SARVESHWAR FOODS LIMITED

(Formerly Known As Sarveshwar Organic Foods Limited)

CIN : L15312JK2004PLC002444
Regd. Off : Sarveshwar House, Below Gumat, Jammu, (J&K) - 180001
Ph. : 0191-2483981, 2481954, Fax : 0191-2481941, Email : info@sarveshwarrice.com

Ref. No. : ..... **Dated : .....**

December 20, 2022

Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kurla Complex
Bandra (E), Mumbai 400051

Symbol: SARVESHWAR

Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street, Fort,Mumbai - 400 001

Scrip Code : 543688

SUB: Notice of Extra Ordinary General Meeting of Sarveshwar Foods Limited.

Sir/ Madam

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the Extra Ordinary General Meeting of our company which is scheduled to be held on Friday, the **13th Day of January, 2023** at 12.00 Noon at **Country Inn & Suites, by Radisson ,Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J& K -180004.**

Kindly take the above stated information on record and oblige.

For & On Behalf of
Sarveshwar Foods Limited

SADHVI SHARMA Digitally signed by SADHVI SHARMA Date: 2022.12.20 15:47:40 +05'30'

Sadhvi Sharma
Company Secretary & Compliance Officer

Sarveshwar Foods Limited

[CIN : L15312JK2004PLC002444]
Regd. Office : Sarveshwar House Below Gumat, Jammu, Jammu & Kashmir, 180001
Tel: 0191-2483981 / 2481954| Web : www.sarveshwarfoods.com|
E-mail: investorrelations@sarveshwarrice.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of Sarveshwar Foods Limited will be held on Friday, January 13, 2023 at 12:00 P.M. at Country Inn & Suites, by Radisson ,Opposite Bahu Plaza Complex, Gandhi Nagar Extension, Jammu J& K -180004 , India, to transact the following **Special Businesses :**

1. **PREFERENTIAL ALLOTMENT OF UPTO 45,00,000 (FORTY FIVE LAKH) EQUITY SHARES TO THE PERSONS BELONGING TO NON-PROMOTER PUBLIC CATEGORY.**

   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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 45,00,000 Equity Shares of face value of Rs.10/- (Rupees Ten Only) each fully paid up, for cash, at an issue price of Rs. 81/- (Rupees Eighty-One Only) per Equity Share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 36,45,00,000/- (Rupees Thirty-Six Crores Forty Five Lakh only) on such further terms and conditions as may be finalized, to the below mentioned persons ("Proposed Allottees"):

S. No.	Proposed Allotees (Public Category)	PAN	Maximum No of Equity Shares to be allotted
1	Mr. BL Modi	AAGPM5040	1,00,000

2	Mr. Krishan Goel	AEPPG5816H	1,00,000
3	Ms. Shashi Bansal	AAMPB0866D	1,00,000
4	Mr. Shanky Goel	AJKPG1914C	1,00,000
5	Mr. Shubam Bansal	ECEPB9839J	1,00,000
6	Ms. Meena Goel	AGWPG5732H	1,00,000
7	Rajesh Goel HUF	AAHHR1357J	1,00,000
8	Ms. Renu Bansal	AARPB1109J	1,00,000
9	Mr. Yogesh Gupta	ACCPG5363N	1,00,000
10	Mr. Ratan Mittal	ACFPK1634B	1,00,000
11	Mr. Dipesh Mittal	AZWPM5378A	1,00,000
12	M/s. Salasar Capital Invesco	AEVFS9610K	2,00,000
13	M/s. Shree Aarna Nidhi Enterprises	AEVFS7193F	7,50,000
14	Mr. Manish Gupta	AAVPG9638H	75,000
15	Ms. Kavita Gupta	ACUPG4551A	75,000
16	Mr. Bal Kishen Rathore	AUYPK9624L	5,00,000
17	Ms. Deepika Gupta	AALPJ4769N	2,00,000
18	Mr. Vikas Garg	AAAPG8241P	4,00,000
19	M/s. AG Dynamic Funds Limited	AASCA8490R	5,00,000
20	M/s. Integra Essentia Limited	AABCF1212H	7,00,000
		Total	**45,00,000**

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is December 14, 2022 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on January 13, 2023).

