

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

Date: 06.01.2022

To, BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400 001	To, Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, BandraKurla Complex, Bandra (E), Mumbai – 400 098, India	To, The Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal
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Dear Sir/Madam,

**SUB: NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**ISIN: INE631E01016**

**SCRIP CODE: 539895**

In furtherance to our letter dated 24.12.2021 and in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, we enclose herewith Notice of Extra Ordinary General Meeting dated 24.12.2021, seeking approval of members for the matters as set out in the said Notice of Extra Ordinary General Meeting:

Particulars	Dates
Date of Completion of dispatch of Notice (by electronic means) to members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on Friday, 31 <sup>st</sup> December, 2021	06.01.2022
Date of Commencement of e-Voting	28.01.2022 @ 09.00 AM
Date of Ending of e-Voting ("Last Date")	30.01.2022 @ 05.00 PM Thereafter E-Voting module will be disabled
Results of Extra Ordinary General Meeting	on or before 02 <sup>nd</sup> Feb, 2022

The Notice of Postal Ballot is also placed on the website of the Company @ <http://www.shalimaragencieslimited.com/> , RTA @ <https://www.aarthiconsultants.com/>.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Shalimar Agencies Ltd**

**Kotti Narendra**  
**Managing Director**  
**DIN: 07178324**

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## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that Sl.No 1/ 2021-22 Extraordinary General Meeting (“EGM”) of the Members of Shalimar Agencies Limited will be held on Monday, 31<sup>st</sup> Day of January, 2022 at 10.00 A.M. (IST) at the Registered Office of the Company at Reg: 2nd Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city, Hyderabad - 500081 Telangana., to transact the following businesses:

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### **SPECIAL BUSINESS**

#### **ITEM NO.1**

**TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY PURSUANT TO SECTION 13, 61, 64 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND CONSEQUENT CHANGES IN THE MEMORANDUM OF ASSOCIATION.**

**To consider and if thought fit, to pass, with or without modification, the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and any other applicable provisions of Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand only) Equity Shares of Rs. 10/- (Rupees Ten Only)each to Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only)each by creation of further 6,67,50,000 (Six Crores Sixty Seven Lakhs Fifty Thoudand Only) Equity Shares of Rs. 10/- (Rupees Ten Only)each ranking pari passu with the existing equity shares of the Company.”

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

**V.** The Authorised Share Capital of the Company is Rs.70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores Only) Equity Shares of Rs.10/- (Rupees Ten Only) each, all of which share capital shall be capable of being increased or reduced in accordance with Company’s regulations and legislative provisions for the time being in force in that behalf, with power to divide the shares in the capital for the time being into equity share capital and preference share capital, to attach thereto respectively any preferential, qualified, deferred or special rights, privileges or conditions and to vary, modify or abrogate any rights, privileges or conditions.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby jointly and/or severally authorised to do all such acts, deeds, matters and things including but not limited to filling of necessary forms/documents with the appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution.”

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Reg: 2<sup>nd</sup> Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city, Hyderabad - 500081 Telangana., Tel: 040-9030057374 / 23395139,  
email: [shalimaragenciestd@gmail.com](mailto:shalimaragenciestd@gmail.com); website: [www.shalimaragenciestd.com](http://www.shalimaragenciestd.com)

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## **ITEM NO.2**

### **INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013.**

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

**“RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Boards and its Powers) Rules, 2014 and other applicable Rules, if any, made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person/entity whether in India or outside India, either directly or through its one or more subsidiaries / step down subsidiaries, as may be considered appropriate for an amount not exceeding Rs.1000 crores (Rupees One Thousand Crores only), notwithstanding that such investment and acquisition together with the Company’s existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186, of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

## **ITEM NO.3**

### **TO AUTHORIZE RAISING OF CAPITAL THROUGH THE ISSUANCE OF EQUITY SHARES OR OTHER SECURITIES**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force (the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the

