granito Export Limited will be held on Friday, November 08, 2024 at 11:30 A.M. at the Registered office of the Company at 8, Bhatt Ji Ki Baari, Udaipur - 313001, Rajasthan, to transact the following business:

SPECIAL BUSINESS

I. INCREASE IN AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 14,00,00,000 (Rupees Fourteen Crores Only) divided into 1,40,00,000 (One Crore Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 2,50,00,000

(Two Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) by creating additional Rs. 11,00,00,000 (Rupees Eleven Crores Only) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000/- (Two Crores Fifty Lacs) Equity Shares of face value Rs. 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution.”

II. ISSUANCE OF CONVERTIBLE WARRANTS TO THE NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers)

Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and SME platform of BSE SME Platform, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 1,16,00,000 (One Crore Sixteen Lacs) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 15/- (Rupees Fifteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 17,40,00,000/- (Rupees Seventeen Crores Forty Lacs Only) to the Non-Promoter categories of persons (hereinafter “issue of Warrants”) as follows:

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Brand Avenue Media Private Limited	Non-Promoter	3,00,000	Non-Promoter
2.	Hojaasi India Private Limited	Non-Promoter	3,00,000	Non-Promoter
3.	Grid Trading Private Limited	Non-Promoter	3,00,000	Non-Promoter
4.	Syrupy Trading Private Limited	Non-Promoter	3,00,000	Non-Promoter
5.	Neel Kamal	Non-Promoter	9,00,000	Non-Promoter
6.	Unlisted Assets Private Limited	Non-Promoter	10,00,000	Non-Promoter
7.	Virender Nagpal	Non-Promoter	10,00,000	Non-Promoter
8.	RKG Enterprises Private Limited	Non-Promoter	10,00,000	Non-Promoter
9.	Pushti Himanshu Manek	Non-Promoter	50,000	Non-Promoter
10.	Zhil Himanshu Manek	Non-Promoter	50,000	Non-Promoter
11.	Pooja H Manek	Non-Promoter	50,000	Non-Promoter
12.	Gopal Bhattar HUF	Non-Promoter	1,80,000	Non-Promoter
13.	Bhomraj Bhattar HUF	Non-Promoter	1,70,000	Non-Promoter
14.	Vijay Thakkar	Non-Promoter	1,70,000	Non-Promoter
15.	Priya Thakkar	Non-Promoter	1,70,000	Non-Promoter
16.	Vijay Thakkar HUF	Non-Promoter	1,70,000	Non-Promoter
17.	Dhwani Thakkar	Non-Promoter	1,70,000	Non-Promoter
18.	Jash Thakkar	Non-Promoter	1,70,000	Non-Promoter
19.	Karan Ranka	Non-Promoter	4,00,000	Non-Promoter
20.	Karan Ranka HUF	Non-Promoter	4,00,000	Non-Promoter
21.	Smita Ranka	Non-Promoter	4,00,000	Non-Promoter
22.	Hemant Bohra HUF	Non-Promoter	12,00,000	Non-Promoter
23.	Manish Jain	Non-Promoter	6,00,000	Non-Promoter
24.	Sakshi Jain	Non-Promoter	6,00,000	Non-Promoter
25.	Aaron Multifarious Private Limited	Non-Promoter	4,00,000	Non-Promoter
26.	Garg Pawan	Non-Promoter	1,00,000	Non-Promoter
27.	Garg Anu	Non-Promoter	1,00,000	Non-Promoter
28.	Abhishek Nathani	Non-Promoter	1,00,000	Non-Promoter
29.	Ajita Khaitan	Non-Promoter	1,00,000	Non-Promoter
30.	Hasmukh Teckchandbhai Shah	Non-Promoter	50,000	Non-Promoter
31.	Hasmukh Teckchandbhai Shah HUF	Non-Promoter	40,000	Non-Promoter
32.	Guntantiben Hasmukhbhai Shah	Non-Promoter	40,000	Non-Promoter
33.	Arth Hasmukhbhai Shah	Non-Promoter	40,000	Non-Promoter
34.	Aryan Hasmukhbhai Shah	Non-Promoter	40,000	Non-Promoter
35.	Aryan Hasmukhbhai Shah HUF	Non-Promoter	40,000	Non-Promoter
36.	Rajvi Aryan Shah	Non-Promoter	40,000	Non-Promoter