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board or any committee thereof, be and is hereby authorized to make an offer to the Proposed Equity Allottee (s) through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account;

- The pre-preferential shareholding of the proposed allottees and the equity shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations;

- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;

- Allotment shall only be made in dematerialized form;

- The allotment of Equity Shares is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;

- The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared and/or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.

- The issue and allotment of Equity Shares shall 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.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, other corporate benefits if any, with the existing fully paid-up Equity Shares of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

2. PREFERENTIAL ALLOTMENT OF UPTO 36,60,000 FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY.

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made

there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed ("Stock Exchange"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("Takeover Regulations") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 36,60,000 (Thirty-Six Lakh Sixty Thousand) Fully Convertible Warrants ("Warrants") carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter, Public Category', on preferential basis, at an issue price of Rs. 81/- (Rupees Eighty-One Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 29,64,60,000/- (Rupees Twenty-Nine Crores Sixty Four Lakh Sixty Thousand only), on such further terms and conditions as may be finalized, to the below mentioned persons ("Proposed Allottees"):

S.No	Proposed Allotees	PAN	Maximum No of warrants to be allotted
Promoter Category			
1	Mr. Rohit Gupta	ABAPG0411A	11,60,000
		Total (A)	**11,60,000**
Public Category			
2	Mr. Sahil Gupta	ASKPG9115E	1,25,000
3	Mr. Lalit Gupta	ABYPG6915H	1,25,000
4	Mr. Ranjeev Gupta	ACDPG6440K	3,50,000
5	Mr. Sushil Kumar Gupta	AAXPG31781	2,00,000
6	M/s. Nexpact Limited	AAFCN0208F	5,00,000
7	M/s. Vrindaa Advanced Materials Limited	AAECP4144R	6,00,000
8	M/s. Advikca Finvest Limited	AAXCA8654Q	6,00,000
		Total (B)	**25,00,000**
		Grand Total (A+B)	**36,60,000**

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is December 14, 2022 (i.e. being the date, which is 30 days prior to the date of shareholder's meeting which is scheduled on January 13, 2023).

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

a) The conversion of warrants into equity shares shall happen only upon expiry of six (6) months from the date of allotment of the warrants but before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock- in for such period as may be prescribed under SEBI ICDR Regulations.

d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be issued and allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants."

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or

doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

3. TO INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 30,00,00,000 (Rupees Thirty Crores) consisting of 3,00,00,000 (Three Crores) Equity Shares of Rs.10/- (Rupee Ten) each to Rs. 35,00,00,000 (Rupees Thirty-Five Crores) consisting of 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs.10/- (Rupee Ten) each.

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

V. The Authorized Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty-Five Crores) consisting of 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Rs.10/- (Rupee Ten) each.

FURTHER RESOLVED THAT any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

by order of the board of
Sarveshwar Foods Limited

SADHVI SHARMA
Digitally signed by SADHVI SHARMA
Date: 2022.12.20 15:04:40 +05'30'

Sadhvi Sharma
Company Secretary

Date: December 16, 2022
Place: Jammu

Notes:

1. A Member entitled to attend and vote at the Extraordinary General Meeting (Meeting/EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a Member of the Company. The instrument appointing a proxy duly completed, stamped and signed should, however, be deposited at the registered office of the Company, not less than forty eight hours before the commencement of the Meeting. Blank proxy form is enclosed and can also be obtained free of charge from the registered office of the Company. Proxy so appointed shall not have any right to speak at the meeting.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.

