

SHIVAMSHREE BUSINESSES LIMITED

(Erstwhile known as Siddarth Businesses Limited)

u Office: A-31, Gali No. 2, Madhu Vihar, Hanuman Mandir Delhi-110092

Co. office:F-12, 1st Floor, Pushpak Appt, Opp. Ratnakar-6, Jodhpur Gam, Satellite, Ahmedabad-380015

Ph. No. +91 79 40063353, Email: info@shivamshree.com

Website: <http://www.shivamshree.com>

CIN- L01403DL1983PLC015704

07th February, 2025

To,

Department of Corporate Services

BSE Limited

P. J. Towers, Dalal Street,

Fort, Mumbai - 400 001

Security Code: 538520

Security ID: SBL

Subject: Submission of Notice of Extra-ordinary General Meeting dated 01st March, 2025

We submit herewith the Notice Extra - Ordinary General Meeting of the Company to be held on Saturday, 01st March, 2025 at 11.30 a.m. through Video Conferencing ("VC")/Other Audio Visual means ("OAVM") along with instructions for e-voting.

Accordingly find below the Notice of the EGM. The same is available on the Company's website www.shivamshree.com

This is for your kind information

Thanking you,

Yours faithfully,

For, Shivamshree Businesses Limited

Prafulbhai Parshottambhai Bavishiya

Managing Director

DIN: 01908180

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Notice is hereby given that the Extra – Ordinary General Meeting of the Shareholders of **SHIVAMSHREE BUSINESSES LIMITED** will be held on Saturday 01st March, 2025 at 11.30 a.m. through Video Conferencing (VC) / other Audio Visual Means (OAVM) to transact the following business.

Special Business:

1. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY ALONGWITH ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter and increase the Authorized Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 1/- (Rupees One) each to Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 9,00,00,000 (Nine Crores Only) Equity Shares of Rs. 1/- (Rupees One) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

V. The Authorized Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Rs. 1/- (Rupee One) each, with a power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively and preferential rights, privileges, conditions or restrictions (as may be determined by or in accordance with the Regulations of the Company) and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may be for the time being provided by Regulations of the Company and the Statutory provisions for the time being in force.

RESOLVED FURTHER THAT any of directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

2. ALTERATION OF THE OBJECT CLAUSE OF THE COMPANY IN THE MEMORANDUM OF ASSOCIATION BY INSERTING THE FOLLOWING NEW SUB-CLAUSES UNDER CLAUSE III. A. OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter the existing Main Object Clause of the Memorandum of Association (the “MOA”) of the Company by inserting the new sub-clauses 6 after the existing sub clause 5 of Clause III (A);

Objects Clause :- To carry on business as establish, encourage, promote, arrange, manage, organize, marketing operation in India or aboard for sale of the products and by-products and for the purpose either to establish its own shops, retail counters, franchise, depots, showrooms, agencies, or to appoint agents, distributors, stockists, del-creder agents, C & F agents, representatives, commission agents, wholesalers, retailers or dealer and to sell all types, kinds and nature of consumer, commercial, industrial goods such as plastic bag and industrial packaging articles, Leno Bags, Jumbo bags , Leno Fabric, Bopp bags, Pp Woven Sacks, PP Woven Fabric, Fibc, Hdpe bags, hdpe fabric.

RESOLVED FURTHER THAT any of directors of the Company of the Company be and are hereby jointly or severally authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed

necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

3. TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “SEBI Listing Regulations”), the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of ₹ 1 each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent governmental authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution (“Committee”), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot up to 3,00,00,000 (Three Crores Only) Equity Shares at a price of ₹ 1.50/- per Equity Share (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations), aggregating to ₹ 4,50,00,000/- (Rupees Four Crores Fifty Lakhs Rupees Only), for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the following persons (collectively referred to as “Proposed Allottees /Investors”):

