



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: 06/03/2024

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 01st/2024-2025 Extra Ordinary General Meeting will be held on Wednesday, April 03, 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

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

Thanking you,

Your Faithfully,

For Rajeshwari Cans Limited

BHARATKUMAR
R NAGINDAS
VORA

Digitally signed by
BHARATKUMAR
NAGINDAS VORA
Date: 2024.03.06 14:43:47
+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

NOTICE

Certified True copy of Notice is hereby given that the 01ST/2024-2025 Extra-ordinary General Meeting of the Members of RAJESHWARI CANS LIMITED will be held on Wednesday, April 03, 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. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188 OF THE COMPANIES ACT, 2013 FOR ACQUIRING THE RUNNING BUSINESS OF M/S. SHREE RAJ METALS & CHEMICAL INDUSTRIES (PARTNERSHIP FIRM) OF THE PROMOTERS 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 188 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, subject to any modification and re-enactment thereof, approval of the members be and is hereby provided to the board of directors to enter into any contract or arrangements with M/s. Shree Raj Metals & Chemical Industries (Partnership Firm) with respect to acquiring the running business of the said Partnership firm of the promoters of the company in excess of the limits specified in Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take and already taken all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER AND PROMOTER GROUP PURSUANT TO TAKEOVER OF BUSINESS OF M/s SHREE RAJ METALS & CHEMICAL INDUSTRIES:

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(1)(b), 188, 42 and 62 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 Companies (Meetings of Board and its Powers) Rules, 2014 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 uniform listing agreement entered into with BSE Limited 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 Listing 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, the consent of members be and is hereby accorded to create, issue, offer and allot, **on preferential basis to persons belonging to Promoter Category, 2,18,126 (Two Lacs Eighteen Thousand One Twenty Six Only) Equity Shares of face value of ₹10/- each at an issue price of Rs. 187/- (Rupees One Hundred Eighty-Seven Only) as calculated in valuation report given by registered Valuer**, in consideration towards the acquiring the running business of M/s. Shree Raj Metals & Chemical Industries (Partnership Firm) determined for sum of 3,60,77,214/- (Rupees Three Crore Sixty Lakh Seventy-Seven Thousand Two Hundred and Fourteen only) as on December 31, 2023. In addition to that the loan given by Bhartiben b. Vora and Prateek b. Vora Amounting Rs. 4205164 and Rs. 2526193 Respectively to the said partnership firm was outstanding as on December 31, 2023. Out of that Loan of Rs. 4203900 and Rs. 508680 taken from Bhartiben B. Vora and Pratik B. Vora Respectively shall be converted into Equity shares of the company in accordance with the provisions of Chapter V of SEBI ICDR Regulations, to the below mentioned persons (“Proposed Allottees”), on such further terms and conditions as mentioned hereunder:

S. No.	Name of the proposed Allottee	Category	Status	No. of Equity Shares
1.	BHARATKUMAR NAGINDAS VORA	Promoters	Individual	83,866
2.	HARSHADKUMAR NAGINDAS VORA	Promoters	Individual	1,09,060
3.	BHARTIBEN BHARATKUMAR VORA	Promotor Group	Individual	22,480
4.	PRATIK BHARATKUMAR VORA	Promoters	Individual	2720
	TOTAL SHARES			2,18,126

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

“RESOLVED FURTHER THAT in terms of Chapter V of the ICDR Regulations, the **“Relevant Date”** for determining the minimum price for the purpose of the Preferential Allotment shall be **Monday, March 04, 2024** being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.”

“RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed and traded on the Stock Exchange where the existing Equity Shares are listed, subject to receipt of necessary regulatory permissions and approvals.”

“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 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 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 consideration for the proposed allotment is the takeover of running business of **M/s. Shree Raj Metals & Chemical Industries** in which both the promoters of the Company are partners.
- The pre-preferential shareholding of the proposed Allottees, if any 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;
- 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 number of securities allotted shall be rounded off to the nearest integer or as the Board of Directors it may deem fit.
- The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;
- 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, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of 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.

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

“RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank Pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of ₹10/- (Rupees Ten 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 Company Secretary & Compliance Officer 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, utilisation of proceeds of the Preferential Issue, as may be necessary or expedient in connection with the Preferential Issue, 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.”

“RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Company Secretary & Compliance Officer 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.”

