



# SHREE OSFM E-MOBILITY LIMITED

(Formerly known as Shree OSFM E-Mobility Private Limited)

CIN: U93090MH2006PLC166545GST: 27AAACO8879L1ZM

Registered Office: A-Wing, 104, Green Park, Plot No. 2 & 3, Sector 3, Opp. Ghansoli Railway Station, Ghansoli Navi Mumbai-400701

[Tel:-91-22-27544431](tel:91-22-27544431), Email Id:cs@shreeosfm.com, URL: www.shreeosfm.com

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## NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF SHREE OSFM E-MOBILITY LIMITED WILL BE HELD ON **SATURDAY, JUNE 29, 2024** THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT **12:00 NOON (IST)** TO TRANSACT THE FOLLOWING BUSINESS:

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### SPECIAL BUSINESS:

#### **1. Issue of Equity Shares of the Company on Preferential basis:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 23(1)(b),42,62 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (**“SEBI (ICDR) Regulations, 2018”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including 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”**), Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (**“Stock Exchanges”**), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in accordance with 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 from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them 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 expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto **11,19,400** Equity Shares of **INR 134.00** each (Face Value of INR 10.00 each at a Premium of **INR 124.00** each) aggregating to the tune of not exceeding **INR 15,00,00,000** to Strategic Investors (**Non-Promoters**), on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

| Sr. No. | Name of Proposed Allottees  | No. of Equity Shares proposed to be allotted | Name of the Ultimate Beneficial Owner  |
|---------|---|--|--|
|         | <b>Non-Promoters</b>  |  |  |
| 1.      | Ashish Kacholia   | 5,59,700                                     | Ashish Kacholia  |
| 2.      | Himalaya Finance & Investment Co.<br>(Madhulika Agarwal – Partner of Himalaya Finance & Investment Co.) | 5,59,700                                     | 1. Om Prakash Agarwal<br>2. Bishwanath Agarwal<br>3. Shyam Sundar Agarwal<br>4. Sudarshan Agarwal<br>5. Suresh Agarwal |
|         | Total   | <b>11,19,400</b>                             | -  |

**RESOLVED FURTHER THAT:**

- i. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as **Wednesday, May 29, 2024** (for sake of brevity hereinafter referred to as the said **“Relevant Date”**) to consider the proposed preferential issue of Equity Shares.
- ii. All equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- iii. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- iv. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- v. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 (**Fifteen**) days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle

any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** Shri Ramnath Chandar Patil, (**DIN: 01877280**), Managing Director of the Company or Shri Vikash Jain, Company Secretary or any Director of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

**By Order of the Board of Directors**

**Sd/-**  
**Nitin Shanbhag**  
**Whole-time director**  
**DIN: 01879334**

**Place: Mumbai**  
**Thursday, June 06, 2024**

## Notes:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, ("**MCA Circulars**") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other related SEBI circulars including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI ("**SEBI Circulars**"), companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on **June 06, 2024** Members may note that Notice has been uploaded on the website of the Company at <https://shreeosfm.com> , the Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of Bigshare (agency for providing the Remote e-Voting facility) i.e. <https://ivote.bigshareonline.com/landing> .

3. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [ivote.bigshareonline.com](https://ivote.bigshareonline.com) with a copy marked to [cs@shreeosfm.com](mailto:cs@shreeosfm.com) from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for the Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("**ICSI**") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

7. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
8. 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 Messer Bigshare Private Limited, Registrar and Share Transfer Agent.
9. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to [cs@shreeosfm.com](mailto:cs@shreeosfm.com).
10. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
12. The Notice of EGM will be placed on the Company's website <https://shreeosfm.com>.
13. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s). Furthermore, Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form.
14. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
15. Shareholders of the Company holding shares as on Benpos date i.e., **Thursday, June 06, 2024** receive the Notice of EGM through electronic mode only pursuant to General Circular No. 1712020 dated 13<sup>th</sup> April, 2020.
16. Electronic copy of the EGM Notice is being sent to all the members whose e-mail addresses are registered with the Company/Depository Participant(s)/ Registrar and Share Transfer Agent of the Company for communication purposes. In case any member is desirous of obtaining hard copy of the EGM Notice, may send request to the Company's e-mail address at [cs@shreeosfm.com](mailto:cs@shreeosfm.com) mentioning Folio No./DP ID and Client ID.
17. Information and other instructions relating to e-voting are as under:
  - a. 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 MCA Circulars the Company is providing facility of remote e-voting to its Members in