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
37.	Savitaben Tekchandbhai Shah	Non-Promoter	40,000	Non-Promoter
38.	Deepa Gidwani	Non-Promoter	80,000	Non-Promoter
39.	Vishal khatnani	Non-Promoter	90,000	Non-Promoter
40.	Chandrakant Tribhovandas thakkar	Non-Promoter	1,00,000	Non-Promoter
41.	Pushpaben C Thakkar	Non-Promoter	1,00,000	Non-Promoter
42.	Waniza Riyaz	Non-Promoter	50,000	Non-Promoter
Total			1,16,00,000	

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the October 09, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

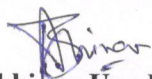
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

Place: Udaipur
Date: 10/10/2024

By order of Board of Directors
For Shiva Granito Export Limited


Abhinav Upadhyay
Managing Director
DIN:- 01858391

NOTES





1. A shareholder entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.
2. Corporate shareholders intending to send their authorized representatives to attend the EGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
5. Notice of the EGM is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website www.shivaexport.in website of the Stock Exchange, i.e on BSE Limited at www.bseindia.com. For receiving all communication from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.
6. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.
7. Shareholders/proxies are requested to bring their copies of the attendance slip duly filled in for attending the EGM.
8. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.
9. 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 their PAN to their depository participants with whom they are maintaining their demat accounts.
10. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the EGM of the Company.
11. In case of joint holders attending the EGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.

12. A Route Map to reach the venue of the Extra Ordinary General Meeting is annexed with the Notice of EGM.

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

The remote e-voting period begins on Tuesday, November 05, 2024 at 9.00 a.m. and will end on Thursday, November 07, 2024 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. October 25, 2024, 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 October 25, 2024.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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.co.in or call at 022 - 4886 7000 and 022 - 2499 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 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

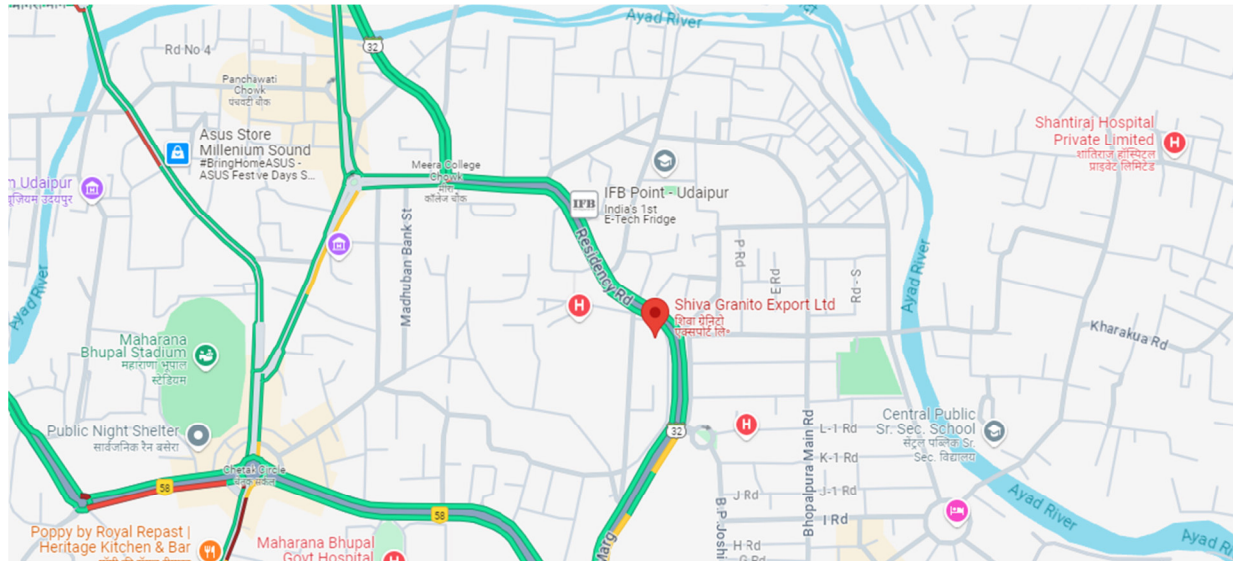
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmohitvanawat@gmail.com with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@shivaexport.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@shivaexport.in. If you are an Individual shareholder 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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.

