SHERA® Energy Limited

SYMBOL: SHERA **Date: April 22, 2026**
ISIN: INE0MM001019

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, NSE Building, Bandra Kurla
Complex, Bandra East, Mumbai – 400 051
Fax: 022-26598237, 022-26598238

Subject: **Submission of Notice of Extra-Ordinary General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra-Ordinary General Meeting ("EGM") of the Company scheduled to be held on Friday, 15th May, 2026 at 03:00 P.M. through VC/OAVM to transact the business as set out in the Notice.

The aforesaid Notice of EGM is also being sent to the shareholders of the Company and is being made available on the website of the Company at https://www.sheraenergy.com/

You are requested to kindly take the same on record.

For Shera Energy Limited

Jyoti Goyal
Digitally signed by Jyoti Goyal
Date: 2026.04.22 20:43:18 +05'30'

Jyoti Goyal
Company Secretary & Compliance Officer

Encl.: Notice of Extra-Ordinary General Meeting

Registered Office & Works :
F-269(B), Road No. 13
Vishwakarma Industrial Area
Jaipur - 302013, Rajasthan, India
T: +91.9351509564
CIN: L31102RJ2009PLC030434
GSTIN: 08AANCS6187Q1Z6

Works-II :
G-1-63 to 66, RICO Industrial Area,
Kaladera, Tehsil Chomu, Jaipur-303801
Rajasthan, India
T: +91-9351509564

E : sheraenergy@gmail.com
W : wwwsheraenergy.com

An ISO 9001:2015, ISO 14001:2015, ISO 45001:2018 Company

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF SHERA ENERGY LIMITED WILL BE HELD ON FRIDAY, 15th DAY OF MAY 2026 AT THE DEEMED VENUE AT THE REGISTERED OFFICE OF THE COMPANY AT F-269B, ROAD, NO. 13, VKIA, JAIPUR-302013 RJ AT 03:00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 01: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,50,00,000 (Rupees Twenty Five Crore Fifty Lakhs only) divided into 2,55,00,000 (Two Crore Fifty Five Lakhs) equity shares of Rs. 10/- each to Rs. 30,50,00,000 (Rupees Thirty Crore Fifty Lakhs only) divided into 3,05,00,000 (Three Crore Five Lakhs) equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakhs) Equity Shares of ₹10/- each ranking pari passu in all respects with the existing Equity Shares of the Company;

"**RESOLVED FURTHER THAT** pursuant to the provisions of section 13 and other applicable provisions of the Act, if any, the existing, Clause V of the Memorandum of Association of the Company relating to the Authorised Share Capital be and is hereby altered by deleting the same and **substituted in its place with the following new Clause V:**

"V. The Authorised Share Capital of the Company is ₹30,50,00,000 (Rupees Thirty Crore Fifty Lakhs only) divided into 3,05,00,000 (Three Crore Five Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each."

"**RESOLVED FURTHER THAT** Mr. Sheikh Naseem (DIN 02467366), Chairman and Managing Director, Mrs. Shivani Sheikh (DIN 02467557), Whole-time Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including filing of requisite forms with the Registrar of Companies."

ITEM NO. 02: APPROVAL FOR ISSUANCE OF SHARE WARRANTS OF THE COMPANY ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Depositories Act, 1996, the SEBI Act, 1992 and other applicable laws, rules, regulations, circulars, notifications and guidelines issued by the Government of India, SEBI, stock exchange(s) and other regulatory authorities from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot up to 45,00,000 (Forty Five Lakh) fully convertible warrants ("Warrants"), each carrying a right exercisable by the warrant holder to subscribe to one equity share of the Company of face value ₹10/- each, at an issue price of ₹118/- (Rupees One Hundred Eighteen only) per Warrant (including a premium of ₹108/- per equity share), on a preferential basis ("Preferential Issue"), on such terms and conditions as may be determined by the Board in accordance with the applicable provisions of the SEBI ICDR Regulations, to the following proposed allottees:

S. No.	Name of the Proposed Allottee	Category	No. of warrants proposed to be allotted
1	Sheikh Naseem	Promoter	24,95,000
2	Shivani Sheikh	Promoter	16,05,000
3	Holani Venture Capital Fund - Holani Venture Capital Fund - I	Non- promoter	2,00,000
4	Quantumgrowth Partners LLP	Non- promoter	2,00,000
	Total		**45,00,000**

RESOLVED FURTHER THAT each Warrant shall be convertible into one fully paid-up equity share of the Company and the holder of the Warrants shall be entitled to apply for and be allotted one equity share against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants.

