

ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

Regd., Office: Seksaria Chambers, 5th Floor, 139, Nagindas Master Road, Fort, Mumbai-400 001
Tel: 4050 0900 - 4050 0999 Fax: 9122 22624989 E-mail: cs.ishwarshaktiholdings@seksaria.in
Cell: 86559 98440 CIN: L51100MH1983PLC030782 www.ishwarshakti.com

November 14, 2024

To,
BSE Limited
Corporate Relationship Department
1st Floor, Rotunda Building,
P J Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: **506161**

Subject: NOTICE OF EXTRAORDINARY GENERAL MEETING NO. 01/2024-25.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting No. 01/2024-25 ("EGM") of the Company will be held on Monday, December 09, 2024 at 11:00 a.m. at the Registered office of the company situated at 5TH FLOOR, SEKSARIA CHAMBERS, 139 NAGINDAS MASTER ROAD, FORT, MUMBAI – 400001. We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent through courier and electronic mode to the Members.

The Notice of EGM is also available on the website of the Company www.ishwarshakti.com.

This is for your kind information and record.

Thanking you,

Yours faithfully,
For Ishwarshakti Holdings & Traders Limited

Sameer Kisan Khedekar
Digitally signed by
Sameer Kisan Khedekar
Date: 2024.11.14
15:23:24 +05'30'

Sameer Khedekar
Company Secretary & Compliance Officer
Membership No. 38695

ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

Regd., Office: Seksaria Chambers, 5th Floor, 139, Nagindas Master Road, Fort, Mumbai-400 001
Tel: 4050 0900 - 4050 0999 Fax: 9122 22624989 E-mail: cs.ishwarshaktiholdings@seksaria.in
Cell: 86559 98440 CIN: L51100MH1983PLC030782 www.ishwarshakti.com

NOTICE

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE "SHAREHOLDERS" OR THE "MEMBERS") OF ISHWARSHAKTI HOLDINGS & TRADERS LIMITED ("THE COMPANY") THAT AN EXTRA-ORDINARY GENERAL MEETING ("EGM") 01/2024-2025 OF THE COMPANY WILL BE HELD ON MONDAY, DECEMBER 9, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5 TH FLOOR, SEKSARIA CHAMBERS, 139 NAGINDAS MASTER ROAD, FORT, MUMBAI – 400001 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1 – TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, Articles of Association and pursuant to the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from **Rs. 2,00,00,000/- (Rupees Two Crores only)** Equity Share Capital divided into 20,00,000 (Twenty Lakhs) Equity shares of Rs 10/- (Rupees Ten only) each to **Rs. 5,00,00,000/- (Rupees Five Crores only)** consisting of Rs. 2,00,00,000/- (Rupees Two Crores only) Equity Share Capital divided into 20,00,000 (Twenty Lakhs) Equity shares of Rs 10/- (Rupees Ten only) each and **Rs. 3,00,00,000/- (Rupees Three Crores only)** Compulsory Convertible Preference shares divided into 30,00,000 (Thirty Lakhs) Preference shares of Rs 10/- (Rupees Ten only) each.

"RESOLVED FURTHER THAT the existing Clause (Clause V) of the memorandum of association of the Company be substituted with the following:

"The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 20,00,000 Equity Shares of Rs 10/- each and 30,00,000 Compulsory Convertible Preference Share Capital of Rs 10/- each."

"RESOLVED FURTHER THAT any of the Directors 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, for the purpose of giving effect to this resolution."

ITEM NO. 2 – TO CONSIDER AND APPROVE THE ISSUANCE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS:

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

“RESOLVED THAT pursuant to the provisions of Section 55 read with Section 42 of the Companies Act, 2013, Rule 9(1)(a) of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force, Articles of Association and pursuant to the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded to offer and issue upto 30,00,000/- (Thirty Lakhs only) Compulsory Convertible Preference Shares at a face value of Rs. 10/- amounting upto Rs. 3,00,00,000/- (Rupees Three Crores only), by way of private placement as per the term & conditions, as may be agreed upon.

RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Act, the CCPS shall:

- The CCPS shall be eligible to dividend (if declared by the Company) at 0.01% per annum.
- CCPS shall be compulsory converted into equity shares at any time before the 20 years form the date of allotment of CCPS in the sole discretion and option of the CCPS holder;
- Each CCPS shall be converted into Equity Shares in the ratio of 1 : 1 (“Conversion Price/Formula”).
- The CCPS shall carry any voting rights as per Section 47(2) of the Companies Act, 2013.
- Equity shares allotted pursuant to conversion of the CCPS shall only be made in dematerialized form and shall, subject to receipt of necessary approvals, be listed and traded on the BSE Limited.
- Not be redeemed but shall be convertible.

RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to sign the requisite e-forms and furnish the same to the Registrar of Companies (RoC), Mumbai, Maharashtra and also to do any such acts, things and deeds as may be deemed necessary to give effect to the aforesaid resolutions.”

By Order of the Board of Directors

For ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

Sameer Kisan Khedekar  Digitally signed by Sameer Kisan Khedekar
Date: 2024.11.13 17:24:27 +05'30'

Sameer Khedekar
Company Secretary & Compliance

Date: 12th November, 2024

Place: Mumbai

NOTES:

The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Special Business of the Company is appended and forms part of the Notice.

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b) Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board or governing body Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- d) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- e) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- f) Members seeking any information with any matter to be placed at the EGM are requested to write to the Company (cs.ishwarshaktiholdings@seksaria.in) at an early date so as to enable the management to keep the information ready at the meeting.
- g) SEBI, vide its circulars dated November 3, 2021 and December 14, 2021, has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. Members may access www.ishwarshakti.com for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents.
- h) In case a holder of physical securities fails to furnish PAN, KYC details and Nomination by March 31, 2025, Bigshare Services India Private Limited will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar/the Company shall refer such securities to the administering authority under

the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

- i) Section 20 of the Companies Act, 2013 permits service of documents on members by a Company through electronic mode. So, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the notice of the EGM is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant.
- j) For members who have not registered their email addresses, in consequence notice of EGM and e-Voting Notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, Bigshare Services India Private Limited. Alternatively, member may send an e-mail request at the email id cs.ishwarshaktiholdings@seksaria.in along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of e-EGM and the e-Voting instructions.
- k) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or Company's Registrar and Transfer Agents, M/s. Bigshare Services Private Limited for assistance in this regard.
- l) To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Bigshare Services Private Limited/Depositories.

Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc.

Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar in case the shares are held by them in physical form.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

Information and other instructions relating to e-voting are as under:

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-voting services arranged Central Depository Services Limited ("CDSL"). The Members may cast their votes using an electronic voting system from a place other than the venue of the Extra-Ordinary General Meeting ("remote e-voting"). Instructions for e-voting are given here in below. **The e-voting period will commence at 09.00 a.m. on Friday, 6th December, 2024 and will end at 5.00 p.m. on Sunday, 8th December, 2024.**
2. The result of the electronic voting shall be declared after the Extra-Ordinary General Meeting. The result along with the Scrutinizer's Report shall also be placed on the website of the Company. The Board has appointed M/s. Aabid & Co., Practicing Company Secretaries, (Membership No. FCS 6579 CP No 6625) as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Extra-Ordinary General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 2 (Two) working days of the conclusion of the EGM, a Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or to a person authorized by the Chairman in writing, who shall countersign the same and declare the Result of the voting forthwith.

The Scrutinizer shall submit his report to the Chairman who shall declare the results of the voting. The result declare along with the Scrutinizer Report shall be placed on the Company website <https://ishwarshakti.com/> and on the website of CDSL immediately after the declaration of result by the Chairman or by a person duly authorized by him in writing. The results shall also be forwarded to the Bombay Stock Exchange Limited, where the Equity Shares of the Company are listed.

3. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the **cut-off date of 4th December, 2024**. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e., 4th December, 2024, may obtain the login ID and password by sending a request at cs.ishwarshaktiholdings@seksaria.in.
4. The facility for voting through electronic voting system or ballot paper shall be made available at the EGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

5. The Members who have cast their vote by remote e-voting prior to the Extra-Ordinary General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for Members voting electronically are as under:

The voting period begins 09.00 a.m. on Friday, 6th December, 2024 and will end at 5.00 p.m. on Sunday, 8th December, 2024. During this period Members' of the Company, holding shares either in physical as on December 4, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 1: Access to BIGSHARE e-voting system:

- (A) Login method for e-voting for EGM 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.

(1) Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below::

Type of shareholders	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="537 928 1427 1073">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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. <li data-bbox="537 1313 1427 1624">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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="537 1699 1427 1831">3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders Holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(2) Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “LOGIN” button under the ‘INVESTOR LOGIN’ section to Login on E-Voting Platform.
- Please enter you ‘USER ID’ (User id description is given below) and ‘PASSWORD’ which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
 - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note : If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘LOGIN’ under ‘INVESTOR LOGIN’ tab and then Click on ‘Forgot your password?’
- Enter “User ID” and “Registered email ID” Click on I AM NOT A ROBOT (CAPTCHA) option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “VOTE NOW” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “IN FAVOUR”, “NOT IN FAVOUR” or “ABSTAIN” and click on “SUBMIT VOTE”. A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

By Order of the Board of Directors

For ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

Sameer Kisan Khedekar Digitally signed by Sameer Kisan Khedekar
Date: 2024.11.13 17:25:05 +05'30'

**Sameer Khedekar
Company Secretary & Compliance**

Date: 12th November, 2024

Place: Mumbai

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 to 2 of the accompanying Notice dated 12th November, 2024.

ITEM NO. 1

For the purpose of raising the Capital of the Company conveniently it was proposed to increase the Authorized Share Capital by altering the Memorandum of Association ("MOA") of the Company.

The Board of Directors of the Company at its meeting held on Tuesday 12th November, 2024, had, passed the resolution and it is proposed to increase the Authorized Share Capital of the Company as provided hereunder, by altering the Memorandum of Association.

"The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 20,00,000 Equity Shares of Rs 10/- each and 30,00,000 Compulsory Convertible Preference Share Capital of Rs 10/- each."

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 9:00 A.M. to 5:00 P.M. till the date of EGM.

None of the Directors, Key Managerial Persons of the Company and/or their respective relatives shall be considered, to be concerned or interested in the proposed Special Resolution except to the extent of their respective shareholding in the Company.

ITEM NO. 2

The Board of Directors of the Company, pursuant to Resolution passed at its meeting held on Tuesday 12th November, 2024, had accorded its approval for raising funds by issuing Compulsory Convertible Preference Shares ("CCPS") up to Rs. 3,00,00,000/- (Rupees Three Crores only) at a face value of Rs. 10/.

The proposed CCPS will be issued in accordance with the provisions of Section 55 read with Section 42 of the Companies Act, 2013, Rule 9(1)(a) of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and such other provisions (including any statutory modifications or re-enactment thereof) as may be applicable for the time being in force and Articles of Association of the Company.

In accordance with the aforementioned provisions, the approval of the Shareholders is required for issuance of the CCPS. Also, an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

Terms and Conditions of the issue:

1. Dividend

The CCPS shall be eligible to dividend, if declared by the Company, at 0.01% per annum.

2. Voting Rights

The voting rights of a CCPS holder shall be as stated in the provisions of Section 47(2) of the Companies Act, 2013. The CCPS holder shall have a right to vote only on such resolutions which directly affect the rights attached to his/her CCPS.

3. Duration

CCPS shall be converted into Equity Shares, at any time before 20 years from the date of allotment of CCPS in the sole discretion of the CCPS holder.