Route map for the venue of the EGM is as below:



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

ITEM NO. 1:

Your Company, in order to meet its long-term business requirements is required to generate resources. In view of the same the Board of Directors of the Company in their meeting held on October 10, 2024 has proposed to increase the Authorized Share Capital from existing Rs. 14,00,00,000/- to Rs. 25,00,00,000/- by creating 1,10,00,000 Equity Shares of Rs.10/- each and to suitably amend Clause V of the Memorandum of Association of the Company.

The Board of Directors of your Company recommends passing of the said resolution as Ordinary Resolution set out at item No. 01 of the notice.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 5:00 p.m. on all working days from the date hereof up to the date of the Meeting None of the Director(s), Manager, Key Managerial Personnel of the Company or the relative of the said persons, are in any way concerned or interested in the proposed resolution.

ITEM NO. 2:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to the Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on Thursday, October 10, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 1,16,00,000 Warrants of Rs. 15/- each, convertible into 1,16,00,000 Equity Shares of Rs. 10/- each and premium Rs. 5/- each to Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

- a. **Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:** The Board of Directors of the Company at their meeting held on October 10, 2024 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of Convertible Warrants to Non-Promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:
- i. Upto 1,16,00,000 (One Crore Sixteen Lacs) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 15/- (Rupees Fifteen Only) (Warrant Issue Price) per Warrant aggregating to Rs. 17,40,00,000/- (Rupees Seventeen Crores Forty Lacs Only) to the non-promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sl. No.	Name	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Brand Avenue Media Private Limited	Non-Promoter	3,00,000	Non-Promoter
2.	Hojaasi India Private Limited	Non-Promoter	3,00,000	Non-Promoter
3.	Grid Trading Private Limited	Non-Promoter	3,00,000	Non-Promoter
4.	Syrupy Trading Private Limited	Non-Promoter	3,00,000	Non-Promoter
5.	Neel Kamal	Non-Promoter	9,00,000	Non-Promoter
6.	Unlisted Assets Private Limited	Non-Promoter	10,00,000	Non-Promoter
7.	Virender Nagpal	Non-Promoter	10,00,000	Non-Promoter
8.	RKG Enterprises Private Limited	Non-Promoter	10,00,000	Non-Promoter
9.	Pushti Himanshu Manek	Non-Promoter	50,000	Non-Promoter
10.	Zhil Himanshu Manek	Non-Promoter	50,000	Non-Promoter
11.	Pooja H Manek	Non-Promoter	50,000	Non-Promoter
12.	Gopal Bhattar HUF	Non-Promoter	1,80,000	Non-Promoter
13.	Bhomraj Bhattar HUF	Non-Promoter	1,70,000	Non-Promoter
14.	Vijay Thakkar	Non-Promoter	1,70,000	Non-Promoter
15.	Priya Thakkar	Non-Promoter	1,70,000	Non-Promoter
16.	Vijay Thakkar HUF	Non-Promoter	1,70,000	Non-Promoter
17.	Dhwani Thakkar	Non-Promoter	1,70,000	Non-Promoter
18.	Jash Thakkar	Non-Promoter	1,70,000	Non-Promoter
19.	Karan Ranka	Non-Promoter	4,00,000	Non-Promoter
20.	Karan Ranka HUF	Non-Promoter	4,00,000	Non-Promoter
21.	Smita Ranka	Non-Promoter	4,00,000	Non-Promoter
22.	Hemant Bohra HUF	Non-Promoter	12,00,000	Non-Promoter
23.	Manish Jain	Non-Promoter	6,00,000	Non-Promoter
24.	Sakshi Jain	Non-Promoter	6,00,000	Non-Promoter
25.	Aaron Multifarious Private Limited	Non-Promoter	4,00,000	Non-Promoter
26.	Garg Pawan	Non-Promoter	1,00,000	Non-Promoter
27.	Garg Anu	Non-Promoter	1,00,000	Non-Promoter
28.	Abhishek Nathani	Non-Promoter	1,00,000	Non-Promoter
29.	Ajita Khaitan	Non-Promoter	1,00,000	Non-Promoter
30.	Hasmukh Teckchandbhai Shah	Non-Promoter	50,000	Non-Promoter
31.	Hasmukh Teckchandbhai Shah HUF	Non-Promoter	40,000	Non-Promoter
32.	Gunvantiben Hasmukhbhai Shah	Non-Promoter	40,000	Non-Promoter
33.	Arth Hasmukhbhai Shah	Non-Promoter	40,000	Non-Promoter
34.	Aryan Hasmukhbhai Shah	Non-Promoter	40,000	Non-Promoter
35.	Aryan Hasmukhbhai Shah HUF	Non-Promoter	40,000	Non-Promoter
36.	Rajvi Aryan Shah	Non-Promoter	40,000	Non-Promoter
37.	Savitaben Tekchandbhai Shah	Non-Promoter	40,000	Non-Promoter
38.	Deepa Gidwani	Non-Promoter	80,000	Non-Promoter
39.	Vishal khatnani	Non-Promoter	90,000	Non-Promoter
40.	Chandrakant Tribhovandas thakkar	Non-Promoter	1,00,000	Non-Promoter
41.	Pushpaben C Thakkar	Non-Promoter	1,00,000	Non-Promoter
42.	Waniza Riyaz	Non-Promoter	50,000	Non-Promoter
Total			1,16,00,000	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