RESOLVED FURTHER THAT the issue price of the Warrants and the equity shares to be allotted upon exercise of the Warrants shall be determined in accordance with Regulation 164 and other applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT an amount equivalent to at least 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable at the time of exercise of the option for conversion of the Warrants into equity shares.

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determination of issue price of the Warrants in terms of the SEBI ICDR Regulations shall be April 15, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Warrants and the equity shares to be allotted upon conversion of the Warrants shall be subject to the following terms and conditions:

(i) The Warrants shall be allotted within such time as may be prescribed under the SEBI ICDR Regulations.

(ii) The Warrants shall be issued in dematerialised form and the equity shares arising on conversion shall rank pari passu in all respects, including dividend, with the existing equity shares of the Company.

(iii) The Warrants and the equity shares to be allotted upon conversion shall be subject to lock-in requirements as prescribed under Chapter V of the SEBI ICDR Regulations.

(iv) The Warrants may be exercised by the warrant holder within a period of 18 months from the date of allotment, failing which the Warrants shall lapse, and the amount paid thereon shall stand forfeited by the Company.

(v) The equity shares arising from exercise of the Warrants shall be listed on the stock exchange(s) where the existing equity shares of the Company are listed, subject to receipt of necessary approvals.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to finalize, vary, modify and implement the terms of the preferential issue of Warrants, including determination of issue price, number of Warrants, category of allottees and all other related matters, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of the Board or any Director(s) or officer(s) of the Company and to appoint merchant bankers, intermediaries and other professional advisors, as may be required.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under the applicable law, consent of the members be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS 5 and to issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the amount received by the Company pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Act and rules made thereunder;

RESOLVED FURTHER THAT Mr. Sheikh Naseem (DIN 02467366), Chairman and Managing Director, Mrs. Shivani Sheikh (DIN 02467557), Whole-time Director and Company Secretary of the Company be and are hereby severally authorized to give effect to the aforesaid resolution and to do all such acts, deeds, matters and things, including making necessary applications and filings with the Stock Exchange(s), SEBI, Registrar of Companies and other regulatory authorities, as may be required in this regard."

For and on behalf of the Board of Directors
Shera Energy Limited

SD/-
Jyoti Goyal
Company Secretary and Compliance Officer

Date: 17th April, 2026
Place: Jaipur

NOTES:

1. Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Extra Ordinary General Meeting ("EGM") is annexed hereto and forms part of the Notice.

2. The Extra Ordinary General Meeting (EGM) of the Company is convened through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") pursuant to General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 02/2022, 10/2022, 09/2023, 09/2024 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January 2021, 8th December 2021, 5th May, 2022, 28th December 2022, 25th September, 2023 and 19th September, 2024 respectively, issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/ CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/ CFD/POD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-POD-2/P/ CIR/2023/167 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 respectively ("collectively referred to as SEBI Circulars") have permitted holding of the EGM by corporates through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without physical presence of the Members at a venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") MCA Circulars and SEBI Circulars, the ensuing EGM of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the Extra Ordinary General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the said EGM through VC/ OAVM is given below in the e-voting instructions.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), MCA Circulars and SS-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM through National Securities Depository Limited ("NSDL") The instructions for remote e-voting are provided as part of this Notice, which the Members are requested to read carefully before casting their vote.

4. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map of the EGM are not annexed to this notice.

5. 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.

6. Institutional/Corporate Shareholders (i.e. other than Individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the EGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email at csskjoshi@gmail.com with a copy marked to the registered email address of the Company at cs@sheraenergy.com and to its RTA at ivote@bigshareonline.com .

