

**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the **EXTRA ORDINARY GENERAL MEETING (EOGM)** of the members of the company **M/s SHERA ENERGY LIMITED** will be held on **Monday, 11th DAY OF NOVEMBER, 2024** at **12:15 P.M.** through **video conferencing / other audio visual means (OAVM)** facility at the deemed venue i.e. at Registered Office of the Company at **F-269B, ROAD NO. 13 VKIA, JAIPUR-302013, RAJASTHAN** to transact the following business as:

SPECIAL BUSINESS:

- 1. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS WHICH SHALL RANK PARI-PASSU WITH THE EXISTING SHARES OF FACE VALUE OF RS. 10/- EACH TO THE PERSONS BELONGING TO PUBLIC, PROMOTER AND PROMOTER GROUP CATEGORY**

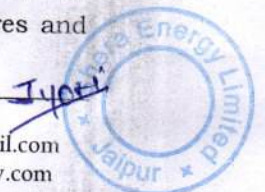
To consider and, if thought fit, to give assent/dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and in accordance with the relevant provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter V (Preferential Issue) as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and the rules/regulations/guidelines /notifications/circulars issued thereunder and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms 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 may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of members of the Company be and is hereby accorded to create, offer, issue and allot from time to time, in one or more tranches on preferential basis (Preferential Issue) to the following promoter, promoter group and non-promoter categories of persons of the Company upto maximum of 17,41,000 (Seventeen Lakhs and Forty One Thousand) equity shares of face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 184/- per equity share (including a premium of Rs. 174/- per Equity Share) or such price not less than the price to be calculated in accordance with Chapter V of SEBI (ICDR) Regulations, aggregating to Rs. 32,03,44,000/- (Rupees Thirty Two Crores and Three Lakh and Forty Four Thousand Only)."

Registered Office & Works :
F-269(B), Road No. 13
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T: +91.9351509564
CIN: L31102RJ2009PLC030434
GSTIN: 08AANCS6187Q1Z6

Works-II:
G-1-63 to 66, RICO Industrial Area,
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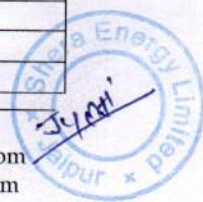
S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY	NO. OF EQUITY SHARES	Total Amount (in Rs.)
1.	ALISHA SHEIKH	PROMOTER GROUP	6000	1104000
2.	ISHA SHEIKH	PROMOTER GROUP	8000	1472000
3.	PIYUSH SHARMA	PUBLIC-DIRECTOR	5000	920000
4.	SAHIL SHEIKH	PROMOTER GROUP	85000	15640000
5.	SHIVANI SHEIKH	PROMOTER	175000	32200000
6.	SHEIKH NASEEM	PROMOTER	320000	58880000
7.	KAPIL GADIA	Public	15000	2760000
8.	SUDHIR GARG	Public	32000	5888000
9.	RAVI CHOUDHARY	Public	5000	920000
10.	TARUN WADHWA	Public	25000	4600000
11.	SUNIL R PARIKH	Public	10000	1840000
12.	SANDEEP KUMAR JAIN	Public	3000	552000
13.	CHANDRA SHEKHAR	Public	3000	552000
14.	SOMYANSH KHANDELWAL	Public	15000	2760000
15.	SHIV KRIPA PIPES PRIVATE LIMITED	Public	10000	1840000
16.	PRANSHU GUPTA	Public	6000	1104000
17.	PURUSHOTTAM DASS KARNANI HUF	Public	3000	552000
18.	VARSHA KARNANI	Public	3000	552000
19.	KOMAL KARNANI	Public	3000	552000
20.	KAMAL KUMAR CHANDWAR	Public	15000	2760000
21.	NIRMALA CHANDWAR	Public	15000	2760000
22.	NEHA CHANDWAR	Public	15000	2760000
23.	RISHIKA SABLAUAT	Public	15000	2760000
24.	VIVEK JAGWAYAN HUF	Public	15000	2760000
25.	LEENA GUPTA	Public	15000	2760000
26.	RUTVI CHAUDHARY	Public	15000	2760000
27.	AAGAM CHANDWAR	Public	15000	2760000
28.	KARAN ASHIA	Public	1000	184000
29.	BINA SHARMA	Public	1000	184000
30.	VIKAS SHAH	Public	2000	368000
31.	KBG CAPITAL & HOLDING PRIVATE LIMITED	Public	170000	31280000
32.	KAMLESH KUMAWAT	Public	1000	184000
33.	ASHOK KUMAR KUMAWAT	Public	1000	184000
34.	HARVIR SINGH	Public	1000	184000
35.	SANDEEP KUMAR	Public	1000	184000
36.	KIRAN DEVI SHARMA	Public	2000	368000
37.	RICHHPAL YADAV	Public	1000	184000
38.	KEERTI SINGH	Public	1000	184000
39.	BHANWAR LAL	Public	1000	184000