Subject to applicable laws and regulations, our Company intends to use the Gross Proceeds to Preferential Issue (in whole or part) one or more, or any combination of the following:

- (a) Working Capital requirements of Company as well as its Subsidiaries, meeting various operational expenditure of the Company including contingencies;
- (b) Capital expenditure requirements of Company as well as its Subsidiaries, meeting various capital expenditure of the Company including contingencies;
- (c) Financing / investing of business opportunities, strategic initiatives;
- (d) General corporate purpose; and
- (e) Issue related expenses

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

- c. **Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is October 09, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. **Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the BSE SME Platform.

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 15/- (Rupees Fifteen Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the BSE SME Platform for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

- e. **Amount which the Company intends to raise by way of such Convertible Warrants:** Up to a maximum of Rs. 17,40,00,000/- (Rupees Seventeen Crores Forty Lacs Only).

f. **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

The convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant shall be offered to the Non-Promoter categories of person, and None of the Directors or Key Managerial Personnel or Promoters of the Company intends to subscribe Equity Shares proposed to be issued under the Preferential Allotment. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

- g. **Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the

date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.”

- h. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Brand Avenue Media Private Limited	Ankit Sharma & Preeti Gaur	0	Not Applicable	1.21
2.	Hojaasi India Private Limited	Vijay Laxmi Bohra & Bhawana	0	Not Applicable	1.21
3.	Grid Trading Private Limited	Shrinath Rathi & Imran Ali	0	Not Applicable	1.21
4.	Syrupy Trading Private Limited	Shrinath Rathi & Imran Ali	0	Not Applicable	1.21
5.	Unlisted Assets Private Limited	Divam Sharma	0	Not Applicable	4.03
6.	RKG Enterprises Private Limited	Arun Gupta & Amita Gupta	0	Not Applicable	4.03
7.	Gopal Bhatte HUF	Gopal Bhatte	0	Not Applicable	0.73
8.	Bhomraj Bhatte HUF	Bhomraj Bhatte	0	Not Applicable	0.69
9.	Vijay Thakkar HUF	Vijay Thakkar	0	Not Applicable	0.69
10.	Karan Ranka HUF	Karan Ranka	0	Not Applicable	1.61
11.	Hemant Bohra HUF	Hemant Bohra	0	Not Applicable	4.84
12.	Aaron Multifarious Private Limited	Manu Sharma & Kamal Singh	0	Not Applicable	1.61
13.	Hasmukh Teckchandbhai Shah HUF	Hasmukh Teckchandbhai Shah	0	Not Applicable	0.16
14.	Aryan Hasamukhbhai Shah HUF	Aryan Hasamukhbhai Shah	0	Not Applicable	0.16

i. Shareholding Pattern before and after the preferential issue of Convertible Warrants:

