



**SHREE  
RAJASTHAN SYNTEX LTD.**

*Regd. & H.O. : 27-A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur (Raj.) 313001  
M.No. 9314879380*

*Email: [cs@srslin](mailto:cs@srslin); Website: [www.srslin](http://www.srslin)*

*CIN: L24302RJ1979PLC001948*

*(Mills: Village Udaipura, Simalwara Road, Dungarpur 314001)  
(Under Pre-Packaged Insolvency Resolution Process)*

**NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of members of SHREE RAJASTHAN SYNTEX LTD. "the Company" will be held on **Wednesday, 31<sup>st</sup> January 2024 at 11:00 AM (IST)** at the registered office of the company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001 to consider and transact the following business:

**Special Business:**

**1) INCREASE IN AUTHORISED CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:**

*To consider and if thought fit to pass with or without modification (s), the following resolution as an Ordinary Resolution:*

**"RESOLVED THAT** subject to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to increase and alter the authorized share capital of the Company from Rs. 32,00,00,000/- (Rupees Thirty-Two Crore Only) divided into 2,60,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each to Rs. 34,50,00,000/- (Rupees Thirty Four Crores Fifty Lakhs only) divided into 2,85,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each and thereby to alter the authorized share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

"The Authorized share capital of the Company is Rs. 34,50,00,000/- (Rupees Thirty-Four Crores Fifty Lakhs only) divided into 2,85,00,000 (Two Crores Eighty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 6,00,000 (Six Lakhs) Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each."

**RESLOVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers

herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution.”

**2) TO ISSUE UPTO 74,50,000 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS FOR CONSIDERATION AT CASH:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) or any other applicable law, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ‘SEBI ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the ‘SEBI Listing Regulations’), the listing agreement entered into by the Company with BSE Limited (‘Stock Exchange’) on which the Equity Shares having face value of Rs. 10/- each of the Company (‘Equity Shares’) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot in one or more tranches upto 74,50,000 (Seventy-Four Lakhs Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis (‘Preferential Issue’), to Promoter group and Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share to the following persons for a total consideration of upto Rs. 7,45,00,000/- (Rupees Seven Crores Forty Five Lakhs only), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

<b>Sr. No.</b>	<b>Name of the proposed Allottee</b>	<b>Maximum no. of Equity Shares proposed to be allotted</b>	<b>Category</b>
1.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	3,00,000	Promoter Group
2.	SRSL SECURITIES LTD.	6,50,000	Promoter Group
3.	CLK SHARES AND SECURITIES PRIVATE LIMITED	7,50,000	Non Promoter
4.	ANISH KISHORE MODI	20,00,000	Non Promoter
5.	YASH KELA	10,00,000	Non Promoter
6.	MITHUN SACHETI	10,00,000	Non Promoter

7.	SHATUL KAMAL GUPTA	5,00,000	Non Promoter
8.	PRIYA SINGH AGGARWAL	12,50,000	Non Promoter
	<b>Total</b>	<b>74,50,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Monday January 01, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Wednesday January 31<sup>st</sup>, 2024 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

- a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- b) The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN: INE796C01011 in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The Subscription Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- f) The Issue Price is not less than the floor price determined on the basis of the final valuation report dated January 07, 2024 issued by CA Jainum Shah (IBBI Registration Number: IBBI/RV/07/2020/13500) of M/s. ValuGenius Advisors LLP, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV-E/07/2023/197;
- g) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 08, 2024 issued by M/s. Himanshu SK Gupta & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

**RESOLVED FURTHER THAT** subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue (“Offer Document”) after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;”