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Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable and any other provisions of applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of SEBI, the BSE Limited ("BSE"), Metropolitan Stock Exchange Of India Limited ("MSEI") and The Calcutta Stock Exchange Limited ("CSE"), where the equity shares of the Company are listed (the "Stock Exchange"), the RBI, the Government of India and any other concerned statutory authorities, if and to the extent necessary or required, and subject to such terms, conditions or modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions by any of the aforesaid authorities and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company, be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares and/ or any other equity linked securities, in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of a further public offer, private placement, or a combination thereof of equity shares of the Company having face value of Rs. 10 (Rupees Ten) each (the "Equity Shares") through one or more permissible modes, (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks/venture capital funds/alternative investment funds/foreign portfolio investors and/or other incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are members of the Company (collectively the "Investors"), as may be decided by the Board, in its absolute discretion, and permitted under applicable laws and regulations, through one or more prospectuses / offer document / placement document / letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue and offer of Equity Shares for an amount aggregating up to Rs. 500 Crores (Rupees Five Hundred Crores only) (the "Offer"), in one or more tranches, at such price or prices, (whether at prevailing market price(s) or at any permissible discount or premium to market price(s) in terms of applicable laws) at the Board's discretion, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, to be exercised by the Company, and where necessary in consultation with merchant banker/s (including but not limited to book running lead manager/s and/or stabilizing agent) and/or underwriter/s and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor (s) and/ or in respect of different Securities, as the Board may, in its absolute discretion, decide at the time of issue of the Securities.

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**RESOLVED FURTHER THAT** in case of a further public offer, the Securities shall be issued by the Company in compliance with the requirements of the SEBI ICDR Regulations and other applicable laws.

**RESOLVED FURTHER THAT**, pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the "FEMA") (including the Foreign Exchange Management (Non-debt Instrument) Rules, 2019, as amended), the applicable provisions of the Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and by any ministry, department or agency thereof), the RBI, SEBI, the Tax Authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies) (collectively, "Applicable Law"), the Board may decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares ("Permissible Securities") through the issue of Depository Receipts ("DRs"), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized Stock Exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at such price (including any premium or discount) as may be permitted under Applicable Law.

**RESOLVED FURTHER THAT** pursuant to the applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases in consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- (c) in the event of merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of the Stock Exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** the Board may create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms

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of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board or a committee thereof may do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and the proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circulars, documents and agreements including filing of registration statements, prospectus and other documents (in draft or in final form) with any Indian or foreign regulatory authority or stock exchange and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and to take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board may seek listing of any or all of such Securities on one or more stock exchanges in India or outside India.

**RESOLVED FURTHER THAT**

- a) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- b) the Equity Shares to be issued by the Company as stated aforesaid shall rank pari passu with the existing Equity Shares of the Company;
- c) the Board may decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also may vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- d) the Board may do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion

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deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the shareholders;

**RESOLVED FURTHER THAT** the Board may engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned with the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized Stock Exchange, as may be required.

**RESOLVED FURTHER THAT** pursuant to the applicable law, the Board may delegate all or any its powers herein conferred by this resolution to any Committee of Directors or Directors or any one or more executives of the Company as empowered by the Board to give effect to the above resolution.”

## **ITEM NO.4**

### **TO AUTHORIZE RAISING OF CAPITAL THROUGH THE ISSUANCE OF EQUITY SHARES OR OTHER SECURITIES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT**

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

**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, and the applicable rules thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force (the “Act”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended and rules and regulations framed thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, as in force, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), relevant Registrar of Companies, or by any other competent authority, whether in India or abroad, from time to time, to the extent applicable and any other provisions of applicable law or regulation, (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, consents, permissions and/or sanctions of SEBI, The BSE Limited (“BSE”), Metropolitan Stock Exchange Of India Limited (“MSEI”) and The Calcutta Stock Exchange Limited (“CSE”) where the equity shares of the Company are listed (the “Stock Exchange”), the RBI, the

