



# Rajeshwari Cans Ltd.

96, Mahagujarat Industrial Estate, Nr. ARTO OFF Print, Moraiya, Ahmedabad-382210.

GSTIN : 24AAICR7713G1ZD • PAN : AAICR7713G • IEC : 0806014725

CIN : L13209GJ2018PLC100480 | E-mail : acc@rajeshwaricans.com | W. : www.rajeshwaricans.com | Ph. : 079-29796584

**Date:** 30/10/2024

To,

**BSE Limited**

Phorizes Jeejeebhoy Tower,  
Dalal Street,  
Mumbai-400001

**Dear Sir/Madam,**

**Sub: Intimation of Extra Ordinary General Meeting (EOGM).**

We would like to inform you that Company's 02<sup>nd</sup>/2024-2025 Extra Ordinary General Meeting will be held on Friday, November 29, 2024, at 12.00 P.M at 96, Mahagujarat Industrial estate, Moraiya, District: Sanand, Ahmedabad- 382210.

We are enclosing herewith notice of Extra Ordinary General Meeting.

The Notice will be available on the website of the Company i.e. [www.rajeshwaricans.com](http://www.rajeshwaricans.com)

We request you to kindly take the above information on your record.

Thanking you,

Your Faithfully,

**For Rajeshwari Cans Limited**

VORA

BHARATKUMA

R NAGINDAS

Digitally signed by VORA  
BHARATKUMAR  
NAGINDAS  
Date: 2024.10.30 16:11:04  
+05'30'

**Bharatkumar Vora**

**Chairman and Managing Director**

**Encl.: As above**

**NOTICE**

**OF**

**EXTRA ORDINARY**

**GENERAL MEETING**

**(EOGM)**

**RAJESHWARI CANS LIMITED**

REGD OFF: 96, Mahagujarat Industrial estate, Moraiya, District: Sanand, Ahmedabad- 382210, Gujarat  
CIN: L13209GJ2018PLC100480; PHONE: 91-79- 29796584; E-MAIL: acc@rajeshwaricans.com

# **RAJESHWARI CANS LIMITED**

REGD OFF: 96, Mahagujarat Industrial estate, Moraiya, District: Sanand, Ahmedabad- 382210, Gujarat  
CIN: L13209GJ2018PLC100480; PHONE: 91-79- 29796584; E-MAIL: acc@rajeshwaricans.com

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## **NOTICE**

**Certified True copy of Notice is hereby given the 02<sup>nd</sup>/2024-2025 Extra-ordinary General Meeting of the Members of RAJESHWARI CANS LIMITED will be held on Friday, November 29, 2024, at 12.00 P.M at the Registered office of the company Situated at 96, Mahagujarat, Industrial Estate, Moraiya, Ta: Sanand, Ahmedabad, Gujarat, 382210 to transact the following business(s):**

### **Dear Member(s),**

Notice is hereby given that pursuant to Section 101 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 18 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of **RAJESHWARI CANS LIMITED** (“the Company”) by passing resolutions. The Explanatory Statement pertaining to the Resolutions proposed in this notice setting out all material facts and reasons to understand the meaning, scope and implication thereof.

### **SPECIAL BUSINESS:**

#### **1. INCREASE OF AUTHORIZED CAPITAL OF THE COMPANY CONSEQUENT TO ALTERATION OF MOA OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

**“RESOLVED THAT** pursuant to the provisions of Section 61 of the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014, and any other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs.10,50,00,000/- (Rupees Ten Crore Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause 5 of the Memorandum of Association of the Company be and is hereby substituted by the following Change clause “5”:

5. The Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to file various e-forms in relation to alteration in the Memorandum of Association of the Company with the concerned office of Registrar of Companies, within the prescribed time.”