Sr. No.	Name of the Proposed Allottees	No. of shares to be allotted	Category
1.	Prafulbhai Parshottambhai Bavishiya	32,00,000	Non - Promoter
2.	Prafulbhai P Patel HUF	32,00,000	Non - Promoter
3.	Shaileshbhai Parshottambhai Bavishiya	32,00,000	Non – Promoter
4.	Shaileshbhai P Patel HUF	32,00,000	Non – Promoter
5.	Arunaben Prafulkumar Bavishiya	32,00,000	Non – Promoter
6.	Divyaben Shaileshbhai Bavishiya	32,00,000	Non - Promoter
7.	Kanubhai Vallabhbhai Sutariya	5,00,000	Non – Promoter
8.	Bavasiya Kishorbhai Bhavanbhai	5,00,000	Non – Promoter
9.	Mukeshbhai Bhavanbhai Bavashiya	5,00,000	Non – Promoter
10.	Bindesh Ramanbhai Patel	5,00,000	Non - Promoter
11.	Vibhavary Bindeshkumar Patel	5,00,000	Non – Promoter
12.	Ancy Prafulbhai Bavishiya	5,00,000	Non – Promoter
13.	Shivam Greentech Pvt Ltd.	78,00,000	Non - Promoter

RESOLVED FURTHER THAT in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the Preferential Issue of the Equity Shares is Wednesday, January 29, 2025, being the date 30 days prior to the Extraordinary General Meeting scheduled to be held on Saturday, March 01, 2025 to consider this Preferential Issue (“Relevant Date”).

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue and allotment under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- Each of the Investors shall be required to bring in 100% of the consideration for the Equity Shares to be issued and allotted by the Company to each of them pursuant to the Preferential Issue, on or before the date of allotment thereof.

- b. The said consideration for issue and allotment of allottee shall be received from designated bank Accounts of Investors.
- c. The Investors shall be allotted equity Shares in dematerialised form only.
- d. Allotted equity shares of Investors shall be locked- in for a period as prescribed under Regulation 167(2) of the SEBI ICDR Regulations.
- e. Equity Shares to Investors shall be allotted within a period of 15 (fifteen) days from the date of passing of resolution by the Shareholders of the Company approving the Preferential Issue. Where the allotment is pending on account of pendency of any approval by any regulatory/statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- f. The Investors shall be fully paid up at the time of allotment and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- g. The entire pre-preferential shareholding of each of the Investors (if any), other than the pre-preferential shareholding in the Company held by Investors through its various schemes, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval for the Equity Shares allotted pursuant to the Preferential Issue, in accordance with Regulation 167(6) of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company from each of the Investors as consideration for the allotment of Investor shall be kept by the Company in a separate bank account to be opened for the purpose.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve the terms and conditions of above mentioned equity shared and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may, in its sole and absolute discretion, deem fit and expedient without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its sole and absolute discretion consider necessary, desirable or expedient including application to the Stock Exchange(s) for obtaining in-principle approval for the issuance and allotment of the investors equity Shares filing of requisite documents/ making declarations with the Ministry of Corporate Affairs, Reserve Bank of India, SEBI and any other statutory authority including filing of forms FC-GPR, and any other deed, document, declaration as may be required under the applicable laws, utilization of issue proceeds, signing of all deeds and documents, as may be required, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be necessary or appropriate in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchange(s) and statutory / regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid Resolutions.”

4. ANY OTHER MATTER RELATED TO AND NECESSARY FOR ABOVE-MENTIONED AGENDA:

Date: 07.02.2025
Place: Ahmedabad

By Order of Board of Directors
Shivamshree Businesses Limited

Prafulbhai Parshottambhai Bavishiya
Managing Director
DIN: 01908180

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations2015 (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 EGM. 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 EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://www.shivamshree.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com 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.
7. EGM 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, 2020and 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on 26th February 2025 at 09:00 A.M. and ends on 28th February 2025 at 05:00 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 cut-off date i.e. 21st February 2025, 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 21st February 2025.

