

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Salasar Techno Engineering Limited will be held on Monday, February 19, 2024 at 12:30 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following Special Businesses:

1. PREFERENTIAL ALLOTMENT OF UPTO 3,90,00,000 (THREE CRORES AND NINETY LAKHS ONLY) EQUITY SHARES TO THE PERSONS BELONGING TO NON-PROMOTER, PUBLIC CATEGORY.

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 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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 include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis to persons belonging to 'Non-Promoter, Public Category', up to 3,90,00,000 (Three Crores and Ninety Lakhs Only) Equity Shares of face value of Re.1/- (Rupee One Only) each fully paid up, for cash, at an issue price of Rs. 72/- (Rupees Seventy Two Only) per Equity Share determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations and includes the entitlement of 4 fully paid up bonus shares for each equity share, i.e. in

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

Unit 3- Khasra 686/6, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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the ratio of 4:1, as this price has been determined before the corporate action and the record date already fixed for bonus issue i.e. Thursday, February 1, 2024, already approved by the board and members of the Company, for an aggregate amount of up to Rs. 280,80,00,000/- (Rupees Two Hundred Eighty Crores and Eighty Lacs Only) on such further terms and conditions as detailed herein below, to the below mentioned persons ("Proposed Allottees");

S. No.	Name(s) of the Proposed Allottees	Equity Shares to be allotted on Preferential basis Maximum Quantity for the respective allottee	Total Equity to be allotted after considering the Bonus entitlement in the ratio of 4:1
1	North Star Opportunities Fund	1,02,75,000	5,13,75,000
2	Intuitive Alpha Investment Fund	15,00,000	75,00,000
3	Virat Services LLP	10,00,000	50,00,000
4	Prajal Bhandari	10,00,000	50,00,000
5	NAV Capital VCC-NAV Capital Emerging Star Fund	10,00,000	50,00,000
6	Tano Investment Opportunities Fund	10,00,000	50,00,000
7	Mariko Consultants Private Limited	10,00,000	50,00,000
8	Morde Foods Private Limited	7,50,000	37,50,000
9	Mansi Parag Shah	7,00,000	35,00,000
10	Natasha Singla	7,00,000	35,00,000
11	Pankaj Kumar Gupta	6,81,778	34,08,890
12	XCAP Investments Private Limited	5,00,000	25,00,000
13	Ravi Agarwal	5,00,000	25,00,000
14	Sneha Bhandari	5,00,000	25,00,000
15	Reena Karwa	5,00,000	25,00,000
16	Nexta Enterprises LLP	5,00,000	25,00,000
17	Madan Mohan HUF	5,00,000	25,00,000
18	Vijay Kumar Singla HUF	5,00,000	25,00,000
19	Mithan Lal and Sons HUF	5,00,000	25,00,000
20	Mithan Lal Singla	5,00,000	25,00,000
21	Silpa Bansal	5,00,000	25,00,000
22	Monesh Israni	4,00,000	20,00,000
23	Viney Equity Market LLP	4,00,000	20,00,000
24	Harish Kumar Sharma	3,75,000	18,75,000
25	Kushaal Saraf	3,70,000	18,50,000
26	Snehil Saraf	3,70,000	18,50,000
27	Shree Shyam Investments	3,47,222	17,36,110
28	Srinavas Murthy	3,00,000	15,00,000
29	Jandhyala Srinivas Murthy	3,00,000	15,00,000
30	Kusum Bansal	3,00,000	15,00,000
31	Rakesh Rosan Dalmia	3,00,000	15,00,000
32	Vaasu Garg	2,50,000	12,50,000
33	Vrinda Garg	2,50,000	12,50,000
34	Moheet Vinodkumar Agrawal	2,50,000	12,50,000
35	Ganesh Das Gupta	2,50,000	12,50,000

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36	Rakesh Garg	2,50,000	12,50,000
37	Satvinder Kaur	2,00,000	10,00,000
38	Vardhman Jain	2,00,000	10,00,000
39	Lalit Kabra	2,00,000	10,00,000
40	A Prathap Reddy	2,00,000	10,00,000
41	Padigree Advisory Pvt. Ltd.	2,00,000	10,00,000
42	Viraf Kaikhushroo Chinoy	2,00,000	10,00,000
43	Sangeeta Venkatraman	2,00,000	10,00,000
44	Bijal Pritesh Vora	2,00,000	10,00,000
45	Madhushree Enterprises Private Limited	2,00,000	10,00,000
46	RDHL Marketing Pvt Ltd	2,00,000	10,00,000
47	Uttamjit Singh Sabharwal	1,50,000	7,50,000
48	Abhishek Agarwala	1,40,000	7,00,000
49	Rajiv Jitendra Parekh	1,10,000	5,50,000
50	Manju Sharma	1,00,000	5,00,000
51	Anant Pal Singh	1,00,000	5,00,000
52	Vivek Bhauka	1,00,000	5,00,000
53	Ritee Prithviraj Jain	1,00,000	5,00,000
54	Amritlal A Mehta	1,00,000	5,00,000
55	Brij Mohan Gupta HUF	1,00,000	5,00,000
56	Sumit Gupta HUF	1,00,000	5,00,000
57	Sarwan Kumar Gupta	1,00,000	5,00,000
58	Pravina Gupta	1,00,000	5,00,000
59	Chandni Badhwar	1,00,000	5,00,000
60	Subbarami Reddy Oruganti	1,00,000	5,00,000
61	Srinivas Reddy	1,00,000	5,00,000
62	Sunil Agarwal	1,00,000	5,00,000
63	Hari Narayan Rathi	1,00,000	5,00,000
64	Keshav Parval	1,00,000	5,00,000
65	Basant Kumar Bafna	1,00,000	5,00,000
66	Haresh Somalal Vyas	1,00,000	5,00,000
67	Lata Sharad Shah	1,00,000	5,00,000
68	Gautam Bihari Lal Patel	1,00,000	5,00,000
69	Ranjeet Chuni Lal	1,00,000	5,00,000
70	N Ravichandran	1,00,000	5,00,000
71	Pratik Hasmukh Shah	1,00,000	5,00,000
72	Sambhavi Sinha	1,00,000	5,00,000
73	Ajit Hirji Dedhia	1,00,000	5,00,000
74	Feroz Farms and Holdings Private Limited	1,00,000	5,00,000
75	NPRS Financial Services Private Limited	1,00,000	5,00,000
76	Kshma Jaswant Shah	1,00,000	5,00,000
77	Piyush Bhupendra Gala	1,00,000	5,00,000
78	Kunal Kailash Parekh	1,00,000	5,00,000
79	Navin Mahavirprasad Dalmia	1,00,000	5,00,000
80	Karan Sanghvi	1,00,000	5,00,000
81	Santosh Dhondu Satam	1,00,000	5,00,000
82	Bharti Garg	1,00,000	5,00,000