Sr. No.	Category	Pre-Preferential allotment		Post Preferential Allotment	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	Promoters and Promoter Group Holding:				
1.	Indian Promoters / Promoter Group:	70,15,050	53.08	70,15,050	28.27
	Sub-Total (A)	70,15,050	53.08	70,15,050	28.27
B	Non – Promoters’ holding:				
	Individual	57,10,000	43.21	1,15,10,000	46.38
	HUF	2,60,000	1.97	24,60,000	9.91
	Non-Resident Indian (NRI)	20,000	0.15	20,000	0.08
	Bodies Corporate	2,10,000	1.59	38,10,000	15.35
	Sub-Total (B)	62,00,000	46.92	1,78,00,000	71.73
	Grand Total (A+B)	1,32,15,050	100.00	2,48,15,050	100.00

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period: The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

k. Undertakings:

- None of the Company, its Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the ICDR Regulations.
- 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.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

- l. Certificate of Practicing Company Secretary:** The certificate from, Mr. Mohit Vanawat, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.shivaexport.in
- m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Warrants to be allotted	Post Issue	
				No of share	%		No of share	%
1	Brand Avenue Media Private Limited	Non Promoter	Non Promoter	0	0.00	3,00,000	3,00,000	1.21
2	Hojaasi India Private Limited	Non Promoter	Non Promoter	0	0.00	3,00,000	3,00,000	1.21
3	Grid Trading Private Limited	Non Promoter	Non Promoter	0	0.00	3,00,000	3,00,000	1.21
4	Syrupy Trading Private Limited	Non Promoter	Non Promoter	0	0.00	3,00,000	3,00,000	1.21
5	Neel Kamal	Non Promoter	Non Promoter	0	0.00	9,00,000	9,00,000	3.63
6	Unlisted Assets Private Limited	Non Promoter	Non Promoter	0	0.00	10,00,000	10,00,000	4.03
7	Virender Nagpal	Non Promoter	Non Promoter	0	0.00	10,00,000	10,00,000	4.03
8	RKG Enterprises Private Limited	Non Promoter	Non Promoter	0	0.00	10,00,000	10,00,000	4.03
9	Pushti Himanshu Manek	Non Promoter	Non Promoter	0	0.00	50,000	50,000	0.20
10	Zhil Himanshu Manek	Non Promoter	Non Promoter	0	0.00	50,000	50,000	0.20
11	Pooja H Manek	Non Promoter	Non Promoter	0	0.00	50,000	50,000	0.20
12	Gopal Bhatte HUF	Non Promoter	Non Promoter	0	0.00	1,80,000	1,80,000	0.73
13	Bhomraj Bhatte HUF	Non Promoter	Non Promoter	0	0.00	1,70,000	1,70,000	0.69
14	Vijay Thakkar	Non Promoter	Non Promoter	0	0.00	1,70,000	1,70,000	0.69
15	Priya Thakkar	Non Promoter	Non Promoter	0	0.00	1,70,000	1,70,000	0.69
16	Vijay Thakkar HUF	Non Promoter	Non Promoter	0	0.00	1,70,000	1,70,000	0.69
17	Dhwani Thakkar	Non Promoter	Non Promoter	0	0.00	1,70,000	1,70,000	0.69
18	Jash Thakkar	Non Promoter	Non Promoter	0	0.00	1,70,000	1,70,000	0.69
19	Karan Ranka	Non Promoter	Non Promoter	0	0.00	4,00,000	4,00,000	1.61