3. ADDITION OF THE OBJECT CLAUSE 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 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Ahmedabad, members of the company be and hereby approved to addition of object by inserting the following sub clause (2) after sub clause (1) of clause 3 (A) of the Memorandum of Association of Company:

2. To carry on in India or else where the business of manufacturing including production and processing, trading, buying, selling, dealing, importing, exporting, all types of packaging materials including but not restricted to all boxes, Corrugated Box, Export Quality Box, Carton Box, Corrugated Shipping Box, Cardboard Box, Printed Box, Corrugated Sheets, Corrugated Panel Board Boxes, Large Corrugated Panel Board, Wooden Box, Wooden Crates, Wood Pallets, Plywood Box, Wooden Planks, Heavy Machine Packaging Cases, Thermocol Box, Thermocol Moulding Boxes, EPS Thermocol Blocks, Fish Thermocol Boxes, Ice Thermocol Boxes, Customized Fancy Boxes, Cylindrical Boxes, Mango Boxes.”

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

“RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Ahmedabad.”

4. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION.:

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 139(8), 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) and/ or re-enactment(s) thereof, for the time being in force), **Shivam Soni & Co (Firm Reg. No. 152477W)., Chartered Accountant**, be and is hereby appointed as Statutory Auditors of the company to fill the vacancy caused by the resignation of **Bhagat & Co. (Firm Reg. No. 127250 W)., Chartered Accountant** to hold office until the conclusion of the next Annual General Meeting, at such remuneration plus out-of-pocket expenses and applicable taxes etc., as may be mutually agreed, be and is hereby approved, confirmed and ratified.”

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file requisite forms along with the certified true copy of the resolution with the Registrar of Companies.”

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

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

note that the Notice will also be available on the Company's website at www.rajeshwaricans.com and website of the Stock Exchanges i.e. BSE Ltd. at 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 05th Annual General 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 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 in the presence of at least two witnesses not being in the employment of the Company 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

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

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 Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Meeting. The Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Meeting.
18. 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.
19. 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.
20. 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. Friday 29th March 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)
21. 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.
22. 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.

CONTACT DETAILS:

Company	Rajeshwari Cans Limited
Registrar and transfer agent	Bigshare Services Pvt. Ltd

Place: AHMEDABAD

Date: 05/03/2024

**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

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

EXPLANATORY STATEMENT

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

ITEM NO. 1

The Company is engaged in carrying on business activity of manufacturing of packing material of tins for tobacco and sniff. The company in order to achieve inorganic growth and expand the production range takeover the running partnership firm engaged in the manufacturing of Round MS Drums used by the paint industry viz. **Shree Raj Metal and Chemical Industries**, in which the promoters of the Company are Partners.

As the underlying transaction falls under Related party Transaction under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) in excess of the limits specified in Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014.

Though the proposed material transactions with **Shree Raj Metal and Chemical Industries** as per resolution as set out in item no. 1 of this Notice would be in the Arm's length basis but not in the ordinary course of business of the Company, the approval of the members of the Company is being sought by means of a '**Special Resolution**' under Sections 188 and other applicable provisions, if any, of the Companies Act, 2013, Read with Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014. as per the applicable provisions of the Act also for availing services as a measure of good corporate governance.

The Audit Committee and the Board of Directors of the Company on February 22, 2024 approved the proposal for takeover the running partnership firm engaged in the manufacturing of Round MS Drums used by the paint industry viz. **Shree Raj Metal and Chemical Industries**, for an approximately total amount of Rs. 40789794/- and approved entering into related party transaction with Shree Raj Metal and Chemical Industries, subject to the approval of the members of the Company.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/ Director/ Key Managerial Personnel of the Company in the related parties to the extent that such shareholding is in excess of 2% is required to be disclosed.

Mr. Bharat Kumar Vora (Managing Director and Promoter) and Mr. Harshad Kumar Vora (Whole Time Director and Promoter) of the company are Partners of Shree Raj Metal and Chemical Industries (Partnership Firm) and having 43% and 57% of Capital Contribution.

Other than as set out above, none of the promoters of the Company hold 2% or more of Capital Contribution in **Shree Raj Metal and Chemical Industries**.

