



NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extra-Ordinary General Meeting** of the members and shareholders of M/s. **SAI SWAMI METALS AND ALLOYS LIMITED** will be held on Saturday, the 01st February, 2025 at 04:00 P.M (IST), through Video Conferencing ("VC") / Other Audio Visual Means (OAVM) to transact following business.

Special Business:

1. Increase in Authorised Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

V. The Authorized Share capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT any of directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

2. TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF UPTO 66,40,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRanches BY WAY OF PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") on which the equity shares of the Company having face value of Re. 10 each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required, the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board of Directors of the company to create, issue, offer and allot upto 66,40,000 Fully Convertible Equity Warrants at issue price of Rs 55 per Convertible Equity Warrant including premium of Rs. 45/- per Convertible Equity Warrant aggregating upto Rs 36,52,00,000 /- (Thirty Six Crore Fifty- Two Lakhs only) or such other price as may be determined in accordance with the



provisions of Chapter V of SEBI (ICDR) Regulations, convertible into equivalent number of fully paid up equity share of the company of face value of Re. 10/- (Rupees Ten Only) at an option of the proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants to specified investors, on a preferential basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board, to the following persons ("Proposed Allottees Promoters and Non-Promoter/Public) as detailed below:

Sr. No.	Name of Proposed Allottee	No. of Equity Warrant proposed to be issued	Category
1.	Nipun Anantlal Bhagat	26,40,000	Promoter Group - Non-Institutional - Resident Individual
2.	Kunjit Maheshbhai Patel	15,80,000	Public - Non -Institutional - Resident Individual
3.	Nayanaben Chandubhai Thakor	10,00,000	Public - Non -Institutional - Resident Individual
4.	Amit Punamchand Parmar	30,000	Public - Non -Institutional - Resident Individual
5.	Rupesh Kumar Mittal	24,000	Public - Non -Institutional - Resident Individual
6.	Roopyaa Tradebizz Limited	70,000	Public - Non -Institutional - Body corporate
7.	Solanki Mitesh Milanbhai	25,000	Public - Non -Institutional - Resident Individual
8.	Jitendra P Mamtani	27,000	Public - Non -Institutional - Resident Individual
9.	Jitesh Joitaram Patel	24,000	Public - Non -Institutional - Resident Individual
10.	Twinkle Dubey	10,000	Public - Non -Institutional - Resident Individual
11.	Gayatri Yadav	10,000	Public - Non -Institutional - Resident Individual
12.	Anant Singhvi	150000	Public - Non -Institutional - Resident Individual
13.	Rajendra Singhvi	135000	Public - Non -Institutional - Resident Individual
14.	Vandana Singhvi	130000	Public - Non -Institutional - Resident Individual
15.	Pradeep Kumar Daga	145000	Public - Non -Institutional - Resident Individual
16.	Manak Raj Daga	140000	Public - Non -Institutional - Resident Individual
17.	Nitin Suresh	50000	Public - Non -Institutional - Resident Individual
18.	Abhilash Gangrade	75000	Public - Non -Institutional - Resident Individual
19.	Lunkaran Jain	125000	Public - Non -Institutional - Resident Individual
20.	Suresh Kumar C	50000	Public - Non -Institutional - Resident Individual
21.	Mithalal B	100000	Public - Non -Institutional - Resident Individual
22.	Aadityakaran M	100000	Public - Non -Institutional - Resident Individual
	TOTAL	66,40,000	



RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares/ warrant is Thursday, 02 January, 2025 ("Relevant Date") being the date 30 days prior to the date on which this resolution shall be considered to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Re. 10/- (Rupees One Only). The Equity Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- b) The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount equivalent to atleast 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottee on the exercise of option of conversion of the warrant(s).
- c) The Proposed Allottee shall pay the consideration of Equity Warrants convertible into equity shares to the company from its respective bank account and in case of joint holders the consideration shall be paid from the bank account of person whose name appears first in the application.
- d) The Equity Warrants proposed to be allotted and the Equity Shares proposed to be allotted pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Convertible Equity 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.
- f) The Convertible Equity Warrants shall be allotted to the proposed allottee within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Convertible Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- g) The Convertible Equity Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Equity Warrants on the payment of the specified consideration against each warrant.
- h) In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period (i.e 18 months from the date of allotment of Equity Warrants), the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- i) The issue of Equity shares on account of exercise option by proposed allottee shall rank pari passu with the existing paid-up equity shares of the company.
- j) The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- k) The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.
- l) The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- m) The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchanges subject



to the receipt of necessary regulatory permissions and approvals 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 are hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT any Board of Directors of the company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution”

3. To Appoint Statutory Auditors of the Company:

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution for appointment of M/s. Patel & Jain, Chartered Accountants as the Statutory Auditors of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Patel & Jain, Chartered Accountants (ICAI Firm Registration No. 129797W) be appointed as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting (AGM) of the company subject to the approval of members at the Extra Ordinary General Meeting (EOGM) for the Financial Year 2024-25.”