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## **2. APPROVAL OF ISSUE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the SEBI ICDR Regulations), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Foreign Exchange Management Act, 1999, as amended and other applicable regulations, rules and guidelines issued, from time to time, by SEBI and Reserve Bank of India ("RBI) and the enabling provisions of the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, consent of the members be and is hereby accorded to the Board of Directors of the Company for capitalization of such sum not exceeding Rs. 5,24,60,000/- (Rupees Five Crores Twenty Four Lacs Sixty thousand only) from and out of the Retained earnings and Securities premium account of the Company as determined by the Board as may be necessary for the purpose of issue and allotment of bonus equity shares of Rs. 10/-(Rupees Ten) each, to be credited as fully paid up shares to the existing equity shareholders of the Company holding fully paid up equity shares of Rs. 10/- (Rupees Ten) each of the Company whose name appear in the Register of Members List of Beneficial Owners provided by the Depositorines as on 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up bonus equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity share of Rs. 10/-(Rupees Ten) each held by the members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company."

**"RESOLVED FURTHER THAT** all such new Equity shares as and when issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry same rights with the existing equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the Bonus Equity Shares are allotted."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the stock exchange where the shares of the company are presently listed, as per the provisions of the SEBI (LODR) Regulations and other applicable regulations, rules and guidelines."

**"RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary account of the Members with their respective Depository Participant(s)."

**"RESOLVED FURTHER THAT** the allotment of new equity bonus shares to the extent that they relate to non-resident [including Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of

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the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.”

“**RESOLVED FURTHER THAT** board of directors be and is hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubts or difficulties that may arise with regard to or in relation to the issue or allotment of the Bonus Equity Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by statutory authority (ies) and deemed fit and proper.”

“**REVOLVED FURTHER THAT** the board of directors be and is hereby authorized to delegate all or any of the powers conferred by this resolution to Committee (s) or any other Director(s), Company Secretary or any other Officer(s) of the Company to give effect to the foregoing resolution, with power to such Committee(s) to further delegate all or any of its powers.”

“**REVOLVED FURTHER THAT** any director or Company Secretary of the Company be and is hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”

### **CONTACT DETAILS:**

Company	Rajeshwari Cans Limited at acc@rajeshwaricans.com
Registrar and transfer agent	Bigshare Services Pvt. Ltd

**Place: Ahmedabad**

**Date: 30/10/2024**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, RAJESHWARI CANS LIMITED**

### **REGISTERED OFFICE:**

**96, Mahagujarat Industrial estate,  
Moraiya, District: Sanand,  
Ahmedabad- 382210, Gujarat**

**Sd/-  
BHARAT VORA  
Chairman and Managing Director  
(DIN: 07933391)**

# **RAJESHWARI CANS LIMITED**

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## **NOTES:**

1. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 18(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE EXTRA ORDINARY GENERAL MEETING (EOGM) IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
4. In terms of section 101 and 136 of the Act, read together with the Rules made thereunder, the listed companies may send the notice of general meeting by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, Notice of the EOGM is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website at [www.rajeshwaricans.com](http://www.rajeshwaricans.com) and website of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com).
5. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting either to the Company in advance or submit the same at the venue of the General Meeting.
6. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
7. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
8. The business set out in the Notice Shall be transacted through Physically Conducted Extra Ordinary General Meeting at 96, Mahagujarat, Industrial Estate, Moraiya, Ta: Sanand, Ahmedabad, Gujarat, 382210.
9. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
10. A Route Map showing the Directions to reach the venue of the Meeting is attached along with the notice as per the requirement of Secretarial Standards–2 on General Meeting.
11. The Board of Directors has appointed M/s. Kinkhabwala & Associates Practicing Company Secretaries, as the Scrutinizer to scrutinize poll process at the Extra Ordinary General Meeting in a

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fair and transparent manner. The scrutinizer shall, after the conclusion of voting at the Extra Ordinary General Meeting, count the votes cast at the meeting and make scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.