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83	Kapil Gupta	1,00,000	5,00,000
84	Kanhaiyalal Rathi	1,00,000	5,00,000
85	Leela Vinod Nawandhar	1,00,000	5,00,000
86	Prakaash S Shah HUF	1,00,000	5,00,000
87	Mehul M Gandhi	1,00,000	5,00,000
88	Sonali Sanklecha	1,00,000	5,00,000
89	Narendra Parasmal Burad	1,00,000	5,00,000
90	NVS Corporate Consultancy Services Pvt. Limited	1,00,000	5,00,000
91	Sandeep Mittal	1,00,000	5,00,000
92	Vivek Mahavir Jain	1,00,000	5,00,000
93	Vizvasa Investment & Holding Pvt Ltd	1,00,000	5,00,000
94	Manoj Budhia HUF	1,00,000	5,00,000
95	Growfast Securities & Credit Pvt. Ltd	1,00,000	5,00,000
96	Monika Choudhary	1,00,000	5,00,000
97	Surinder Kaur	1,00,000	5,00,000
98	Vikram Narang	1,00,000	5,00,000
99	Vikash Gupta	1,00,000	5,00,000
100	Sveltetech Technologies Private Limited	1,00,000	5,00,000
101	Abhinav Gupta	1,00,000	5,00,000
102	Amanveer Singh	1,00,000	5,00,000
103	Avinash Agarwal	75,000	3,75,000
104	Amrita Agarwal	75,000	3,75,000
105	Vinit Gupta HUF	75,000	3,75,000
106	Ruchi Gupta	75,000	3,75,000
107	Umesh C Chhazzed	75,000	3,75,000
108	Rohit A Boda	75,000	3,75,000
109	Hiten Bhatia	75,000	3,75,000
110	Kishore Kewalram	75,000	3,75,000
111	Crowe Boda And Company Private Limited	75,000	3,75,000
112	Kavita A Boda	75,000	3,75,000
113	Payal A Boda	75,000	3,75,000
114	Kaushik Soni	75,000	3,75,000
115	Raj Kumar Gupta	72,000	3,60,000
116	Surendra S Peety	69,000	3,45,000
117	Sunil Kumar Goel	50,000	2,50,000
118	Ashok Kumar Bansal	50,000	2,50,000
119	Sudhir Kumar Bansal	50,000	2,50,000
120	Sumeet Kumar Jain	50,000	2,50,000
121	Sumit Jain	50,000	2,50,000
122	Saraansh Bansal	50,000	2,50,000
123	Ramesh Shriniwas Heda	50,000	2,50,000
124	Prasad Taparia	50,000	2,50,000
125	Mohammed Mohiuddin Hamid	50,000	2,50,000
126	Akash Tapadia	50,000	2,50,000
127	Manju Asawa	50,000	2,50,000
128	Girish Jaju	50,000	2,50,000
129	Minni Kansal	50,000	2,50,000

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130	Veena Garg	50,000	2,50,000
131	Rahul Kumar Sharma	25,000	1,25,000
132	Manish Jain	25,000	1,25,000
133	Sandeep Jain	25,000	1,25,000
134	Ashima Mahendru Singla	20,000	1,00,000
135	Sanjay Jhaver H	14,000	70,000
136	Raja Mimani	14,000	70,000
137	Anand Mundhra	14,000	70,000
138	Jaideep Singh Rathore	14,000	70,000
139	Raj Bansal	14,000	70,000
140	J B Boda Insurance Surveyors and Loss Assessors Private Limited	75,000	3,75,000
Total		3,90,00,000	19,50,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is January 20, 2024 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on February 19, 2024).

RESOLVED FURTHER THAT towards the entitlement of bonus shares to be allotted to the allottees of equity shares on preferential basis, consent of the members of the Company be and is hereby accorded to the Board to reserve upto Rs.15,60,00,000/- (Rupees Fifteen Crores and Sixty Lacs only) for the issuance of fully paid up bonus shares in the Ratio of 4:1, by capitalization of Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company.


RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;
- The pre-preferential shareholding of the proposed allottees and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;


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- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- The Equity Shares proposed to be issued shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared and/or any other corporate action/benefits, if any, for which the book closure or the record date falls in between the relevant date to the date of allotment of these equity shares.
- The issue and allotment of Equity Shares shall 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.


RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board.


RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

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RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

2. PREFERENTIAL ALLOTMENT OF UPTO 7,30,00,000 (SEVEN CRORES AND THIRTY LAKHS ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER, PUBLIC CATEGORY


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 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and 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 include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 7,30,00,000 (Seven Crores and Thirty Lakhs Only) Fully Convertible Warrants (“Warrants”), to the persons belonging to “Promoter” and “Non-Promoter”, Public Category”, at an issue price of Rs. 72/- (Rupees Seventy Two Only) per Warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations and to be adjusted further for the entitlement of bonus shares, already approved by the board and members of the Company in the ratio of 4:1, as this price has been determined before the record date fixed for credit of bonus issue, carrying a right exercisable by the Warrant holder to subscribe to 5 Equity Share of face value of Re 1/- (Rupee One Only) each per Warrant after paying the remaining 75% consideration per warrant, within 18 months from the date of allotment of warrants, for an aggregate amount of up to Rs. 525,60,00,000 (Rupees Five Hundred Twenty-Five Crores and Sixty Lakhs Only), on such further terms and conditions as detailed herein below, to the below mentioned persons (“Proposed Allottees”):

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Sl. No.	Name(s) of the Proposed Allottees	Warrants to be allotted on Preferential basis Maximum Quantity for the respective allottee	Total Equity to be allotted after considering the Bonus entitlement in the ratio of 4:1
A.	Promoters :		
1	Shashank Agarwal	1,00,00,000	5,00,00,000
2	Shalabh Agarwal	1,00,00,000	5,00,00,000
3	Raghav Agarwal	1,00,00,000	5,00,00,000
4.	Bharat Agarwal	1,00,00,000	5,00,00,000
Total (A)		4,00,00,000	20,00,00,000
B.	Non- Promoters, Public		
1	Coeus Global Opportunities Fund	1,30,00,000	6,50,00,000
2	Vespara Fund Limited	1,00,00,000	5,00,00,000
3	Elara India Opportunities Fund	1,00,00,000	5,00,00,000
Total (B)		3,30,00,000	16,50,00,000
Total (A+B)		7,30,00,000	36,50,00,000

RESOLVED FURTHER THAT towards the entitlement of bonus shares to be allotted to the allottees of warrants at the time of conversion into equity on preferential basis, consent of the members of the Company be and is hereby accorded to the Board to reserve upto Rs.29,20,00,000/- (Rupees Twenty Nine Crores and Twenty Lakhs Only) for the purpose of bonus issue of equity shares in the Ratio of 4:1, by capitalization of Securities Premium account/retained earnings/free reserves and/or any other permitted reserves/surplus of the Company.

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is January 20, 2024 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on February 19, 2024).

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- The conversion of warrants into equity shares is to be done on or before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.

CIN No. - L23201DL2001PLC174076

Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

Unit 3- Khasra 686/6, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants, being allotted to the Proposed Allottees, at the discretion of Board of Directors or Board Committee, may be listed on the Stock Exchange(s) in terms of Chapter V of SEBI (ICDR) Regulations.
- f) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- g) Warrants shall be issued and allotted by the Company only in dematerialized form.
- h) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- k) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the relevant date to the date of allotment of these warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
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Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders/board.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.”

3. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.


To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present share capital of Rs. 175,00,00,000 (Rupees One Hundred and Seventy-Five Crores Only) divided into 175,00,00,000 (One Hundred and Seventy-Five Crores Only) Equity Shares of Re. 1/- each to 225,00,00,000 (Rupees Two Hundred and Twenty-Five Crores Only) divided into 225,00,00,000 (Two Hundred and Twenty-Five Crores Only) Equity Shares of Re. 1/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V:

“The Authorised Share Capital of the Company is Rs. 225,00,00,000 (Rupees Two Hundred and Twenty-Five Crores Only) consisting of 225,00,00,000 (Two Hundred and Twenty-Five Crores Only) Equity Shares of Re. 1/- each.”


CIN No. - L23201DL2001PLC174076


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Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorised to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

4. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NCT OF DELHI TO THE STATE OF UTTAR PRADESH AND CONSEQUENT AMENDMENT IN CLAUSE II OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014, and other applicable provisions, if any, and subject to the confirmation/approval of the Central Government through the office of the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi and other competent authorities, if any, Registered Office of the Company be shifted from NCT of Delhi to the State of Uttar Pradesh.

RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company be substituted with the following new Clause:

II. *The Registered Office of the Company will be situated in the State of Uttar Pradesh.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s)/petition to the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of registered office; to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper by the Board; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, advisors or consultants of the Company.”

by order of the board of
Salasar Techno Engineering Limited

Sd/-
Alok Kumar
Managing Director
DIN: 01474484

Date: January 25, 2024
Place: Hapur

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and December 28, 2022, September 25, 2023 and other general circular as applicable (collectively referred to as “MCA Circulars”), permitted convening the General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the 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 & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
6. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) setting out material facts concerning the business with respect to Item No. 1 to 4 form part of this Notice.

CIN No. - L23201DL2001PLC174076



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7. The Company has appointed Ms. Deepika Gaur of M/s Deepika Madhwal & Associates, Practicing Company Secretary, as Scrutinizer to scrutinize the remote e-voting process and voting at the Extra-ordinary General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.salasartechno.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
9. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. Dispatch of EGM Notice through Electronic Mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants.
12. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
13. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to madhwalassocaites@gmail.com with a copy marked to compliance@salasartechno.com. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
14. The e-voting period commences on Friday, February 16, 2024 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Sunday, February 18, 2024. During this period, Members holding shares in dematerialized form, as on Monday, February 12, 2024; i.e., cut-off date, may cast their vote electronically.
15. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Monday, February 12, 2024 to email id compliance@salasartechno.com. The same will be replied by the Company suitably.

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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16. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
17. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
18. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.salasartechno.com and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited (NSE).

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, February 16, 2024 from 9.00 A.M. (IST) and ends at 5.00 P.M. IST on Sunday, February 18, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, February 12, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

CIN No. - L23201DL2001PLC174076



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Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 or joining virtual meeting & voting during the meeting. 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

CIN No. - L23201DL2001PLC174076



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	<p>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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>

CIN No. - L23201DL2001PLC174076



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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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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. CDSL and NSDL


Login type	Helpdesk details
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
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 toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.


(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**


- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.

CIN No. - L23201DL2001PLC174076

 Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Salasar Techno Engineering Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

CIN No. - L23201DL2001PLC174076



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- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@salasartechno.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
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3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@salasartechno.com The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at compliance@salasartechno.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 compliance@salasartechno.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
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3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

CIN No. - L23201DL2001PLC174076



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO**Item No. 1 and 2:**

The Special Resolution contained in Item No. 1 and 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 3,90,00,000 (Three Crores and Ninety Lakhs Only) Equity Shares of face value of Re.1/- (Rupees One Only) each fully paid up, at an issue price of Rs. 72/- (Rupees Seventy Two Only) per Equity Share, for an aggregate amount of up to Rs. 280,80,00,000/- (Rupees Two Hundred Eighty Crores and Eighty Lacs Only) and 7,30,00,000 (Seven Crores and Thirty Lakhs only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at an issue price of Rs. 72/- (Rupees Seventy Two Only), for an aggregate amount of up to Rs. 525,60,00,000 (Rupees Five Hundred Twenty Five Crores and Sixty Lacs Only) for cash on preferential basis.

The proposed Preferential Issue is to be issued to the persons belonging to “Non-Promoter, Public Category” and “Promoter and Non-Promoter, Public Category” as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on January 25, 2024.

The securities under the present preferential issue is being issued at an issue price of Rs. 72/- (Rupees Seventy Two Only) per Equity Share/Warrant determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations and includes the entitlement of 4 fully paid up bonus shares for each equity share, i.e. in the ratio of 4:1, as this price has been determined before the corporate action and the record date already fixed for bonus issue i.e. Thursday, February 1, 2024, already approved by the board and members of the Company.

It is pertinent to mention here that the bonus issue in the ratio of 4:1 i.e. 4 (Four) equity share of Rs. 1/- (Rupee One) each fully paid up for every 1 (One) existing equity shares of Rs. 1/- (Rupee One) has already been approved by the Board of Directors of the Company in their duly held meeting dated December 20, 2023, and Members Approval has also been obtained through postal ballot on January 20, 2024.

And accordingly, in members approval, proposed at item No. 1 & 2 includes, proposal to capitalize another amount of upto Rs. 44,80,00,000/- (Rupees Forty Four Crores and Eighty Lacs Only) including Rs. Rs.15,60,00,000/- (Rupees Fifteen Crores and Sixty Lacs only) exclusively for allottees of equity shares, and upto Rs. 29,20,00,000/- (Rupees Twenty Nine Crores and Twenty Lakhs Only) for the allottees of warrants, for issuance of fully paid up corresponding bonus shares has specifically included.

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 1 and 2 of the Notice.

CIN No. - L23201DL2001PLC174076



Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on January 25, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 3,90,00,000 Equity Shares of face value of Re.1/- (Rupees One Only) each fully paid, to persons belonging to 'Non-Promoter, Public Category', at an issue price of Rs. 72/- (Rupees Seventy Two Only) per Equity Share, for an aggregate amount of up to Rs. 280,80,00,000/- (Rupees Two Hundred Eighty Crores and Eighty Lacs Only) and 7,30,00,000 (Seven Crores and Thirty Lakhs only) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the persons belonging to "Promoter" and "Non-Promoter", Public Category", at an issue price of Rs. 72/- (Rupees Seventy Two Only), for an aggregate amount of up to Rs. 525,60,00,000 (Rupees Five Hundred Twenty Five Crores and Sixty Lacs Only) for cash on preferential basis.

II. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:

The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. Financing of acquisition
2. Capital Expenditure including towards development, refurbishment and renovation of Assets;
3. Working Capital requirement;
4. General Corporate Purposes;
5. Issue Related Expenses;

(collectively, referred to hereinafter as the "**Objects**")

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

CIN No. - L23201DL2001PLC174076

Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
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Utilization of Gross Proceeds

The intended use of the Gross Proceeds Issue is as under: -

S. No.	Particulars	Total estimated amount to be utilized (₹ in Crores)*	Tentative timeline for utilization of funds
1.	Issue Related Expenses	46.04	September, 2024
2.	General Corporate Purposes	185.00	December, 2025
3.	Working Capital requirement	300.00	December, 2025
4.	Financing of acquisition	250.00	December, 2025
5.	Capital Expenditure including towards development, refurbishment and renovation of Assets	25.00	October, 2025
	Total	806.04	

*considering 100% conversion of Warrants into Equity Shares within the stipulated time.

in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds.

Interim Use of Proceeds

Our management will have flexibility in deploying the Proceeds received by our Company from the Preferential Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

Monitoring of Utilization of Funds

Since the proceeds from the Issue are more than ₹100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 a SEBI registered external credit rating agency shall be appointed as Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

CIN No. - L23201DL2001PLC174076

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III. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares and Warrants proposed to be allotted to the above mentioned allottees is January 20, 2024 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on February 19, 2024).

IV. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed National Stock Exchange of India Limited (NSE) and BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issue has to be calculated as under:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher.**

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the equity shares/warrants may be issued computes to Rs. 71.95/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/Convertible warrants issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, Registered valuer (IBBI/RV/03/2021/14113) i.e., Rs. 71.95/- per equity shares/warrant. The said report is available on the website of the Company at <https://salasartechno.com/wp-content/uploads/2024/01/STEL-Valuation-Report-25-01-2024.pdf>

After considering the above, it was decided to issue these equity shares/warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 72/- (Rupees Seventy Two Only) each.

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

Equity Shares: Aggregate amount of up to Rs. 280,80,00,000/- (Rupees Two Hundred Eighty Crores and Eighty Lacs Only)

Warrants: Aggregate amount of up to Rs. 525,60,00,000 (Rupees Five Hundred Twenty Five Crores and Sixty Lacs Only)

CIN No. - L23201DL2001PLC174076



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VI. Name and address of valuer who performed valuation;

Mr. Manish Manwani, Unit No. 125, Tower B-3, Spazeltch Park, Sohna Road, Sector-49, Gurugram, Haryana-122018, Registered valuer (IBBI/RV/03/2021/14113)

VII. Principal terms of Assets charged as securities: Not Applicable**VIII. Material terms of raising such securities**

The same has been disclosed in the respective resolution.

IX. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable**X. Valuation for consideration other than cash: Not Applicable****XI. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

Promoters of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S.No.	Proposed Allottees	Category	No of Warrants
1	Shashank Agarwal	Promoter	1,00,00,000
2.	Shalabh Agarwal	Promoter	1,00,00,000
3.	Raghav Agarwal	Promoter	1,00,00,000
4.	Bharat Agarwal	Promoter	1,00,00,000

Except these warrants, promoters are not subscribing any other securities in the proposed issue. All other proposed allottees belongs to Non-Promoter and Public Category.

XII. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil**XIII. The Shareholding Pattern of the issuer before and after the preferential issue**

The Shareholding Pattern of the issuer before and after the preferential issue is attached as **Annexure-A**.

XIV. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said equity shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. February 19, 2024 provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

CIN No. - L23201DL2001PLC174076

Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
Unit 2- Khasra 1184, 1185, Khera, Pilkhuwa, Tehsil Dhaulana, Distt. Hapur-245304

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

The Company has not made any preferential allotment during the period from April 1, 2023 till the date of this Notice.

XVI. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the proposed allottee	Category (Promoter/ Public)	Type of securities (Equity/ Warrants)	Name of Ultimate Beneficial Owner
1	North Star Opportunities Fund	Public	Equity	Ali Baqer Issam
2	Intuitive Alpha Investment Fund	Public	Equity	Seeramloo Polodoo
3	Virat Services LLP	Public	Equity	Rishabh Jain
4	Prajal Bhandari	Public	Equity	Not Applicable*
5	NAV Capital VCC-NAV Capital Emerging Star Fund	Public	Equity	Bishir Mehta
6	Tano Investment Opportunities Fund	Public	Equity	Mr Ashwanee Ramsurrin and Ms. Srishti Dixit
7	Mariko Consultants Private Limited	Public	Equity	Amrita Agarwal
8	Morde Foods Private Limited	Public	Equity	Harshal Chandrakant Morde
9	Mansi Parag Shah	Public	Equity	Not Applicable*
10	Natasha Singla	Public	Equity	Not Applicable*
11	Pankaj Kumar Gupta	Public	Equity	Not Applicable*
12	XCAP Investments Private Limited	Public	Equity	Jay Ashokkumar Bhandari
13	Ravi Agarwal	Public	Equity	Not Applicable*
14	Sneha Bhandari	Public	Equity	Not Applicable*
15	Reena Karwa	Public	Equity	Not Applicable*
16	Nexta Enterprises LLP	Public	Equity	Geeta Chetan Shah
17	Madan Mohan HUF	Public	Equity	Madan Mohan
18	Vijay Kumar Singla HUF	Public	Equity	Vijay Kumar Singla
19	Mithan Lal and Sons HUF	Public	Equity	Mithan Lal
20	Mithan Lal Singla	Public	Equity	Not Applicable*
21	Silpa Bansal	Public	Equity	Not Applicable*
22	Monesh Israni	Public	Equity	Not Applicable*
23	Viney Equity Market LLP	Public	Equity	Anant Aggarwal
24	Harish Kumar Sharma	Public	Equity	Not Applicable*
25	Kushaal Saraf	Public	Equity	Not Applicable*
26	Snehil Saraf	Public	Equity	Not Applicable*
27	Shree Shyam Investments	Public	Equity	Shree Shyam
28	Srinavas Murthy	Public	Equity	Not Applicable*
29	Jandhyala Srinivas Murthy	Public	Equity	Not Applicable*
30	Kusum Bansal	Public	Equity	Not Applicable*