respect of the business to be transacted at the EGM. For this purpose, the Company has appointed Messer Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- b. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. **The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis.** This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- c. The Company has engaged the services of Bigshare Services Limited as the Agency to provide e-voting facility.
- d. The Board of Directors of the Company at their meeting held on **Thursday, June 06, 2024** has appointed Mr. Deep Shukla, (Membership No. FCS 5652) of M/s. Deep Shukla & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the e-voting during the EGM and remote e-voting process prior to EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- e. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner as on the cut-off date i.e., **Saturday, June 22, 2024**.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date**, i.e., **Saturday, June 22, 2024** only shall be entitled to avail the facility of remote e-voting OR e-voting at the EGM.
- g. The Scrutinizer, after scrutinizing e-voting at the EGM and remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results shall be communicated to the Stock Exchange where the shares of the Company are listed. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <https://shreeosfm.com>.
- h. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., **Saturday, June 29, 2024**.
- i. Once the vote on a resolution is cast by a member, **the member shall not be allowed to change it subsequently or cast the vote again.**

**THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE, AS FOLLOWS:**

- i) The voting period begins on **Wednesday, June 26, 2024 at 09:00 AM (IST)** and ends on **Friday, June 28, 2024 at 05:00 PM (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, June 22, 2024** (hereinafter referred to as the "**Cut off Date**") 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.
- iv) 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.
- v) 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:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <p>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 <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then use your existing my easi username and password.</p> <ol style="list-style-type: none"> <li>1. 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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> 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. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly..</li> <li>2. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>3. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile and 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol> |



|   |  |
|---|--|
| Individual Shareholders holding securities in demat mode with <b>NSDL</b>                                     | <p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) 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 e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | 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 <b>CDSL</b> | 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 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.
  - 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:**

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| 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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22. |

#### **4. Procedure for joining the AGM/EGM through VC/ OAVM:**

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

- The Members may attend the AGM 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 AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

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

#### **Helpdesk for queries regarding virtual meeting:**

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

18. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling EGM has been uploaded on the website of the Company at <https://shreosfm.com> . The Notice can also be accessed from the websites of the Stock Exchange i.e., NSE Limited at [www.nseindia.com](http://www.nseindia.com) . The EGM Notice is also disseminated on the website of Messer Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://ivote.bigshareonline.com/>.

19. Investor Grievance Redressal: - The Company has designated an e-mail id [cs@shreeosfm.com](mailto:cs@shreeosfm.com) to enable investors to register their complaints, if any.
20. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

**By Order of the Board of Directors**

**Sd/-  
Nitin Shanbhag  
Whole-time director  
DIN: 01879334**

**Place: Mumbai  
Thursday, June 06, 2024**

**EXPLANATORY STATEMENT**  
**[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

The following Statement sets out all material facts relating to the businesses mentioned under Item No. 1 of the accompanying Notice:

**Item No. 1-**

**Issue of Equity Shares on Preferential basis**

The Board of the Directors of the Company at its meeting held on **Thursday, June 06, 2024** has given their consent subject to approval of Members by way of Special Resolution to issue and allot **11,19,400** Equity Shares at a price not less than **INR 134.00** each (Face Value of INR 10.00 each at a Premium of **INR 124.00** each) aggregating to the tune of **INR 15,00,00,000** to Strategic Investors (Non-Promoters) on Preferential Allotment basis.

In terms of Section 23(1)(b), 62 (1) (c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder (“Act”), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 23(1)(b), 42 & 62 (1) (c) of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The salient features of the preferential issue, including disclosures as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 read with SEBI (ICDR) Regulations, 2018 as amended on November 21, 2022 and NSE guideline on disclosure on object of issue circular Ref No: NSE/CML/2022/56 December 13, 2022 are given as under.

**1. Date of Board Resolution:**

Thursday, June 06, 2024

**2. The total number of securities, kinds of securities and price at which security is being offered:**

The resolution set out in the accompanying notice authorizes the Board to issue and allot **11,19,400** Equity Shares at a price not less than **INR 134.00** each (Face Value of INR 10.00 each at a Premium of **INR 124.00** each) aggregating to the tune of **INR 15,00,00,000** on preferential basis for Cash consideration.

**3. Relevant date with reference to which the price has been arrived at:**

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed allotment **Wednesday, May 29, 2024** being the date 30 days prior to **Saturday, June 29, 2024** (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).