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**3) TO ISSUE UPTO 68,60,000 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS AGAINST CONVERSION OF EXISTING UNSECURED LOAN OF THE PROMOTER GROUP:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) or any other applicable law, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-

enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors, for conversion of Unsecured Loan into equity shares. by creation, offer, allot and issuance, upto a maximum of 68,60,000 (Sixty-Eight Lakhs Sixty Thousand) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 10/- (Rupees Ten only) per equity share aggregating upto Rs. 6,86,00,000 (Rupees Six Crores Eighty Six Lakhs Only) to the following promoter group allottees, (hereinafter referred to as the "Proposed Allottees") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1.	V K TEXCHEM PRIVATE LIMITED	62,40,000	Promoter Group
2.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	5,40,000	Promoter Group
3.	VIKAS LADIA	80,000	Promoter Group
	<b>Total</b>	<b>68,60,000</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Monday January 01, 2024, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

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

- b) The Promoters Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- c) The Issue Price is not less than the floor price determined on the basis of the final valuation report dated January 07, 2024 issued by CA Jainum Shah (IBBI Registration Number: IBBI/RV/07/2020/13500) of M/s. ValuGenius Advisors LLP, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV-E/07/2023/197;
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- f) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- g) The Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated January 08, 2024 issued by M/s. Himanshu SK Gupta & Associates, Practicing Company Secretaries, certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

**RESOLVED FURTHER THAT** subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Investors Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;"

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**Registered Office:**  
27-A, First Floor, Meera Nagar, Housing  
Board Colony, Udaipur, Rajasthan,  
India, 313001

**Date:** January 09, 2024  
**Place:** Udaipur

**By order of the Board,**  
For, **SHREE RAJASTHAN SYNTEX LTD.**

**Sd/-**  
**Shri Vikas Ladia**  
**Managing Director & CEO**

**Notes:**

1. The register of members and share transfer books shall remain closed from Thursday 25th January, 2024 to Wednesday 31st January, 2024 (both days inclusive) for the Extra Ordinary General Meeting.
2. In view of the outbreak of the COVID- 19 pandemic, Ministry of Home Affairs has from time to time through various circulars and guidelines has clearly indicated the precautions to be taken if there is a social gathering to stop the spread of novel coronavirus. We assure that we have proper arrangements and precautions being taken at the venue of EGM. There is sufficient space so that social distancing of shareholders attending the meeting can be maintained. Further precaution will be taken that none of the attendees will be allowed to the venue without the use of masks and hand sanitizers. In addition to that health checkups will be done of the attendees so as to protect the spread of any kind of disease.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.
4. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
5. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

6. Members desiring any information as regards to the accounts are requested to write to the Company 7 days before the meeting so as to enable the management to keep the information ready at the meeting.
7. Relevant documents referred to in the Notice, statutory register and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays up to the date of the Extra Ordinary General Meeting.
8. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
9. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
10. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.
11. The Notice of the Extra Ordinary General Meeting of the Company is uploaded on the Company's website [www.srsl.in](http://www.srsl.in) and can be accessed by the members from there.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, which allows the companies to send documents and other intimation by an email. Therefore, members are requested to register their email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the company or Registrar and Transfer Agent. Members may note that the aforesaid documents will also be available on the Company's website [www.srsl.in](http://www.srsl.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) (the authorised agency for providing voting through electronic means. Company's web-link as mentioned will also be provided in advertisement being published in Indian Express (English edition) and Udaipur Express (Hindi edition).
13. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent;

MAS Services Limited,  
T-34 2nd floor, Okhla Industrial Area,  
Phase-II, New Delhi 110020  
Website: [www.masserv.com](http://www.masserv.com)  
E-mail: [investor@masserv.com](mailto:investor@masserv.com)

15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company.



The facility for voting through poll paper shall be made available at the venue of the meeting and members attending the meeting shall be able to exercise their right at the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu SK Gupta & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday 24th January, 2024, may cast their vote. 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 Wednesday 24th January, 2024.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on Sunday 28<sup>th</sup> January 2024 at 9:00 a.m. and ends on Tuesday 30<sup>th</sup> January, 2024 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday 24th January, 2024, 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 Wednesday 24th January, 2024.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during

	<p>the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="644 969 1134 1267" style="border: 1px solid #ccc; padding: 10px; text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li> </ol>

	<p><a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at*

<https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [himanshugupta@live.com](mailto:himanshugupta@live.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal-AVP at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@srsli.in](mailto:cs@srsli.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@srsli.in](mailto:cs@srsli.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General Instructions:**

- a. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the General Meeting submit a consolidated Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- b. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.srsli.in](http://www.srsli.in) within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

**16. Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below.**

**Item: 1) Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association:**

The Present Authorised Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty-Two Crore Only) divided into 2,60,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each.