7. The e-voting period begins at Tuesday, May 12, 2026 at 9:00 A.M. (IST) and ends at Thursday, May 14, 2026 at 5:00 P.M.

8. 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 to at least 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.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. are to be instructed to their Depository Participant only in case the shares are held by them in electronic form and to Bigshare Service Pvt. Ltd. in case the shares are held by them in physical form.

10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts

11. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim from an unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 for the above-mentioned requests and surrender their original securities certificate(s)for processing of service requests to the RTA. The RTA shall thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any. The 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the DP for dematerialising the said securities. Form ISR-4 is available on the website of RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Company's Registrars and Transfer Agents, Bigshare Services Private Limited in case the shares are held in physical form.

13. Members are requested to contact the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited ("Bigshare" or "Registrar & Share Transfer Agent") having address at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India; Tel.: (022) 62638200 Email id: investor@bigshareonline.com Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact Ms. Jyoti Goyal, Company Secretary & Compliance Officer at the Registered Office of the Company (Phone No.: +91 -9116007855; Email: cs@sheraenergy.com).

14. To support the "Green Initiative" Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form.

15. In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any member has requested for a physical copy of the same. However, in case a member wishes to receive a physical copy of the EGM Notice, he/she is requested to send an email to cs@sheraenergy.com duly quoting his/her DP ID and Client ID or the folio number, as the case may be. The members are requested to kindly register/update their email address and contact details with their Depository Participant.

16. Members may note that the Notice is also made available on the Company's website https://www.sheraenergy.com/others.php, website of the Stock Exchanges i.e. National Stock Exchange https://www.nseindia.com/ and is also available on the website of Bigshare Services Pvt. Ltd. at www.bigshareonline.com

17. The Cut-off date for determining the names of shareholders eligible to receive Notice of Extra Ordinary General Meeting is 17th April, 2026.

18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.

19. Members desirous of obtaining any information/clarification relating to the accounts are requested to submit their query in writing to the Company at cs@sheraenergy.com at least seven days before the date of EGM so as to enable the Management to keep the information ready.

20. The Company in compliance with the Companies (Management and Administration) Rules, 2014, has appointed Mr. Sanjay Kumar Joshi partner M/s. S. K. Joshi & Associates, Practicing Company Secretaries (Firm No.: P2008RJ064900), Practicing Company Secretaries, as the Scrutinizer for conducting the voting through remote e-voting process in a fair and transparent manner at the EGM.

21. The scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the EGM. The Results declared, along with the scrutinizer's Report shall be placed on the Company's website www.sheraenergy.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed.

22. The Company has obtained PCS certificate certifying that issue is being made in accordance with the requirement of regulation 163 (2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 and the same can be accessed by the shareholders on the Company's website https://www.sheraenergy.com/others.php and shall be made available for inspection by the members at the time of the meeting.

23. The SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 updated as on 11th August, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023 read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the aforesaid SEBI circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal.

24. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection through electronic means by the Members during the EGM. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11:00 A.M. and 1:00 P.M. upto the date of the Extra Ordinary General Meeting (EGM) and will be available for inspection through electronic means by the Members during

the EGM. Members seeking to inspect such documents can send an email at cs@sheraenergy.com with subject line "Inspection of Documents", mentioning their name, DP ID and Client ID and documents they wish to inspect.

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

1. The remote e-voting period begins on Tuesday May 12, 2026 at 9:00 A.M. (IST) and ends at Thursday, May 14, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by Bigshare 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. May 08, 2026, 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 May 08, 2026. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

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

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

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

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facili ty 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web. cdslindia.com/myeasitoken/home/login or 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/ Registration /EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/ EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is 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 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL	
Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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

- Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:
  - ✓ You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
  - ✓ Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
  - ✓ Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
    - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
    - Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
    - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id. Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
  - ✓ Click on I AM NOT A ROBOT (CAPTCHA) option and login.

    NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
    - If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?
    - Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

<u>(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).</u>

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

- Custodian registration process for i-Vote E-Voting Website:
  - You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
  - Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
  - Enter all required details and submit.
  - After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id". NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/ or voted on an earlier event of any company then they can use their existing user id and password to login.
  - If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?
  - Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET. (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear

<u>Investor Mapping</u>:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
- Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
- Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
  Note: The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

<u>Investor vote File Upload:</u>

• To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
• Select the Event under dropdown option.
• Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
• Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline . com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22

5. **Procedure for joining the EGM through VC/ OAVM:**
For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- 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.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- 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.

Helpdesk for queries regarding virtual meeting:
In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying notice:

ITEM NO. 01:

The present Authorised Share Capital of the Company is Rs. 25,50,00,000 (Rupees Twenty-Five Crore Fifty Lakhs only) divided into 2,55,00,000 (Two Crore Fifty-Five Lakhs) equity shares of Rs. 10/- each.

In order to facilitate the proposed issuance of equity shares arising out of conversion of share warrants proposed to be issued on a preferential basis, as set out in Item No. 2 of this Notice, the Board of Directors of the Company ("Board"), at its meeting held on April 17, 2026, has approved the proposal for increase in the Authorised Share Capital to Rs. 30,50,00,000 (Rupees Thirty Crore Fifty Lakhs only) divided into 3,05,00,000 (Three Crore Five Lakhs) equity shares of Rs. 10/- each, ranking pari passu in all respects with the existing Equity Shares of the Company. Consequently, Clause V of the Memorandum of Association of the Company, relating to share capital, is required to be altered to reflect the increased Authorised Share Capital. Such alteration requires approval of the Members of the Company pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The increase in Authorised Share Capital and the consequent alteration of the Memorandum of Association of the Company require approval of the members in terms of Sections 13, 61 and 64 of the Companies Act, 2013. Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution set out at Item No. 01 for approval of the Members as an Ordinary Resolution.

ITEM NO. 02:

The Board of Directors of the Company ("Board"), at its meeting held on April 17, 2026, approved the proposal for issuance of fully convertible warrants ("Warrants") on a preferential basis, up to **45,00,000 fully convertible warrants ("Warrants")** at an issue price of **Rs. 118/- per Warrant**, each convertible into **one Equity Share of face value Rs. 10/- each**, subject to approval of the members of the Company and such other regulatory approvals as may be required, in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), to promoters and non-promoter category persons.

The Warrants shall be convertible into Equity Shares within a period of 18 (eighteen) months from the date of allotment, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with applicable rules made thereunder.

The Company shall make an application to NSE Limited for obtaining in-principle approval for the proposed preferential issue of Warrants and the equity shares arising out of conversion thereof.

In terms of the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with applicable rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the relevant disclosures are given as under:

I. Object of the Preferential Issue

The Company has been pursuing opportunities for its business growth and continues to explore avenues for achieving growth, which requires sufficient resources including funds to be available and to be allocated from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans.

Accordingly, the Company proposes to raise funds through the preferential issue of upto **45,00,000 fully convertible warrants**, which upon conversion into equity shares will enable the Company to augment its long-term financial resources and maintain sufficient liquidity.

The proceeds arising from conversion of the Warrants are proposed to be utilized towards:

(i) Meeting the working capital requirements of the Company, including but not limited to day-to-day operational expenses, purchase of raw materials, payment of statutory dues and other general business requirements;
(ii) General corporate purposes.

II. Utilization of Proceeds

The proceeds from the preferential issue of Warrants will be received in stages, i.e., 25% at the time of allotment of Warrants and the balance 75% at the time of conversion of the Warrants into equity shares. The Company proposes to utilize the total proceeds (assuming full conversion of Warrants) towards the following objects.

The intended use of proceeds is as follows:

Sl. No.	Particulars	Total Estimated Amount* (Rs. in Crore)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	For Meeting Working Capital Requirements of the Company	42.48	Till the ending of FY 2027-28
2	General Corporate Purpose	10.62	

**Assuming conversion of all the Warrants into equivalent number of equity shares and receipt of the money on such conversion*

The proceeds from the Preferential Issue of Convertible Warrants shall be received within a period of 18 (eighteen) months from the date of allotment of Warrants, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be utilized towards the Objects of the Issue in a phased manner, based on the Company's business requirements.