4. Every member entitled to vote at the meeting or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the company.

5. In compliance with provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering Remote E-voting facility to all the Shareholders of the Company in respect of the item to be transacted at this Meeting. The Company has engaged the services of National Securities Depository Limited for facilitating remote e-voting for EGM. The user-id & password is mentioned at the bottom of the Attendance Slip/ email forwarded through the electronic notice. Procedure and Instructions for Remote e-voting are given hereunder. All members are requested to read those instructions carefully before casting their e-vote.

Further, the facility for voting through electronic voting system/ ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right at the meeting.

The Company has appointed M/s. Sagar Mehra & Associates (COP: 16705), Practicing Company Secretaries to act as Scrutinizers, to scrutinize the remote e-voting process and electronic voting system/ ballot or polling paper voting process at the meeting in a fair and transparent manner.

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

The remote e-voting period begins on Tuesday, January 10, 2023 at 9:00 A.M. and ends on Thursday, January 12, 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, January 6, 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 January 6, 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. 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 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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 user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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. 3) 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. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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..
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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 toll free no. 1800 22 55 33

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 user 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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. If you are unable to retrieve or have not received the " Initial password" or have forgotten your

password:

d) 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.

e) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

f) 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.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

g) 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.

h) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

i) 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.

j) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

9. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
10. Now, you will have to click on "Login" button.
11. 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 mehraandmehrallp@gmail.com with a copy marked to evoting@nsdl.co.in. 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 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 cs@sarveshwarrice.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 cs@sarveshwarrice.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.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/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM 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/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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/AGM shall be the same person mentioned for Remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1 & 2:

The Special Resolution contained in Item No. 1 and 2 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 45,00,000 (Forty-Five Lakh) Equity Shares Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 81/- each, aggregating up to Rs. 36,45,00,000/- (Rupees Thirty Six Crores Forty Five Lakh only) and up to 36,60,000 (Thirty-Six Lakh Sixty Thousand) Fully Convertible Warrants ('Warrants') carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant on preferential basis, at an issue price of Rs. 81/- aggregating to Rs. 29,64,60,000/- (Rupees Twenty Nine Crores Sixty Four Lakh Sixty Thousand only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging to 'Promoter & Promoter Group' and 'Non-Promoter, Public Category' as per the details disclosed in respective resolutions. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on December 16, 2022.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 1 & 2 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:
The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. To meet the Working Capital Requirements; and
2. General Corporate Purposes.

(collectively, referred to hereinafter as the "**Objects**")

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds

The intended use of the Gross Proceeds of the Issue is as under: -

S. No.	Particulars	Total estimated amount to be utilized (₹ in lakhs)*
1.	Meeting Working Capital Requirements	5,109.60
2.	General Corporate Purposes	1,500.00
	Total	**6,609.60**

*considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Schedule of Implementation and Deployment of Funds

As estimated by our management, the entire proceeds received from the issue would be utilized during FY 2022-23 and 2023-24.

Interim use of Gross Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have the flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to and will deposit the Net Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board

Though the requirement stipulated by BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and appointment of a SEBI registered Credit Rating Agency as monitoring agency for monitoring the use of proceeds of such issues is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

II. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential issue of up to 45,00,000 (Forty Five Lakh) Equity Shares of face value of Rs. 10/- each at an issue price of Rs. 81/- each, aggregating up to Rs. 36,45,00,000/- (Rupees Thirty Six Crores Forty Five Lakh only) and 36,60,000 (Thirty-Six Lakh Sixty Thousand) Warrants of face value of Rs. 10/- each at an issue price of Rs. 81/- each, aggregating up to Rs. 29,64,60,000/- (Rupees Twenty Nine Crores Sixty Four Lakh Sixty Thousand only).

The conversion of warrants into equity shares is to be done before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer :

Promoters of the Company are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S.N	Proposed Allotees	Category	No of Warrants
1	Mr. Rohit Gupta	Promoter	11,60,000
		Total	11,60,000

Except these warrants, promoters are not subscribing any other securities in the proposed issue. All other proposed allottees belongs to Non-Promoter and Public Category.