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Government of India and any other concerned statutory authorities, if and to the extent necessary or required, and subject to such terms, conditions or modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions by any of the aforesaid authorities and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of equity shares and/ or any other equity linked securities, in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets, by way of, preferential issue, qualified institutions placement, private placement or a combination thereof of equity shares of the Company having face value of Rs. 10 (Rupees Ten) each (the "Equity Shares") through one or more permissible modes, (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/ or non-residents and/ or institutions/banks/venture capital funds/alternative investment funds/foreign portfolio investors and/ or other incorporated bodies and/ or individuals and/ or trustees and/ or stabilizing agent or otherwise, and whether or not such investors are members of the Company (collectively the "Investors"), as may be decided by the Board, in its absolute discretion, and permitted under applicable laws and regulations, through one or more prospectuses / offer document / placement document / letter of offer or circular, and/ or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue and offer of Equity Shares for an amount aggregating up to Rs. 500 Crores (Rupees Five Hundred Crores only) (the "Offer"), in one or more tranches, at such price or prices, (whether at prevailing market price(s) or at any permissible discount or premium to market price(s) in terms of applicable laws) at the Board's discretion, including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, to be exercised by the Company, and where necessary in consultation with merchant banker/s (including but not limited to book running lead manager/s and/ or stabilizing agent) and/ or underwriter/s and/ or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of Investor (s) and/ or in respect of different Securities, as the Board may, in its absolute discretion, decide at the time of issue of the Securities.

**RESOLVED FURTHER THAT** the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be made to Qualified Institutional Buyers within the meaning of the SEBI ICDR Regulations, such Securities shall be allotted as fully paid-up Securities and the allotment of such Securities shall, subject to the provisions of the SEBI ICDR Regulations, be completed within 365 days from the date of passing of the Special Resolution, at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed qualified institutions placement of Equity Shares.



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**RESOLVED FURTHER THAT** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued, along with non-convertible debentures, to Qualified Institutional Buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with nonconvertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the "FEMA") (including the Foreign Exchange Management (Non-debt Instrument) Rules, 2019, as amended), the applicable provisions of the Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and by any ministry, department or agency thereof), the RBI, SEBI, the Tax Authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies) (collectively, "Applicable Law"), the Board may decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares ("Permissible Securities") through the issue of Depository Receipts ("DRs"), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized Stock Exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at such price (including any premium or discount) as may be permitted under Applicable Law.

**RESOLVED FURTHER THAT** pursuant to the applicable laws, the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases in consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- (c) in the event of merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

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(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of the Stock Exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner as it may deem fit, to dispose-off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** the Board may create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, and all such Equity Shares shall be issued in accordance with the terms of the Memorandum of Association and Articles of Association and shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board or a committee thereof may do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and the proportion thereof, determination of investors to whom the Securities will be offered and allotted in accordance with applicable law, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document(s) and/or circulars, documents and agreements including filing of registration statements, prospectus and other documents (in draft or in final form) with any Indian or foreign regulatory authority or stock exchange and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and to take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board may seek listing of any or all

# SHALIMAR AGENCIES LIMITED

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of such Securities on one or more stock exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the stock exchange/s in India.

## RESOLVED FURTHER THAT

- a) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- b) the Equity Shares to be issued by the Company as stated aforesaid shall rank pari passu with the existing Equity Shares of the Company;
- c) the Board may decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also may vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- d) the Board may do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the shareholders;

**RESOLVED FURTHER THAT** the Board may engage/appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned with the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized Stock Exchange, as may be required.

**RESOLVED FURTHER THAT** pursuant to the applicable law, the Board may delegate all or any its powers herein conferred by this resolution to any Committee of Directors or Directors or any one or more executives of the Company as empowered by the Board to give effect to the above resolution.”

**By Order of the Board  
FOR SHALIMAR AGENCIES LIMITED**

**Date: 24/12/2021  
Place: Hyderabad**

**Sd/-  
Kotti Narendra  
Managing Director  
DIN: 07178324**

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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 proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days 'written notice is given to the Company.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf in the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. Members/Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting along with the copy of the Notice.

5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number(s) in the Attendance Slip for attending the meeting.

6. Members are requested to notify change of address, if any, with pin-code to the Company or to its Registrar and Share Transfer Agent quoting reference of their folio number and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.