The Details of the Related Party Transaction is as under:

S No.	Particulars	Details	
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party	Relationship with the listed entity
		Shree Raj Metal and Chemical Industries	A firm, in which a director is a partner

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

		Bharatkumar Nagindas Vora	Managing Director and Promoter
		Harshadkumar Nagindas Vora	Whole Time Director and Promoter
		Bhartiben Bharatkumar Vora	Relative of Director and key managerial personnel
		Pratik Bharatkumar Vora	Director and Promoter
2.	Name of Director(s) or key Managerial Personnel who is related, if any	Name of Director(s) or key Managerial Personnel	Nature of Relationship
		Bharatkumar Nagindas Vora	Managing Director (MD)
		Harshadkumar Nagindas Vora	Whole time Director (WTD)
		Pratik Bharatkumar Vora	(Executive Director)
		Siddharth Vora	(Executive Director)
3.	Type, Tenure, Material terms and particulars	Takeover the running partnership firm engaged in the manufacturing of Round MS Drums used by the paint industry viz. Shree Raj Metal and Chemical Industries, in which the promoters of the Company are Partners.	
4.	Value of the transaction	40789794/- (Four Crore Seventy Eight Lakh Nine Thousand Seven Hundred Ninty four only)	
5.	The percentage of the Net worth, for the immediately preceding financial year, that is represented by the value of the proposed transaction Net Worth (22-23): Rs. 87131820	46.81%	
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	N.A	
7.	Any valuation or other external party report relied upon by the listed entity in relation to the transaction	Valuation report received from an Independent Registered Valuer, namely Vanita Agarwal, having registration number: IBBI/RV/03/2020/13582, to determine fair value of the partnership Firm. Valuation report received from an Independent Registered Valuer, namely Vanita Agarwal, having registration number: IBBI/RV/03/2020/13582, to determine the price of the equity shares to be allotted	

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

		pursuant to the preferential issue
8.	Any other information that may be relevant	The loan given by Bhartiben b. Vora and Prateek b. Vora Amounting Rs. 4205164 and Rs. 2526193 Respectively to the said partnership firm was outstanding as on December 31, 2023. Out of that Loan of Rs. 4203900 and Rs. 508680 taken from Bhartiben B. Vora and Pratik B. Vora Respectively shall be converted into Equity shares of the company in accordance with the provisions of Chapter V of SEBI ICDR Regulations

* Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

ITEM NO. 2

The Special Resolutions contained in Item No. 2, to issue and allot Equity Shares up to **2,18,126 (Two Lacs Eighteen Thousand One Twenty Six Only) Equity Shares of face value of ₹10/- each at an issue price of Rs. 187/- (Rupees One Hundred Eighty-Seven Only)** as calculated in valuation report given by Registered Valuer, to persons belonging to Promoter Category.

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 February 22, 2024 and March 05, 2024.

The approval of the members is accordingly being sought by means of 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.

The Shares to be allotted to the Allottees shall rank Pari-passu with all other equity shares of the Company in respect of all rights including dividend.

Pursuant to provisions of Rule 13(2)(a) and (b) of Companies (Share Capital and Debenture) Rules 2014 read with Regulation 160 (b) of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018, Company is required to obtain consent of the shareholders by passing a Special Resolution.

Pursuant to Provisions of Regulation 163 of The SEBI (ICDR) Regulations 2018 and Rule 13(2)(d) of The Companies (Share Capital and Debenture) Rules 2014, disclosures are made hereunder for the information of shareholders.

THE RELEVANT DISCLOSURES AS REQUIRED UNDER REGULATION -163 OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME ARE AS UNDER:

a) The Object(s) of The Preferential Issue:

The Company is engaged in carrying on business activity of manufacturing of packing material of tins for tobacco and sniff. The company in order to achieve inorganic growth and expand the production range taking over the running business of partnership firm unit engaged in manufacturing of Round

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

MS Drums used by the paint industry viz. **M/s Shree Raj Metal and Chemical Industries**, in which the promoters of the Company are Partners.

b) Maximum Number of Shares to be issued and price

The Board intends to offer, issue and allot Equity Shares up to **2,18,126 (Two Lacs Eighteen Thousand One Twenty Six Only) Equity Shares of face value of ₹10/- each at an issue price of Rs. 187/- (Rupees One Hundred Eighty Seven Only)** as calculated in valuation report given by Registered Valuer, to persons belonging to Promoter Category in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

c) Intent of Promoters / Directors / KMP to subscribe to the offer:

Existing Promoter and Person Falling under Promoter Group viz. Bharat Nagindas Vora, Harshad Nagindas Vora, Bhartiben Bhartkumar Vora and Pratik Bhartkumar Vora of the Company **who intend to subscribe 2,18,126 Equity Shares** which is only 3.99% of the Post Preferential Issue.

d) Time Frame within which allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

e) Shareholding pattern of the Company before and after the preferential issue: *