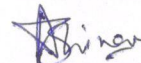
20	Karan Ranka HUF	Non Promoter	Non Promoter	0	0.00	4,00,000	4,00,000	1.61
21	Smita Ranka	Non Promoter	Non Promoter	0	0.00	4,00,000	4,00,000	1.61
22	Hemant Bohra HUF	Non Promoter	Non Promoter	0	0.00	12,00,000	12,00,000	4.84
23	Manish Jain	Non Promoter	Non Promoter	0	0.00	6,00,000	6,00,000	2.42
24	Sakshi Jain	Non Promoter	Non Promoter	0	0.00	6,00,000	6,00,000	2.42
25	Aaron Multifarious Private Limited	Non Promoter	Non Promoter	0	0.00	4,00,000	4,00,000	1.61
26	Garg Pawan	Non Promoter	Non Promoter	0	0.00	1,00,000	1,00,000	0.40
27	Garg Anu	Non Promoter	Non Promoter	0	0.00	1,00,000	1,00,000	0.40
28	Abhishek Nathani	Non Promoter	Non Promoter	0	0.00	1,00,000	1,00,000	0.40
29	Ajita Khaitan	Non Promoter	Non Promoter	0	0.00	1,00,000	1,00,000	0.40
30	Hasmukh Teckchandbhai Shah	Non Promoter	Non Promoter	0	0.00	50,000	50,000	0.20
31	Hasmukh Teckchandbhai Shah HUF	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
32	Gunvantiben Hasmukhbhai Shah	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
33	Arth Hasmukhbhai Shah	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
34	Aryan Hasmukhbhai Shah	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
35	Aryan Hasmukhbhai Shah HUF	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
36	Rajvi Aryan Shah	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
37	Savitaben Tekchandbhai Shah	Non Promoter	Non Promoter	0	0.00	40,000	40,000	0.16
38	Deepa Gidwani	Non Promoter	Non Promoter	0	0.00	80,000	80,000	0.32
39	Vishal khatnani	Non Promoter	Non Promoter	0	0.00	90,000	90,000	0.36
40	Chandrakant Tribhovandas thakkar	Non Promoter	Non Promoter	0	0.00	1,00,000	1,00,000	0.40
41	Pushpaben C Thakkar	Non Promoter	Non Promoter	0	0.00	1,00,000	1,00,000	0.40
42	Waniza Riyaz	Non Promoter	Non Promoter	0	0.00	50,000	50,000	0.20
Total				0	0.00	1,16,00,000	1,16,00,000	46.75

- n. **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:** Nil
- o. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
- p. **Principal terms of assets charged as securities:** Not Applicable.
- q. **Other disclosures:**
- During this financial year, the Company has not made any preferential allotment.
 - Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

**By order of Board of Directors
For Shiva Granito Export Limited**



**Abhinav Upadhyay
Managing Director
DIN:- 01858391**

**Place: Udaipur
Date: 10/10/2024**

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the registered office of the Company situated at 8, Bhatt Ji Ki Baari, Udaipur - 313001, Rajasthan, on Friday, the November 08, 2024 at 11:30 A.M.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/Proxy
(in block letters)

Signature of Shareholder/Proxy

Note: Only Member/Proxy holder can attend the meeting.

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No./Client ID No. _____

DP ID No. _____

I/We, being the holder(s) of _____ Equity Shares of Shiva Granito Export Limited, appoint:

1. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her Signature: _____
2. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her Signature: _____
3. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Friday, the November 08, 2024 at 11:30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Increase in Authorised Share Capital.
2. Issuance of Convertible Warrants to the Non-Promoter Categories of Persons on a Preferential Basis.

Signed this _____ day of 2024 _____ Signature of Shareholder Signature of Proxy holder(s)

Note: This form of proxy 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.

BALLOT FORM

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

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Ordinary and Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Friday, the November 08, 2024 by recording my/our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below:

the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	Increase in Authorised Share Capital			
2.	Issuance of Convertible Warrants to the Non-Promoter Categories of Persons on a Preferential Basis.			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.

INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (✓) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.shivaexport.in within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.