12. The result will be declared on receipt of Scrutinizer's Report. The results declared along with the scrutinizer's report will be available on the website of the Company (www.rajeshwaricans.com). The Company shall simultaneously forward the results to Stock Exchanges where the equity shares of the Company are listed, within the prescribed period.
13. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
14. Members are requested to vote only through ballot at the Extra Ordinary General Meeting and in no other form.
15. Members holding shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agents, M/s. Bigshare Services Pvt. Ltd for consolidation into a single folio. Members holding shares in Dematerialized form are also requested to consolidate their shareholding.
16. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days, up to the date of the meeting.
17. The Notice along with the Explanatory Statement is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode.
18. Shareholders holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
19. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the RTA/Depositories, as the case may be as on the cut-off date i.e. Saturday 23<sup>rd</sup> November 2024 only shall be entitled to avail the facility voting at the Extra Ordinary General Meeting. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for voting at the EOGM and should treat this Notice for information purpose only. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding)
20. All Relevant documents referred to in the Notice and the Statement shall be open for inspection by the members at Company's registered office of the company during the normal business hours on all its working days from the date of dispatch of the Notice up to the date of the meeting.
21. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.



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## **EXPLANATORY STATEMENT**

*(Pursuant to section 102 of the Companies Act, 2013)*

### **ITEM NO. 1**

In view of raising of fund by way of Capital or any other mode in future if require (Note: Company has not any plan till date), the Board of Directors have decided to increase the Authorised Share Capital of the Company. It is proposed to increase the Authorised share capital from existing Rs.10,50,00,000/- (Rupees Ten Crore Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.11,00,00,000/- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each as stated in the resolution.

In view of the same, consequential amendment in the Memorandum of Association of the Company is necessary. In accordance with the provisions of the Companies Act, 2013 approval of members by way of resolution is required to increase the Authorised Share Capital and to amend the Memorandum of Association of the Company. In view of the same, Ordinary Resolution is proposed for the approval of the shareholders.

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

A copy of the existing Memorandum of Association, together with proposed alteration, is available for inspection at the registered office of the company during the business hours on any working day up to the date of General Meeting.

### **ITEM NO. 2**

The Board of Directors at its meeting held on October 30, 2024, have recommended issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 i.e., 1 (one) new fully paid up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each by capitalising a sum not exceeding ₹ 5,24,60,000 (Rupees Five crore twenty four lacs sixty thousand only) out of retained earnings and securities premium of the Company.

Issue of bonus equity shares requires members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. Accordingly, approval of members is sought for passing the ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company. The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Notice for approval by the members

**Place: Ahmedabad**  
**Date: 30/10/2024**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, RAJESHWARI CANS LIMITED**

**Sd/-**  
**Bharat Vora**  
**Chairman and Managing Director**  
**(DIN: 07933391)**



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## **ATTENDANCE SLIP**

I /We hereby record my / our presence at the 02<sup>nd</sup>/2023-2024 Extra Ordinary General Meeting of the members of the Company will be held on Friday, November 29, 2024 at 12.00 P.M. at 96, Mahagujarat Industrial estate, Moraiya, District: Sanand, Ahmedabad- 382210

Full name of the Member:

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Address of the Member:

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Folio No: \_\_\_\_\_; DP-ID No. \_\_\_\_\_

Client ID No. \_\_\_\_\_

No. of shares held:

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Full name of the Proxy (If attending the meeting):

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Member's /Proxy's Signature:

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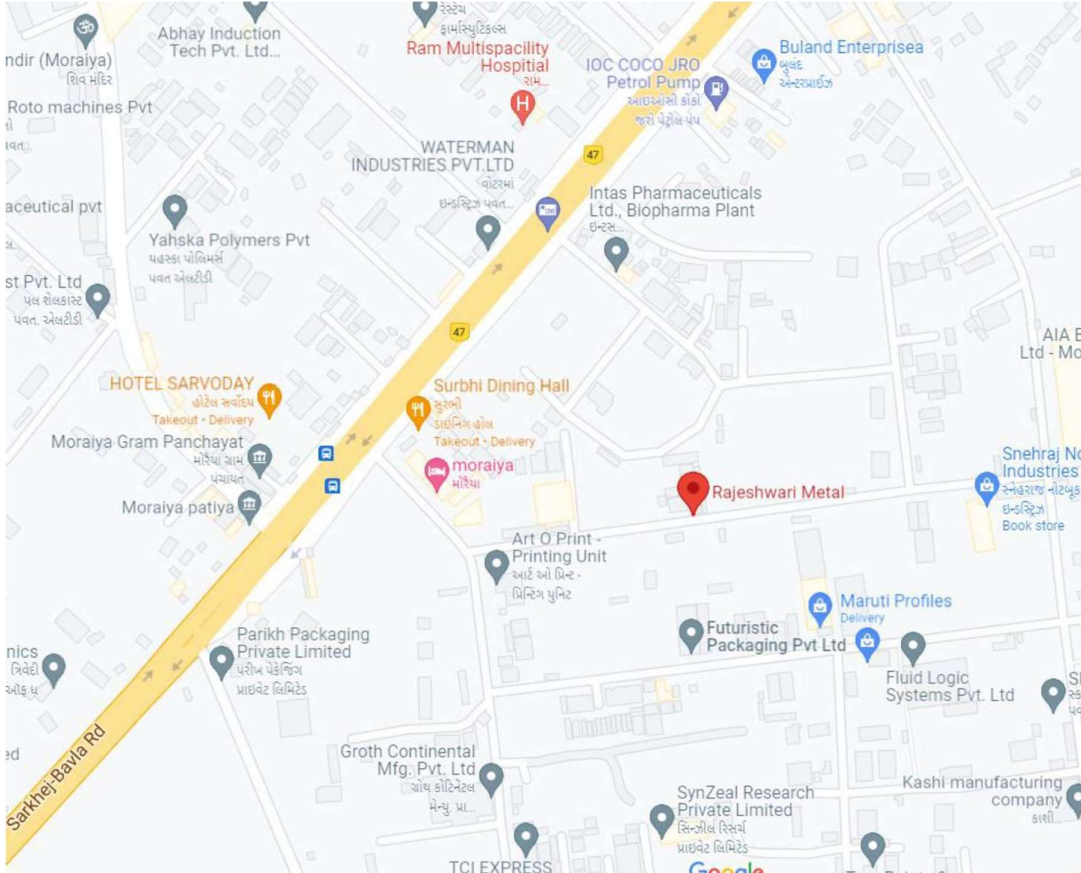
### **Note:**

1. Please complete the Folio / DP ID-Client No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

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## EOGM VENUE



## RAJESHWARI CANS LIMITED

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### PROXY FORM

FORM NO. MGT-11

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

Name of the member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio No./ Client Id / Dp. Id: \_\_\_\_\_

No. of Shares \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named company,  
hereby appoint:

1. Name: \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
2. Name : \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her
3. Name : \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
Extra Ordinary General Meeting of the Company, to be held on Friday, November 29,  
2024 at 12.00 P.M. at 96, Mahagujarat Industrial estate, Moraiya, District: Sanand,  
Ahmedabad- 382210 and at any adjournment thereof in respect of such resolutions as are  
indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars of Resolution	For	Against
<b>Special Business:</b>			
1.	INCREASE OF AUTHORIZED CAPITAL OF THE COMPANY CONSEQUENT TO ALTERATION OF MOA OF THE COMPANY: (ORDINARY RESOLUTION)		
2.	APPROVAL OF ISSUE OF BONUS SHARES TO THE SHAREHOLDERS OF THE COMPANY: (ORDINARY RESOLUTION)		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2024.

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the General Meeting.
3. \*\*It is optional to put 'x' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
5. Please complete all details including details of member (s) in the above box before submission.