



CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)
CIN: L18109MH2012PLC231749
201-204 2nd Floor Swamini Industrial Estate No.3,
Opp. Varun Industries, Nanal Nagar, Waliv,
Vasai East, Thane 401 208, Maharashtra, India.
Tel: 0250 2451001/2, 3246049 | Fax: 0250 2451004.
Email: cs@dermawear.co.in | www.cpsshapersltd.com

Date: **26.12.2024**

To,

The Manager,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

ISIN: **INE0QBU01012**

Symbol: **CPS**

Subject: Proceedings of the Extra Ordinary General Meeting of CPS Shapers Limited (“the Company”) held on Thursday, the 26th day of December 2024, pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

This is to inform you that the Extra Ordinary General Meeting (“EGM”) of the Company was held on Thursday, the 26th day of December 2024 at 04:00 P.M. (IS T) through video conferencing mode.

The summary of the proceedings of the Extra Ordinary General Meeting of the Company is enclosed herewith at Annexure-1, as required under Regulation 30, Part-A of Schedule-III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, it is informed that the Results of the Voting i.e. remote e-voting results and results of the voting done at the EGM along with the Scrutinizer’s Report will be submitted to the Stock Exchange within 48 hours of conclusion of the EGM.

You are requested to kindly take the same on record.

Thanking you,

By Order of the Board

For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)

Abhishek Kamal Kumar
Managing Director
DIN: 03513668

ANNEXURE-1

SUMMARY PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF CPS SHAPERS LIMITED (“THE COMPANY”) HELD ON THURSDAY, THE 26TH DAY OF DECEMBER 2024 AT 04:00 P.M. AND CONCLUDED AT 04:14 P.M. THROUGH VIEDO CONFERENCING.

PRESENT

Name	Designation
Mr. Abhishek Kamal Kumar	Chairperson and Managing Director
Mr. Rajendra Kumar	Non-Executive Director
Ms. Bhawna Kumar	Whole-time Director
Mr. Abhav K Kumar	Non-Executive Director
Mr. Sandeep Avdhesh Dubey	Independent Director
Mr. Vijay Mukesh Thakkar	Independent Director
Ms. Trupti R Kalsariya	Independent Director
Ms. Chahat Girdhar	Chief Financial Officer
Mr. Vinay Bhushan	Statutory Auditor, Partner at M/s Vinay Bhushan & Associates
Mr. Ankit Shah	Statutory Auditor, Partner at M/s Vinay Bhushan & Associates
Mr. Umar	Internal Auditor, Partner at M/s Prem Chand Jain & Associates
Mr. Ashish Grover	Secretarial Auditor, Representative of M/s Ashish Grover & Associates
Ms. Deepali Kaushik	Scrutinizer, an Advocate

MEMBERS' ATTENDANCE

Total Seven (7) Members were present through video conferencing.

CHAIRPERSON

Mr. Abhishek Kamal Kumar, Chairman & Managing Director of the Company, took the Chair and welcomed the Members present at the Extra Ordinary General Meeting.

The requisite quorum was present and called the meeting to be in order. The Chairman formally introduced the Board members and other officials who were present virtually and attending this meeting.

With the permission of the members present, the Notice convening the Extra Ordinary General Meeting along with Corrigendum to the notice of the Extra Ordinary General Meeting as circulated amongst the members, was taken as read.

Further, The Chairman reiterated the instructions, as mentioned in the notice of the EGM that the members were invited to seek any information or clarifications regarding the matter placed at the EGM on or before Thursday, December 19, 2024.

He confirmed that, as of the date of the EGM, the Company had not received any emails from members requesting information or seeking clarifications.

The Chairperson informed that the Board of Directors of the Company at its meeting held on November 28, 2024, approved raising funds aggregating up to Rs. 5,00,04,000/- (Rupees Five Crore Four Thousand Only) by way of issuance of upto 1,11,120 (One Lakh Eleven Thousand One Hundred and Twenty Only) fully paid-up Equity Shares at a face value of Rs. 10/- (Rupees Ten Only) each in one or more tranches at an issue price of Rs. 450/- (Rupees Four Hundred and Fifty Only) per equity share (including a premium of Rs. 440/- per equity share), to following persons, (referred to as "Proposed Allottee"), by way of a preferential issue through private placement offer ("Preferential Issue"), which has agreed to subscribe to the proposed Preferential Issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

Proposed Allottees are as follows:

Sr. No	Name of the Proposed Allotees	No. of Shares
1	Lalit Agrawal	10,200 Equity Shares
2	Pankaj Prasoon HUF	45,000 Equity Shares
3	Sapna Devang Shah	22,260 Equity Shares
4	Rishi Kotecha	5,700 Equity Shares
5	Bhavi Sanghavi	22,260 Equity Shares
6	Kushal Agarwal	5,700 Equity Shares
	Total	1,11,120 Equity Shares

The Chairperson further informed that Purpose of this EGM is to require the consent of members of the Company by passing Special resolution for the issue and allotment of up to 1,11,120 (One Lakh Eleven Thousand One Hundred and Twenty Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each for cash at a price of Rs. 450 (Four Hundred and Fifty Only) each (including a premium of Rs. 440) per equity share aggregating upto to Rs. 5,00,04,000 (Rupees Five Crores Four Thousand Only) on a preferential basis to the Proposed Allottee.

The Chairperson further informed about the salient features of preferential issue in respect of :

(i) Objects of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects

1. Working capital Requirements;
2. Sales promotion;
3. Opening Franchisee Outlets;
4. General Corporate Purpose.

(ii) Relevant Date:

The “Relevant Date” as per SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as **Tuesday, 26th November 2024**, i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting.

(iii) Basis or justification for the price (including the premium, if any) has been arrived at:

The Equity Shares of the Company are listed on the Emerge Platform of National Stock Exchange of India Limited. In accordance with Regulation 164(5) of the SEBI ICDR Regulations, for the purposes of computation of price per equity share, the shares of the Company are Frequently Traded.

Regulation 164 (1) of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164(1), the minimum price of the shares shall be the higher of:

- a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; and
- b) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

As per the above pricing formula, the minimum price at which the Equity Share shall be issued is ₹ **444.76** (Rupees Four Hundred and Forty-Four Point Seventy-Six Only) per Equity Share. The Company proposes to issue the Equity Share at an issue price of ₹ 450/- (Rupees Four Hundred and Fifty Only) (including premium of ₹ 440/-) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164(1) of the ICDR Regulations

(iv) Change in control

There will be no change in control of the Company consequent to the preferential issue.

(v) Practising Company Secretary's Certificate

A certificate from **Mr. Rushabh Doshi**, Practising Company Secretary has been obtained by the Company certifying that:

1. the preferential issue is being made in accordance with the requirements of the ICDR Regulations.
2. The entire pre-preferential holding of the allottee(s) is in dematerialized form.
3. Pricing Methodology adopted for the proposed Preferential issue is based on the pricing formula prescribed under Regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations) as amended or modified from time to time.

The certificate can be accessed at www.cpsshapersltd.com and placed before this Extra Ordinary General meeting of the shareholders.

The following resolution set out in the Notice convening the EGM were put to vote by remote e-voting and e-voting during the Meeting.

Item No.	Agenda Item	Type of Resolution required (Ordinary/Special)	Mode of Voting
1.	TO APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEES ON PREFERENTIAL BASIS.	Special Resolution	Remote e-voting and e-voting during the EGM

The Chairperson stated that the Company had provided e-voting facility as per Rule 20 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, through Bigshare Services Private Limited. The said e-voting was available from Monday, December 23, 2024 at 09:00 A.M. (IST) and ended on Wednesday, December 25, 2024 at 05:00 P.M. (IST). He further informed that e-voting facility was also made available during the EGM for 15 minutes after the Conclusion of this Extra Ordinary General Meeting for the benefit of the members who were present during the meeting and had not cast their votes earlier through remote e-voting.

Pursuant to the provisions of the Companies Act, 2013, Ms. Deepali Kaushik, Advocate, has been appointed as Scrutinizer by the Board to scrutinize the votes cast through remote e-voting & e-voting at the Extra Ordinary General Meeting, in a fair and transparent manner.

The Chairperson further informed the members that the results of e-voting along with scrutinizer's report shall be placed on the company's website at www.cpsshapersltd.com and shall also be forwarded to the NSE Limited.



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The Chairman formally announced the closure of the Meeting by thanking the Members for their participation in the Meeting. E-voting was open for 15 minutes after the conclusion of the meeting at 04:14 P.M.

This is for your information and records.

By Order of the Board

For CPS Shapers Limited
(Formerly known as CPS Shapers Private Limited)

Abhishek Kamal Kumar
Managing Director
DIN: 03513668