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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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

	<p>provider i.e. NSDL and you will be re-directed 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> <ol style="list-style-type: none"> If you are 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 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.
<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. upon logging in, you will be able to see e-Voting option. 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 i.e. 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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.com 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 whose 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 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 team@ishitvyas.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to evoting@nsdl.com

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 sblgrp99@gmail.com.
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 sblgrp99@gmail.com. If you are an Individual shareholders 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.com 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/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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 (sblgrp99@gmail.com). The same will be replied by the company suitably.

Date: 07.02.2025
Place: Ahmedabad

By Order of Board of Directors
Shivamshree Businesses Limited

Prafulbhai Parshottambhai Bavishiya
Managing Director
DIN: 01908180

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard 2 on General Meetings)

ITEM NO:1 INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:

The existing Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs. 1/- (Rupees One) each.

The Board in its Meeting held on January 30, 2025 approved and recommended increasing the Authorised Share Capital to Rs. 9,00,00,000/- (Rupees Nine Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Rs. 1/- (Rupees One) each of ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum and Articles of Association of the Company requires approval of the Members.

The Board recommends the Resolution set out in Item no. 1 for approval of the Members as Special Resolution.

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

ITEM NO:2 ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company is currently engage into the business of Packaging Foods and other relevant business line In view of prevailing market condition and for diversification Company intends to undertake certain objects and business line which may be convenient and advantageously combined with existing business.

In order to enable the Company to undertake new business line, it is proposed to amend Object Clause of the Memorandum of Association of the Company. By Virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is a prerequisite to amend the objects clause of the Company.

ITEM NO:3 ISSUANCE AND ALLOTMENT OF EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT:

The Company is on a growth path and an additional investment in the Company will further help in evolution and expansion of its business. An equity infusion will also strengthen the Company's balance sheet and reduce finance cost of the Company. In order to achieve the said objective and strengthen its financial position, various measures are required to be taken to enhance financial resources, including the enhanced working capital requirements. The Board of Directors of the Company (hereinafter referred to as "**the Board**"), has explored various options and the Board at their meeting held on January 30, 2025, has proposed to raise funds by way of issue of up to 3,00,00,000 equity shares of the Company having face value of 1 each ("**Equity Shares**") on a preferential basis at a price of 1.50/- per Equity Share ("**Issue Price**") ("**Preferential Issue**"). The floor price for the Preferential Issue (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of the SEBI ICDR Regulations) is 1.50/- per Equity Share.

The said Preferential Issue of Equity Shares is being made to the following persons (collectively referred to as the "**Investors/ Proposed Allottees**"):

Sr. No.	Name of the Proposed Allottees	No. of shares to be allotted	Category
1.	Prafulbhai Parshottambhai Bavishiya	32,00,000	Non - Promoter
2.	Prafulbhai P Patel HUF	32,00,000	Non – Promoter
3.	Shaileshbhai Parshottambhai Bavishiya	32,00,000	Non – Promoter
4.	Shaileshbhai P Patel HUF	32,00,000	Non – Promoter
5.	Arunaben Prafulkumar Bavishiya	32,00,000	Non - Promoter

In			
6.	Divyaben Shaileshbhai Bavishiya	32,00,000	Non – Promoter
7.	Kanubhai Vallabhbhai Sutariya	5,00,000	Non – Promoter
8.	Bavasiya Kishorbhai Bhavanbhai	5,00,000	Non – Promoter
9.	Mukeshbhai Bhavanbhai Bavashiya	5,00,000	Non – Promoter
10.	Bindesh Ramanbhai Patel	5,00,000	Non – Promoter
11.	Vibhavary Bindeshkumar Patel	5,00,000	Non – Promoter
12.	Ancy Prafulbhai Bavishiya	5,00,000	Non – Promoter
13.	Shivam Greentech Pvt Ltd.	78,00,000	Non - Promoter

accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”), the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (the “Listing Regulations”), approval of members of the Company (“Members”) by way of a special resolution (“Special Resolution”) is required for the Preferential Issue.