#### 4. Basis on which the price of the Preferential Issue has been arrived at:

Pursuant to Regulation 164(5) of SEBI (ICDR), Regulation, 2018, as amended, “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date is at least ten percent of the total number of shares of such class of shares of the issuer.

Accordingly, the Equity Shares of the Company are already listed on National Stock Exchange of India, SME Emerge Platform ("NSE") (referred to as "**Stock Exchange**"). The company got listed on December 21, 2023 and as on the relevant date i.e., **Wednesday, May 29, 2024**. Furthermore, the company is meeting the criteria of having traded turnover of at least ten percent of the total number of shares of such class of shares of the issuer calculated as on relevant date. Hence, the company's shares are classified as frequently traded shares.

In view of above, Equity Shares of the Company are frequently traded within meaning of explanation provided in Regulation 164(5) of SEBI (ICDR), Regulation, 2018 as amended. In terms of Regulation 164 of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued which shall not be less than higher of the following:

- (a) INR 105.24 each the 90 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date; or
- (b) INR 133.71 each the 10 trading days volume weighted average price of the related equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date.

Thus, whichever is higher of the above prices. Therefore, the minimum price at which the Equity Shares on Preferential basis can be issued is INR 133.71 each. However, on the recommendation of the Audit Committee, the Board of Directors in their meeting held on **Thursday, June 06, 2024**, it has been decided to issue **11,19,400** Equity Shares at a price not less than **INR 134.00 each** (Face Value of INR 10.00 each at a Premium of **INR 124.00 each**) aggregating to the tune of **INR 14,99,99,600**.

#### 5. Name of Proposed Allottees for Preferential Allotment of Equity Shares:

| Sr. No. | Name of Proposed Allottee(s)  | Category     | No. of Equity Shares proposed to be allotted (Not exceeding) |
|---------|---|--------------|--|
| 1.      | Ashish Kacholia   | Non-Promoter | 5,59,700   |
| 2.      | Himalaya Finance & Investment Co.<br>(Madhulika Agarwal - Partner of Himalaya Finance & Investment Co.) | Non-Promoter | 5,59,700   |
|         | <b>Total</b>  |              | <b>11,19,400</b>   |

**Note:**

**1)** The Proposed Allottee(s) are neither Promoter nor are part of the Promoter Group as on the date of this notice. Further, upon issuance and allotment of the Equity Shares herein, they will be categorized as **Non-Promoter (Public Shareholders)** of the Company.

**6. Objects of the preferential issue:**

The proposed issue of not exceeding **11,19,400** Equity Shares to Strategic Investors (being Non- Promoters) on Preferential allotment basis for the following purposes:

**(a) The Company proposes to utilize the proceeds raised from the proposed Preferential issue towards the following objects:**

- (i) For working capital requirement; and
- (ii) For General Corporate Purposes.

**(b) Utilization of Gross Proceeds along with Timeline for utilisation:**

| <b>Sr. No</b> | <b>Particulars</b>          | <b>Total Estimated amount to be utilized</b> | <b>Timelines for Utilisation of Funds</b> |
|---------------|-----------------------------|--|---|
| <b>1</b>      | working capital requirement | <b>INR 12,14,99,676</b>                      | <b>By December, 2025</b>                  |
| <b>2</b>      | General Corporate Purpose   | <b>INR 2,84,99,924</b>                       | <b>By December, 2025</b>                  |
|               | <b>Total</b>                | <b>INR 14,99,99,600</b>                      |   |

**7. The class or classes of persons to whom the allotment is proposed to be made:**

The proposed preferential allotment of Equity Shares is made to Individuals, Partnership Firm etc. belonging to Non-Promoters category.

**8. Intention of promoters, directors or key managerial personnel of the issuer to subscribe to the offer:**

None of the existing Directors, Promoters or Key Managerial Personnel of the Company have shown their intention to subscribe to proposed Preferential Issue of Equity Shares.

**9. The change in control if any in the company that would occur consequent to the preferential offer;**

The proposed Preferential Allotment of Equity Shares will not result in any change in the management and control of the Company.

**10. Time frame within which the preferential allotment shall be completed:**

As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.