CIN No. - L23201DL2001PLC174076

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31	Rakesh Rosan Dalmia	Public	Equity	Not Applicable*
32	Vaasu Garg	Public	Equity	Not Applicable*
33	Vrinda Garg	Public	Equity	Not Applicable*
34	Moheet Vinodkumar Agrawal	Public	Equity	Not Applicable*
35	Ganesh Das Gupta	Public	Equity	Not Applicable*
36	Rakesh Garg	Public	Equity	Not Applicable*
37	Satvinder Kaur	Public	Equity	Not Applicable*
38	Vardhman Jain	Public	Equity	Not Applicable*
39	Lalit Kabra	Public	Equity	Not Applicable*
40	A Prathap Reddy	Public	Equity	Not Applicable*
41	Padigree Advisory Pvt. Ltd.	Public	Equity	Dilip Parmeshwar Bhat
42	Viraf Kaikhushroo Chinoy	Public	Equity	Not Applicable*
43	Sangeeta Venkatraman	Public	Equity	Not Applicable*
44	Bijal Pritesh Vora	Public	Equity	Not Applicable*
45	Madhushree Enterprises Pvt. Limited	Public	Equity	Surendra Kumar Rathi
46	RDHL Marketing Pvt Ltd	Public	Equity	Rajiv Gupta
47	Uttamjit Singh Sabharwal	Public	Equity	Not Applicable*
48	Abhishek Agarwala	Public	Equity	Not Applicable*
49	Rajiv Jitendra Parekh	Public	Equity	Not Applicable*
50	Manju Sharma	Public	Equity	Not Applicable*
51	Anant Pal Singh	Public	Equity	Not Applicable*
52	Vivek Bhauka	Public	Equity	Not Applicable*
53	Ritee Prithviraj Jain	Public	Equity	Not Applicable*
54	Amritlal A Mehta	Public	Equity	Not Applicable*
55	Brij Mohan Gupta HUF	Public	Equity	Brij Mohan Gupta
56	Sumit Gupta HUF	Public	Equity	Sumit Gupta
57	Sarwan Kumar Gupta	Public	Equity	Not Applicable*
58	Pravina Gupta	Public	Equity	Not Applicable*
59	Chandni Badhwar	Public	Equity	Not Applicable*
60	Subbarami Reddy Oruganti	Public	Equity	Not Applicable*
61	Srinivas Reddy	Public	Equity	Not Applicable*
62	Sunil Agarwal	Public	Equity	Not Applicable*
63	Hari Narayan Rathi	Public	Equity	Not Applicable*
64	Keshav Parval	Public	Equity	Not Applicable*
65	Basant Kumar Bafna	Public	Equity	Not Applicable*
66	Haresh Somalal Vyas	Public	Equity	Not Applicable*
67	Lata Sharad Shah	Public	Equity	Not Applicable*
68	Gautam Bihari Lal Patel	Public	Equity	Not Applicable*
69	Ranjeet Chuni Lal	Public	Equity	Not Applicable*
70	N Ravichandran	Public	Equity	Not Applicable*
71	Pratik Hasmukh Shah	Public	Equity	Not Applicable*
72	Sambhavi Sinha	Public	Equity	Not Applicable*
73	Ajit Hirji Dedhia	Public	Equity	Not Applicable*
74	Feroz Farms and Holdings (P) Ltd.	Public	Equity	Feroz Kaikhushroo Ardeshir Dubash

CIN No. - L23201DL2001PLC174076

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75	NPRS Financial Services Pvt. Limited	Public	Equity	Pravina Bhansali
76	Kshma Jaswant Shah	Public	Equity	Not Applicable*
77	Piyush Bhupendra Gala	Public	Equity	Not Applicable*
78	Kunal Kailash Parekh	Public	Equity	Not Applicable*
79	Navin Mahavirprasad Dalmia	Public	Equity	Not Applicable*
80	Karan Sanghvi	Public	Equity	Not Applicable*
81	Santosh Dhondu Satam	Public	Equity	Not Applicable*
82	Bharti Garg	Public	Equity	Not Applicable*
83	Kapil Gupta	Public	Equity	Not Applicable*
84	Kanhaiyalal Rathi	Public	Equity	Not Applicable*
85	Leela Vinod Nawandhar	Public	Equity	Not Applicable*
86	Prakaash S Shah HUF	Public	Equity	Prakaash S Shah
87	Mehul M Gandhi	Public	Equity	Not Applicable*
88	Sonali Sanklecha	Public	Equity	Not Applicable*
89	Narendra Parasmal Burad	Public	Equity	Not Applicable*
90	NVS Corporate Consultancy Services Pvt. Ltd.	Public	Equity	Anahaita Shah
91	Sandeep Mittal	Public	Equity	Not Applicable*
92	Vivek Mahavir Jain	Public	Equity	Not Applicable*
93	Vizvasa Investment & Holding Pvt Ltd	Public	Equity	Sirish Dayata
94	Manoj Budhia HUF	Public	Equity	Manoj Budhia
95	Growfast Securities & Credit Pvt. Ltd	Public	Equity	Ripunjay Aggarwal
96	Monika Choudhary	Public	Equity	Not Applicable*
97	Surinder Kaur	Public	Equity	Not Applicable*
98	Vikram Narang	Public	Equity	Not Applicable*
99	Vikash Gupta	Public	Equity	Not Applicable*
100	Sveltetech Technologies Pvt. Ltd.	Public	Equity	Swatee Seth
101	Abhinav Gupta	Public	Equity	Not Applicable*
102	Amanveer Singh	Public	Equity	Not Applicable*
103	Avinash Agarwal	Public	Equity	Not Applicable*
104	Amrita Agarwal	Public	Equity	Not Applicable*
105	Vinit Gupta HUF	Public	Equity	Vinit Gupta
106	Ruchi Gupta	Public	Equity	Not Applicable*
107	Umesh C Chhazzed	Public	Equity	Not Applicable*
108	Rohit A Boda	Public	Equity	Not Applicable*
109	Hiten Bhatia	Public	Equity	Not Applicable*
110	Kishore Kewalram	Public	Equity	Not Applicable*
111	Crowe Boda And Company Pvt. Ltd.	Public	Equity	Atul D Boda
112	Kavita A Boda	Public	Equity	Not Applicable*
113	Payal A Boda	Public	Equity	Not Applicable*
114	Kaushik Soni	Public	Equity	Not Applicable*
115	Raj Kumar Gupta	Public	Equity	Not Applicable*
116	Surendra S Peety	Public	Equity	Not Applicable*
117	Sunil Kumar Goel	Public	Equity	Not Applicable*
118	Ashok Kumar Bansal	Public	Equity	Not Applicable*

CIN No. - L23201DL2001PLC174076

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119	Sudhir Kumar Bansal	Public	Equity	Not Applicable*
120	Sumeet Kumar Jain	Public	Equity	Not Applicable*
121	Sumit Jain	Public	Equity	Not Applicable*
122	Saraansh Bansal	Public	Equity	Not Applicable*
123	Ramesh Shriniwas Heda	Public	Equity	Not Applicable*
124	Prasad Taparia	Public	Equity	Not Applicable*
125	Mohammed Mohiuddin Hamid	Public	Equity	Not Applicable*
126	Akash Tapadia	Public	Equity	Not Applicable*
127	Manju Asawa	Public	Equity	Not Applicable*
128	Girish Jaju	Public	Equity	Not Applicable*
129	Minni Kansal	Public	Equity	Not Applicable*
130	Veena Garg	Public	Equity	Not Applicable*
131	Rahul Kumar Sharma	Public	Equity	Not Applicable*
132	Manish Jain	Public	Equity	Not Applicable*
133	Sandeep Jain	Public	Equity	Not Applicable*
134	Ashima Mahendru Singla	Public	Equity	Not Applicable*
135	Sanjay Jhaver H	Public	Equity	Not Applicable*
136	Raja Mimani	Public	Equity	Not Applicable*
137	Anand Mundhra	Public	Equity	Not Applicable*
138	Jaideep Singh Rathore	Public	Equity	Not Applicable*
139	Raj Bansal	Public	Equity	Not Applicable*
140	J B Boda Insurance Surveyors and Loss Assessors Private Limited	Public	Equity	Kavita A. Boda
141	Shashank Agarwal	Promoters	Warrants	Not Applicable*
142	Shalabh Agarwal	Promoters	Warrants	Not Applicable*
143	Raghav Agarwal	Promoters	Warrants	Not Applicable*
144	Bharat Agarwal	Promoters	Warrants	Not Applicable*
145	Coeus Global Opportunities Fund	Public	Warrants	Li Hoy Choo LI KIM FOR
146	Vespara Fund Limited	Public	Warrants	Raj Bhatt
147	Elara India Opportunities Fund	Public	Warrants	Raj Bhatt