The above allocation is based on management estimates and may be subject to variation depending upon financial, market and sectoral conditions, business performance, strategy, competition and other external factors beyond the control of the Company. Accordingly, the Board shall have the discretion to vary, modify or re-allocate the utilization of proceeds, within the overall objects of the issue, in compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the aforesaid objects within the stipulated period due to such factors, the unutilized amount shall be deployed in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

III. Interim Use of Proceeds

Pending utilization of the proceeds arising from the preferential issue of Warrants (which will be received in stages, i.e., upon allotment and upon conversion), the Company shall have the flexibility to deploy such unutilized amounts in accordance with applicable laws. The Company may, inter alia, invest or deposit such proceeds with scheduled commercial banks or in such other permissible instruments, as may be approved by the Board from time to time.

IV. Monitoring of Utilization of Funds

In terms of Regulation 162A of the SEBI ICDR Regulations, the requirement of appointment of a monitoring agency is applicable where the size of the preferential issue exceeds Rs. 100 crore.

Since the size of the present preferential issue is below the aforesaid threshold, the Company is not required to appoint a monitoring agency for monitoring the utilization of proceeds of the preferential issue.

V. Maximum Number of Warrants to be Issued

The resolution set out in the accompanying Notice authorizes the Board to issue and allot up to 45,00,000 (Forty-Five Lakh) fully convertible warrants ("Warrants"), each carrying a right exercisable by the warrant holder to subscribe to one equity share of face value Rs. 10/- each, at an issue price of Rs. 118/- (Rupees One Hundred and Eighteen Only) (including premium of Rs. 108/-) in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, such price being not less than the minimum price determined as on the Relevant Date April 15, 2026 determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

VI. The price at which the allotment is proposed

The Warrants are proposed to be issued at a price of Rs. 118/- (Rupees One Hundred Eighteen only) per Warrant, each convertible into one equity share of face value Rs. 10/- each at a premium of Rs. 108/- per share, which is not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as on the Relevant Date.

VII. Basis of Pricing / Issue Price

The equity shares of the Company are listed on National Stock Exchange of India Limited ("Stock Exchange"). The equity shares of the Company are frequently traded in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and, accordingly, the pricing of the Warrants and the equity shares to be allotted upon exercise of such Warrants has been determined in terms of Regulation 164 of the SEBI ICDR Regulations.

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum issue price shall not be less than the higher of the following:

- the volume weighted average price ("VWAP") of the equity shares of the Company quoted on the Stock Exchange during the 90 trading days preceding the Relevant Date; or

- the volume weighted average price ("VWAP") of the equity shares of the Company quoted on the Stock Exchange during the 10 trading days preceding the Relevant Date.

The issue price of the Warrants and the equity shares to be allotted upon exercise thereof has been determined at Rs. 118/- (Rupees One Hundred Eighteen only) per Warrant/equity share (including a premium of Rs. 108/- per share), which is not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations as on the Relevant Date. In terms of Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, where a preferential issue results in allotment of more than 5% of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, a valuation report from an independent registered valuer is required.

In the present case, the proposed preferential issue involves allotment of Warrants to the Promoters of the Company, who are deemed to be allottes acting in concert, and such allotment exceeds 5% of the post-issue fully diluted share capital of the Company. Accordingly, the Company has obtained a valuation report from an independent registered valuer, and the issue price has been determined after taking into account the valuation report, in addition to the pricing provisions prescribed under Regulation 164 of the SEBI ICDR Regulations.

VIII. Report of Independent Valuer

In terms of the provisions Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Valuation Report has been obtained from Mr. Arvind Kaushik, a registered valuer having Registration No. IBBI/RV/06/2019/10707, and the same is available for inspection by the members in electronic mode during the meeting.

IX. Relevant Date

In terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the "Relevant Date" for the purpose of determination of the minimum issue price of the Warrants and the equity shares to be allotted upon exercise thereof is fixed as April 15, 2026, being 30 days prior to the date of passing of the Special Resolution at the Extraordinary General Meeting.