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



40.	NEERAJ KUMAR	Public	1000	184000
41.	ASHISH BARGOTI	Public	8000	1472000
42.	GAURAV BARGOTI	Public	8000	1472000
43.	NIKITA KUMAWAT	Public	1000	184000
44.	MOHAN LAL YADAV	Public	2000	368000
45.	MOMENTUM BIOTECH PRIVATE LIMITED	Public	240000	44160000
46.	KESHAV ELECTRICALS PRIVATE LIMITED	Public	242000	44528000
47.	VIVEK MOR	Public	5000	920000
48.	HOLANI VENTURE CAPITAL FUND-HOLANI VENTURE CAPITAL FUND-I	Public	55000	10120000
49.	RAJENDRA SHARMA	Public	60000	11040000
50.	AASHI SHARMA	Public	35000	6440000
51.	NATHU RAM	Public	35000	6440000
52.	ANAND AJMERA	Public	5000	920000
53.	SHIVANI MOR	Public	5000	920000
54.	SUMANT KUMAR PRAJAPAT	Public	2000	368000
55.	SUNITA JANGIR	Public	1000	184000
56.	SULOCHANA SHARMA	Public	1000	184000
	TOTAL		17,41,000	32,03,44,000

“RESOLVED FURTHER THAT the pricing of the Equity Shares allotted will be in accordance with SEBI (ICDR) Regulations with reference to the “Relevant date”. The ‘Relevant Date’ for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 11th October, 2024, being the date 30 days prior to 11th November, 2024 **i.e., the date of passing of special Resolution** to approve the proposed preferential issue.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the Issue of Equity Shares shall be subject to following terms:

- I. That the said Equity Shares shall be issued and allotted by the Company to Proposed Allottees within a period of 15 (Fifteen) Days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by 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.
- II. The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- III. The Equity Shares allotted shall be subject to a lock in for such period as specified under Chapter V of SEBI (ICDR) Regulations relating to Preferential Issue and the Equity Shares so offered, issued and allotted will be listed on stock exchanges where the existing Equity Shares are listed subject to the receipt of necessary regulatory permissions and approvals, as the case may be.





"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchange as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubts that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the company and that the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director (s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant bankers or other Professional Advisors, Consultants and Legal advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**BY THE ORDER OF BOARD OF DIRECTORS
FOR SHERA ENERGY LIMITED**

SD/-

JYOTI GOYAL

COMPANY SECRETARY & COMPLIANCE OFFICER

**PLACE: JAIPUR
DATE: 12.10.2024**



**Notes:**

1. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the special business of the Notice is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December, 14, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated December 28, 2022, ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the General Meeting through VC/OVAM and all other relevant circulars issued from time to time, physical attendance of the Members to the EOGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this EOGM is annexed.
5. The Members can join the EOGM 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 EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (RTA) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EOGM will be provided by Bigshare Services Private Limited (RTA)

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8. EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
9. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. 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 EOGM 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 through its registered email address to csskjoshi@gmail.com with a copy marked to ivote@bigshareonline.com.
11. The Securities and Exchange Board of India (SEBI) vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has mandated all Companies to use approved electronic mode of payment for making cash payments such as dividend to the Members (where core banking details are available) or to print the bank account details of the Members (as per the Company's records) on the physical payment.
12. Hence, the Members are requested to furnish/update their bank account name & branch, bank account number and account type along with other core banking details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code) etc. at the earliest with:
- The respective Depository Participants (DP) (in case of the shares held in Electronic Mode) or;
 - The Registrar & Share Transfer Agent of the Company (R&T Agent) (in case of the shares held in Physical form).
13. Members holding shares in Demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in Demat mode.
14. Members are requested to contact the Company's Registrar & Share Transfer Agent M/s. Bigshare Services Private Limited ("RTA") having address at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093 Maharashtra India.; Tel.: +9122 - 6263 8222 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).
15. 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 Link Intime in case the shares are held by them in physical form. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.sheraenergy.com . The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock

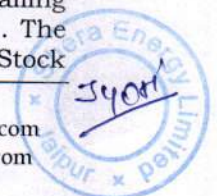
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Exchange of India Limited at www.nseindia.com respectively and the EOGM Notice is also available on the website of Bigshare Services Private Limited (RTA) (agency for providing the Remote e-Voting facility) i.e. www.bigshareonline.com

16. 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, IFS Code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime in case the shares are held by them in physical form.
17. The Cut-off date for determining the names of shareholders eligible to get Notice of Extra Ordinary General Meeting is Saturday, 12th October, 2024.
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. Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
20. As per Regulation 40 of SEBI Listing Regulations, as amended, Securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited (RTA) for assistance in this regard.
21. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the EOGM, are requested to write to the Company before the date of the EOGM through Email on cs@sheraenergy.com. The same will be replied by/ on behalf of the Company suitably.
22. The Company has appointed Mr. Sanjay Kumar Joshi (Membership No. F-6745), Practicing Company Secretary, Jaipur and Partner of M/s S.K. Joshi & Associates, as scrutinizer to scrutinize the voting and the voting process in a fair and transparent manner.
23. The Chairman shall, at the EOGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the Scrutinizer, by use of e-voting for all those Members who are present at the EOGM through VC/AOVM.
24. 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 EOGM, 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 EOGM.
25. The Notice of the EOGM shall be placed on the website of the Company till the date of EOGM. The Notice can also be assessed from the website of the National Stock Exchange. 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.
26. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using

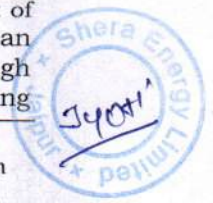
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remote e-Voting system as well as venue voting on the date of the EOGM will be provided by NSDL.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

- i. The voting period begins on Friday, November 08, 2024 and ends on Sunday, November 10, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Monday, November 04, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. 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.

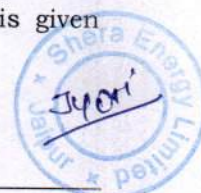
- iv. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. 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:

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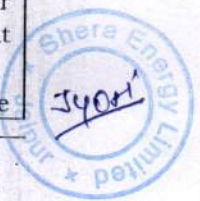
Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) 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	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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. 2) 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the

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GSTIN: 08AANC56187Q1Z6

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Rajasthan, India
T: +91-9351509564

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

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	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

2. 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.

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- 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.

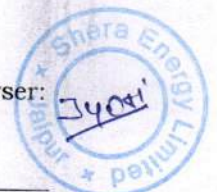
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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.

3. 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.

Investor Mapping:

- 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.

Investor vote File Upload:

- 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.

4. Procedure for joining the EOGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EOGM 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 EOGM 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 EOGM 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 EOGM are as under:-

- The Members can join the EOGM 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 EOGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EOGM 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 EOGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.





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.

**BY THE ORDER OF BOARD OF DIRECTORS
FOR SHERA ENERGY LIMITED**

**PLACE: JAIPUR
DATE: 12.10.2024**

**SD/-
JYOTI GOYAL
COMPANY SECRETARY & COMPLIANCE OFFICER**



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1:

The Board of Directors of the Company ("Board") at its meeting held on Saturday 12th October, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of upto 17,41,000/- (Seventeen Lakhs and Forty One Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 184/- (Rupees One Hundred Eighty Four Only) per Equity Shares including premium of Rs. 174/- (Rupees One Hundred and Seventy Four Only) aggregating a consideration not exceeding Rs 32,03,44,000/- (Rupees Thirty Two Crores and Three Lakh and Forty Four Thousand Only) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

List of specified investors to which the Equity Shares to be offered is provided here under:

S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY	NO. OF EQUITY SHARES
1.	ALISHA SHEIKH	PROMOTER GROUP	6000
2.	ISHA SHEIKH	PROMOTER GROUP	8000
3.	PIYUSH SHARMA	PUBLIC-DIRECTOR	5000
4.	SAHIL SHEIKH	PROMOTER GROUP	85000
5.	SHIVANI SHEIKH	PROMOTER	175000
6.	SHEIKH NASEEM	PROMOTER	320000
7.	KAPIL GADIA	Public	15000
8.	SUDHIR GARG	Public	32000
9.	RAVI CHOUDHARY	Public	5000
10.	TARUN WADHWA	Public	25000
11.	SUNIL R PARIKH	Public	10000
12.	SANDEEP KUMAR JAIN	Public	3000
13.	CHANDRA SHEKHAR	Public	3000
14.	SOMYANSH KHANDELWAL	Public	15000
15.	SHIV KRIPA PIPES PRIVATE LIMITED	Public	10000
16.	PRANSHU GUPTA	Public	6000
17.	PURUSHOTTAM DASS KARNANI HUF	Public	3000
18.	VARSHA KARNANI	Public	3000