IV. The Shareholding Pattern of the issuer before and after the preferential issue.

Category	Pre Issue Shareholding Structure		Equity shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)	
	No. of shares	%		No. of shares	% *		No. of shares	% **
A) Promoter Shareholding								
Indian								
a) Individuals & HUF	16744800	68.16	-	16744800	57.61	1160000	17904800	54.71

b) Any Other Director or Directors Reatives	10800	0.04	-	10800	0.04	0	10800	0.03
Sub Total (A)(1)	16755600	68.20	-	16755600	57.64	1160000	17915600	54.74
2) Foreign Promoters	-	-	-	-	-	-		
Total Promoter Shareholding A=A1 +A2	16755600	68.20	-	16755600	57.64	1160000	17915600	54.74
B) Public Shareholding								
B1) Institutional Investors	224240	0.91	500000	724240	2.49	500000	1224240	3.74
B2) Central Govt./Stat Govt./POI	-	-	-	-	-	0	-	-
B3) Non-Institutional Investors								
Individuals	5631710	22.93	2250000	7881710	27.12	800000	8681710	26.53
Body Corporate	1149650	4.68	700000	1849650	6.36	1200000	3049650	9.31
Others (Including NRI, Clearing Members, HUF)	806000	3.28	1050000	1856000	6.39	0	1856000	5.68
Total Public Shareholding B=B1+B2+ B3	7811600	31.80	**4500000**	12311600	42.36	2500000	14811600	45.26
C) Non-Promoter - Non-Public	-	-	-	-	-	-		
Grand Total (A+B+C)	**24567200**	**100**	**4500000**	**29067200**	**100**	**3660000**	**32727200**	**100**

* These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 29,06,72,000 (Twenty nine Crore Six Lakh Seventy Two thousand only) divided into 2,90,67,200 (Two Crore Ninety Lakh Sixty Seven Thousand Two hundred only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 32,72,72,000 (Thirty-Two Crore Seventy-Two Lakh Seventy-Two Thousand only) divided into 3,27,27,200 (Three Crore Twenty Seven Lakh Twenty Seven Thousand Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Notes:
(1) The pre-issue shareholding pattern is as on the latest BENPOS date i.e. December 16, 2022
(2) Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution i.e. January 28, 2023.

VI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice.

VII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sl. No.	Name of the proposed allottee	Category	Type of securities	Name of Ultimate Beneficial Owner
1	Mr. BL Modi	Public	Equity shares	Not Applicable (Note 1)
2	Mr. Krishan Goel	Public	Equity shares	Not Applicable (Note 1)
3	Ms. Shashi Bansal	Public	Equity shares	Not Applicable (Note 1)
4	Mr. Shanky Goel	Public	Equity shares	Not Applicable (Note 1)
5	Mr. Shubam Bansal	Public	Equity shares	Not Applicable (Note 1)
6	Ms. Meena Goel	Public	Equity shares	Not Applicable (Note 1)
7	Rajesh Goel HUF	Public	Equity shares	Mr. Rajesh Goel
8	Ms. Renu Bansal	Public	Equity shares	Not Applicable (Note 1)
9	Mr. Yogesh Gupta	Public	Equity shares	Not Applicable (Note 1)
10	Mr. Ratan Mittal	Public	Equity shares	Not Applicable (Note 1)
11	Mr. Dipesh Mittal	Public	Equity shares	Not Applicable (Note 1)
12	M/s. Salasar Capital Invesco	Public	Equity shares	Ms. Ruchi Mittal
13	M/s. Shree Aarna Nidhi Enterprises	Public	Equity shares	Mr. Tapan Dubey
14	Mr. Manish Gupta	Public	Equity shares	Not Applicable (Note 1)
15	Ms. Kavita Gupta		Equity shares	Not Applicable (Note 1)
16	Mr. Bal Kishen Rathore	Public	Equity shares	Not Applicable (Note 1)
17	Ms. Deepika Gupta	Public	Equity shares	Not Applicable (Note 1)
18	Mr. Vikas Garg	Public	Equity shares	Not Applicable (Note 1)
19	M/s. AG Dynamic Funds Limited	Public	Equity shares	Mr. Paul Boskma
20	M/s. Integra Essentia Limited	Public	Equity shares	Not Applicable (Note 2)
21	Mr. Rohit Gupta	Promoter	Warrants	Not Applicable (Note 1)
22	Mr. Sahil Gupta	Public	Warrants	Not Applicable (Note 1)
23	Mr. Lalit Gupta	Public	Warrants	Not Applicable (Note 1)
24	Mr. Ranjeev Gupta	Public	Warrants	Not Applicable (Note 1)
25	Mr. Sushil Kumar Gupta	Public	Warrants	Not Applicable (Note 1)
26	M/s. Nexpact Limited	Public	Warrants	Mr. Milko Sinkok Mr. Saleem Azib Habib AI Balushi
27	M/s. Vrindaa Advanced Materials Limited	Public	Warrants	Mr. Vishesh Gupta
28	M/s. Advikca Finvest Limited	Public	Warrants	Advik Capital Limited, Holding Company (BSE listed Company)