As stated in subsequent business items / resolutions at item no. 2 and 3, as part of the Preferential Issue the Company is proposing to issue further equity shares to the Proposed Investors and Lender Promoters. Accordingly, it is proposed to increase the authorised share capital of the Company from Rs. 32,00,00,000/- (Rupees Thirty-Two Crore Only) divided into 2,60,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each to Rs. 34,50,00,000/- (Rupees Thirty Four Crores Fifty Lakhs only) divided into 2,85,00,000 equity shares of Rs. 10/- (Rupees Ten each) and 6,00,000 Redeemable Preference Share of Rs. 100/- each by creation and addition of additional 25,00,000 (Twenty Five Lakhs) equity shares of INR 10/- (Rupees Ten Only) each in the existing authorised equity share capital of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approvals in terms of provisions of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, resolution 1 of this Notice is proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 1 as Ordinary Resolution.

None of the Directors, Key Managerial Personnel and/or their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 1 of the notice except to the extent of their shareholding in the company, if any.

**Item: 2) & 3) To Issue upto 74,50,000 Equity Shares on Preferential Issue basis for Consideration at cash to Promoter Group and Non-promoters & To Issue upto 68,60,000 Equity Shares on Preferential Issue basis against conversion of existing Unsecured Loan of the Promoter Group.**

The Board of Directors of the Company ("Board") at its meeting held on January 06, 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 and approved:

- 1) the proposal for raising of fund by issuance of upto 74,50,000 (Seventy-Four Lakhs Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to Promoter group and Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share for a total consideration of upto Rs. 7,45,00,000/- (Rupees Seven Crores Forty Five Lakhs only);
- 2) the conversion of Unsecured Loan into equity shares upto a maximum of 68,60,000 (Sixty-Eight Lakhs Sixty Thousand) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 10/- (Rupees Ten only) per equity share aggregating upto Rs. 6,86,00,000 (Rupees Six Crores Eighty Six Lakhs Only) to promoter group allottees;

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 (collectively called the "Investors").

**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. Proposed allottees does not hold Equity Shares in the Company except the following:

Sr. No.	Name of Proposed Allottee	Pre-Preferential Holding	Category
1	V K TEXCHEM PRIVATE LIMITED	7,44,871	Promoter Group
2	SHREE SHYAM DISTRIBUTORS AND	8,01,924	Promoter Group

	MARKETING PRIVATE LIMITED		
3	VIKAS LADIA	5,24,365	Promoter Group
4	SRSL SECURITIES LTD.	21,07,855	Promoter Group

3. 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;

4. The Company has obtained the Permanent Account Numbers of the proposed allottees.

5. 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 Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62 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 January 06, 2024 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue;

- 1) upto 74,50,000 (Seventy-Four Lakhs Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, on Preferential basis ('Preferential Issue'), to Promoter group and Non-promoters for cash at a price of Rs. 10/- (Rupees Ten only) per Equity Share for a total consideration of upto Rs. 7,45,00,000/- (Rupees Seven Crores Forty Five Lakhs only) and
- 2) upto 68,60,000 (Sixty-Eight Lakhs Sixty Thousand) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at an issue price of Rs. 10/- (Rupees Ten only) per equity share aggregating upto Rs. 6,86,00,000 (Rupees Six Crores Eighty Six Lakhs Only) to promoter group allottees, as conversion of existing unsecured loan, by way of a preferential issue 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:**

- a) upto 74,50,000 (Seventy-Four Lakhs Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, on Preferential basis ('Preferential Issue'), at a price of Rs. 10/- (Rupees Ten only) per Equity Share payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to not exceeding Rs. 7,45,00,000/- (Rupees Seven Crores Forty Five Lakhs only).
- b) Upto 68,60,000 (Sixty-Eight Lakhs Sixty Thousand) fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, as conversion of existing unsecured loan by way of a preferential issue basis at an issue price of Rs. 10/- (Rupees Ten only) per equity share, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 6,86,00,000 (Rupees Six Crores Eighty-Six Lakhs Only).