7. The Company has designated an exclusive email ID [shalimaragenciesltd@gmail.com](mailto:shalimaragenciesltd@gmail.com) which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives. Members intending to seek clarifications at the Meeting are requested to send their questions in writing to the Investor Relations Department so as to reach the Company at least 7 days in advance before the date of the Meeting, specifying the point(s).

8. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered office of the Company during the normal business hours (10.00 A.M to 6.00 P.M) on all working days (except Saturdays) upto the date of Meeting of the Company and shall also be available at the meeting.

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9 A Route Map showing direction to reach the venue of Meeting is given in the Notice as per the requirement of the Secretarial Standard-2 on General Meeting.

10. To Support 'Green Initiative,' the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited, 1-2-285, Domalguda Hyderabad-500029, in case, a Member wishes to receive a physical copy of the said documents, such Member is requested to send an e-mail duly quoting his/her DP ID and Client ID or the Folio number, as the case may be, to shalimaragenciesltd@gmail.com. The Members may also note that the said notice is also being uploaded on the website of the Company at <http://www.shalimaragencieslimited.com>.

11. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN /KYC details to the Company/ Registrar and Transfer Agent.

13. In compliance with the MCA Circulars and SEBI Circulars, Notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

15. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars, the Company is pleased to provide members facility to exercise their right to vote during the EGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited ("CDSL").

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the EGM through electronic means.

Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

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## CDSL e-Voting System

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://www.shalimaragencieslimited.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e BSE/MSEI and CSE. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM i.e. [www.evotingindia.com](http://www.evotingindia.com)).

## **INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

The voting period begins on 28<sup>th</sup> Jan,2022 at 9 AM (IST) and ends on 30<sup>th</sup> January,2022 at 5 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 24<sup>th</sup> January, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li></ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com>. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

Next enter the Image Verification as displayed and Click on Login.

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

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

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

Reg: 2<sup>nd</sup> Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city, Hyderabad - 500081 Telangana., Tel: 040-9030057374 / 23395139, email: [shalimaragenciesltd@gmail.com](mailto:shalimaragenciesltd@gmail.com); website: [www.shalimaragenciesltd.com](http://www.shalimaragenciesltd.com)



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After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

## Other Instructions

The remote e-voting shall be available during the following voting period:

Commencement of e-voting	28 <sup>th</sup> January, 2022 at 9.00 AM
End of E-voting	30 <sup>th</sup> January, 2022 at 5.00 PM

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 i.e., 24<sup>th</sup> January, 2022

Ms. Sarada Putcha, Practicing Company Secretary (Membership No. A21717, COP 8735) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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Reg: 2<sup>nd</sup> Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city,  
Hyderabad - 500081 Telangana., Tel: 040-9030057374 / 23395139,  
email: [shalimaragenciesltd@gmail.com](mailto:shalimaragenciesltd@gmail.com); website: [www.shalimaragenciesltd.com](http://www.shalimaragenciesltd.com)

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The Scrutinizer shall after the conclusion of voting during the general meeting, will first count the votes cast during 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, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.shalimaragenciesltd.com](http://www.shalimaragenciesltd.com) and on the website of CDSL <https://www.evoting.cdsi.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. Simultaneously the results shall also be forwarded to the Exchanges where the Company is listed.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

### **ITEM NO.1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.**

Presently, the Authorized Share Capital of the Company is Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten Only)each.

It is proposed to increase the Authorized Share Capital of the Company to Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only)Considering the business plans and fund requirements of the Company.

In accordance with Section 13 read with Section 61 and 64 of the Companies Act, 2013, approval of members is required for any change in the Share Capital of the Company and for changing the Capital Clause of the Memorandum of Association of the Company.

None of the Directors are in any way concerned or interested in the above resolution except in their capacity as shareholders of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

### **ITEM NO.2: INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013.**

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary, if any) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186 of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits to Rs.1000 Crores(Rupees Thousand Crores only). Hence, the Special Resolution at Item No.2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

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The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

## **ITEM NO.3 TO AUTHORIZE RAISING OF CAPITAL THROUGH THE ISSUANCE OF EQUITY SHARES OR OTHER SECURITIES**

It is important that the Company has adequate capital to support its growth plans through both Organic (Internal) and Inorganic (Mergers & Acquisitions) routes or ways. The Company proposes to raise additional capital up to an aggregate sum of Rs. 500 Crores. The proposed issue of capital is subject to the approvals of the Reserve Bank of India and the applicable regulations issued by the Securities and Exchange Board of India and any other government / regulatory approvals as may be required in this regard.