**11. Shareholding pattern before and after Preferential Issue would be as follows:**

| Sr. No. | Proposed Allottees  | Ultimate Beneficial Owner  | Pre-Preferential Issue* |                    | No. of Equity Shares proposed to be allotted | Post Preferential Issue |                    |
|---------|---|--|-------------------------|--------------------|--|-------------------------|--------------------|
|         | Non-Promoters   |  | No of shares held       | % of share holding |  | No of shares held       | % of share holding |
| 1       | Ashish Kacholia   | Ashish Kacholia  | -                       | -                  | 5,59,700                                     | 5,59,700                | 3.63%              |
| 2       | Himalaya Finance & Investment Co.<br>(Madhulika Agarwal – Partner of Himalaya Finance & Investment Co.) | 1. Om Prakash Agarwal<br>2. Bishwanath Agarwal<br>3. Shyam Sundar Agarwal<br>4. Sudarshan Agarwal<br>5. Suresh Agarwal | -                       | -                  | 5,59,700                                     | 5,59,700                | 3.63%              |

\* Pre-Preferential Issue shareholding as per *Benpos June 06, 2024*.

**12. Consequential Changes in the Voting Rights:**

Voting rights will change according to the change in the shareholding pattern mentioned above.

**13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:**

| Sr. No. | Proposed Allottees | Ultimate Beneficial Owner | Pre-Preferential Issue* |                    | No. of Equity Shares proposed to be allotted | Post Preferential Issue |                    |
|---------|--------------------|---------------------------|-------------------------|--------------------|--|-------------------------|--------------------|
|         | Non-Promoters      |                           | No of shares held       | % of share holding |  | No of shares held       | % of share holding |
| 1       | Ashish Kacholia    | Ashish Kacholia           | -                       | -                  | 5,59,700                                     | 5,59,700                | 3.63%              |

|   |  |  |   |   |          |                  |              |
|---|--|--|---|---|----------|------------------|--------------|
| 2 | Himalaya Finance & Investment Co. (Madhulika Agarwal – Partner of Himalaya Finance & Investment Co.) | 1. Om Prakash Agarwal<br>2. Bishwanath Agarwal<br>3. Shyam Sundar Agarwal<br>4. Sudarshan Agarwal<br>5. Suresh Agarwal | - | - | 5,59,700 | 5,59,700         | 3.63%        |
|   | <b>Total</b>   |  |   |   |          | <b>11,19,400</b> | <b>7.27%</b> |

\* Pre-Preferential Issue *shareholding as per Benpos June 06, 2024.*

**14. The Current and Proposed status of the allottees post the preferential issue *namely, promoter or non-promoter:***

| Sr. No. | Name of the Proposed Allottees  | Current status of the allottees <i>namely promoter or non-promoter</i> | Proposed status of the allottees post the preferential issue <i>namely promoter or non-promoter</i> |
|---------|---|--|---|
| 1.      | Ashish Kacholia   | Non-Promoter   | Non-Promoter  |
| 2.      | Himalaya Finance & Investment Co.<br><br>(Madhulika Agarwal – Partner of Himalaya Finance & Investment Co.) | Non-Promoter   | Non-Promoter  |

**15. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:**

During the period from December 21, 2023 till the date of this notice, the Company has not made any Preferential Allotment.

**16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:**

Not Applicable, as the proposed allotment is made for Cash consideration.

**17. Undertakings:**

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

## **18. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018**

Disclosure is not applicable in the present case as neither the Proposed Allottees, the beneficial owners of Proposed Allottees nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers.

## **19. Practicing Company Secretary' Certificate:**

A copy of the certificate from Mr. Deep Shukla, (Membership No. FCS 5652), of M/s. Deep Shukla & Associates, Practicing Company Secretaries certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM (IST) on all working days between Monday to Friday from the date of dispatch/ email of the EGM Notice till **Friday, June 28, 2024**. This certificate is also placed on the **"Investors"** tab on the website of the Company at the following link: <https://shreeosfm.com>.

## **20. Lock-in period**

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

## **21. Material Terms of Issue of Equity Shares**

Issue and allotment of not exceeding 11,19,400 Equity Shares at a price not less than **INR 134.00** each (Face Value of INR 10.00 each at a Premium of **INR 124.00** each) aggregating to the tune of not exceeding **INR 15,00,00,000** to Strategic Investors (Non-Promoters) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

## **22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:**

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

## **23. Amount which the company intends to raise by way of such securities:**

The Company intends to raise not exceeding INR 15 Crores by way of Preferential Issue of not exceeding 11,91,400 Equity Shares.

## **24. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

**25. Principle terms of assets charged as securities:**

Not Applicable

**26. Interest of the Promoters/ Directors:**

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

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special Resolution.

**By Order of the Board of Directors**

**Sd/-  
Nitin Shanbhag  
Whole-time director  
DIN: 01879334**

**Place: Mumbai  
Thursday, June 06, 2024**