### **(3) Objects of the Preferential Issue:**

The Company shall utilize the proceeds from the preferential issue of Equity Shares for the below mentioned objects:

- To Repay the existing Financial creditors (loans / debt) of the Company;
- To Repay the existing Operational creditors and workmen dues of the Company;
- To Finance working capital requirement of the Company;

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

### **Schedule of Implementation and Deployment of Funds:**

As estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phased manner, as per the company's business requirements and availability of issue proceeds, latest by September 2024.

### **Interim Use of Proceeds**

Pending utilization for the purpose set forth above, the Company intends to invest the funds in long/short term capital requirements for future growth of the Company. The management in accordance with policies established by the Board from time to time, will have flexibility in deploying the Proceeds of the issue.

### **(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 BSE Limited only, however the shares of the Company are not frequently traded in accordance with regulation 164 of the ICDR Regulations. Therefore, the issue price has been derived on the basis of Report of independent registered valuer in accordance with regulation 165 of the ICDR Regulations.

The Issue Price of Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated January 07, 2024 issued by CA Jainum Shah (IBBI Registration Number: IBBI/RV/07/2020/13500) of M/s. ValuGenius Advisors LLP, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV-E/07/2023/197, in accordance with the ICDR Regulations ("Valuation Report").

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at [www.srsl.in](http://www.srsl.in)

The Board proposes to issue Equity Shares at a price of Rs. 10/- (Rupees Ten Only) per Equity Share, which is not less than the issue price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

### **(5) The price or price band at/within which the allotment is proposed:**

The Equity Shares are proposed to be issued at a price of Rs. 10/- (Rupees Ten only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs. Nil/- as a premium per Equity Share. Kindly refer to the above-mentioned point no. (4) for the basis of determination of the price.

**(6) 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 issue price for the preferential issue of equity shares is Monday, January 01, 2024, being the date thirty days prior to the date of Extra Ordinary General Meeting.

**(7) The class or classes of persons to whom the allotment is proposed to be made;**

The preferential Issue of Equity Shares for consideration at Cash is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	3,00,000	Promoter Group
2.	SRSL SECURITIES LTD.	6,50,000	Promoter Group
3.	CLK SHARES AND SECURITIES PRIVATE LIMITED	7,50,000	Non Promoter
4.	ANISH KISHORE MODI	20,00,000	Non Promoter
5.	YASH KELA	10,00,000	Non Promoter
6.	MITHUN SACHETI	10,00,000	Non Promoter
7.	SHATUL KAMAL GUPTA	5,00,000	Non Promoter
8.	PRIYA SINGH AGGARWAL	12,50,000	Non Promoter
	<b>Total</b>	<b>74,50,000</b>	

The preferential Issue of Equity Shares as conversion of existing Unsecured loan is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1.	V K TEXCHEM PRIVATE LIMITED	62,40,000	Promoter Group
2.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	5,40,000	Promoter Group
3.	VIKAS LADIA	80,000	Promoter Group
	<b>Total</b>	<b>68,60,000</b>	

**(8) Intent of the Promoters, Directors or Key Managerial personnel or Senior Management of the Company to subscribe to the Preferential Issue;**

Except the following, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category	Mode of Issue
1.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	3,00,000	Promoter Group	Consideration at Cash
2.	SRSL SECURITIES LTD.	6,50,000	Promoter	Consideration at

			Group	Cash
3.	V K TEXCHEM PRIVATE LIMITED	62,40,000	Promoter Group	Conversion of Unsecured loan
4.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	5,40,000	Promoter Group	Conversion of Unsecured loan
5.	VIKAS LADIA	80,000	Promoter Group	Conversion of Unsecured loan
	<b>Total</b>	<b>78,10,000</b>		

**(9) 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 members 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.

Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**(10) Principal terms of assets charged as securities;**

Not applicable

**(11) Shareholding pattern of the Company before and after the Preferential Issue;**

Please refer Annexure - A to this notice for details.

**(12) Name and address of valuer who performed valuation;**

The valuation was performed by CA Jainum Shah (IBBI Registration Number: IBBI/RV/07/2020/13500) of M/s. ValuGenius Advisors LLP, an independent registered valuer for Securities and Financial Assets and having Registration No. IBBI/RV-E/07/2023/197 having his office at 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai- 400 092

**(13) Amount which the Company intends to raise by way of such securities;**

The Company intends to raise an amount of upto Rs. 14,31,00,000/- (Rupees Fourteen Crores Thirty One Lakhs only) by way of issue of Equity Shares on preferential basis divided into;

- upto Rs. 7,45,00,000/- (Rupees Seven Crores Forty Five Lakhs only) by way of issue of Equity Shares for consideration at cash and
- upto Rs. 6,86,00,000 (Rupees Six Crores Eighty-Six Lakhs Only) by way of issue of issue of Equity Shares against conversion of existing unsecured loan.

**(14) Material terms of the proposed Preferential Issue of the Equity Shares;**

The material terms of the proposed preferential issue of the Equity Shares and warrants are stipulated in the special resolution as set out at Item No. 2 and 3 of this Notice.

**(15) 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;**

- No preferential allotment has been made to any person during the financial year 2023-24.

**(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares/Warrants 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 Promoter Group and Non-Promoter category. 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:

Name	Category	Pre-Preferential Shareholding		Post-Preferential Shareholding		Ultimate Beneficial Owner
		No.	%	No.	%	
V K TEXCHEM PRIVATE LIMITED	Promoter Group	7,44,871	5.44	69,84,871	24.94	Mr. Anubhav Ladia
SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	Promoter Group	8,01,924	5.85	16,41,924	5.86	Mr. Vikas Ladia
VIKAS LADIA	Promoter Group	5,24,365	3.83	6,04,365	2.16	N.A.
SRSL SECURITIES LTD.	Promoter Group	21,07,855	15.38	27,57,855	9.85	Mr. Anubhav Ladia
CLK SHARES AND SECURITIES PRIVATE LIMITED	Non Promoter	-	-	7,50,000	2.68	Mr. Kamal D. Bhavnani
ANISH KISHORE MODI	Non Promoter	-	-	20,00,000	7.14	N.A.
YASH KELA	Non Promoter	-	-	10,00,000	3.57	N.A.
MITHUN SACHETI	Non Promoter	-	-	10,00,000	3.57	N.A.
SHATUL KAMAL GUPTA	Non Promoter	-	-	5,00,000	1.78	N.A.
PRIYA SINGH AGGARWAL	Non Promoter	-	-	12,50,000	4.46	N.A.
<b>Total</b>		<b>41,79,015</b>	<b>30.50</b>	<b>1,84,89,015</b>	<b>66.00</b>	

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

Except conversion of loan of upto Rs. 6,24,00,000 (Rupees Six Crore Twenty Four Lakhs only) of V K TEXCHEM PRIVATE LIMITED, Rs. 54,00,000 (Rupees Fifty Four Lakhs only) of SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED and Rs. 8,00,000/- (Rupees Eight Lakhs only) of Shri Vikas Ladia, and fresh participation of SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED for Rs. 30,00,000/- and of SRSL SECURITIES LTD. for Rs. 65,00,000/-, no contribution is being

made by Promoter or Directors of the Company as part of the Preferential Issue other than mentioned as above.

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

This allotment is proposed to be made to Lender Promoters, in lieu of conversion of their unsecured loan. An amount equivalent to the maximum of Rs. 6,86,00,000 (Rupees Six Crores Eighty-Six Lakhs Only) shall be adjusted against the outstanding unsecured loan availed by the Company from the Lender Promoters. It is not an allotment being made for consideration other than cash.