4. Conversion Price/Formula

Each CCPS shall be converted into Equity Shares in the ratio of 1 : 1.

5. Equity Shares on Conversion

The Equity Shares to be allotted pursuant to the conversion of the CCPS, shall rank pari passu in all respects with the existing Equity Shares and shall be made in dematerialization form only.

6. Conversion/Redemption

The CCPS issued shall not be redeemed, but converted into Equity Shares as per the aforementioned duration.

By Order of the Board of Directors

For ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

**Sameer Kisan
Khedekar**

Digitally signed by Sameer Kisan
Khedekar
Date: 2024.11.13 17:25:24 +05'30'

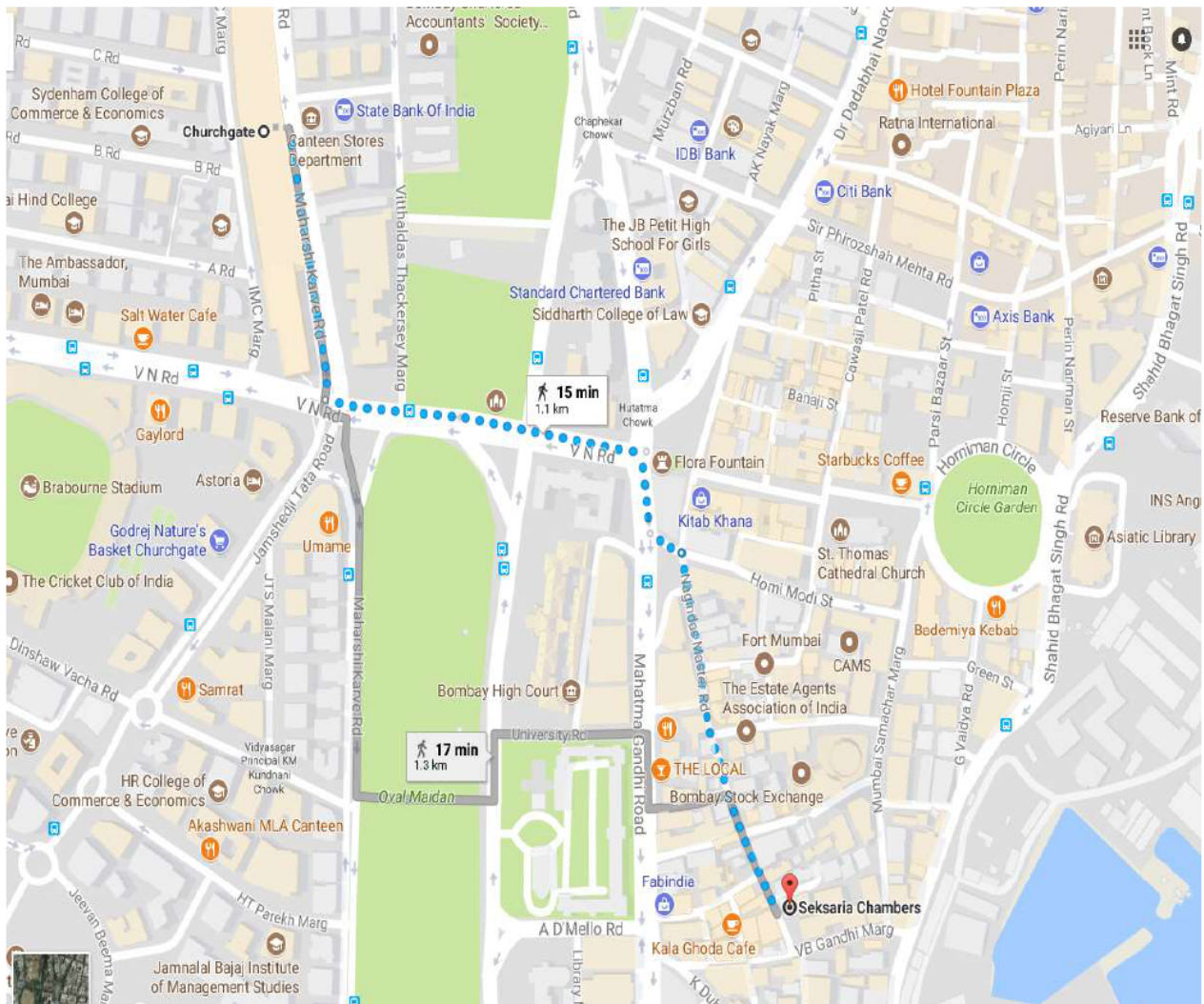
**Sameer Khedekar
Company Secretary & Compliance**