Pursuant to Section 62 of the Companies Act, 2013 and the listing requirements of the stock exchanges, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner prescribed in the said section unless the shareholders decide otherwise in a general meeting by way of a special resolution.

In order to enable the Company to access the capital market through a public issue or on a private placement basis, the approval of the Members is hereby sought for the proposal to create, offer, issue and allot, with or without a green shoe option, such number of equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each (the "Equity Shares"), through any financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities to any categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the board of directors of the Company (the "Board", including its duly authorized committee thereof) in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 500 Crore.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

## **ITEM NO.4 TO AUTHORIZE RAISING OF CAPITAL THROUGH THE ISSUANCE OF EQUITY SHARES OR OTHER SECURITIES BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT**

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("Board"), at its Meeting held on 24<sup>th</sup> December, 2021, approved the issue of Equity Shares or other Eligible Securities as defined under Regulation 171(a) of SEBI ICDR Regulations, to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations ("QIBs") for an amount upto ,500 crore (Rupees Five Hundred crore only) for cash in one or more tranches, through a Qualified Institutional Placement ("QIP"), under the SEBI ICDR Regulations. The issue/allotment of Equity Shares or Eligible Securities may be consummated in one or more tranches at such time or

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

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times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed QIP may result in the issuance of Equity Shares or Eligible Securities to investors who may not be Members of the Company. Therefore, consent of the Members is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares or Eligible Securities that may be issued to the QIBs in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date').

The 'Relevant Date', in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription and in case of allotment of eligible convertible securities, either the date of the Meeting in which the Board or decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.

The allotment of Equity Shares or other Eligible Securities shall be completed within 365 days from the date of resolution passed by the Members.

The Equity Shares shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The Eligible Securities or Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of Members is required to be obtained by way of a special resolution.

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

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Accordingly, the Board of Directors recommends passing of the special resolution set out in the Notice.

None of the promoters or Directors will participate either in the offer or separately in furtherance of the objects.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested in this resolution, except to the extent of their shareholding in the Company

**By Order of the Board  
FOR SHALIMAR AGENCIES LIMITED**

**Date: 24/12/2021**

**Place: Hyderabad**

**Sd/-  
Kotti Narendra  
Managing Director  
DIN: 07178324**

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

## FORM NO. MGT-12

### POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(l)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Shalimar Agencies Limited
Registered office	2 <sup>nd</sup> Floor Purva Summit, Isprout Business Centre, Survey No: 8, Whitefield Road Hitech City, Hyderabad-500081, Telangana, India.
CIN	L51226TG1981PLC114084
Date & Time	Monday, the 31 <sup>st</sup> Day of January, 2022 at 10.00 A.M
Venue	2 <sup>nd</sup> Floor Purva Summit, Isprout Business Centre, Survey No: 8, Whitefield Road Hitech City, Hyderabad-500081, Telangana, India.

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

#### Ballot Paper:

S No	Particulars	Details
1	Name of the First Named Shareholder (In Block letters)	
2	Postal address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding Shares in dematerialized form)	
4	Class of Share	Equity Shares
5	Number of Shares	

S No	Item No.	No. of Shares held by	assent to the resolution	dissent from the resolution
<b>Special Business(s)</b>				
1.	To increase the authorized share capital of the company to 70 crores pursuant to section 13, 61, 64 of the companies act, 2013 read with companies (share capital and debentures) rules, 2014 and consequent changes in the memorandum of association.			
2.	Investment(s), loans, guarantees and security in excess of limits specified under section 186 of companies act, 2013(upto 1000 crores).			
3.	To Authorize Raising Of Capital Through The Issuance Of Equity Shares Or Other Securities (upto 500 crores)			
4.	To Authorize Raising Of Capital Through The Issuance Of Equity Shares Or Other Securities By Way Of Qualified Institutions Placement (upto 500 crores)			

Place:Hyderabad

Date: \_\_\_\_\_

Signature of Shareholder

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

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## SHALIMAR AGENCIES LIMITED

2<sup>nd</sup> Floor Purva Summit, Isprout Business Centre, Survey No: 8, Whitefield Road Hitech City,  
Hyderabad-500081, Telangana, India.

### ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the Sl.No 1/ 2021-22 Extraordinary General Meeting of the Company, to be held on the Monday, the 31<sup>st</sup> Day of January, 2022 at 10.00 A.M. at Registered Office of the Company at 2nd Floor Purva Summit, Isprout Business Centre, Survey No: 8, Whitefield Road Hitech City, Hyderabad-500081, Telangana, India.

1. Name of the Sole/first names shareholder
2. Registered Address
  
3. Name(s) of the joint shareholders if any
4. Registered Folio No / DP ID/Client ID No
5. Number of Shares held

**Member / Proxy name in Block Letters**

**Member's / Proxy's Signature**

Note: Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.



# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

## Form No. MGT -11

### PROXYFORM

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

CIN : L51226TG1981PLC114084  
Name of the company : Shalimar Agencies Limited  
Registered office : 2<sup>nd</sup> Floor Purva Summit, Isprout Business Centre,  
Survey No: 8, Whitefield Road Hitech City,  
Hyderabad-500081, Telangana, India.

Name of the Member(s)	
Registered Address	
Email Id	
Folio No.	

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

1	Name	
	Address	
	Email Id	
	Signature	

or failing him/her;

2	Name	
	Address	
	Email Id	
	Signature	

or failing him/her;

3	Name	
	Address	
	Email Id	
	Signature	

as my/ our proxy to attend and vote (on a poll) for me/us any on my/our behalf at the Sl.No 1/ 2021-22 Extraordinary General Meeting ("EGM") of the Members of Shalimar Agencies Limited will be held on Monday, 31<sup>st</sup> Day of January, 2022 at 10.00 A.M. (IST) at the Registered Office of the Company at Reg: 2nd Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city, Hyderabad - 500081 Telangana., and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional	
		For	Against
<b>SPECIAL BUSINESS</b>			
1.	To increase the authorized share capital of the company to 70 crores pursuant to section 13, 61, 64 of the companies act, 2013 read with companies (share capital and debentures) rules, 2014 and consequent changes in the memorandum of association.		
2.	Investment(s), loans, guarantees and security in excess of limits specified under section 186 of companies act, 2013 (upto 1000 crores).		
3.	To Authorize Raising Of Capital Through The Issuance Of Equity Shares Or Other Securities (upto 500 crores)		
4.	To Authorize Raising Of Capital Through The Issuance Of Equity Shares Or Other Securities By Way Of Qualified Institutions Placement (upto 500 crores)		

Signature of Shareholder

Signature of Proxy Holder(s)

Affix  
Revenue  
Stamp of  
Re.1/-

NOTE: THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THIS MEETING.

Reg: 2<sup>nd</sup> Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city,  
Hyderabad - 500081 Telangana., Tel: 040-9030057374 / 23395139,  
email: [shalimaragenciesltd@gmail.com](mailto:shalimaragenciesltd@gmail.com); website: [www.shalimaragenciesltd.com](http://www.shalimaragenciesltd.com)

# SHALIMAR AGENCIES LIMITED

(CIN NO: L151226TG1981PLC114084)

## ROUTE MAP OF THE VENUE OF THE MEETING



Reg: 2<sup>nd</sup> Floor, Purva Summit, Isprout Business Centre, Survey No:8, Whitefield Road Hitech city,  
Hyderabad - 500081 Telangana., Tel: 040-9030057374 / 23395139,  
email: [shalimaragenciesltd@gmail.com](mailto:shalimaragenciesltd@gmail.com); website: [www.shalimaragenciesltd.com](http://www.shalimaragenciesltd.com)