Sr. No	Category	Pre Issue*			Post Issue		
		No of shares held		% of Holding	No of shares held		% of Holding
A.	Promoters' Holding	Physical	Demat			Physical	
1.	Indian :	-	-	-	-	-	-
	Exiting Promoters	-	-	-	-	-	-
	Individuals	Nil	3230000	61.57		3448126	63.10
	Bodies Corporate						
	Sub Total	Nil	3230000	61.57		3448126	63.10
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	Nil	3230000	61.57		3448126	63.10
B.	Non Promoter's Holding						
1.	Institutional Investors	-	-	-	-	-	-
	Financial Institution						
2.	Non – Institutions	-	-	-	-	-	-
	Private Corporate Bodies	-	-	-	-	-	-
4.	Directors and Relatives	-	-	-	-	-	-

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

5.	Indian Public	Nil	2016000	38.43		2016000	36.90
	Others (as specify below)	Nil	-	-	-	-	-
6.	Clearing Member	-	-	-	-	-	-
7.	NRI	-	-	-	-	-	-
8.	Bodies Corporate	-	-	-	-	-	-
	Sub Total (B)	Nil	2016000	38.43	Nil	2016000	36.90
	Grand Total (A+B)	Nil	5246000	100	Nil	5464126	100.00

***After considering effect of Allotments of Equity Shares through Preferential Issue.**

f) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr No.	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of shares to be allotted	Post issue Equity holding)	
			No of Shares	%		No of Shares	%
1.	BHARAT NAGINDAS VORA	NA	460000	8.77	83866	543866	9.95
2.	HARSHAD NAGINDAS VORA	NA	460000	8.77	109060	569060	10.41
3.	BHARTIBEN BHARATKUMAR VORA	NA	470000	8.96	22480	492480	9.01
4.	PRATIK BHARATKUMAR VORA	NA	460000	8.77	2720	462720	8.47

g) The percentage of post preferential issue capital held by the proposed allottees:

Sr. No.	Details of the proposed Allottee	Category of Allottee Current	Pre-Issue Holding in		Number of Equity Shares proposed to be issued	Post issue Holding in		Consideration Other than Cash
			No. of shares	%		No. of shares	%	
1.	BHARAT NAGINDAS VORA	Promoters	460000	8.77	83866	543866	9.95	Outstanding capital of partner in partnership firm
2.	HARSHAD NAGINDAS VORA	Promoters	460000	8.77	109060	569060	10.41	Outstanding capital of partner in partnership firm
3.	BHARTIBEN	Promoter Group	470000	8.96	22480	492480	9.01	Conversion of Outstanding

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

	BHARATK UMAR VORA							Loan Running in Partnership Firm
4.	PRATIK BHARATK UMAR VORA	Promoter	460000	8.77	2720	462720	8.47	Conversion of Outstanding Loan Running in Partnership Firm
			1850000	35.27	218126	2068126	37.85	

h) Change in control, if any, in the Company that would occur consequent to the preferential offer:

The proposed allotment on preferential basis, will not mandatorily result in change in management or control of the Company as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

i) Undertaking for re computation of price and lock-in of the specified securities in terms of the provision of these regulations:

Since the Equity Shares of the Company has been listed on the recognized stock exchange for a period of more than 90 days prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

The Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

The Company further undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

j) Disclosure Regarding Willful Defaulter:

None of the proposed allottees is debarred or prohibited to access the capital market. Further, none of the proposed allottees is a willful defaulter. In addition, neither the Company nor any of its promoter or director is a willful defaulter. Hence no disclosure is required as specified in Schedule – VI of SEBI(ICDR) Regulations.

k) Practicing Company Secretary Certificate:

A Certificate from M/s. Kinkhabwala and Associates, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560), as required under Regulation 163 (2) of the SEBI ICDR Regulations, certifying that the issue of equity shares is in compliance with requirements contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, will be made available for inspection at the registered office of the Company on all working days between 10:00 a.m. to 1:00 p.m. from relevant date **Monday, March 04, 2024** till last date EOGM. The same has been post on the Company's website: www.rajeshwaricans.com.

l) Pricing of Preferential Issue:

The price of equity shares (frequently traded security) to be issued to Promoters on preferential basis is fixed at **an issue price of Rs. 187/-** as calculated in valuation report given by registered Valuer in terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018.