**(19) 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. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**(20) 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 for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

**(21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter, promoter group or non-promoter/Public;**

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status
1.	V K TEXCHEM PRIVATE LIMITED	Promoter Group	Promoter Group
2.	SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED	Promoter Group	Promoter Group
3.	VIKAS LADIA	Promoter Group	Promoter Group
4.	SRL SECURITIES LTD.	Promoter Group	Promoter Group
5.	CLK SHARES AND SECURITIES PRIVATE LIMITED	-	Public
6.	ANISH KISHORE MODI	-	Public
7.	YASH KELA	-	Public
8.	MITHUN SACHETI	-	Public
9.	SHATUL KAMAL GUPTA	-	Public
10.	PRIYA SINGH AGGARWAL	-	Public

**(22) Undertakings;**

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) 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 thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) 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 the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) 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.
- i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares and warrants and upon allotment of equity shares consequent to conversion of warrants.

**(23) Company Secretary's Certificate;**

The certificate of CS Himanshu Surendrakumar Gupta, Proprietor of M/s. Himanshu SK Gupta and Associates, Practising Company Secretary (Membership No. FCS: 12183; CP No: 22596) 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.srsl.in](http://www.srsl.in)

**(24) Other disclosures;**

The Company hereby undertakes that:

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- b) 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 and for conversion of unsecured loan;
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed;
- d) It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- e) As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- f) It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is so required to do;

- g) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- h) Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- i) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- j) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;
- k) The Company is in compliance with the conditions for continuous listing;
- l) No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;
- m) The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;
- n) As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

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, the approval of the members for issue of Equity Shares for cash and for conversion of unsecured loan to the specified Allottees is being sought by way of a special resolution as set out in the said Item no. 2 and 3 of the Notice.

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.2 and Item No. 3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Shri Vikas Ladia, M/s. V K TEXCHEM PRIVATE LIMITED, M/s. SHREE SHYAM DISTRIBUTORS AND MARKETING PRIVATE LIMITED & M/s. SRSL SECURITIES LTD. 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. 2 and Item No. 3 of this notice except to the extent of their shareholding in the company, if any.

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

**Registered Office:**  
27-A, First Floor, Meera Nagar, Housing  
Board Colony, Udaipur, Rajasthan,  
India, 313001

**Date:** January 09, 2024  
**Place:** Udaipur

**By order of the Board,**  
For, **SHREE RAJASTHAN SYNTEX LTD.**

**Sd/-**  
**Shri Vikas Ladia**  
**Managing Director & CEO**

**Annexure-A**  
**Pre and Post Preferential Issue Shareholding Pattern of the Company**

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on 06.01.2024)		Post - Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	<b>Indian</b>				
a)	Individual	2399627	17.51	2479627	8.85
b)	Bodies Corporate	4095584	29.89	11825584	42..22
	<b>Sub-Total (A)(1)</b>	<b>6495211</b>	<b>47.40</b>	<b>14305211</b>	<b>51.07</b>
<b>2</b>	<b>Foreign</b>				
a)	Individual	0	0	0	0
b)	Bodies Corporate	0	0	0	0
	<b>Sub- Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>6495211</b>	<b>47.40</b>	<b>14305211</b>	<b>51.07</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1</b>	<b>Institutional Investors</b>				
a)	Mutual Funds	2984	0.02	2984	0.01
b)	Alternate Investment Funds				
c)	Foreign Portfolio Investors / foreign body corporate	100	0.00	100	0.00
d)	Financial Institutions/ Banks	50	0.00	50	0.00
e)	Insurance Companies				
	<b>Sub-Total (B)(1)</b>	<b>3134</b>	<b>0.02</b>	<b>3134</b>	<b>0.01</b>
<b>2</b>	<b>Central Government/ State Government</b>	0	0	0	0
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>3</b>	<b>Non-Institutions</b>				
a)	Individuals				
i)	Individual shareholders holding nominal sharecapital upto Rs. 2 lakhs	3044597	22.22	3044597	10.87
ii)	Individual shareholders holding nominal sharecapital in excess of Rs. 2 lakhs	2592214	18.92	8342214	29.78
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify				
	Foreign National	100	0.00	100	0.00
	Hindu Undivided Family				
	Non-Resident Indians	134859	0.98	134859	0.48
	Clearing Member	779	0.01	779	0.00
	Body Corporate	828365	6.05	1578365	5.63
	Trusts	167067	1.22	167067	0.60
	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	435975	3.18	435975	1.56
	<b>Sub-Total (B)(3)</b>	<b>7203956</b>	<b>52.57</b>	<b>13703956</b>	<b>48.92</b>
	<b>Total Public Shareholding (B)</b>	<b>7207090</b>	<b>52.60</b>	<b>13707090</b>	<b>48.93</b>
	<b>Total (A)+(B)</b>	<b>13702301</b>	<b>100.00</b>	<b>28012301</b>	<b>100.00</b>
<b>C</b>	<b>Shares held by custodians for ADR and GDR</b>	0	0	0	0
	<b>Total (A)+(B)+(C)</b>	<b>13702301</b>	<b>100.00</b>	<b>28012301</b>	<b>100.00</b>



