

7NR RETAIL LIMITED

CIN: L52320GJ2012PLC073076

Regd. Office: Godown No-1, 234/1+234/2, FP-69/3, Sadashiv Kanto,
B/h Bajaj Process, Narol Chokdi, Narol, Ahmedabad - 382 405

E-mail: info@7nrretailtd.in

Date: 22nd November, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai - 400 001.

Dear Sir/ Madam,

Subject: Notice of Extra Ordinary General Meeting
Ref: Security Id: 7NR / Code: 540615

This is to inform that Board of Directors of the Company has decided to call Extra Ordinary General Meeting of the Company to be held on Friday, 15th December, 2023 at 4:00 P.M through VC/OAVM.

Notice of Extra Ordinary General Meeting of the Company is enclosed.

The Company is providing remote E-voting facility to all the shareholders of the Company. The Company has set 8th December, 2023 as the 'Cut-off Date' for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in Extra Ordinary General Meeting for remote E-voting. The remote e-voting period begins on 12th December, 2023 at 9:00 A.M. and ends on 14th December, 2023 at 5:00 P.M.

Kindly take the same on your records and oblige.

Thanking You.

For, 7NR Retail Limited

Tarachand Agrawal
Managing Director
DIN: 00465635

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the Shareholders of **7NR Retail Limited** will be held on Friday, 15th December, 2023 at 4:00 P.M. through Video Conferencing (VC) / Other Audio Video Means (OAVM) to transact the following businesses:

SPECIAL BUSINESS:

1. Approval of the request received from Mr. Agrawal Nikunj for Reclassification of his shareholding from ‘Promoter’ to ‘Public’ Category

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

“**RESOLVED THAT**, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person/entity (hereinafter referred to as the 'Outgoing Person') from "Promoter" category to the "Public" category shareholder of the Company.

Sr. No.	Name of Promoter	Relation	No. of Shares	(%) Percentage of Shareholding / Voting Rights
1.	AGRAWAL NIKUNJ	Promoter	25,60,222 Equity shares	0.91 %

“**RESOLVED FURTHER THAT**, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

2. Approval of the Consolidation of Equity Shares of the Company from face value of Re. 1/- each to face value of Rs. 10/- each and Alteration of the Capital Clause in Memorandum of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 13, 61(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), including any statutory modification(s) and re-enactment(s) thereof for the time being in force and other applicable approval(s), sanction(s) of the appropriate statutory or regulatory authorities as may be required in this regard, consent of the members of the Company be and is hereby accorded for consolidation of existing 10 (Ten) Equity shares having face value of Re. 1/- (Rupee One Only) each into new 1 (One) Equity share having face value of Rs. 10/- (Rupees Ten Only) each, which shall rank pari passu in all respect with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT, pursuant to the Consolidation of Equity Shares of the Company with effect from the record date as determined by the Board of Directors, each existing Equity Share of the Company of face value of Re. 1/- (Rupee One Only) each in the Authorised, Issued, Subscribed and Paid-up Share Capital shall stand consolidated into new 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each.”

Particulars	Pre-consolidation of Equity Shares			Post- consolidation of Equity Shares		
	No. of shares	Face Value (in Rs.)	Total Share Capital (inRs.)	No. of shares	Face Value (in Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	28,00,68,000	1/-	28,00,68,000/-	2,80,06,800	10/-	28,00,68,000/-
Issued, Subscribed and Paid-upshare capital	28,00,68,000	1/-	28,00,68,000/-	2,80,06,800	10/-	28,00,68,000/-

“RESOLVED FURTHER THAT upon the Consolidation of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Re. 1/- (Rupee One only) each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorised to recall the same from the shareholders, if necessary, and to issue new Shares certificates in lieu thereof, with regard to Consolidated Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the consolidated Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each, fully paid up, shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the Consolidation of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 28,00,68,000/- (Rupees Twenty-Eight Crores Sixty-Eight Thousand Only) divided into 280,06,800 (Two Crores Eighty Lakh Six Thousand Eight Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

Godown No-1, 234/1 + 234/2, FP-69/3,
Sadashiv Kanto,
B/h. Bajaj Process, Narol Chokdi, Narol,
Ahmedabad – 382 405

**By the Order of the Board
For 7NR RETAIL LIMITED**

Place: Ahmedabad

Date: 21st November, 2023

**SD/-
TARACHAND AGRAWAL
MANAGING DIRECTOR
DIN: 00465635**

NOTES:

1. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Extra Ordinary General Meeting (EGM) will be held on Friday, 15th December, 2023 at 4:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. The EGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing EGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the EGM through VC/OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at info@7nrretailtd.in and / or at info@accuratesecurities.com, a certified copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at EGM through E-voting.
5. The Members can join the Extra Ordinary General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Extra Ordinary General Meeting through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

Relationship Committee, Auditors etc. who are allowed to attend the Extra Ordinary General Meeting without restriction on account of first come first served basis.

6. The attendance of the Members attending the Extra Ordinary General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 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 Extra Ordinary General Meeting. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-voting system as well as venue voting on the date of the Extra Ordinary General Meeting will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the Extra Ordinary General Meeting has been uploaded on the website of the Company at www.7nrretailtd.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote E-voting facility) i.e. www.evoting.nsdl.com.
9. Extra Ordinary General Meeting has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. The Board of Directors has appointed Mr. Gaurav Bachani (Membership No: 61110 ACS, CP No: 22830), Ahmedabad, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
11. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.