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Rajasthan, India
T: +91-9351509564

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





19.	KOMAL KARNANI	Public	3000
20.	KAMAL KUMAR CHANDWAR	Public	15000
21.	NIRMALA CHANDWAR	Public	15000
22.	NEHA CHANDWAR	Public	15000
23.	RISHIKA SABLAWAT	Public	15000
24.	VIVEK JAGWAYAN HUF	Public	15000
25.	LEENA GUPTA	Public	15000
26.	RUTVI CHAUDHARY	Public	15000
27.	AAGAM CHANDWAR	Public	15000
28.	KARAN ASHIA	Public	1000
29.	BINA SHARMA	Public	1000
30.	VIKAS SHAH	Public	2000
31.	KBG CAPITAL & HOLDING PRIVATE LIMITED	Public	170000
32.	KAMLESH KUMAWAT	Public	1000
33.	ASHOK KUMAR KUMAWAT	Public	1000
34.	HARVIR SINGH	Public	1000
35.	SANDEEP KUMAR	Public	1000
36.	KIRAN DEVI SHARMA	Public	2000
37.	RICHHPAL YADAV	Public	1000
38.	KEERTI SINGH	Public	1000
39.	BHANWAR LAL	Public	1000
40.	NEERAJ KUMAR	Public	1000
41.	ASHISH BARGOTI	Public	8000
42.	GAURAV BARGOTI	Public	8000
43.	NIKITA KUMAWAT	Public	1000
44.	MOHAN LAL YADAV	Public	2000
45.	MOMENTUM BIOTECH PRIVATE LIMITED	Public	240000
46.	KESHAV ELECTRICALS PRIVATE LIMITED	Public	242000
47.	VIVEK MOR	Public	5000
48.	HOLANI VENTURE CAPITAL FUND- HOLANI VENTURE CAPITAL FUND-I	Public	55000
49.	RAJENDRA SHARMA	Public	60000
50.	AASHI SHARMA	Public	35000
51.	NATHU RAM	Public	35000
52.	ANAND AJMERA	Public	5000
53.	SHIVANI MOR	Public	5000
54.	SUMANT KUMAR PRAJAPAT	Public	2000
55.	SUNITA JANGIR	Public	1000
56.	SULOCHANA SHARMA	Public	1000
	TOTAL		17,41,000

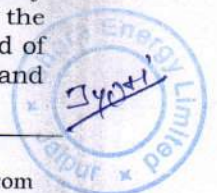
It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;

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3. The Company has obtained the Permanent Account Numbers of the proposed allottees.
4. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on Saturday, 12th October, 2024, subject to the approval of the Members and such other approvals as may be required, approved the issuance 17,41,000 Equity Shares at a price of Rs. 184/- per Equity Share (at a premium of Rs. 174/- per Equity Share), aggregating upto Rs. 32,03,44,000/- to the proposed allottees, for cash consideration, by way of a preferential issue on a private placement basis.

2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

upto 17,41,000 (Seventeen Lakhs and Forty One Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 184/- (Rupees One Hundred and Eighty Four Only) per Equity Shares including premium of Rs. 174/- (Rupees One Hundred and Seventy Four Only) aggregating upto a consideration not exceeding Rs 32,03,44,000/- (Rupees Thirty Two Crores and Three Lakh and Forty Four Thousand Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3) Objects of the Issue:

Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto **Rs. 32,03,44,000/- (Rupees Thirty Two Crores Three Lakhs Forty Four Thousand Only)** through issue of Equity shares on preferential basis to the promoter/ non-promoter group/entities, for cash, on a preferential basis.

Utilization of Proceeds

The Company proposes to utilise the proceeds of the issue towards the following objects:

S. No.	Particulars	Total estimated amount to be utilized (Rs.)
1	Investment in Material Subsidiary Company i.e. Shera Metal Private Limited for expansion of manufacturing capacities;	13,00,00,000/-
2	Investment in Material Subsidiary Company i.e. Shera Zambia Limited for expansion of manufacturing capacities	10,00,00,000/-
3	Working Capital requirement of the Company	9,03,44,000/-
	TOTAL	32,03,44,000/-

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

The equity shares of the company are listed on National Stock Exchange of India Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price of Rs. 184/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 183.50 per Equity Share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 177.37 per Equity Share.