Date: 08.01.2025
Place: Daskroi

By order of the Board,
SAI SWAMI METALS AND ALLOYS LIMITED

Sd/-
NIPUN ANANTLAL BHAGAT
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00065495



IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses in the Notice is annexed.
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 thereat 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, December 14, 2021 and May 05, 2022 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. 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 <https://www.saiswamimetals.com/index.html>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com/> respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 21/2021 dated December 14, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.
8. The Register of Members and Share Transfer Books will remain closed from 25th January, 2025 to 01st February, 2025 (both days inclusive) for the purpose of Extra Ordinary General Meeting (EOGM).
9. Members holding shares in the dematerialized mode are requested to intimate all changes with



respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc, to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address:

Big Share Services Private Limited., Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai- 400093. Email id: info@bigshareonline.com

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA .
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized
12. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
13. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the EGM are stated at the end of the Explanatory Statement annexed hereto.
14. As the EGM is being held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of EGM through email on cs@saiswamimetals.com. The same will be replied / made available by the Company suitably.
15. The business set out in the Notice of EGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given at Note of this Notice.
16. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
18. 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. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.



19. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. January 25, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. January 25, 2025 may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins **at 9.00 a.m. on Wednesday, 29th January, 2025 and ends at 5:00 p.m. on Friday, 31st January, 2025**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Saturday, 25th January, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Saturday, 25th January, 2025**.

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

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

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to



	<p>e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the



	<p>remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <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 evoting 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) login through their depository participants</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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33</p>

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



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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csabprofessional@gmail.com Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@saiswamimetals.com . The same will be replied by the company suitably.

Date: 08.01.2025
Place: Daskroi

By order of the Board,
SAI SWAMI METALS AND ALLOYS LIMITED

Sd/-
NIPUN ANANTLAL BHAGAT
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00065495



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

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO. 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The existing Authorized Share Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crore Fifty Lakh Only) divided into 75,00,000 (Seventy-Five Lakh)) Equity Shares of Rs. 10/- (Rupees Ten) each.

The Board in its Meeting held on January 04, 2025 approved and recommended increasing the Authorised Share Capital to Rs. 14,00,00,000/- (Rupees Fourteen Crore Only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 1 for approval of the Members as Ordinary Resolution.

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

ITEM NO. 2: TO ISSUE AND ALLOTMENT OF UPTO 66,40,000 FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY IN ONE OR MORE TRanches BY WAY OF PREFERENTIAL BASIS

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 66,40,000 Convertible Equity Warrants by way of preferential basis to allottees ("Proposed Allottees") at an issue price of Rs. 55/- per warrant ("Issue Price") or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of Proposed Allottee	Category	No. of Equity Shares already Held	% of equity shares held by proposed allottee	Ultimate Beneficial Owner
1.	Nipun Anantlal Bhagat	Promoter Group - Non-Institutional - Resident Individual	41,12,810	62%	Not Applicable
2.	Kunjit Maheshbhai Patel	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
3.	Nayanaben Chandubhai Thakor	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
4.	Amit Punamchand Parmar	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
5.	Rupesh Kumar Mittal	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable



		Institutional - Resident Individual			
6.	Roopyaa Tradebizz Limited	Public - Non - Institutional - Body corporate	NIL	-	Kunjit Maheshbhai Patel Devang Vasantbhai Dhanani Devangiben P Upadhyay Maheshbhai Apabhai Patel Amit Gautambhai Upadhyay Paragi Piyush Mekhia Kushang Surendrakumar Thakkar Kanaiyalal Harishankar Mehta
7.	Solanki Mitesh Milanbhai	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
8.	Jitendra P Mamtani	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
9.	Jitesh Joitaram Patel	Public - Non - Institutional - Resident Individual	NIL	--	Not Applicable
10.	Twinkle Dubey	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
11.	Gayatri Yadav	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
12.	Anant Singhvi	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
13.	Rajendra Singhvi	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
14.	Vandana Singhvi	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
15.	Pradeep Kumar Daga	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
16.	Manak Raj Daga	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
17.	Nitin Suresh	Public - Non -	NIL	-	Not Applicable



		Institutional - Resident Individual			
18.	Abhilash Gangrade	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
19.	Lunkaran Jain	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
20.	Suresh Kumar C	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
21.	Mithalal B	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable
22.	Aadityakaran M	Public - Non - Institutional - Resident Individual	NIL	-	Not Applicable

Note: The current holding of proposed allottees disclosed above is based on the Benpos as on 03rd January, 2025.