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

The Valuation Report in that regard has been obtained from M/s. CS VANITA AGARWAL (IBBI Registered Valuer), Registered Valuer, having experience of more than 11 years as prescribed under provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

m) Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited and are being frequently traded as per SEBI (ICDR) Regulations, 2018. Hence, the price has been determined as per provisions of Regulation 164(1) of SEBI (ICDR) Regulations, 2018. The Valuation Report in that regard has been obtained from M/s. CS VANITA AGARWAL (IBBI Registered Valuer), Registered Valuer

n) Relevant Date

The relevant date as per the SEBI (ICDR) Regulations for the determination of the price per equity shares pursuant to the preferential allotment is **Monday, March 04, 2024** ("Relevant Date") (i.e., 30 days prior to the date on which the meeting of shareholders will held to consider the proposed preferential issue which is i.e., **Monday, April 03, 2024** to approve the proposed preferential issue.

o) Class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoter and Promoter Group of the Company, their holding and other details are mentioned at disclosure no. (f).

p) Terms of the issue of Equity Shares, if any

The Equity Shares allotted in terms of this resolution shall rank Pari passu with existing equity shares of the Company in all respects.

q) No. 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:

During the Year, Company has not made any Preferential Issue of shares.

r) Principal terms of assets charged as securities

Not Applicable

s) Justification for allotment proposed to be made for Consideration other than Cash together with the valuation report of the Registered valuer:

The proposed allotment is made for consideration other than cash and on the basis of audited balance sheet of the Company and The Valuation Report in that regard has been obtained from M/s. CS VANITA AGARWAL (IBBI Registered Valuer), Registered Valuer, having experience of more than 11 years as prescribed under provisions of Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

t) Lock in Period:

The securities allotted to Proposed Allottees pursuant to this preferential offer shall be locked in for such period as may be specified under Regulation 167 of the SEBI (ICDR) Regulations, 2018 and/or any other applicable provisions for the time being in force. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, shall be under locked-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

u) Holding of Shares in Demat Form:

The equity shares will be issued to the proposed allottees in Dematerialized form as well as the pre preferential holding of all the allottees is in Dematerialized form.

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

v) **Payment:**

The shares are issued for consideration other than cash hence not applicable.

w) **Approvals:**

The Company will take necessary steps to obtain the required approvals from the Stock Exchange, SEBI, or any other regulatory agency as may be applicable, for the proposed preferential issue of equity shares.

The consent of the members is now being sought under Section 42 and 62 of the Companies Act, 2013 read with rules framed there under, Chapter V of the SEBI (ICDR) Regulations, 2018 and provisions of the listing agreement executed by the Company with the BSE Limited where the equity shares of the Company are listed. The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members.

The Board recommends **Resolution No. 3 of the Notice, in relation to Preferential Issue of Equity Shares up to 2,18,126 (Two Lacs Eighteen Thousand One Twenty Six Only) Equity Shares of face value of ₹10/- each at an issue price of Rs. 187/- (Rupees One Hundred Eighty Seven Only)** each to persons belonging to Promoter and Promoter Group Category, for your approval as Special Resolution. The Directors recommend the Resolution set out in the Notice for the approval of the Members.

Save and except the above, none of the directors and their relatives or Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution.

ITEM NO. 3

ADDITION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Members are hereby informed that board has decided to expansion of its business into certain new business areas. Their lies a great opportunity in the field of manufacturing of Corrugated Box and further the directors of the Company have good knowledge, understanding and learning background in dealing with the subject matter. Your directors are considering proposals for expansion the company's activities with other activities as mentioned in the resolution.

The addition in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate expansion. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

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

ITEM NO. 4

RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION.:

The Board of Directors of the Company in their meeting held on February 22, 2024 appointed Shivam Soni & Co (Firm Reg. No. 152477W)., Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Bhagat & Co. (Firm Reg. No. 127250 W)., Chartered Accountant. The appointment of Shivam Soni & Co. is required to be ratified by members within three months of appointment and therefore the agenda of ratification is placed in this EOGM.