Since the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

5) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is Friday, October 11, 2024, being the date thirty days prior to the date of Extraordinary General Meeting (EOGM), i.e. Monday, November 11, 2024.

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

The Preferential Issue of Equity Shares is proposed to be allotted to the following allottees:

S. NO.	NAME OF PROPOSED ALLOTTEE	CATEGORY	NO. OF EQUITY SHARES
1.	ALISHA SHEIKH	PROMOTER GROUP	6000
2.	ISHA SHEIKH	PROMOTER GROUP	8000
3.	PIYUSH SHARMA	PUBLIC-DIRECTOR	5000
4.	SAHIL SHEIKH	PROMOTER GROUP	85000
5.	SHIVANI SHEIKH	PROMOTER	175000
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12.	SANDEEP KUMAR JAIN	Public	3000
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18.	VARSHA KARNANI	Public	3000
19.	KOMAL KARNANI	Public	3000
20.	KAMAL KUMAR CHANDWAR	Public	15000
21.	NIRMALA CHANDWAR	Public	15000
22.	NEHA CHANDWAR	Public	15000
23.	RISHIKA SABLAWAT	Public	15000
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47.	VIVEK MOR	Public	5000
48.	HOLANI VENTURE CAPITAL FUND-HOLANI VENTURE CAPITAL FUND-I	Public	55000
49.	RAJENDRA SHARMA	Public	60000
50.	AASHI SHARMA	Public	35000
51.	NATHU RAM	Public	35000
52.	ANAND AJMERA	Public	5000
53.	SHIVANI MOR	Public	5000
54.	SUMANT KUMAR PRAJAPAT	Public	2000
55.	SUNITA JANGIR	Public	1000
56.	SULOCHANA SHARMA	Public	1000
	TOTAL		17,41,000

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7) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue, other than, Mrs. Shivani Sheikh, Mr. Sheikh Naseem Promoter and Director; Ms. Alisha Sheikh, Ms. Isha Sheikh and Mr. Sahil Sheikh, Promoter Group and Mr. Piyush Sharma Director.

8) Proposed time frame within which the Preferential Issue shall be completed:

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

9) Principal terms of assets charged as securities:

Not applicable.

10) Shareholding pattern of the Company before and after the Preferential Issue:

Pre and Post Preferential Issue Shareholding Pattern of the Company:

S r. N o.	Category of Shareholder(s)	Pre-Issue		Post-Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a	Individual	8768475	38.48	9362475	38.16
b	Any Other (Bodies Corporate)	5720667	25.10	5720667	23.32
	Total Promoters & Promoter Group Holding (A)	14489142	63.58	15083142	61.48
B	Non-Promoters Holding				
1	Institutional Investors				
a	Mutual Funds	0	0	0	0
b	Alternate Investment Funds	15000	0.06	70000	0.29
c	Foreign Portfolio Investors / foreign body corporate	4000	0.01	4000	0.01
d	Financial Institutions/ Banks	0	0	0	0
e	Insurance Companies	0	0	0	0
	Sub-Total (B)(1)	19000	0.07	74000	0.30
2	Central Government/ State Government				
	Sub-Total (B)(2)	0	0	0	0





3	Non-Institutions				
a	Individuals				
i	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	4342850	19.06	4527850	18.47
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1635205	7.17	1845205	7.52
b	NBFCs registered with RBI	-	-	-	-
c	Any other, specify				
	Foreign Companies	-	-	-	-
	Director & KMP & their relatives	225000	0.99	232000	0.94
	Hindu Undivided Family	515150	2.26	533150	2.17
	Non-Resident Indians	155000	0.68	165000	0.67
	Clearing Member	250000	1.10	250000	1.02
	Firms	0	0	0	0
	Trusts	0	0	0	0
	Body Corporate	1157000	5.08	1819000	7.41
	Sub-Total (B)(3)	8280205	36.34	9372205	38.22
	Total Public Shareholding (B)	8299205	36.42	9446205	38.52
	Total (A)+(B)	22788347	100	24529347	100

NOTES:

- As on 11th October, 2024
- This percentage has been calculated on the basis of post preferential capital assuming full allotment of shares as proposed.