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date.
2. The current holding of Proposed Allottees in the Paid-up equity share capital of the Company is as follows:

Sr. No.	Name of the Proposed Allottees	Pre-Issue Holding	Pre-Issue Holding %	Category	Ultimate Beneficial Ownership
1.	Prafulbhai Parshottambhai Bavishiya	8,32,796	1.82%	Non – Promoter	NA
2.	Prafulbhai P Patel HUF	8,30,391	1.82%	Non – Promoter	Praful Patel
3.	Shaileshbhai Parshottambhai Bavishiya	5,07,459	1.11%	Non – Promoter	NA
4.	Shaileshbhai P Patel HUF	2,40,453	0.53%	Non – Promoter	Shailesh Patel
5.	Arunaben Prafulkumar Bavishiya	9,60,270	2.10%	Non – Promoter	NA
6.	Divyaben Shaileshbhai Bavishiya	13,09,916	2.87%	Non – Promoter	NA
7.	Kanubhai Vallabhbhai Sutariya	11,59,335	2.54%	Non – Promoter	NA
8.	Bavasiya Kishorbhai Bhavanbhai	12,98,571	2.84%	Non – Promoter	NA
9.	Mukeshbhai Bhavanbhai Bavashiya	11,40,643	2.50%	Non – Promoter	NA
10.	Bindesh Ramanbhai Patel	2,55,054	0.56%	Non – Promoter	NA
11.	Vibhavary Bindeshkumar Patel	1,50,000	0.33%	Non - Promoter	NA
12.	Ancy Prafulbhai Bavishiya	-	-	Non – Promoter	NA

13.	Shivam Greentech Pvt Ltd.	-	-	Non - Promoter	Praful Patel
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Note: The current holding of proposed allottees disclosed above is based on the Benpos as on January 31, 2025.

*Equity Shares are mentioned of promoters after considering the Face Value of Rs. 1 per share pursuant to Sub-Division/Split of Shares.

The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

The Company has obtained the Permanent Account Numbers of the proposed allottees. In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors at their meeting held on Thursday, 04th January, 2025, subject to the approval of the Members in the EGM and such other approvals as may be required, approved the issuance of upto 3,00,00,000 Convertible Equity Shares at issue price of Rs. 1.50/- per Equity Shares, aggregating upto Rs 4,50,00,000/- (Four Crores Fifty Lakhs only) or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations for cash consideration to a selected group of persons on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered and the aggregate amount proposed to be raised:

Upto 3,00,00,000 at an issue price of Rs 1.50/- per Equity Share , upto Rs 4,50,00,000/- (Four Crores Fifty Lakhs only)

iii) Objects of the Preferential Issue:

The proceeds of the Preferential Issue will be utilized for the below mentioned purposes (not necessarily in the same order):

- i. To fund long term capital requirements for Explore new opportunities;
- ii To meet working capital requirement and;
- iii. To meet General Corporate Purpose.

iv) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made under the category of Non-Promoters/ Public on Preferential basis.

v) Maximum number of specified securities to be issued:

3,00,00,000 Equity Shares.

vi) Relevant Date:

the relevant date for determining the Preferential Issue of the Equity Shares is Wednesday, January 29, 2025, being the date 30 days prior to the Extraordinary General Meeting scheduled to be held on Saturday, March 01, 2025

vii) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited (“BSE”) referred to as the “Stock Exchange”).

The floor price of the Equity Shares proposed to be allotted pursuant to the Preferential Issue which has been determined in accordance with Regulation 164 of the SEBI ICDR Regulations is 1.50/- per Equity Share. The price at which the Equity Shares are proposed to be allotted to each of the Investors pursuant to the Preferential Issue is 1.50/- per Equity Share (including premium) which is not less than the floor price determined in the manner set out above.

viii) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of the objects

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares to be allotted pursuant to the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

ix) Pre and Post Preferential issue Shareholding pattern of the Company

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	0	0	0	0
Public (B)	4,56,50,000	100	7,56,50,000	100
Total (A) + (B)	4,56,50,000	100	7,56,50,000	100
Custodian (C)		--		--
Grand Total (A) + (B) + (C)	4,56,50,000	100	7,56,50,000	100