(Note 1) being allottee is a natural person
(Note 2) being allottee is a listed entity

VIII. 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

Name	Pre-Issue Shareholding Structure		Equity shares to be allotted	Post Issue Shareholding		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)	
	No. of shares	% of		No. of shares	%*		No. of shares	%**
Mr. BL Modi	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Mr. Krishan Goel	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Ms. Shashi Bansal	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30

Mr. Shanky Goel	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Mr. Shubam Bansal	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Ms. Meena Goel	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Rajesh Goel HUF	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Ms. Renu Bansal	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Mr. Yogesh Gupta	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Mr. Ratan Mittal	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
Mr. Dipesh Mittal	0	0	1,00,000	1,00,000	0.34	0	1,00,000	0.30
M/s. Salasar Capital Invesco	0	0	2,00,000	2,00,000	0.68	0	2,00,000	0.61
M/s. Shree Aarna Nidhi Enterprises	0	0	7,50,000	7,50,000	2.58	0	7,50,000	2.29
Mr. Manish Gupta	0	0	75,000	75,000	0.25	0	75,000	0.22
Ms. Kavita Gupta	0	0	75,000	75,000	0.25	0	75,000	0.22
Mr. Bal Kishen Rathore	4,06,400		5,00,000	9,06,400	3.11	0	9,06,400	2.76
Ms. Deepika Gupta	0	0	2,00,000	2,00,000	0.68	0	2,00,000	0.61
Mr. Vikas Garg	0	0	4,00,000	4,00,000	1.37	0	4,00,000	1.22
M/s. AG Dynamic Funds Ltd	2,24,000		5,00,000	7,24,000	2.49	0	7,24,000	2.21
M/s. Integra Essentia Ltd	0	0	7,00,000	7,00,000	2.40	0	7,00,000	2.13
Mr. Rohit Gupta	1,67,44,800	68.16	0	1,67,44,800	57.61	1160000	1,79,04,800	54.71
Mr. Sahil Gupta	76,800		0	76,800	0.26	125000	2,01,800	0.61
Mr. Lalit Gupta	0		0	0	0.00	125000	1,25,000	0.38
Mr. Ranjeev Gupta	0		0	0	0.00	350000	3,50,000	1.06
Mr. Sushil Kumar Gupta	0		0	0	0.00	200000	2,00,000	0.61
M/s. Nexpact Limited	0		0	0	0.00	500000	5,00,000	1.52
M/s. Vrindaa Advanced Materials Limited	0		0	0	0.00	600000	6,00,000	1.83
M/s. Advikca Finvest Limited	0		0	0	0.00	600000	6,00,000	1.83

* These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 29,06,72,000 (Twenty nine Crore Six Lakh Seventy Two thousand only) divided into 2,90,67,200 (Two Crore Ninety Lakh Sixty Seven Thousand Two hundred only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 32,72,72,000 (Thirty-Two Crore Seventy-Two Lakh Seventy-Two Thousand only) divided into 3,27,27,200 (Three Crore Twenty Seven Lakh Twenty Seven Thousand Two Hundred) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.