The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

11) Name and address of valuer who performed valuation:

Since the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

12) Amount which the Company intends to raise by way of such securities:

The Company intends to raise an amount of upto Rs. 32,03,44,000/- (Rupees Thirty Two Crores Three Lakhs Forty Four Thousand Only) by way of issue of Equity Shares.

13) Material terms of the proposed Preferential Issue of the Equity Shares:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolutions and explanatory note as set out at Item No. 1 of this Notice.



14) Number of persons to whom allotment on preferential basis have 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.

15) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

The Equity Shares are proposed to be allotted to non-promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Sr No	Name of Investor	Category	Pre- Preferential Issue as on October 11, 2024		No. of Equity Shares to be allotted	Post Allotment of Equity Shares/ securities pursuant to the Preferential Allotment		Ultimate Beneficial Owner
			No. of Equity Shares held	% Held		No. of Equity Shares held	% Held	
1.	ALISHA SHEIKH	PROMOTER GROUP	0	0.00%	6000	6000	0.02%	Self
2.	ISHA SHEIKH	PROMOTER GROUP	200000	0.88%	8000	208000	0.85%	Self
3.	PIYUSH SHARMA	PUBLIC-DIRECTOR	208000	0.91%	5000	213000	0.87%	Self
4.	SAHIL SHEIKH	PROMOTER GROUP	482141	2.12%	85000	567141	2.31%	Self
5.	SHIVANI SHEIKH	PROMOTER	716000	3.14%	175000	891000	3.63%	Self
6.	SHEIKH NASEEM	PROMOTER	7369334	32.34%	320000	7689334	31.35%	Self
7.	KAPIL GADIA	Public	44000	0.19%	15000	59000	0.24%	Self
8.	SUDHIR GARG	Public	9000	0.04%	32000	41000	0.17%	Self
9.	RAVI CHOUDHARY	Public	0	0.00%	5000	5000	0.02%	Self
10.	TARUN WADHWA	Public	44000	0.19%	25000	69000	0.28%	Self
11.	SUNIL PARIKH R	Public	33000	0.14%	10000	43000	0.18%	Self
12.	SANDEEP KUMAR JAIN	Public	0	0.00%	3000	3000	0.01%	Self
13.	CHANDRA SHEKHAR	Public	3000	0.01%	3000	6000	0.02%	Self
14.	SOMYANSH KHANDELWAL	Public	0	0.00%	15000	15000	0.06%	Self
15.	SHIV KRIPIA PIPES PRIVATE	Public	0	0.00%	10000	10000	0.04%	Self

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	LIMITED							
16.	PRANSHU GUPTA	Public	0	0.00%	6000	6000	0.02%	Self
17.	PURUSHOTTAM DASS KARNANI	Public	5000	0.02%	3000	8000	0.03%	@
18.	VARSHA KARNANI	Public	0	0.00%	3000	3000	0.01%	Self
19.	KOMAL KARNANI	Public	1000	0.00%	3000	4000	0.02%	Self
20.	KAMAL KUMAR CHANDWAR	Public	0	0.00%	15000	15000	0.06%	Self
21.	NIRMALA CHANDWAR	Public	0	0.00%	15000	15000	0.06%	Self
22.	NEHA CHANDWAR	Public	0	0.00%	15000	15000	0.06%	Self
23.	RISHIKA SABLAWAT	Public	1000	0.00%	15000	16000	0.07%	Self
24.	VIVEK JAGWAYAN HUF	Public	1000	0.00%	15000	16000	0.07%	@
25.	LEENA GUPTA	Public	2000	0.01%	15000	17000	0.07%	Self
26.	RUTVI CHAUDHARY	Public	0	0.00%	15000	15000	0.06%	Self
27.	AAGAM CHANDWAR	Public	0	0.00%	15000	15000	0.06%	Self
28.	KARAN ASHIA	Public	0	0.00%	1000	1000	0.00%	Self
29.	BINA SHARMA	Public	0	0.00%	1000	1000	0.00%	Self
30.	VIKAS SHAH	Public	0	0.00%	2000	2000	0.01%	Self
31.	KBG CAPITAL & HOLDING PRIVATE LIMITED	Public	0	0.00%	170000	170000	0.69%	@
32.	KAMLESH KUMAWAT	Public	4000	0.02%	1000	5000	0.02%	Self
33.	ASHOK KUMAR KUMAWAT	Public	0	0.00%	1000	1000	0.00%	Self
34.	HARVIR SINGH	Public	6000	0.03%	1000	7000	0.03%	Self
35.	SANDEEP KUMAR	Public	0	0.00%	1000	1000	0.00%	Self
36.	KIRAN DEVI SHARMA	Public	0	0.00%	2000	2000	0.01%	Self
37.	RICHHPAL YADAV	Public	0	0.00%	1000	1000	0.00%	Self
38.	KEERTI SINGH	Public	0	0.00%	1000	1000	0.00%	Self
39.	BHANWAR LAL	Public	0	0.00%	1000	1000	0.00%	Self
40.	NEERAJ KUMAR	Public	0	0.00%	1000	1000	0.00%	Self
41.	ASHISH BARGOTI	Public	44000	0.19%	8000	52000	0.21%	Self
42.	GAURAV BARGOTI	Public	0	0.00%	8000	8000	0.03%	Self
43.	NIKITA KUMAWAT	Public	0	0.00%	1000	1000	0.00%	Self
44.	MOHAN LAL YADAV	Public	0	0.00%	2000	2000	0.01%	Self