# SHREE RAJASTHAN SYNTEX LTD

CIN: L24302RJ1979PLC001948

E-MAIL: cs@srsi.in

## ATTENDANCE SLIP

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the Extra ordinary General Meeting of the Members of **Shree Rajasthan Syntex Ltd** held on Wednesday, January 31, 2024 at 11:00 A.M. at the registered office of the Company situated at 27 A, First Floor, Meera Nagar, Housing Board Colony, Udaipur 313001, Rajasthan.

\_\_\_\_\_  
**Member's/Proxy's Name in Block Letters**

\_\_\_\_\_  
**Member's/Proxy's Signature**

**Note:** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

**Note:** Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

-----Please tear here-----  
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# SHREE RAJASTHAN SYNTEX LTD

CIN: L24302RJ1979PLC001948

E-MAIL: cs@srsl.in

## PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID:	

I/We, being the member (s) of..... shares of the above-named company, hereby appoint

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra ordinary General Meeting of the Members of **Shree Rajasthan Syntex Ltd** held on Wednesday, January 31, 2024 at 11:00 A.M. at the registered office of the Company situated at 27A, First Floor, Meera Nagar, Housing Board Colony, Udaipur 313001 Rajasthan or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
1.	Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association: Ordinary Resolution			
2.	To Issue upto 74,50,000 Equity Shares on Preferential Issue basis for Consideration at cash: Special Resolution			
3.	To Issue upto 68,60,000 Equity Shares on Preferential Issue basis against conversion of existing Unsecured Loan of the Promoter Group: Special Resolution			

Signed this.....day of.....2024

Affix  
Revenue  
Stamp of  
Rs. 1/-

Signature of  
shareholder

Signature of Proxy  
holder(s)

### Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of 16<sup>th</sup> Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**Form No. MGT-12**  
**Polling Paper**

*Pursuant to Section 109(5) of Companies Act, 2013 and rule 21(1)(c) of Companies (Management and Administration) Rules, 2014]*

**Name of the Company** Shree Rajasthan Syntex Ltd  
**Registered Office:** 27 A, First Floor, Meera Nagar, Housing Board Colony, Udaipur 313001 Rajasthan  
**CIN:** L24302RJ1979PLC001948

SNo	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Address	
3.	Registered Folio No/ *ClientID (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares
5.	Number of Shares	

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1.	Increase in Authorised Capital and Alteration of Capital Clause of Memorandum of Association: Ordinary Resolution			
2.	To Issue upto 74,50,000 Equity Shares on Preferential Issue basis for Consideration at cash: Special Resolution			
3.	To Issue upto 68,60,000 Equity Shares on Preferential Issue basis against conversion of existing Unsecured Loan of the Promoter Group: Special Resolution			

**Place:** Udaipur  
**Date:** 31<sup>st</sup> January, 2024

**(Signature of the shareholder\*)**

(\*as per Company records)

**ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING**