IX Lock-in Period:

(a) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

X. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as December 14, 2022, for the purpose of computation of issue price of Equity Shares.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ('BSE') are frequently traded as per the provisions of SEBI ICDR Regulations as on the Relevant Date. The minimum issue price per equity share is determined through following methods:

a) The Equity Shares of the Company are presently listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), post migration from NSE Emerge on December 8, 2022. Earlier it was listed only at NSE Emerge-SME Platform of the National Stock Exchange of India Limited ("NSE"). Equity Shares of the Company are frequently traded as per provisions of ICDR Regulations, and accordingly price derived in terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, and

a) Method of determination of price as per the Articles of Association of the Company – As per the Articles of Association of the Company the price of securities shall be determined by the valuation report of a registered valuer and accordingly the company has obtained the valuation report from Mr. Angad Singh, Registered valuer (IBBI/RV/03/2021/14621).

Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 81/- (Rupees Eighty One only) as per the valuation report submitted by the said Registered Valuer. The said report is available on the website of the Company at https://www.sarveshwarfoods.com/

XI. Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XII. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower: Not Applicable

XIII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Name of the allottees	Current Status	Post Status
Mr. BL Modi	Public	Public
Mr. Krishan Goel	Public	Public
Ms. Shashi Bansal	Public	Public
Mr. Shanky Goel	Public	Public
Mr. Shubam Bansal	Public	Public
Ms. Meena Goel	Public	Public
Rajesh Goel HUF	Public	Public
Ms. Renu Bansal	Public	Public
Mr. Yogesh Gupta	Public	Public
Mr. Ratan Mittal	Public	Public
Mr. Dipesh Mittal	Public	Public
M/s. Salasar Capital Invesco	Public	Public
M/s. Shree Aarna Nidhi Enterprises	Public	Public
Mr. Manish Gupta	Public	Public
Ms. Kavita Gupta	Public	Public
Mr. Bal Kishen Rathore	Public	Public
Ms. Deepika Gupta	Public	Public
Mr. Vikas Garg	Public	Public
M/s. AG Dynamic Funds Limited	Public	Public
M/s. Integra Essentia Limited	Public	Public
Mr. Rohit Gupta	Promoter	Promoter
Mr. Sahil Gupta	Public	Public
Mr. Lalit Gupta	Public	Public
Mr. Ranjeev Gupta	Public	Public
Mr. Sushil Kumar Gupta	Public	Public
M/s. Nexpact Limited	Public	Public
M/s. Vrindaa Advanced Materials Limited	Public	Public
M/s. Advikca Finvest Limited	Public	Public

XIV. Practicing Company Secretary's Certificate:

The certificate from M/s. Sagar Mehra & Associates (COP: 16705), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website at the link: https://www.sarveshwarfoods.com/

XV. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1& 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 & 2 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

Item No. 3:

The Current Authorized Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores) and the paid up share capital of the Company is Rs. 24,56,72,000 (Rupees Twenty Four Crore Fifty Six Lakh Seventy Two Thousand only). The Company proposes to increase its authorized share capital to Rs. 35,00,00,000 (Rupees Thirty-Five Crores) to facilitate fund raising via issuance of equity shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors of your Company, therefore, recommend the Resolution set out in item No. 3 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

by order of the board of
Sarveshwar Foods Limited

SADHVI SHARMA Digitally signed by SADHVI SHARMA Date: 2022.12.20 15:05:09 +05'30'

Sadhvi Sharma
Company Secretary

Date: December 16, 2022
Place: Jammu