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45.	MOMENTUM BIOTECH PRIVATE LIMITED	Public	108000	0.47%	240000	348000	1.42%	@
46.	KESHAV ELECTRICALS PRIVATE LIMITED	Public	11000	0.05%	242000	253000	1.03%	@
47.	VIVEK MOR	Public	0	0.00%	5000	5000	0.02%	Self
48.	HOLANI VENTURE CAPITAL FUND-HOLANI VENTURE CAPITAL FUND-I	Public	15000	0.07%	55000	70000	0.29%	@
49.	RAJENDRA SHARMA	Public	0	0.00%	60000	60000	0.24%	Self
50.	AASHI SHARMA	Public	0	0.00%	35000	35000	0.14%	Self
51.	NATHU RAM	Public	0	0.00%	35000	35000	0.14%	Self
52.	ANAND AJMERA	Public	1000	0.00%	5000	6000	0.02%	Self
53.	SHIVANI MOR	Public	0	0.00%	5000	5000	0.02%	Self
54.	SUMANT KUMAR PRAJAPAT	Public	0	0.00%	2000	2000	0.01%	Self
55.	SUNITA JANGIR	Public	0	0.00%	1000	1000	0.00%	Self
56.	SULOCHNA SHARMA	Public	0	0.00%	1000	1000	0.00%	Self

@ Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

Sr. No.	Name of proposed allottee	Ultimate Beneficial owner who ultimately controls the Allottees
1	SHIV KRIPA PIPES PRIVATE LIMITED	ASHISH MANGAL
2	PURUSHOTTAM DAS KARNANI HUF	PURUSHOTTAM DAS KARNANI
3	VIVEK JAGWAYAN HUF	VIVEK KUMAR JAGWAYAN
4	KBC CAPITAL & HOLDING PVT LTD	MR. RAJESH GOYAL MR. PRAMESH GOYAL MR. LOKESH GOYAL MS. RADHIKA GOYAL MS. PRIYANKA GOYAL MS. REKHA GOYAL
5	MOMENTUM BIOTECH PRIVATE LIMITED	PRAMOD KUMAR SHARMA ASHOK KUMAR KUMAWAT
6	KESHAV ELECTRICALS PRIVATE LIMITED	NAND KISHORE SHARMA
7	HOLANI VENTURE CAPITAL FUND-HOLANI VENTURE CAPITAL FUND-I	As this is Alternate Investment Fund, requirement of ultimate beneficial owner not required (Reg 163(1)(f) of ICDR

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- 16) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee:

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor.

- 17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

Except contribution of Rs. 11,02,16,000/- (Rupees Eleven Crore Two Lakhs Sixteen Thousand Only) by way of issue of equity shares by Mrs. Shivani Sheikh, Mr. Sheikh Naseem Promoter and Director; Ms. Alisha Sheikh, Ms. Isha Sheikh and Mr. Sahil Sheikh, Promoter Group and Mr. Piyush Sharma Director, no contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue as above.

- 18) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not Applicable.

- 19) Lock-in Period:

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked in from the Relevant Date up to a period 90 trading days from the date allotment of Shares as per the SEBI ICDR Regulations.