*Being allottee a natural Person

XVII. The percentage of post preferential issue capital that may be held by the Promoters and change in control, if any, in the issuer consequent to the preferential issue

Name	Pre-Issue Shareholding Structure		Warrants to be allotted on Preferential basis along with bonus shares in the ratio of 4:1	Post Equity Shareholding	
	No. of shares	%*		No. of shares	%#
Shashank Agarwal	1,42,11,840	4.50	5,00,00,000	6,42,11,840	3.00
Shalabh Agarwal	2,56,11,840	8.11	5,00,00,000	7,56,11,840	3.54
Raghav Agarwal	Nil	Nil	5,00,00,000	5,00,00,000	2.34
Bharat Agarwal	Nil	Nil	5,00,00,000	5,00,00,000	2.34

CIN No. - L23201DL2001PLC174076

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**These percentages have been calculated on the basis of fully paid up equity capital i.e. Rs. 31,57,05,280/- divided into 31,57,05,280 Equity Shares of Re. 1/- (Rupee One Only) each.*

#These percentages have been calculated on the basis of fully diluted paid up equity capital i.e. Rs. 213,85,26,400 divided into 213,85,26,400 Equity Shares of Re. 1/- (Rupee One Only) each.

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

XVIII. Lock-in Period:

- a) The equity shares and warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XIX. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) 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. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

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

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	North Star Opportunities Fund	Non-Promoter, Public	Non-Promoter, Public
2	Intuitive Alpha Investment Fund	Non-Promoter, Public	Non-Promoter, Public
3	Virat Services LLP	Non-Promoter, Public	Non-Promoter, Public
4	Prajal Bhandari	Non-Promoter, Public	Non-Promoter, Public

CIN No. - L23201DL2001PLC174076

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5	NAV Capital VCC-NAV Capital Emerging Star Fund	Non-Promoter, Public	Non-Promoter, Public
6	Tano Investment Opportunities Fund	Non-Promoter, Public	Non-Promoter, Public
7	Mariko Consultants Private Limited	Non-Promoter, Public	Non-Promoter, Public
8	Morde Foods Private Limited	Non-Promoter, Public	Non-Promoter, Public
9	Mansi Parag Shah	Non-Promoter, Public	Non-Promoter, Public
10	Natasha Singla	Non-Promoter, Public	Non-Promoter, Public
11	Pankaj Kumar Gupta	Non-Promoter, Public	Non-Promoter, Public
12	XCAP Investments Private Limited	Non-Promoter, Public	Non-Promoter, Public
13	Ravi Agarwal	Non-Promoter, Public	Non-Promoter, Public
14	Sneha Bhandari	Non-Promoter, Public	Non-Promoter, Public
15	Reena Karwa	Non-Promoter, Public	Non-Promoter, Public
16	Nexta Enterprises LLP	Non-Promoter, Public	Non-Promoter, Public
17	Madan Mohan HUF	Non-Promoter, Public	Non-Promoter, Public
18	Vijay Kumar Singla HUF	Non-Promoter, Public	Non-Promoter, Public
19	Mithan Lal and Sons HUF	Non-Promoter, Public	Non-Promoter, Public
20	Mithan Lal Singla	Non-Promoter, Public	Non-Promoter, Public
21	Silpa Bansal	Non-Promoter, Public	Non-Promoter, Public
22	Monesh Israni	Non-Promoter, Public	Non-Promoter, Public
23	Viney Equity Market LLP	Non-Promoter, Public	Non-Promoter, Public
24	Harish Kumar Sharma	Non-Promoter, Public	Non-Promoter, Public
25	Kushaal Saraf	Non-Promoter, Public	Non-Promoter, Public
26	Snehil Saraf	Non-Promoter, Public	Non-Promoter, Public
27	Shree Shyam Investments	Non-Promoter, Public	Non-Promoter, Public
28	Srinavas Murthy	Non-Promoter, Public	Non-Promoter, Public
29	Jandhyala Srinivas Murthy	Non-Promoter, Public	Non-Promoter, Public
30	Kusum Bansal	Non-Promoter, Public	Non-Promoter, Public
31	Rakesh Rosan Dalmia	Non-Promoter, Public	Non-Promoter, Public
32	Vaasu Garg	Non-Promoter, Public	Non-Promoter, Public
33	Vrinda Garg	Non-Promoter, Public	Non-Promoter, Public
34	Moheet Vinodkumar Agrawal	Non-Promoter, Public	Non-Promoter, Public
35	Ganesh Das Gupta	Non-Promoter, Public	Non-Promoter, Public
36	Rakesh Garg	Non-Promoter, Public	Non-Promoter, Public
37	Satvinder Kaur	Non-Promoter, Public	Non-Promoter, Public
38	Vardhman Jain	Non-Promoter, Public	Non-Promoter, Public
39	Lalit Kabra	Non-Promoter, Public	Non-Promoter, Public
40	A Prathap Reddy	Non-Promoter, Public	Non-Promoter, Public
41	Padigree Advisory Pvt. Ltd.	Non-Promoter, Public	Non-Promoter, Public
42	Viraf Kaikhushroo Chinoy	Non-Promoter, Public	Non-Promoter, Public
43	Sangeeta Venkatraman	Non-Promoter, Public	Non-Promoter, Public
44	Bijal Pritesh Vora	Non-Promoter, Public	Non-Promoter, Public
45	Madhushree Enterprises Private Limited	Non-Promoter, Public	Non-Promoter, Public
46	RDHL Marketing Pvt Ltd	Non-Promoter, Public	Non-Promoter, Public
47	Uttamjit Singh Sabharwal	Non-Promoter, Public	Non-Promoter, Public
48	Abhishek Agarwala	Non-Promoter, Public	Non-Promoter, Public