The Board of Directors of the Company on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of Shivam Soni & Co (Firm Reg. No. 152477W)., Chartered Accountants, Ahmedabad, as the Statutory Auditors of the Company till conclusion of next AGM. Shivam Soni & Co., Chartered Accountants, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Pursuant to the Section of Companies Act, the above said proposal requires consent of the members by way of Ordinary resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Place: AHMEDABAD
Date: 05/03/2024

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

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

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

ATTENDANCE SLIP

I /We hereby record my / our presence at the Extra Ordinary General Meeting of the members of the Company will be held on Wednesday, April 03, 2024 at 12.00 P.M. at 96, Mahagujarat Industrial estate, Moraiya, District: Sanand, Ahmedabad- 382210

Full name of the Member:

Address of the Member:

Folio No: _____; DP-ID No. _____

Client ID No. _____

No. of shares held:

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

Member's /Proxy's Signature:

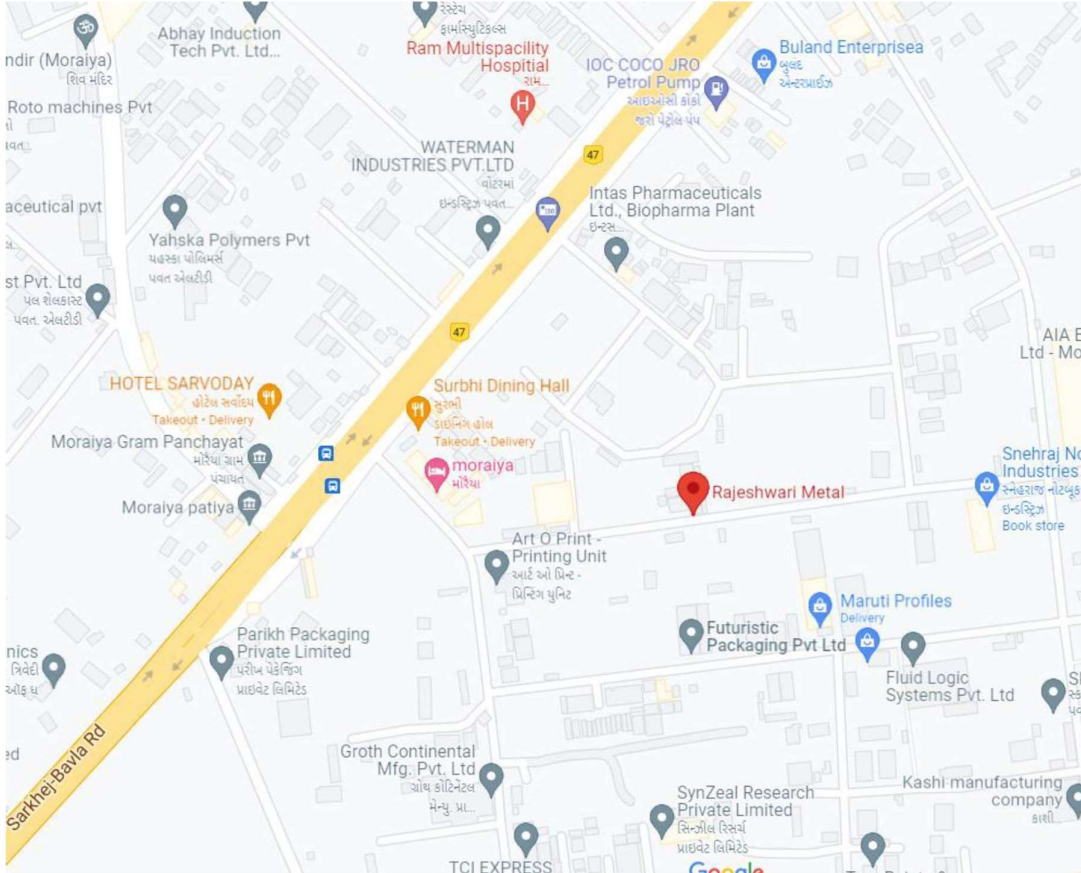
Note:

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.

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

EOGM VENUE



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

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 Wednesday, April 03, 2024 at
11.00 A.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:

Resolutio n No.	Particulars of Resolution	For	Against
Special Business:			
1.	Approval of Related Party Transaction under Section 188 of The Companies Act, 2013 For acquiring The running business of M/S. Shree Raj Metals & Chemical Industries (Partnership Firm) Of The Promoters Of The Company: (Special Resolution)		
2.	Issue Of Equity Shares On Preferential Basis To Promoter And Promoter Group Pursuant To Takeover Of Business Of M/S Shree Raj Metals & Chemical Industries: (Special Resolution)		
3.	Addition Of The Object Clause Of The Memorandum Of Association Of The Company: (Special Resolution)		
4.	Ratification Of Appointment Of Statutory Auditors To Fill The Casual Vacancy Caused By Resignation.: (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 Annual 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.