- 20) Listing:

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

- 21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter/public:

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status
1.	ALISHA SHEIKH	PROMOTER GROUP	PROMOTER GROUP
2.	ISHA SHEIKH	PROMOTER	PROMOTER



		GROUP	GROUP
3.	PIYUSH SHARMA	PUBLIC-DIRECTOR	PUBLIC-DIRECTOR
4.	SAHIL SHEIKH	PROMOTER GROUP	PROMOTER GROUP
5.	SHIVANI SHEIKH	PROMOTER	PROMOTER
6.	SHEIKH NASEEM	PROMOTER	PROMOTER
7.	KAPIL GADIA	Public	Public
8.	SUDHIR GARG	Public	Public
9.	RAVI CHOUDHARY	Public	Public
10.	TARUN WADHWA	Public	Public
11.	SUNIL R PARIKH	Public	Public
12.	SANDEEP KUMAR JAIN	Public	Public
13.	CHANDRA SHEKHAR	Public	Public
14.	SOMYANSH KHANDELWAL	Public	Public
15.	SHIV KRIPA PIPES PRIVATE LIMITED	Public	Public
16.	PRANSHU GUPTA	Public	Public
17.	PURUSHOTTAM DASS KARNANI	Public	Public
18.	VARSHA KARNANI	Public	Public
19.	KOMAL KARNANI	Public	Public
20.	KAMAL KUMAR CHANDWAR	Public	Public
21.	NIRMALA CHANDWAR	Public	Public
22.	NEHA CHANDWAR	Public	Public
23.	RISHIKA SABLAWAT	Public	Public
24.	VIVEK JAGWAYAN HUF	Public	Public
25.	LEENA GUPTA	Public	Public
26.	RUTVI CHAUDHARY	Public	Public
27.	AAGAM CHANDWAR	Public	Public
28.	KARAN ASHIA	Public	Public
29.	BINA SHARMA	Public	Public
30.	VIKAS SHAH	Public	Public
31.	KBG CAPITAL & HOLDING PRIVATE LIMITED	Public	Public
32.	KAMLESH KUMAWAT	Public	Public
33.	ASHOK KUMAR KUMAWAT	Public	Public
34.	HARVIR SINGH	Public	Public
35.	SANDEEP KUMAR	Public	Public
36.	KIRAN DEVI SHARMA	Public	Public
37.	RICHHPAL YADAV	Public	Public
38.	KEERTI SINGH	Public	Public
39.	BHANWAR LAL	Public	Public
40.	NEERAJ KUMAR	Public	Public
41.	ASHISH BARGOTI	Public	Public
42.	GAURAV BARGOTI	Public	Public
43.	NIKITA KUMAWAT	Public	Public
44.	MOHAN LAL YADAV	Public	Public
45.	MOMENTUM BIOTECH PRIVATE LIMITED	Public	Public
46.	KESHAV ELECTRICALS PRIVATE LIMITED	Public	Public
47.	VIVEK MOR	Public	Public
48.	HOLANI VENTURE CAPITAL FUND-HOLANI VENTURE CAPITAL FUND-I	Public	Public
49.	RAJENDRA SHARMA	Public	Public

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50.	AASHI SHARMA	Public	Public
51.	NATHU RAM	Public	Public
52.	ANAND AJMERA	Public	Public
53.	SHIVANI MOR	Public	Public
54.	SUMANT KUMAR PRAJAPAT	Public	Public
55.	SUNITA JANGIR	Public	Public
56.	SULOCHNA SHARMA	Public	Public

22) Undertakings:

- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year 2024-2025.
- Neither the Company nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than ninety 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. However, the Company shall recompute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- The Regulation 166A of the Chapter V of SEBI ICDR Regulations is not applicable as the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s).
- The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- 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 Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI.

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thereunder.

23) Company Secretary's Certificate:

The certificate from M/s S.K. Joshi & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: www.sheraenergy.com.

24) Other disclosures:

- a. The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- b. During the period from April 1, 2024 until the date of Notice of this Extraordinary General Meeting, the Company has not made any preferential issue of Equity Shares
- c. Since the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.
- d. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- e. The investors have confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Investors has further confirmed that the Investors shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Except Mrs. Shivani Sheikh, Mr. Sheikh Naseem, Ms. Alisha Sheikh, Ms. Isha Sheikh Mr. Sahil Sheikh and Mr. Piyush Sharma Director, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

BY THE ORDER OF BOARD OF DIRECTORS
FOR SHERA ENERGY LIMITED

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Energy Limited



PLACE: JAIPUR
DATE: 12.10.2024

SD/-
JYOTI GOYAL
COMPANY SECRETARY & COMPLIANCE OFFICER



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