X. Terms of Issue of Warrants:

The Warrants proposed to be issued shall be subject to the following terms and conditions:

a) Each Warrant shall be convertible into one fully paid-up equity share of the Company of face value Rs. 10/- each.
b) The Warrants shall be convertible, at the option of the Warrant holder, at any time within a period of 18 (eighteen) months from the date of allotment of Warrants.
c) An amount equivalent to at least 25% of the issue price of the Warrants shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable at the time of exercise of the option for conversion of the Warrants into equity shares.
d) The equity shares arising from the exercise of the Warrants shall rank pari passu in all respects, including dividend and voting rights, with the existing equity shares of the Company.
e) The Warrants and the equity shares to be allotted pursuant to conversion shall be subject to lock-in accordance with Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
f) The Warrants shall be issued in dematerialised form.
g) In the event the Warrant holder does not exercise the Warrants within the aforesaid period of 18 months, the Warrants shall lapse and the amount paid thereon shall stand forfeited by the Company.
h) The equity shares arising from the exercise of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to receipt of necessary approvals.

XI. Class / Category, Identity of Proposed Allottees and Details of Allotment

The proposed allottees belong to:

- Promoter and Promoter Group
- Non-promoter category

The details of the proposed allottees are as under:

S. No.	Name of the Proposed Allottee	Category	No. of warrants proposed to be allotted
1	Sheikh Naseem	Promoter	24,95,000
2	Shivani Sheikh	Promoter	16,05,000
3	Holani Venture Capital Fund - Holani Venture Capital Fund - I	Non- promoter	2,00,000
4	Quantumgrowth Partners LLP	Non- promoter	2,00,000
	Total		**45,00,000**

XII. Intent of Promoters, Directors or Key Managerial Personnel

The Promoters of the Company intend to subscribe to the Warrants as detailed above. None of the Directors or Key Managerial Personnel, except to the extent of their shareholding and participation as allottees, are interested in the proposed issue.

XIII. Shareholding Pattern (Pre and Post Issue)

The shareholding pattern of the Company before and after the preferential issue shall be disclosed in accordance with the provisions of the SEBI ICDR Regulations, assuming full conversion of Warrants.

Category	Pre issue Shareholding Structure (1)		Share Warrants proposed to be allotted (2)	Post Issue Shareholding Structure (3) [1+2]	
	No. of Shares	%		No. of Shares	%
Sheikh Naseem	76,89,334	31.46%	24,95,000	1,01,84,334	35.19%
Shivani Sheikh	10,20,000	4.17%	16,05,000	26,25,000	9.07%
Sahil Sheikh	5,92,141	2.42%	-	5,92,141	2.05%
Isha Sheikh	2,08,000	0.85%	-	2,08,000	0.72%
Isha Infrapower Private Limited	57,20,667	23.41%	-	57,20,667	19.77%
Garima Shah	1,000	0.00%	-	1,000	0.00%
Alisha Sheikh	6,000	0.02%	-	6,000	0.02%
Promoter & Promoter Group	**1,52,37,142**	**62.35%**	**41,00,000**	**1,93,37,142**	**66.82%**
Public	92,02,205	37.65%	4,00,000	96,02,205	33.18%
Total	**2,44,39,347**	**100.00%**	**45,00,000**	**2,89,39,347**	**100.00%**

Notes:

1. The pre-issue shareholding pattern is as on April 15, 2026.

2. Post shareholding structure may change depending upon any other corporate action in between.

3. The post issue equity capital has been calculated assuming full conversion of convertible warrants

XIV. Change in Control, if any, in the Company consequent to the Preferential Issue

The proposed preferential issue of Warrants shall not result in any change in control or management of the Company. However, upon conversion of the Warrants, there shall be an increase in the shareholding of the Promoter and Promoter Group in the Company, as detailed in the shareholding pattern provided in this Explanatory Statement.

XV. Lock-in Period

The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock-in from the Relevant Date up to a period of 90 trading days from the date of allotment of warrants, as per the requirement of the SEBI ICDR Regulations.

The Warrants and the equity shares to be allotted pursuant to conversion thereof shall be subject to the lock-in requirements as prescribed under Regulation 167 and other applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

XVI. Proposed time schedule within which the allotment of Warrants shall be completed

In terms of the provisions of the SEBI ICDR Regulations, the allotment of Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the shareholders.

Provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval(s) or permission(s) or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

Proposed Allottee of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants

XVII. Valuation for consideration other than cash:

Not Applicable, as the proposed preferential issue of Warrants is for cash consideration.

XVIII. 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:

Except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any preferential allotment of securities.

XIX. Pending Preferential Issue:

As on the date of this Notice, there is no preferential issue pending or in process, except for the preferential issue proposed in this Notice.

XX. Practicing Company Secretary's Certificate

A certificate from a Practicing Company Secretary i.e. Mr. Sanjay Kumar Joshi, partner M/s. S. K. Joshi & Associates, Practicing Company Secretaries (Firm No.: P2008RJ064900) certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations is obtained and shall be made available for inspection by the members at the time of the meeting.

The Certificate can be accessed by the shareholders on the Company's website https://www.sheraenergy.com/others.php

XXI. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

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

S. No.	Name of The Proposed Allottees	Current Status	Post Status
1.	Sheikh Naseem	Promoter	Promoter
2.	Shivani Sheikh	Promoter	Promoter
3.	Holani Venture Capital Fund - Holani Venture Capital Fund - I	Non- Promoter	Non- Promoter
4.	Quantumgrowth Partners LLP	Non- promoter	Non- Promoter

XXIII. Identity of the natural persons who are the ultimate beneficial owners of the warrants proposed to be allotted and/or who ultimately control the proposed allottees:

S. No.	Name of the proposed allottee and Status	Name of the ultimate beneficial owner
1.	Sheikh Naseem- Promoter	Self
2.	Shivani Sheikh- Promoter	Self
3.	Holani Venture Capital Fund - Holani Venture Capital Fund - I - Non- Promoter	Ashok Holani
4.	Quantumgrowth Partners LLP- Non- Promoter	Niraj Gemawat

XXIV. Interest of Directors

Mr. Sheikh Naseem and Mrs. Shivani Sheikh, being Promoters and Directors of the Company, are deemed to be concerned or interested in the resolution to the extent of Warrants proposed to be allotted to them.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

XXV. Undertakings

(a) The proposed allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
(b) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue of Warrants under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
(c) The Company undertakes that it shall re-compute the price of the Warrants and the equity shares to be allotted upon exercise thereof in terms of the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, where it is required to do so.
(d) The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants and the equity shares to be allotted pursuant to conversion thereof shall continue to be locked in till the time such amount is paid.
(e) None of the Directors or Promoters of the Company are classified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Further, none of the Directors or Promoters of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.
(f) The equity shares of the Company have been listed on the stock exchange for a period of more than 90 trading days prior to the Relevant Date and are frequently traded in accordance with the SEBI ICDR Regulations. Accordingly, the provisions relating to re-

computation of issue price in terms of Regulation 164(3) of the SEBI ICDR Regulations are not applicable.

(g) None of the proposed allottees are classified as wilful defaulters or fraudulent borrowers or fugitive economic offenders.

(h) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

(i) The equity shares of the proposed allottees, if any, are held in dematerialised form.

(j) The Company does not have any outstanding dues payable to SEBI, the stock exchange(s) or the depositories.

In terms of provisions of Section 23, 42, 62 of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of SEBI ICDR Regulations, approval of members for issue of Fully Convertible Warrants on Preferential Basis is sought by way of special resolution as set out at Item No. 2.

Except as stated in point no. **XXIV** of Item No. 02 of the Explanatory statement none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent of their shareholding in the Company.

The Board of Directors recommends the resolutions set out in Item No. 2 for approval of the Members as a Special Resolution.

All relevant documents referred to in this Notice and the accompanying Explanatory Statement shall be available for inspection by the members of the Company during working hours on all working days up to the date of the Extraordinary General Meeting and shall also be available for inspection during the meeting.

For and on behalf of the Board of Directors
Shera Energy Limited

SD/-
Jyoti Goyal
Company Secretary and Compliance Officer

Date: 17th April, 2026
Place: Jaipur