CIN No. - L23201DL2001PLC174076

 Unit 1- Khasra 265, 281-283, Parsaun-Dasna, Jindal Nagar, Distt. Hapur-201313
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49	Rajiv Jitendra Parekh	Non-Promoter, Public	Non-Promoter, Public
50	Manju Sharma	Non-Promoter, Public	Non-Promoter, Public
51	Anant Pal Singh	Non-Promoter, Public	Non-Promoter, Public
52	Vivek Bhauka	Non-Promoter, Public	Non-Promoter, Public
53	Ritee Prithviraj Jain	Non-Promoter, Public	Non-Promoter, Public
54	Amritlal A Mehta	Non-Promoter, Public	Non-Promoter, Public
55	Brij Mohan Gupta HUF	Non-Promoter, Public	Non-Promoter, Public
56	Sumit Gupta HUF	Non-Promoter, Public	Non-Promoter, Public
57	Sarwan Kumar Gupta	Non-Promoter, Public	Non-Promoter, Public
58	Pravina Gupta	Non-Promoter, Public	Non-Promoter, Public
59	Chandni Badhwar	Non-Promoter, Public	Non-Promoter, Public
60	Subbarami Reddy Oruganti	Non-Promoter, Public	Non-Promoter, Public
61	Srinivas Reddy	Non-Promoter, Public	Non-Promoter, Public
62	Sunil Agarwal	Non-Promoter, Public	Non-Promoter, Public
63	Hari Narayan Rathi	Non-Promoter, Public	Non-Promoter, Public
64	Keshav Parval	Non-Promoter, Public	Non-Promoter, Public
65	Basant Kumar Bafna	Non-Promoter, Public	Non-Promoter, Public
66	Hareesh Somalal Vyas	Non-Promoter, Public	Non-Promoter, Public
67	Lata Sharad Shah	Non-Promoter, Public	Non-Promoter, Public
68	Gautam Bihari Lal Patel	Non-Promoter, Public	Non-Promoter, Public
69	Ranjeet Chuni Lal	Non-Promoter, Public	Non-Promoter, Public
70	N Ravichandran	Non-Promoter, Public	Non-Promoter, Public
71	Pratik Hasumukh Shah	Non-Promoter, Public	Non-Promoter, Public
72	Sambhavi Sinha	Non-Promoter, Public	Non-Promoter, Public
73	Ajit Hirji Dedhia	Non-Promoter, Public	Non-Promoter, Public
74	Feroz Farms and Holdings Private Limited	Non-Promoter, Public	Non-Promoter, Public
75	NPRS Financial Services Private Limited	Non-Promoter, Public	Non-Promoter, Public
76	Kshma Jaswant Shah	Non-Promoter, Public	Non-Promoter, Public
77	Piyush Bhupendra Gala	Non-Promoter, Public	Non-Promoter, Public
78	Kunal Kailash Parekh	Non-Promoter, Public	Non-Promoter, Public
79	Navin Mahavirprasad Dalmia	Non-Promoter, Public	Non-Promoter, Public
80	Karan Sanghvi	Non-Promoter, Public	Non-Promoter, Public
81	Santosh Dhondu Satam	Non-Promoter, Public	Non-Promoter, Public
82	Bharti Garg	Non-Promoter, Public	Non-Promoter, Public
83	Kapil Gupta	Non-Promoter, Public	Non-Promoter, Public
84	Kanhaiyalal Rathi	Non-Promoter, Public	Non-Promoter, Public
85	Leela Vinod Nawandhar	Non-Promoter, Public	Non-Promoter, Public
86	Prakaash S Shah HUF	Non-Promoter, Public	Non-Promoter, Public
87	Mehul M Gandhi	Non-Promoter, Public	Non-Promoter, Public
88	Sonali Sanklecha	Non-Promoter, Public	Non-Promoter, Public
89	Narendra Parasmal Burad	Non-Promoter, Public	Non-Promoter, Public
90	NVS Corporate Consultancy Services Pvt. Ltd.	Non-Promoter, Public	Non-Promoter, Public
91	Sandeep Mittal	Non-Promoter, Public	Non-Promoter, Public
92	Vivek Mahavir Jain	Non-Promoter, Public	Non-Promoter, Public
93	Vizvasa Investment & Holding Pvt Ltd	Non-Promoter, Public	Non-Promoter, Public

CIN No. - L23201DL2001PLC174076

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94	Manoj Budhia HUF	Non-Promoter, Public	Non-Promoter, Public
95	Growfast Securities & Credit Pvt. Ltd	Non-Promoter, Public	Non-Promoter, Public
96	Monika Choudhary	Non-Promoter, Public	Non-Promoter, Public
97	Surinder Kaur	Non-Promoter, Public	Non-Promoter, Public
98	Vikram Narang	Non-Promoter, Public	Non-Promoter, Public
99	Vikash Gupta	Non-Promoter, Public	Non-Promoter, Public
100	Sveltetech Technologies Private Limited	Non-Promoter, Public	Non-Promoter, Public
101	Abhinav Gupta	Non-Promoter, Public	Non-Promoter, Public
102	Amanveer Singh	Non-Promoter, Public	Non-Promoter, Public
103	Avinash Agarwal	Non-Promoter, Public	Non-Promoter, Public
104	Amrita Agarwal	Non-Promoter, Public	Non-Promoter, Public
105	Vinit Gupta HUF	Non-Promoter, Public	Non-Promoter, Public
106	Ruchi Gupta	Non-Promoter, Public	Non-Promoter, Public
107	Umesh C Chhazzed	Non-Promoter, Public	Non-Promoter, Public
108	Rohit A Boda	Non-Promoter, Public	Non-Promoter, Public
109	Hiten Bhatia	Non-Promoter, Public	Non-Promoter, Public
110	Kishore Kewalram	Non-Promoter, Public	Non-Promoter, Public
111	Crowe Boda And Company Private Limited	Non-Promoter, Public	Non-Promoter, Public
112	Kavita A Boda	Non-Promoter, Public	Non-Promoter, Public
113	Payal A Boda	Non-Promoter, Public	Non-Promoter, Public
114	Kaushik Soni	Non-Promoter, Public	Non-Promoter, Public
115	Raj Kumar Gupta	Non-Promoter, Public	Non-Promoter, Public
116	Surendra S Peety	Non-Promoter, Public	Non-Promoter, Public
117	Sunil Kumar Goel	Non-Promoter, Public	Non-Promoter, Public
118	Ashok Kumar Bansal	Non-Promoter, Public	Non-Promoter, Public
119	Sudhir Kumar Bansal	Non-Promoter, Public	Non-Promoter, Public
120	Sumeet Kumar Jain	Non-Promoter, Public	Non-Promoter, Public
121	Sumit Jain	Non-Promoter, Public	Non-Promoter, Public
122	Saraansh Bansal	Non-Promoter, Public	Non-Promoter, Public
123	Ramesh Shrinivas Heda	Non-Promoter, Public	Non-Promoter, Public
124	Prasad Taparia	Non-Promoter, Public	Non-Promoter, Public
125	Mohammed Mohiuddin Hamid	Non-Promoter, Public	Non-Promoter, Public
126	Akash Tapadia	Non-Promoter, Public	Non-Promoter, Public
127	Manju Asawa	Non-Promoter, Public	Non-Promoter, Public
128	Girish Jaju	Non-Promoter, Public	Non-Promoter, Public
129	Minni Kansal	Non-Promoter, Public	Non-Promoter, Public
130	Veena Garg	Non-Promoter, Public	Non-Promoter, Public
131	Rahul Kumar Sharma	Non-Promoter, Public	Non-Promoter, Public
132	Manish Jain	Non-Promoter, Public	Non-Promoter, Public
133	Sandeep Jain	Non-Promoter, Public	Non-Promoter, Public
134	Ashima Mahendru Singla	Non-Promoter, Public	Non-Promoter, Public
135	Sanjay Jhaver H	Non-Promoter, Public	Non-Promoter, Public
136	Raja Mimani	Non-Promoter, Public	Non-Promoter, Public
137	Anand Mundhra	Non-Promoter, Public	Non-Promoter, Public
138	Jaideep Singh Rathore	Non-Promoter, Public	Non-Promoter, Public