Date: 12th November, 2024

Place: Mumbai

Route Map of Venue of Extra-ordinary General Meeting

Venue: Seksaria Chambers, 5th Floor, 139, Nagindas Master Road, Fort, Mumbai – 400001



ATTENDANCE SLIP

AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) 01/2024-2025 OF THE COMPANY WILL BE HELD ON MONDAY, DECEMBER 9, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5 TH FLOOR, SEKSARIA CHAMBERS, 139 NAGINDAS MASTER ROAD, FORT, MUMBAI – 400001

Folio No. DP ID/ (Client ID) :

Name of the Member :

Address of the Member :

Number of Shares Held :

I hereby record my presence at the **AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) 01/2024-2025 OF THE COMPANY WILL BE HELD ON MONDAY, DECEMBER 9, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5 TH FLOOR, SEKSARIA CHAMBERS, 139 NAGINDAS MASTER ROAD, FORT, MUMBAI – 400001**

Name of the Member/Proxy* :

Signature of the Member/Proxy* :

*Strike out whichever is not applicable.

- (1) A shareholder/proxyholder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same at the entrance of the meeting hall, duly signed.
- (2) A shareholder/proxyholder desiring to attend the meeting should bring his/her copy of the Annual Report for reference of the meeting.

E-VOTING

Users who wish to opt for e-voting may use the following login credential

EVSN (Remote E-Voting Event No.)	USER ID	PASSWORD
494		

Note:

The voting period begins 09.00 a.m. on Friday, 6th December, 2024 and will end at 5.00 p.m. on Sunday, 8th December, 2024. The voting module shall be disabled by Bigshare thereafter.

Please follow for e-voting procedure as given in the Notice of AGM.

Form MGT-11

PROXY FORM

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

AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) 01/2024-2025 OF THE COMPANY WILL BE HELD ON MONDAY, DECEMBER 9, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5 TH FLOOR, SEKSARIA CHAMBERS, 139 NAGINDAS MASTER ROAD, FORT, MUMBAI – 400001

Name of the Member(s)	:	
Address of the Member	:	
E-mail	:	
Folio No./DP ID/(Client ID)	:	

I/We, being member(s) of _____ shares of Ishwarshakti Holdings & Traders Limited , hereby appoint		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **AN EXTRA-ORDINARY GENERAL MEETING (“EGM”) 01/2024-2025 OF THE COMPANY WILL BE HELD ON MONDAY, DECEMBER 9, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 5 TH FLOOR, SEKSARIA CHAMBERS, 139 NAGINDAS MASTER ROAD, FORT, MUMBAI – 400001 Maharashtra, India, and at any adjournment(s) thereof in respect of such resolutions as are indicated below:**

Resolutions		Vote		
		For	Against	Abstain
Sr. No	SPECIAL BUSINESS			
1.	TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION			
2.	TO CONSIDER AND APPROVE THE ISSUANCE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES ON PRIVATE PLACEMENT BASIS			

Affix revenue stamp of not less than Rupee 1
--

Signed this _____ day of _____ 2024

Name of the Member/ Proxy holders	:	
Signature of the Member/ Proxy holders	:	

NOTE:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.**
- A proxy need not be a member of the Company.**