Note:

- 1) The Pre-Issue Shareholding Pattern is based on Benpos as on Friday, 31 January, 2025.
- 2) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.

x) Time frame within which the Preferential Issue shall be completed:

As prescribed under the SEBI ICDR Regulations, 2018 the Equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Special Resolution, provided that where allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owners	Pre-Issue Holding	Pre-Issue Holding %	No. of shares to be allotted	Post Issue Holding	Post Issue Holding %
1.	Prafulbhai Parshottambhai Bavishiya	Non - Promoter	NA	8,32,796	1.82%	32,00,000	40,32,796	5.33%
2.	Prafulbhai P Patel HUF	Non – Promoter	Prafulbhai Bavishiya	8,30,391	1.82%	32,00,000	40,30,391	5.33%
3.	Shaileshbhai Parshottambhai Bavishiya	Non – Promoter	NA	5,07,459	1.11%	32,00,000	37,07,459	4.90%
4.	Shaileshbhai P Patel HUF	Non – Promoter	Shaileshbhai Bavishiya	2,40,453	0.53%	32,00,000	34,40,453	4.55%
5.	Arunaben Prafulkumar Bavishiya	Non – Promoter	NA	9,60,270	2.10%	32,00,000	41,60,270	5.50%
6.	Divyaben Shaileshbhai Bavishiya	Non - Promoter	NA	13,09,916	2.87%	32,00,000	45,09,916	5.96%
7.	Kanubhai Vallabhbbhai Sutariya	Non – Promoter	NA	11,59,335	2.54%	5,00,000	16,59,335	2.19%

8.	Bavasiya Kishorbhai Bhavanbhai	Non – Promoter	NA	12,98,571	2.84%	5,00,000	17,98,571	2.38%
9.	Mukeshbhai Bhavanbhai Bavashiya	Non – Promoter	NA	11,40,643	2.50%	5,00,000	16,40,643	2.17%
10.	Bindesh Ramanbhai Patel	Non – Promoter	NA	2,55,054	0.56%	5,00,000	7,55,054	1.00%
11.	Vibhavary Bindeshkumar Patel	Non – Promoter	NA	1,50,000	0.33%	5,00,000	6,50,000	0.86%
12.	Ancy Prafulbhai Bavishiya	Non – Promoter	NA	-	-	5,00,000	5,00,000	0.66%
13.	Shivam Greentech Pvt Ltd.	Non - Promoter	Prafulbhai Bavishiya	-	-	78,00,000	78,00,000	10.31%

xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

xiii) Change in Control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management or control of the Company pursuant to the issue of Equity Shares on preferential basis.

xiv) Lock-in Period:

The pre-preferential holding of the Proposed allottees who the existing shareholders of the company are also shall be locked-in for such period as specified under Regulations 167 and 168 and other applicable regulations of SEBI ICDR Regulations.

xv) The number of persons to whom allotment on preferential basis have already been made during year, in terms of the number of securities as well as price.

Not Any

xvi) Material terms of raising such shares:

As mentioned in the proposed resolution.

xvii) Undertakings:

a) Every Director and Promoter of the company has individually given an undertaking declaring that none of them is declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations therefore disclosures specified in Schedule VI is not required to given.

b) Every Directors and Promoter of the company has individually given an undertaking declaring that none of them is declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) In the event the price of the securities determined in accordance with the provisions of SEBI ICDR Regulations is different from the price determined by the company, the issue price shall be re-computed in terms of the provision of the SEBI ICDR Regulation.

d) That if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount s paid by the allottees.

xix) Certificate from Statutory Auditor:

The certificate from Deep Gandhi & Associates (Membership No 190814), Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till 01:00 PM hours on Saturday, March 01, 2025.

Date: 07.02.2025
Place: Ahmedabad

By Order of Board of Directors
Shivamshree Businesses Limited

Praful bhai Parshottambhai Bavishiya
Managing Director
DIN: 01908180