12. The Results declared along with the Scrutinizer’s Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. BSE Limited and be made available on its website viz. www.bseindia.com .

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

The remote e-voting period begins on Tuesday, 12th December, 2023, at 9:00 A.M. and ends on Thursday, 14th December, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 8th December, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 8th December, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 options available against company name or **e-Voting service provider – NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 held 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 options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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

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

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

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to info@7nrretailtd.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@7nrretailtd.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for E-voting on the day of the EGM is same as the instructions mentioned above for remote E-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system in the EGM.
3. Members who have voted through Remote E-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@7nrretailtd.in). The same will be replied by the company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 1:

Approval of the request received from Mr. Agrawal Nikunj for Reclassification of his shareholding from 'Promoter' to 'Public' Category

The Company has received letter ("Request letter") dated 23rd October, 2023 by the "Outgoing Person" who is also the Promoter of the Company, requesting for reclassification of his status from "Promoter" Category to "Public" Category as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or as amended from time to time. His current holding is given below:

Sr. No.	Name of Promoter	No. of Shares	Shareholding (%)
1.	AGRAWAL NIKUNJ	25,60,222 Equity shares	0.91 %

Vide Request Letter, the Outgoing Person has informed that he is not directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and he is not involved in the day to day activities of the Company nor he is exercising any control over the affairs of the Company. Further, the Outgoing Person has confirmed that he along with the person related to him (as defined under clause (pp) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);

- a. do not hold more than ten percent of the total voting rights in the Company;
- b. do not exercise control over the affairs of the Company, directly or indirectly;
- c. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- d. are not being represented on the Board of Directors (including not having a nominee director) of the Company;
- e. do not act as a Key Managerial Person of the Company;
- f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines;
- g. are not fugitive economic offender.

Further, the Outgoing Person has confirmed that subsequent to his reclassification, he will continue to comply with the provisions of Regulation 31A (4) of the SEBI (LODR) Regulations, 2015.

At their meeting held on 23rd October, 2023, the Board of Directors of the Company noted that –

- A. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- B. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- C. The Company does not have outstanding dues to the SEBI, stock exchanges and depositories.

And after considering the confirmation and undertaking given in the Request Letter with respect to compliance with Regulation 31A of the Listing Regulations, accepted and approved the request received from Outgoing Person for reclassifying his status as Public. Subsequent to the reclassification of the Outgoing Person as mentioned in proposed Item No. 1, the shareholding of the Promoter and Promoter Group of the Company will be 14.64%.

The above Reclassification has the following impact on Shareholding pattern of the Promoters/ Promoter Group of the Company:

Pre-Reclassification Equity Shareholding:

Particulars	Equity Share Capital (in Rs.)	% of Shareholding
Promoters	4,37,18,830 /-	15.61
Public	23,63,49,170 /-	84.39
Total	28,00,68,000 /-	100.00

Post-Reclassification Equity Shareholding:

Particulars	Equity Share Capital (in Rs.)	% of Shareholding
Promoters	4,11,58,608 /-	14.70
Public	23,89,09,392 /-	85.30
Total	28,00,68,000 /-	100.00

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'Promoter' category to 'Public' category, inter alia, requires approval of shareholders of the Company by way of an ordinary resolution and also the approval of the Stock Exchange i.e. BSE Limited ("BSE"), where the Equity Shares of the Company are listed.

In accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, none of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 1 of this notice.

Accordingly, the Board recommends the resolutions proposed in the Notice for the approval of Members by way of an Ordinary Resolution.

Item No. 2:

Approval of the Consolidation of Equity Shares of the Company from face value of Re. 1/- each to face value of Rs. 10/- each and Alteration of the Capital Clause in Memorandum of Association of the Company.

The Board of Directors of the Company at its meeting held on 10th November, 2023 discussed and recommended Consolidation of the nominal and paid-up value of share capital i.e. Authorised, Issued, Subscribed and Paid-up Share Capital of the Company from 10 (Ten) existing Equity Shares of Re. 1/- (Rupee One Only) each to new 1 (One) Equity Share of Rs. 10/- (Rupees Ten Only) each. The aforesaid Consolidation of Equity Shares of Re. 1/- (Rupee One Only) each into Equity Shares of Rs. 10/- (Rupees Ten Only) each would require amendment to existing Capital Clause V of the Memorandum of Association of the Company. The Board of Directors will determine the record date for the purpose of ascertaining the list of Members whose shares shall be consolidated, as proposed above and the same shall be notified to the eligible Members of the Company through appropriate medium. Pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 and other applicable provisions, if any, approval of the Members is required for Consolidation of shares by way of a Special Resolution subject to the provisions of the Articles of Association and consequent amendment to Clause V of the Memorandum of Association of the Company.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of this Extra Ordinary General Meeting.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval.

In accordance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, none of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 2 of this notice.

Accordingly, the Board recommends the resolutions proposed in the Notice for the approval of Members by way of a Special Resolution.

Registered Office:

Godown No-1, 234/1 + 234/2, FP-69/3,
Sadashiv Kanto, B/h. Bajaj Process,
Narol Chokdi, Narol,
Ahmedabad – 382 405

Place: Ahmedabad

Date: 21st November, 2023

**By the Order of the Board
For 7NR RETAIL LIMITED**

**SD/-
TARACHAND AGRAWAL
MANAGING DIRECTOR
DIN: 00465635**