CIN No. - L23201DL2001PLC174076

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139	Raj Bansal	Non-Promoter, Public	Non-Promoter, Public
140	J B Boda Insurance Surveyors and Loss Assessors Private Limited	Non-Promoter, Public	Non-Promoter, Public
141	Shashank Agarwal	Promoter	Promoter
142	Shalabh Agarwal	Promoter	Promoter
143	Raghav Agarwal	Promoter	Promoter
144	Bharat Agarwal	Promoter	Promoter
145	Coeus Global Opportunities Fund	Non-Promoter, Public	Non-Promoter, Public
146	Vespara Fund Limited	Non-Promoter, Public	Non-Promoter, Public
147	Elara India Opportunities Fund	Non-Promoter, Public	Non-Promoter, Public

XXII. Practicing Company Secretary's Certificate:

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <https://salasartechno.com/wp-content/uploads/2024/01/PCS-Compliance-Certificate.pdf>

XXIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 and 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 and 2 of this notice for the issue of equity shares and warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No, 3:

The Members may take note that presently the paid-up share capital of the Company is Rs. 31,57,05,280/- consisting of 31,57,05,280 Equity Shares of Re. 1/- (Rupees One Only) each.

In view of business requirements of raising funds from time to time, the Company proposes to increase its Authorised Share Capital to Rs. 225,00,00,000 (Rupees Two Hundred and Twenty Five Crores Only) consisting of 225,00,00,000 (Two Hundred and Twenty Five Crores Only) Equity Shares of Re. 1/- each.

Pursuant to the provisions of Section 61, the proposed increase of Authorised Share Capital of the Company requires approval of the Members. Consequent upon the increase in Authorised Share Capital of the Company, Clause V of the Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorised Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Special Resolution as set out in Item No. 3 of the Notice of EGM.

A copy of the Memorandum of Association along with the proposed amendments is available for inspection by the members at the Registered Office between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the date of EGM, except all national holidays.

CIN No. - L23201DL2001PLC174076


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Salasar Techno Engineering Limited

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

Item No.4:

Presently, the registered office of your Company is situated in the NCT of Delhi. Your Company is engaged in manufacturing of telecom towers, railway towers, transmission and distribution towers and other related activities. With passage of time, your Company has diversified its business in other fields like manufacturing of steel bridges and other structures for infrastructure projects, undertaking electrification projects for railways, etc., either directly or through SPVs.

Three factory premises of the Company are located at village Dasna & Khera, Distt. Hapur in the State of Uttar Pradesh in proximity of Delhi NCR. The Company also has a large Office Space in Sector 62, Noida in the State of Uttar Pradesh. The Executive Directors and other Senior Management Personnel of the Company usually sit in either of these three-factory premises and the Noida Office. The Board of Directors of the Company is of the opinion that shifting of the registered office of the Company to the State of Uttar Pradesh will result in administrative convenience, saving of overheads and better control over the affairs of the Company. Human and various other resources of the Group may be utilized in a better manner. The Management is of the opinion that shifting the Registered Office from the NCT of Delhi to the State of Uttar Pradesh will enable the Company to run its affairs more conveniently and in a more cost-effective manner.

It is, accordingly, proposed to shift the registered office of the Company from the NCT of Delhi to the State of Uttar Pradesh by amending Clause II of the Memorandum of Association of the Company.

Approval of the members of the Company, by way of Special Resolution, is required to give effect to the proposed shifting of the Registered Office. The proposal will be effective only on the confirmation/approval by the Central Government through the office of the Learned Regional Director, Ministry of Corporate Affairs. The Company will file the necessary application/petition for such confirmation/approval after passing of the proposed Special Resolution by the members.

The Board recommends the proposed resolutions for the approval of the members.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

by order of the board of
Salasar Techno Engineering Limited

Sd/-
Alok Kumar
Managing Director
DIN: 01474484

Date: January 25, 2024
Place: Hapur

CIN No. - L23201DL2001PLC174076

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The Shareholding Pattern of the issuer before and after the preferential Issue

Category	Pre Issue Shareholding					Equity shares to be allotted on Preferential basis along with bonus shares in the ratio of 4:1	Post Issue shareholding		Warrants to be allotted on Preferential basis along with bonus shares in the ratio of 4:1	Post Issue (Presuming full conversion of Warrants)	
	Before Bonus Issue		Bonus shares to be allotted in the ratio of 4:1 (record date fixed February 01, 2024)	Post Bonus Issue			No. of shares	%		No. of shares	%
	No. of shares	%	No. of shares	No. of shares	%		No. of shares	%		No. of shares	%
A) Promoter Shareholding											
Indian											
a) Individuals	102900000	32.59	411600000.00	514500000.00	32.59	-	514500000.00	29.01	200,000,000	714500000.00	33.41
b) Body Corporate	86506000	27.40	346024000.00	432530000.00	27.40	-	432530000.00	24.39	-	432530000.00	20.23
c) any other i.e. HUF and LLP	9720000	3.08	38880000.00	48600000.00	3.08	-	48600000.00	2.74	-	48600000.00	2.27
Sub Total (A)(1)	199126000	63.07	796504000.00	995630000.00	63.07	-	995630000.00	56.14	200,000,000	1195630000.00	55.91
2) Foreign Promoters	-	-	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	199126000	63.07	796504000.00	995630000.00	63.07	-	995630000.00	56.14	200,000,000	1195630000.00	55.91
B) Public Shareholding											
B1) Institutional Investors	27931753	8.85	111727012.00	139658765.00	8.85	68,875,000	208533765.00	11.76	165,000,000	373533765.00	17.47
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	-	-	-	-	-	-
B3) Non-Institutional Investors											
Individuals	64354272	20.38	257417088.00	321771360.00	20.38	87,013,890	408785250.00	23.05	-	408785250.00	19.12
Body Corporate	19557469	6.19	78229876.00	97787345.00	6.19	18,000,000	115787345.00	6.53	-	115787345.00	5.41
Others (Including NRI, Clearing Members, HUF, LLP, Firm etc.)	4735786	1.50	18943144.00	23678930.00	1.50	21,111,110	44790040.00	2.53	-	44790040.00	2.09
Total Public Shareholding B=B1+B2+B3	116579280	36.93	466317120.00	582896400.00	36.93	195,000,000	777896400.00	43.86	165,000,000	942896400.00	44.09
C) Non-Promoter - Non-Public	-	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	315705280	100	1262821120	1578526400.00	100.00	195,000,000	1773526400.00	100.00	365,000,000	2138526400.00	100.00