*Equity Shares are mentioned of promoters after considering the Face Value of Rs. 10 per share pursuant to Sub-Division/Split of Shares.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors at their meeting held on Saturday, 04th January, 2025, subject to the approval of the Members in the EGM and such other approvals as may be required, approved the issuance of upto 66,40,000 Convertible Equity Warrants at issue price of Rs. 55/- per Equity Warrant, aggregating upto Rs 36,52,00,000/- (Thirty-Six Crore Fifty- Two Lakhs only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered and the aggregate amount proposed to be raised:

Upto 66,40,000 Convertible Equity Warrants at an issue price of Rs 55/- per Equity Warrant, upto Rs 36,52,00,000/- (Thirty-Six Crore Fifty- Two Lakhs only).

iii) Objects of the Preferential Issue:

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):

- i. To fund long term capital requirements for Explore new opportunities;
- ii. To meet working capital requirement and;
- iii. To meet General Corporate Purpose.

iv) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made under the category of Promoters and Non-Promoters/ Public on Preferential basis

v) Maximum number of specified securities to be issued:

66,40,000 Convertible Equity Warrants.



vi) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Thursday, January 02, 2025, being the date 30 days prior to the date of remote e-voting.

vii) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The equity shares of the company are listed on stock exchange (BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 55/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- b. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 55/- per share
- c. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 46.79/- per share
- d. The price determined by the valuation report dated January 04, 2025 issued by CS Abhishek Chhajed, Registered Valuer (IBBI Registration No. IBBI/RV/03/2020/13674): Rs. 55/- per share.

The Board proposes to issue the warrant at a price of Rs. 55/- per warrant, which is not less than the above floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

The Link of valuation reports link is <https://www.saiswamimetals.com/sai-swami-financials/valuation-report-final.pdf>.

viii) The intent of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Promoters of the issuer intends to subscribe to the Offer. Further as on the date of this notice the promoters or directors intent to contribute for the furtherance of the objects. Mr. Nipun Anantlal Bhagat (promoter) is going to subscribe the offer and consideration will be provided by him in cash.

ix) Pre and Post Preferential issue Shareholding pattern of the Company

The Equity Warrants are proposed to be allotted to the Non-promoters/Public. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Investor	Pre-Issue Equity Shares		Post Issue Equity Shares	
	Total No. of Shares	% Of Total Shares	Total No. of Shares	% of Total Shares
Promoters and Promoter Group Holding				
Indian Promoters/Promoter Group				
Individuals / HUF	4112820	62.15%	6752820	50.94%
Bodies Corporate	-	-	-	-
Sub Total	4112820	62.15%	6752820	50.94%
Foreign Promoters/Promoter Group	-	-	-	-
Total Shareholding of Promoter and Promoter Group	4112820	62.15%	6752820	50.94%
Non-Promoters shareholding				
Institutions	-	-	-	-



Mutual Funds	-	-	-	-
Banks / FI	-	-	-	-
Insurance Companies	-	-	-	
FIs	-	-	-	
Sub Total	0	0	0	0
Non- Institutions				
Bodies Corporate	12000	0.18%	82000	0.62%
Resident Indian	2312890	34.95%	6242890	47.09%
Overseas	-	-	-	-
Resident Individuals	-	-	-	-
Resident Ordinary	-	-	-	-
HUF/APOS	146000	2.21%	146000	11.01%
Clearing Member	-	-	-	-
NRIs	34000	0.51%	34000	0.26%
Sub Total	2504890	37.85%	6504890	49.06%
Total Non-Promoters' Shareholding	2504890	37.85%	6504890	49.06%
GRAND TOTAL	6617710	100%	13257710	100%

Note:

- 1) The Pre-Issue Shareholding Pattern is based on Benpos as on Friday, 03rd January, 2025.
- 2) *The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company
- 3) The post issue shareholding pattern, in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the 66,40,000 Equity Warrants which gets converts into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

x) Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where the allotment of the proposed Equity warrants convertible into equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

xi) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue and Identity of the natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottees,

Sr. No.	Proposed Allottee	Category	Ultimate Beneficial Owners	No. of Warrants issued	*Post Preferential share Capital that may be held by proposed allottees	Holding	
						Pre-Preferential	*Post-Preferential
1.	Nipun	Promoter		26,40,000	67,52,810	41,12,810	67,52,810



	Anantlal Bhagat	Group - Non-Institutional - Resident Individual	Not Applicable				
2.	Kunjit Maheshbhai Patel	Public - Non - Institutional - Resident Individual	Not Applicable	15,80,000	15,80,000	0	15,80,000
3.	Nayanaben Chandubhai Thakor	Public - Non - Institutional - Resident Individual	Not Applicable	10,00,000	10,00,000	0	10,00,000
4.	Amit Punamchand Parmar	Public - Non - Institutional - Resident Individual	Not Applicable	30,000	30,000	0	30,000
5.	Rupesh Kumar Mittal	Public - Non - Institutional - Resident Individual	Not Applicable	24,000	24,000	0	24,000
6.	Roopyaa Tradebizz Limited	Public - Non - Institutional - Body corporate	Kunjit Maheshbhai Patel Devang Vasantbhai Dhanani Devangiben P Upadhyay Maheshbhai Apabhai Patel Amit Gautambhai Upadhyay Paragi Piyush Mekhia Kushang Surendrakumar Thakkar Kanaiyalal Harishankar Mehta	70,000	70,000	0	70,000
7.	Solanki Mitesh Milanbhai	Public - Non - Institutional - Resident Individual	Not Applicable	25,000	25,000	0	25,000



8.	Jitendra Mamtani	Public - Non - Institutional - Resident Individual	Not Applicable	27,000	27,000	0	27,000
9.	Jitesh Joitaram Patel	Public - Non - Institutional - Resident Individual	Not Applicable	24,000	24,000	0	24,000
10.	Twinkle Dubey	Public - Non - Institutional - Resident Individual	Not Applicable	10,000	10,000	0	10,000
11.	Gayatri Yadav	Public - Non - Institutional - Resident Individual	Not Applicable	10,000	10,000	0	10,000
12.	Anant Singhvi	Public - Non - Institutional - Resident Individual	Not Applicable	150000	150000	0	150000
13.	Rajendra Singhvi	Public - Non - Institutional - Resident Individual	Not Applicable	135000	135000	0	135000
14.	Vandana Singhvi	Public - Non - Institutional - Resident Individual	Not Applicable	130000	130000	0	130000
15.	Pradeep Kumar Daga	Public - Non - Institutional - Resident Individual	Not Applicable	145000	145000	0	145000
16.	Manak Raj Daga	Public - Non - Institutional - Resident Individual	Not Applicable	140000	140000	0	140000
17.	Nitin Suresh	Public - Non - Institutional - Resident Individual	Not Applicable	50000	50000	0	50000
18.	Abhilash Gangrade	Public - Non - Institutional - Resident Individual	Not Applicable	75000	75000	0	75000



19.	Lunkaran Jain	Public - Non - Institutional - Resident Individual	Not Applicable	125000	125000	0	125000
20.	Suresh Kumar C	Public - Non - Institutional - Resident Individual	Not Applicable	50000	50000	0	50000
21.	Mithalal B	Public - Non - Institutional - Resident Individual	Not Applicable	100000	100000	0	100000
22.	Aadityakaran M	Public - Non - Institutional - Resident Individual	Not Applicable	100000	100000	0	100000

*The post-issue shareholding as shown above is calculated assuming full exercise of equity and warrants and consequent allotment of the equity shares of the Company

xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for consideration in cash.

xiii) Intimation on conversion of securities or on lapse of the tenure of the instrument:

66,40,000 Convertible Equity Warrants would be allotted only upon payment of 25% of the price of Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

xiv) Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of Equity warrants on preferential basis.

xv) Lock-in Period:

The pre-preferential holding of the Proposed allottees who the existing shareholders of the company are also shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

Further the Equity Warrants and the Equity Shares allotted on account of the exercise of option by the warrant holder shall be locked for such period as specified under Regulation 167, 168 and other applicable regulations of SEBI ICDR Regulations.

xvi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of the number of securities as well as price.

During the Current Financial year 2024-25, the company has come up with IPO.

xvii) Material terms of raising such warrants:

As mentioned in the proposed resolution.

xix) Undertakings:



- a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.
- b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.
- d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

xx) Certificate from Practising Company Secretary:

The certificate from M/s. SCS AND CO. LLP, Practising Company Secretary (Membership No.11334/COP:15131) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link <https://www.saiswamimetals.com/sai-swami-financials/valuation-report-final.pdf>.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM hours on Wednesday, February 01, 2025.

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

The Board of directors of the company at the Board Meeting held on January 04, 2025, based on the recommendation and approval of the audit committee has approved to appoint **M/S. PATEL JAIN & ASSOCIATES** Chartered Accountants, having (Firm's Registration No: 129797W) as the Statutory Auditors of the Company to hold office till the conclusion of the next Annual General Meeting (AGM) of the company.

Accordingly, in terms of the requirements of the provisions of the Companies Act, 2013 approval of the members of the Company is required at the Extra Ordinary General Meeting (EOGM) for the Financial Year 2024-25

Date: 08.01.2025
Place: Daskroi

By order of the Board,
SAI SWAMI METALS AND ALLOYS LIMITED

Sd/-
NIPUN ANANTLAL BHAGAT
CHAIRMAN CUM MANAGING DIRECTOR
DIN: 00065495